RED HERRING PROSPECTUS
Dated January 5, 2018
Please read Section 32 of the Companies Act 2013
100% Book Building Offer

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.

Corporate Identity Number: U72200DL1992PLC049074

Registered and Corporate Office: A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi 110 067, India **Tel**: +91 11 4077 0100, 2696 3571, 26964733 **Fax**: +91 11 2685 6936
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 "GCBRLMs") 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 THE 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.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF EQUITY SHARES

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 GCBRLMs 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 GCBRLMs 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.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 10 and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Offer Price (as determined and justified by our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM, in accordance with SEBI ICDR Regulations, and as stated in "***Basis for Offer Price***" on page 99) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" on page 15.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each Selling Shareholder accepts responsibility for and confirms that the information relating to itself and the Equity Shares being offered by it in the Offer for Sale contained in this Red Herring Prospectus are true and correct in all material aspects and are not misleading in any material respect. Each Selling Shareholder, severally and not jointly, does not assume any responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to the Company or the other Selling Shareholders in this Red Herring Prospectus.

LISTING

The Equity Shares offered though this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. We have received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated October 18, 2017 and October 17, 2017, respectively. For the purposes of this Offer, BSE is the Designated Stock Exchange. A signed copy of this Red Herring Prospectus and the Prospectus shall be delivered for registration to the RoC in accordance with Section 26(4) of the Companies Act 2013. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus up to the Bid/Offer Closing Date. See "***Material Contracts and Documents for Inspection***" on page 422.

GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS		BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
ICICI Securities Limited ICICI Center, H.T. Parekh Marg Churchgate, Mumbai 400 020 Maharashtra, India **Tel**: +91 22 2288 2460 **Fax:** +91 22 2282 6580 **E-mail:** newgen.ipo@icicisecurities.com **Website:** www.icicisecurities.com **Investor Grievance E-mail:** customercare@icicisecurities.com **Contact Person:** Shekher Asnani/ Vishal Kanjani **SEBI Registration No.:** INM000011179	**Jefferies India Private Limited** 42/43, 2 North Avenue, Maker Maxity Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Maharashtra, India **Tel**: +91 22 4356 6000 **Fax:** +91 22 6765 5595 **E-mail:** NEWGEN.IPO@jefferies.com **Website:** www.jefferies.com **Investor Grievance E-mail:** jipl.grievance@jefferies.com **Contact Person:** Amit Agarwal **SEBI Registration No.:** INM000011443	**IDFC Bank Limited** Naman Chambers C 32, G Block, Bandra Kurla Complex Bandra (East), Mumbai 400 051 Maharashtra, India **Tel** : +91 22 7132 5500 **Fax** : +91 22 6622 2501 **Email**: newgen.ipo@idfcbank.com **Website**: www.idfcbank.com **Investor Grievance E-mail**: mb.ig@idfcbank.com **Contact Person**: Gaurav Goyal/ Harsh Thakkar **SEBI Registration No.**: MB/INM000012250	**Karvy Computershare Private Limited** Karvy Selenium Tower B Plot 31 and 32, Gachibowli Financial District, Nanakramguda Hyderabad 500 032 Telangana, India Tel: +91 40 6716 2222 Fax: +91 40 2343 1551 **Email**: einward.ris@karvy.com **Investor Grievance e-mail**: newgen.ipo@karvy.com **Website**: www.karisma.karvy.com **Contact Person**: M. Murali Krishna **SEBI Registration No.** INR000000221

BID/OFFER PERIOD			
BID/OFFER OPENS ON*	January 16, 2018	BID/OFFER CLOSES ON	January 18, 2018

* *Our Company, in consultation with the GCBRLMs 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.*

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SECTION I - GENERAL
DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Red Herring Prospectus, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

*Unless the context otherwise indicates, all references to "**the Company**", "**our Company**" are references to Newgen Software Technologies Limited, a company incorporated in India under the Companies Act 1956 with its Registered Office at A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi 110 067, India, and references to "**we**", "**us**" and "**our**" are references to our Company, together with its Subsidiaries (as defined below).*

Company Related Terms

Term	Description
AoA/Articles of Association or Articles	The articles of association of our Company, as amended
Ascent Capital	Unit Trust of India Investment Advisory Services Limited a/c Ascent India Fund III
Audit Committee	The audit committee of our Board constituted in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act 2013. For details, see "***Our Management***" on page 157
Auditors/ Statutory Auditors	The statutory auditor of our Company, being B S R & Associates LLP, Chartered Accountants
Board/ Board of Directors	The board of directors of our Company, or a duly constituted committee thereof
CCPS	Compulsorily convertible preference shares of our Company having a face value of ₹ 10 each
Director(s)	The director(s) on our Board
DVRs	Equity shares of our Company with differential voting rights having a face value of ₹ 10 each. Pursuant to the resolutions dated June 14, 2017 and July 28, 2017, our Board and the shareholders of our Company, respectively, noted the expiry of the differential rights attached to the DVRs and took on record that the DVRs were now treated at par with the Equity Shares, pursuant to conversion of the CCPS held by Ascent Capital and IDGVI, on March 27, 2017
Equity Shares	The equity shares of our Company having a face value of ₹10 each
Group Companies	The group companies of our Company, as covered under the applicable accounting standards and other companies as considered material by our Board in terms of the Materiality Policy and described in "***Our Promoters, Promoter Group and Group Companies***" on page 171
IDGVI	IDG Ventures India Fund II LLC
Independent Valuer	Aggarwal and Associates, a category-I independent valuer, registered with the Government of India, under the applicable provisions of the Wealth Tax Act, 1957
Indian Angel Network	Indian Angel Network Services Private Limited
IPO Committee	The IPO committee of our Board constituted to facilitate the process of the Offer, comprising Diwakar Nigam, T.S. Varadarajan and Priyadarshini Nigam
KMP/ Key Managerial Personnel	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act 2013 and as described in "***Our Management***" on page 157
Market Price Assessment Report	Market Price Assessment Report for an IT/ITeS Development located on Noida-Greater Noida Expressway, Uttar Pradesh, India, prepared in September 2017, by the Independent Valuer
Materiality Policy	The policy adopted by our Board on September 18, 2017 for identification of Group Companies, material outstanding litigation and material dues outstanding to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI ICDR Regulations
MoA/Memorandum of Association	The memorandum of association of our Company, as amended
NCTL	Newgen Computers Technologies Limited. For details, see "***History and Certain Corporate Matters***" on page 149
Newgen Canada	Newgen Software Technologies Canada Ltd. For details, see "***History and Certain Corporate Matters***" on page 149
Newgen ESOP 1999	Newgen Employee Stock Option Plan 1999. For details, see "***Capital Structure***" on page 74
Newgen ESOP 2000	Newgen Employee Stock Option Plan 2000. For details, see "***Capital Structure***" on page 74

Term	Description
Newgen ESOP 2014	Newgen Employee Stock Option Plan 2014. For details, see "***Capital Structure***" on page 74
Newgen SHA	Shareholders' agreement dated October 31, 2013 by and among our Company, the Promoters, Ascent Capital, IDGVI and SAP V and other parties as amended, including by the Newgen SHA Amendment and detailed in "***History and Certain Corporate Matters***" on page 149
Newgen SHA Amendment	Amendment agreement dated July 7, 2017 to the Newgen SHA, entered into among our Company, our Promoters, Priyadarshini Nigam and Usha Varadarajan, Ascent Capital, IDGVI and SAP V
Newgen Singapore	Newgen Software Technologies Pte. Ltd. For details, see "***History and Certain Corporate Matters***" on page 149
Newgen SPA	Share purchase agreement dated October 31, 2013 by and among our Company, HAV 2 (Mauritius) Limited, Ascent Capital and IDGVI and our Promoters. For details, see "***History and Certain Corporate Matters***" on page 149
Newgen SPSA	Share purchase cum share subscription agreement dated October 31, 2013 by and among our Company, our Promoters, Priyadarshini Nigam, Usha Varadarajan, Ascent Capital and IDGVI
Newgen UK	Newgen Software Technologies (UK) Ltd. For details, see "***History and Certain Corporate Matters***" on page 149
Newgen USA	Newgen Software Inc., USA. For details, see "***History and Certain Corporate Matters***" on page 149
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act 2013. For details, see "***Our Management***" on page 157
Ovum/ Informa	Informa Telecoms and Media Limited
Ovum Report	A report titled Business Software Industry Report: Digitalization, IT modernization and automation are driving market growth dated August 7, 2017, prepared by Ovum
Pandara SPA	Share purchase agreement dated March 27, 2014 by and among IDGVI, Pandara Trust and our Company. For details, see "***History and Certain Corporate Matters***" on page 149
Pandara Trust	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)
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(zb) of the SEBI ICDR Regulations and as disclosed in "***Our Promoters, Promoter Group and Group Companies***" on page 171
Promoters	The promoters of our Company, namely Diwakar Nigam and T.S. Varadarajan
Registered and Corporate Office	The registered office and corporate office of our Company, situated at A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi 110 067, India
Restated Consolidated Financial Statements	The restated audited consolidated financial statements of our Company comprising the restated consolidated summary statements of assets and liabilities as at September 30, 2017 and as at March 31, 2017, 2016, 2015, 2014 and 2013 and the restated consolidated summary statements of profit and loss and cash flows for the six months ended September 30, 2017 and for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 prepared in accordance with generally accepted accounting principles in India and the Companies Act and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India, together with the schedules, notes and annexures thereto
Restated Financial Information	Together, the Restated Consolidated Financial Statements and the Restated Standalone Financial Statements
Restated Standalone Financial Statements	The restated audited standalone financial statements of our Company comprising the restated standalone summary statements of assets and liabilities as at September 30, 2017 and as at March 31, 2017, 2016, 2015, 2014 and 2013 and the restated standalone summary statements of profit and loss and cash flows for the six months ended September 30, 2017 and for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 prepared in accordance with generally accepted accounting principles in India and the Companies Act and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India, together with the schedules, notes and annexures thereto
SAP V	SAP V (Mauritius)
SAP SSHA	Share subscription cum shareholders' agreement dated July 7, 2008 by and among our Company, our Promoters, HAV 2 (Mauritius) Limited, SAP AG, Germany and certain other shareholders of our Company and the deed of adherence dated October 4, 2011 executed by SAP V with the parties to the SAP SSHA
Selling Shareholders	Collectively, IDGVI, Ascent Capital, Pandara Trust and SAP V
SEZ Unit	Our office situated at Oxygen Business Parks Private Limited, plot no. 7, sector 144, Noida, Uttar Pradesh, India
SIEPL	Sundeep Import Export Private Limited

Term	Description
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board constituted in accordance with Regulation 20 of the SEBI Listing Regulations. For details, see "***History and Certain Corporate Matters***" on page 149
Subsidiaries	The subsidiaries of our Company as disclosed in "***History and Certain Corporate Matters – Subsidiaries of our Company***" on page 155

Offer Related Terms

Term	Description
Acknowledgment Slip	The slip or document issued by the Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotted/Allotment/Allot	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares offered by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Escrow Account	Account opened with Anchor Escrow Bank for the Offer and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Anchor Investor	A QIB, who applies under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations
Anchor Investor Allocation Price	The price at which allocation is done to the Anchor Investors in terms of this Red Herring Prospectus and the Prospectus. The Anchor Investor Allocation Price shall be determined by our Company, in consultation with the GCBRLMs and the BRLM
Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Offer Opening Date on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which will be a price equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the GCBRLMs and the BRLM
Anchor Investor Portion	Up to 60% of the QIB Category, which may be allocated by our Company and Selling Shareholders in consultation with the GCBRLMs and the BRLM, to Anchor Investors, on a discretionary basis, in accordance with SEBI ICDR Regulations. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation price
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) by a Bidder (other than Anchor Investors) to make a Bid authorizing the relevant SCSB to block the Bid Amount in the relevant ASBA Account
ASBA Account	A bank account maintained with an SCSB and specified in the Bid cum Application Form which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by a Bidder (other than a Bid by an Anchor Investor)
ASBA Form	An application form, whether physical or electronic, used by Bidders bidding through the ASBA process, which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Banker(s) to the Offer /Anchor Escrow Bank(s)	The bank(s) which is/are clearing members and are registered with the SEBI as an escrow bank, with whom the Anchor Escrow Accounts in relation to the Offer for Bids by Anchor Investors will be opened, in this case being ICICI Bank Limited
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "***Offer Procedure***" on page 367
Bid	An indication to make an offer during the Bid/Offer Period by a Bidder (other than an Anchor Investor), or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of a Bid cum Application Form, to subscribe for or purchase our Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of this Red Herring Prospectus and the Bid cum Application Form
Bid Amount	The highest value of the optional Bids as indicated in the Bid cum Application Form and payable by the Bidder or as blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Offer
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid and which shall be considered as the application for the Allotment pursuant to the terms of this Red Herring Prospectus and the Prospectus, including ASBA Form
Bid Lot	[●] Equity Shares
Bid/Offer Closing Date	Except in relation to Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bids for the Offer, which shall be published in all editions of Financial Express (a widely

Term	Description
	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 is located**)** and in case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites and terminals of the Syndicate Members, as required under the SEBI ICDR Regulations, being January 18, 2018
Bid/Offer Opening Date	Except in relation to Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer, which shall be published 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) and in case of any revisions, the extended Bid/Offer Opening Date shall also be notified on the websites and terminals of the Syndicate Members, as required under the SEBI ICDR Regulations, being January 16, 2018
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days during which prospective Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of this Red Herring Prospectus
Bidder	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, and includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process as described in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Manager/BRLM	IDFC
Broker Centres	Broker centres of the Registered Brokers, where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges
CAN / Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof
Cash Escrow Agreement	Agreement dated January 5, 2018 entered into among our Company, the Selling Shareholders, the Registrar to the Offer, the GCBRLMs and the BRLM, the Anchor Escrow Bank and Refund Bank for collection of the Bid Amounts and where applicable remitting refunds, if any, to the Anchor Investors, on the terms and conditions thereof
Client ID	Client identification number of the Bidder's beneficiary account
Collecting Depository Participants/CDPs	A depository participant, as defined under the Depositories Act, 1996 and registered under Section 12 (1A) of the SEBI Act and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agents or CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	The Offer Price, finalised by our Company and the Selling Shareholders, in consultation with the GCBRLMs and the BRLM, which shall be any price within the Price Band. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	The details of the Bidders including the Bidders' address, names of the Bidders' father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Form used by Bidders (other than Anchor Investors), a list of which is available at the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time
Designated CDP Locations	Such centres of the Collecting Depository Participants where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the respective websites of the Stock Exchanges and updated from time to time
Designated Date	The date on which the funds from the Anchor Escrow Accounts are transferred to the Public Offer Account or the Refund Account(s), as appropriate, and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, to the Public Offer Account or Refund Account, as applicable, in terms of this Red Herring Prospectus, following which the Board of Directors may

Term	Description
	Allot Equity Shares to successful Bidders in the Offer and the Selling Shareholders give delivery instructions for the transfer of their respective portions of the Equity Shares under the Offer for Sale
Designated Intermediaries	Collectively, the members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and CRTAs, who are authorised to collect Bid cum Application Forms from the Bidders (other than Anchor Investors), in relation to the Offer
Designated RTA Locations	Such centres of the CRTAs where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the CRTAs are available on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time
Designated Stock Exchange	BSE
Draft Red Herring Prospectus/DRHP	The draft red herring prospectus dated September 27, 2017 issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which our Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible NRI	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom this Red Herring Prospectus constitutes an invitation to subscribe for the Equity Shares
First/Sole Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bidders, whose name appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, and any revisions thereof, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares
Fresh Issue	Fresh issue of [●] Equity Shares aggregating up to ₹ 950.00 million to be issued by our Company as part of the Offer, in terms of this Red Herring Prospectus and Prospectus
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by SEBI and included in "***Offer Procedure***" on page 367
Global Co-ordinators and Book Running Lead Managers/ GCBRLMs	I-Sec and Jefferies
I-Sec	ICICI Securities Limited
IDFC	IDFC Bank Limited
Jefferies	Jefferies India Private Limited
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot
Minimum Promoters' Contribution	Aggregate of 20% of fully diluted post-Offer Equity Share capital of our Company held by our Promoters, provided towards, minimum promoters' contribution and locked-in for a period of three years from the date of Allotment, pursuant to Regulation 36(a) of SEBI ICDR Regulations
Mutual Fund Portion	5% of the QIB Category (excluding the Anchor Investor Portion) or [●] Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Proceeds	Proceeds of the Offer that will be available to our Company, i.e., gross proceeds of the Fresh Issue, less Offer Expenses to the extent applicable to the Fresh Issue
Non-Institutional Category	The portion of the Offer, being not less than 15% of the Offer or [●] Equity Shares, available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price
Non-Institutional Investors/NIIs	All Bidders, including Category III FPIs that are not QIBs (including Anchor Investors) or Retail Individual Investors , who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Offer	Public issue of up to [●] Equity Shares of face value ₹ 10 each for cash at a price of ₹ [●] each comprising the Fresh Issue and the Offer for Sale
Offer Agreement	The agreement dated September 27, 2017 entered into among our Company, the Selling Shareholders and the GCBRLMs and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	Offer of up to 13,453,932 Equity Shares to be offered for sale/transfer by the Selling Shareholders pursuant to the Offer in terms of this Red Herring Prospectus and the Prospectus
Offer Price	The final price at which Equity Shares will be Allotted to the successful Bidders (except Anchor Investors), as determined in accordance with the Book Building Process and determined by our Company and the Selling Shareholders, in consultation with the GCBRLMs and the BRLM in terms of this Red Herring Prospectus on the Pricing Date.

Term	Description
Price Band	Price band of the Floor Price of ₹ [●] and a Cap Price of ₹ [●], inclusive of both, including any revisions thereof. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM, and 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
Pricing Date	The date on which our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM, shall finalize the Offer Price
Prospectus	The Prospectus to be filed with the RoC for this Offer on or after the Pricing Date in accordance with the provisions of Sections 26 and 32 of the Companies Act 2013 and the SEBI ICDR Regulations, containing the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	The account(s) to be opened with the Banker(s) to the Offer under Section 40(3) of the Companies Act 2013 to receive monies from the Anchor Escrow Account(s) and the ASBA Accounts on the Designated Date
QIB Category	The portion of the Offer, being not more than 50% of the Offer or [●] Equity Shares to be allocated to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the GCBRLMs and the BRLM), subject to valid Bids being received at or above the Offer Price
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	This red herring prospectus dated January 5, 2018 issued in accordance with Section 32 of the Companies Act 2013 and the SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares shall be Allotted, to be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	Account(s) opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank(s)	The Bankers to the Offer with whom the Refund Account(s) will be opened, in this case being ICICI Bank Limited
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 14, 2012, issued by SEBI
Registrar Agreement	The agreement dated September 21, 2017, entered into among our Company and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer	Karvy Computershare Private Limited
Retail Category	The portion of the Offer, being not less than 35% of the Offer or [●] Equity Shares, available for allocation to Retail Individual Investors, which shall not be less than the minimum Bid lot, subject to availability in the Retail Category
Retail Individual Investors/ RIIs	Bidders (including HUFs and Eligible NRIs) whose Bid Amount for Equity Shares in the Offer is not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIBs bidding in the QIB category and Non-Institutional Investors bidding in the Non-Institutional category are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage
Self-Certified Syndicate Banks or SCSBs	The banks registered with the SEBI which offer the facility of ASBA and the list of which is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Share Escrow Agreement	Agreement dated January 5, 2018 entered into among the Selling Shareholders, our Company and a share escrow agent in connection with the transfer of the respective portion of Equity Shares being offered by each Selling Shareholder in the Offer for Sale portion of the Offer and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Stock Exchanges	BSE and NSE
Syndicate Agreement	The agreement dated January 5, 2018 entered into among the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, in this case being IDFC Securities Limited and Sharekhan Limited

Term	Description
Syndicate or members of the Syndicate	Collectively, the GCBRLMs, the BRLM and the Syndicate Members
Systemically Important Non-Banking Financial Companies	A non-banking financial company registered with the Reserve Bank of India and having a net-worth of more than ₹ 5,000 million as per its last audited financial statements
Underwriters	[●]
Underwriting Agreement	The agreement among our Company, the Selling Shareholders and the Underwriters, to be entered into on or after the Pricing Date
Working Day(s)	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Bid/Offer Opening Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Conventional and General Terms and Abbreviations

Term	Description
AGM	Annual general meeting
AIF(s)	Alternative Investment Funds
AS 18	Accounting Standard 18 issued by the Institute of Chartered Accountants of India
Banking Regulation Act	Banking Regulation Act, 1949
Bn/bn	Billion
BSE	BSE Limited
CAD	Canadian Dollar, the official currency of Canada
CAGR	Compounded Annual Growth Rate
Category I FPIs	FPIs registered as category I FPIs under the SEBI FPI Regulations
Category II FPIs	FPIs registered as category II FPIs under the SEBI FPI Regulations
Category III FPIs	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CIO	Chief Information Officer
Companies Act	Companies Act 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act 2013, read with the rules, regulations, clarifications and modifications thereunder
Companies Act 1956	Companies Act 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	Companies Act 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The extant consolidated FDI Policy, issued by the DIPP, and any modifications thereto or substitutions thereof, issued from time to time (currently, the Consolidated FDI Policy effective from August 28, 2017)
Copyright Act	Copyright Act, 1957
CSR	Corporate social responsibility
CSR Policy	Corporate social responsibility policy as specified in Schedule VII of Companies Act, 2013
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DGFT	Director General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DoIT	Department of Information Technology, Ministry of Electronics and Information Technology, Government of India
DP ID	Depository Participant's identity number
EBITDA	Earnings before interest, tax, depreciation and amortization
EBITDA Adjusted for Other Income	Earnings less other income before interest, taxes, depreciation and amortisation
EBITDA Adjusted for Other Income Margin	EBITDA Adjusted for Other Income divided by Revenue from Operations
EGM	Extraordinary general meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952

Term	Description
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
Euro/ EUR	Euro, the official single currency of the participating member states of the European Economic and Monetary Union of the Treaty establishing the European Community
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Export Regulations	Foreign Exchange Management (Export of Goods and Services) Regulations, 2000
Financial year/fiscal/ fiscal year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FTDRA	Foreign Trade (Development and Regulation) Act, 1992
FTP 2020	Foreign Trade Policy, 2015-2020
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAR	General Anti-Avoidance Rules
GBP	Great British Pound, the official currency of the United Kingdom
GDP	Gross Domestic Product
GST	Goods and services tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
IEC	Importer-exporter code
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IMF	International Monetary Fund
Income Tax Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies Act 2013 and Companies (Indian Accounting Standard) Rules, 2015, as amended
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
IPO	Initial Public Offer
IRDA Investment Regulations	Insurance Regulatory and Development Authority (Investment) Regulations, 2000
IT	Information Technology
IT Act	Information Technology Act, 2000
IT Intermediary Rules	Information Technology (Intermediaries Guidelines) Rules, 2011
IT Security Rules	Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011
MAT	Minimum alternate tax
MCA	The Ministry of Corporate Affairs, Government of India
MEIT	Ministry of Electronics and Information Technology, Government of India
MICR	Magnetic Ink Character Recognition
Mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
NAV	Net Asset Value
Notified Sections	The sections of the Companies Act 2013 that have been notified by the MCA and are currently in effect
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes an NRI
NRE accounts	Non-Resident External accounts
NRI	Non-Resident Indian
NRO accounts	Non-Resident Ordinary accounts
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
ODI	Overseas Direct Investment
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
PAT Margin	PAT divided by total revenue
Patents Act	The Patents Act, 1970

Term	Description
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC or Registrar of Companies	The Registrar of Companies, National Capital Territory of Delhi and Haryana located at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi 110 019, India
RoNW	Return on Net Worth
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEZ	Special Economic Zones
SEZ Act	The Special Economic Zones Act, 2005
SEZ Rules	Special Economic Zones Rules, 2006
SGD	Singapore Dollars, the official currency of Singapore
SIPCOT	State Industries Promotion Corporation of Tamil Nadu
STT	Securities Transaction Tax
Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Trademarks Act	Trademarks Act, 1999
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
U.S. Securities Act	United States Securities Act of 1933
U.S./ US/ USA/ United States	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
US$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be

Industry Related Terms

Term	Description
AMC	Annual Maintenance Contract
aPaaS	Application Platform as a Service
APIs	Application programming interfaces
ATS	Annual Technical Support
BAM	Business Activity Monitoring
BFSI	Banking, Financial services and Insurance
BI	Business Intelligence
BPM	Business Process Management
BRMS	Business Rule Management System
CCM	Customer Communication Management
CEP	Complex Event Processing
CRM	Customer relationship managemnet
CRO	Customer relationship officers
DAM	Digital Asset Management
dbPaaS	Database Platform as a Service
ECM	Enterprise Content Management
EFSS	Enterprise File Sync and Share
ERP	Enterprise resource planning
FinTech	Financial technology
ICT	Information Communication Technology
ITES	Information technology enabled services
NEMF	Newgen Enterprise Mobility Framework

Term	Description
OmniFlow iBPS	OmniFlow Intelligent Business Process Suite
PaaS	Platform as a Software
PUPM	Per user per month
RBI STP Circular	RBI/2013-14/254 A.P. (DIR Series) circular no.43 dated September 13, 2013 issued by the RBI
RPA	Robotic Process Automation
SaaS	Software as a Service
SOFTEX Form	Software export declaration form
STP Scheme	Software Technology Parks Scheme
WCM	Web Content Management
WfMC	Workflow Management Coalition

The words and expressions used but not defined in this Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act 1956, as superseded and substituted by notified provisions of the Companies Act 2013 (together the "**Companies Act**"), the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**"), the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in "***Main Provisions of the Articles of Association***", "***Statement of Tax Benefits***", "***Industry Overview***", "***Key Regulations and Policies in India***", "***Financial Information***", "***Outstanding Litigation and Material Developments***" and "***Part B***" of "***Offer Procedure***", will have the meaning ascribed to such terms in these respective sections.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Red Herring Prospectus to: (i) "India" are to the Republic of India; (ii) "Canada" are to the Dominion of Canada; (iii) "Singapore" are to the "Republic of Singapore"; (iv) "USA", "U.S.", "United States"and "US" are to the United States of America; and (v) "UK", "U.K.", "Great Britain" and "United Kingdom" are to the United Kingdom of Great Britain and Northern Ireland.

Financial Data

Unless indicated otherwise, the financial information in this Red Herring Prospectus is derived from our restated audited consolidated financial statements comprising the restated consolidated summary statements of assets and liabilities as at September 30, 2017 and March 31, 2017, 2016, 2015, 2014 and 2013 and the restated consolidated summary statements of profits and loss and cash flows for the six months ended September 30, 2017 and for the fiscals ended March 31, 2017, 2016, 2015, 2014 and 2013 (the "**Restated Consolidated Financial Statements**") and the restated audited standalone financial statements comprising the restated standalone summary statements of assets and liabilities as at September 30, 2017 and March 31, 2017, 2016, 2015, 2014 and 2013 and the restated standalone summary statements of profits and loss and cash flows for the six months ended September 30, 2017 and for the fiscals ended March 31, 2017, 2016, 2015, 2014 and 2013 (the "**Restated Standalone Financial Statements**", and together with the Restated Consolidated Financial Statements, the "**Restated Financial Information**") and the respective notes, schedules and annexures thereto, prepared in accordance with the generally accepted accounting principles in India (the "**Indian GAAP**") and the relevant provisions of Companies Act and the rules framed thereunder in force, at the time of adoption of financial statements, and restated in accordance with the SEBI ICDR Regulations and the 'Guidance Note on Reports in Company Prospectuses (Revised 2016)' issued by the Institute of Chartered Accountants of India ("**ICAI**") and included elsewhere in this Red Herring Prospectus.

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are significant differences between the Indian GAAP, the International Financial Reporting Standards (the "**IFRS**") and the Generally Accepted Accounting Principles in the United States of America (the "**U.S. GAAP**"). Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, the Indian GAAP, the Companies Act and the SEBI ICDR Regulations on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. We have not attempted to quantify the impact of the IFRS or the U.S. GAAP on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those under the U.S. GAAP or the IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

On February 16, 2015, the Ministry of Corporate Affairs, Government of India ("**MCA**") issued the Companies (Indian Accounting Standards) Rules, 2015 ("**Ind AS Rules**") for the purpose of enacting changes to Indian GAAP that are intended to align Indian GAAP further with IFRS. The Ind AS Rules provide that the financial information of the companies to which they apply shall be prepared and audited in accordance with the Indian Accounting Standard ("**Ind AS**"), although any company may voluntarily implement Ind AS for the accounting period beginning from April 1, 2015.

While we have provided for a summary of the qualitative differences between Ind AS and Indian GAAP in "***Summary of Significant Differences between Indian GAAP and Ind AS***" on page 303, we have not made any attempt to quantify or identify the impact of the differences between Indian GAAP and Ind AS as applied to our financial information and it is urged that you consult your own advisors regarding the impact of difference, if any, on financial data included in this Red Herring Prospectus. See "***Risk Factors – Our Restated Financial Information included in this Red Herring Prospectus has been prepared in accordance with the Companies Act, Indian GAAP and the SEBI ICDR Regulations, which vary in certain respects from Ind AS***" on page 30.

Certain figures contained in this Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Red Herring Prospectus as rounded-off to such number of decimal points as provided in their respective sources.

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Red Herring Prospectus has been derived from certain industry sources. Industry publications generally state that the information contained in such publications has been obtained from sources generally believed to be reliable, but their accuracy, adequacy or completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be made based on such information. Although we believe that the industry and market data used in this Red Herring Prospectus is reliable, it has not been independently verified by us, the Selling Shareholders, the GCBRLMs and the BRLM, or any of our or their respective affiliates or advisors, and none of these parties makes any representation as to the accuracy of this information. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. The extent to which the industry and market data presented in this Red Herring Prospectus is meaningful depends upon the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factors***" on page 15.

Additionally, we have commissioned a report titled "Business Software Industry Report: Digitalization, IT modernization and automation are driving market growth" dated August 7, 2017, prepared by Ovum Ltd. ("**Ovum Report**"), a trading division of Informa Telecoms and Media Limited ("**Ovum/ Informa**"), for the purpose of confirming our understanding of the industry in connection with the Offer. In this regard, Ovum, has issued the following disclaimer:

"*Informa obtains information for its analysis from sources it considers reliable, but does not guarantee the accuracy or completeness of its analysis or any information contained in the Ovum Report. Informa and its affiliates make no representation or warranty, either express or implied, with respect to the information or analysis from the Ovum Report, including without limitation the implied warranties of fitness for a particular purpose and merchantability, and Informa specifically disclaims any such warranty. In no event shall Informa or its affiliates be liable to customers or any third parties for any decision made or action taken by the customer or any third parties in reliance upon the information or analysis contained in the Ovum Report, including but not limited to, or any delay, interruption, loss of business revenues, loss of business opportunity, loss of profits or any indirect, consequential, special or incidental damages or other losses, whether in contract, tort or otherwise, even if advised of the possibility of such damages. The Ovum Report and information therein is not a comprehensive evaluation of the industry, the Company or the securities mentioned and no material or reference within the Ovum Report shall constitute an offer or a solicitation of an offer or a recommendation to buy or sell securities. All material within the Ovum Report should be deemed as expressions of opinion and is subject to change without notice.*"

Currency and Units of Presentation

All references to "**Rupees**" or "**₹**" or "**Rs.**" are to Indian Rupees, the official currency of the Republic of India. All references to "**US$**", "**U.S. Dollar**", "**USD**" or "**U.S. Dollars**" are to United States Dollars, the official currency of the United States. All references to "**GBP**" is to the Great Britain Pound, the official currency of Great Britain. All references to "**SGD**" is to the Singapore Dollars, the official currency of Singapore. All references to "**CAD**" is to the Canadian Dollars, the official currency of Canada.

In this Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions. One million represents '10 lakhs' or 1,000,000. Further, one billion represents '1,000 million' or '1,000,000,000'. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions in their respective sources, such figures appear in this Red Herring Prospectus expressed in such denominations as provided in such respective sources.

Exchange Rates

This Red Herring Prospectus contains conversions of U.S. Dollars and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that such currency amounts could have been, or can be converted into Indian Rupees, at any particular rate, or at all.

The exchange rates of certain currencies used in this Red Herring Prospectus into Indian Rupees are provided below.

(in ₹)

Currency*	Exchange rate as on September 30, 2017	Exchange rate as on March 31, 2017	Exchange rate as on March 31, 2016	Exchange rate as on March 31, 2015	Exchange rate as on March 28, 2014	Exchange rate as on March 28, 2013
1 USD	65.36	64.84	66.33	62.59	60.10	54.39
1 CAD	52.37	48.73	50.96	49.22	54.15	53.59
1 GBP	87.51	80.88	95.09	92.46	99.85	82.32
1 SGD	48.13	46.39	49.15	45.41	47.58	43.84

Source: RBI Reference Rate, Bloomberg

** In case of March 31/ September 30 of any of the respective years is a public holiday, the previous working day has been considered.*

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". These forward looking statements include statements which can generally be identified by words or phrases such as "***aim***", "***anticipate***", "***believe***", "***expect***", "***estimate***", "***intend***", "***likely to***", "***objective***", "***plan***", "***project***", "***propose***", "***will continue***", "***seek to***", "***will pursue***" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans, prospects or goals are also forward looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which we have our business and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Important factors that would cause actual results to differ materially include, including, but not limited to:

- our inability to protect our intellectual property;
- any intellectual property infringement claims against our Company;
- our inability to compete efficiently;
- our inability to develop new products and services and enhance the existing products and services;
- our software products and services ceasing to gain market acceptance;
- insufficient or delayed returns from our current research and development efforts;
- our cloud strategy or SaaS offerings which could have an impact on our revenues and profitability;
- the business practices of our customers with respect to the collection, use and management of personal information depending upon the governmental regulation, legal requirements or industry standards relating to consumer privacy and data protection;
- our international sales and operations which could subject us to additional risks that can adversely affect our results of operations; and
- significant fluctuations in our sales cycle, which may result in fluctuations in our revenue recognition on a quarterly basis.

For a further discussion of factors that could cause our actual results to differ, see "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 15, 124 and 308, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could be materially be different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as the statement based on them could prove to be inaccurate.

Neither our Company, nor the Selling Shareholders, nor the Syndicate, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the GCBRLMs and the BRLM will ensure that investors in India are informed of material developments until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer. We cannot assure prospective investors that the expectation reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned from placing undue reliance on such forward-looking statements as a guarantee of future performance.

SECTION II - RISK FACTORS

*An investment in the Equity Shares involves a high degree of risk. Prospective investors should carefully consider all of the information set forth in this Red Herring Prospectus, particularly the financial statements and the related notes in "**Financial Statements**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 176 and 308 respectively, and the risks and uncertainties described below, before making a decision to invest in the Equity Shares. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of the Equity Shares and the loss of all or part of an investment in the Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries. This Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. For further details, see "**Forward-Looking Statements**" on page 14. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer, including the merits and the risks involved. Unless otherwise stated, the financial information of our Company used in this section is derived from our Restated Consolidated Financial Statements.*

This section includes information that is derived from the Ovum Report, pursuant to an engagement with the Company. We commissioned this report for the purpose of confirming our understanding of the industry in which we operate. Neither we, nor any of the GCBRLMs, the BRLM, our Directors, our Promoters, nor any other person connected with the Offer has verified the information in the Ovum Report.

INTERNAL RISK FACTORS

1. Failure to protect our intellectual property could harm our ability to compete effectively.

We are highly dependent on our ability to protect our proprietary technology. We rely on a combination of copyright, patent and trademark laws, as well as non-disclosure agreements and other contractual provisions to establish and maintain our proprietary rights. We intend to protect our intellectual property rights vigorously. However, there can be no assurance that these measures will be successful.

The laws protecting intellectual property rights vary and certain jurisdictions, including India, may provide less protection for our technologies and other intellectual property assets as compared to other jurisdictions, such as USA. Further, as intellectual property rights protection is limited by territory, successfully obtaining intellectual property rights protection in one jurisdiction may not necessarily provide protection in another jurisdiction and we may have to seek such protection in multiple jurisdictions where we and our customers operate. The process for obtaining intellectual property rights protection in certain jurisdictions can be lengthy and may entail substantial costs.

While we have obtained trademark registrations for certain of our brands, including OmniDocs, Omni Acquire, OmniCompliance, OmniScan, OmniFlow, OmniReports and ChequeExchange and CheckFlow, we have made applications for obtaining trademark registrations with respect certain of our brands, including Newgen Infinite and Newgen Payments Bank under the Trade Marks Act, 1999, as amended ("**Trade Marks Act**") which are currently pending. We may not succeed in registering our trademarks or otherwise protecting our intellectual property.

With respect to applications made for registration of trademarks, some such pending applications have been objected to by the Registrar of Trademarks, Delhi alleging similarity with certain other registered trademarks available on the record of the Trade Marks Registry for same or similar goods/services. We have duly responded to these objections.

Further, our trademarks for OMNIDOCS and OMNIFLOW Process Client have expired and are pending renewal. For further details, see "***Government and Other Approvals – Intellectual Property***" on page 339. The protective steps that we take to protect our intellectual property rights, including registrations under trademark laws, confidentiality provisions and contractual arrangements, may be inadequate to deter misappropriation of our intellectual property.

As of November 30, 2017, four patents had been granted to us while 30 patent applications were outstanding. We only hold product patents and do not have registered patents in relation to the method or process for developing such systems and technology, and we may not be able to protect our products from unauthorised use. Further, patents in India have a term of 20 years from the date of the application. There can be no assurance that we will be able to protect our intellectual property rights in the future, including by successfully maintaining or renewing our intellectual property registrations.

We may be unable to detect the unauthorised use of, or take appropriate steps to enforce, our intellectual property rights in India or abroad. Failure to protect our intellectual property and trademarks could harm our reputation and affect our ability to compete effectively. Further, defending our intellectual property rights may require significant financial and managerial resources, the expenditure of which may materially adversely affect our business, results of operations, financial condition and prospects.

Although the non-disclosure obligations under our employment contracts with certain of our employees extend beyond the term of the contract, we cannot assure protection of our know-how or other confidential or proprietary information once these agreements are terminated. The disclosure of such information about us and our products could have an adverse effect on our business, resulting operations, financial condition and prospects.

Further, even if we are successful in obtaining intellectual property rights registration in any jurisdiction, there is no certainty that our intellectual property rights will provide us with substantial protection or commercial benefit. Despite our efforts to protect our intellectual property, some of our innovations may not be protectable, and our intellectual property rights may offer insufficient protection from competition or unauthorized use, lapse or expire, be challenged, narrowed, invalidated, or misappropriated by third parties, or be deemed unenforceable or abandoned, which, could have a material adverse effect on our business, financial condition, results of operations and prospects and the legal remedies available to us may not adequately compensate us.

2. We may be subject to intellectual property infringement claims by other companies which could materially increase costs and materially harm our ability to generate future revenues and profits.

Claims of intellectual property infringement are becoming increasingly common as the software industry develops and as related legal protections, including copyrights and patents are applied to software products. Although we do not believe that our products infringe on the rights of third parties, third parties have, in the past, and will continue to assert infringement claims against us in the future. In the past, one of our Subsidiaries has received infringement notices in relation to three patents. While we have arrived at a settlement with respect to two such infringement claims and made payments as stipulated in the respective agreements, one infringement notice is outstanding as of the date of this Red Herring Prospectus. Investors should note that the impact of these notices on our financial condition is presently not ascertainable and hence, not quantifiable. Further, as we provide our products and services to several customers, there is a greater likelihood of such infringement claims in the future.

Although most of our technology is proprietary in nature, we include certain third party and open source software in our products. In the case of third party software, we believe this software is licensed from the entity holding the intellectual property rights. Although we believe that we have secured all necessary licences for all third party intellectual property that is integrated into our products, third parties may assert infringement claims against us in the future. Any such assertion or infringement claim, regardless of merit, may result in litigation and the court or regulatory authority may decide that the intellectual property right we seek to enforce is invalid or unenforceable, or may refuse to stop the other party from using the technology at issue on the grounds that the intellectual property asserted does not cover the technology in question. Due to the substantial investigation required in connection with intellectual property litigation, there is a risk that some of our confidential information could be disclosed or otherwise compromised during the litigation process.

In addition, as we continue to develop new software products and expand our portfolio using new technologies, our exposure to threats of infringement may increase. Likewise, any of the software services provided by us could also be subject to intellectual property infringement claims. Any infringement claim and related litigation could be time-consuming and may divert our management's efforts and attention from our Company's operations, disrupting our ability to generate revenues or pursue new market opportunities and may result in significantly increased costs as a result of us defending such claims or attempting to license the intellectual property rights or reworking our products to avoid infringing third party rights. Our Company may also incur additional fees and be required to pay severe penalties or damages for violating contractual terms, misuse or excessive use of our license to intellectual property rights, which could cause significant damage to our Company's reputation and brand image and adversely affect our business, financial condition and results of operation. Typically, our agreements with our channel partners and customers contain provisions which require us to indemnify them for damages sustained by them as a result of any infringement claims involving our products. Any of the foregoing infringement claims and related litigations could have a material adverse impact on our business and operating results as well as our ability to generate future revenues and profits.

3. We face intense competition. If we are unable to compete effectively, the results of operations and prospects for our business could be harmed.

The markets for our software products and services are intensely competitive and are subject to rapid technological change. For further details, please see "***Industry Overview - Vendor Landscape: ECM, BPM and CCM software***" on page 109.

We expect competition to increase and intensify in the future as the pace of technological change and adaptation quickens and as more companies enter our markets. We could lose market share and revenue if our current or prospective competitors:

- introduce new competitive products or services making our technology comparatively less advanced,
- add new functionality to existing products and services,
- acquire competitive products and services,
- reduce prices, or
- form strategic alliances or consolidate with other companies.

We compete with both single product large vendors as well as vendors who are present across more than one product suite (ECM, BPM and CCM). Over the years, the landscape of our industry has undergone many changes due to consolidation. Because of such consolidation activity, some of our competitors in one product suite have expanded their capabilities and now compete with us in multiple product suites. This trend may continue which may further intensify the competition faced by us.

We may also face increasing competition from open source software initiatives in which competitors may provide software and intellectual property for free. Existing or new competitors could gain sales opportunities or customers at our expense. Certain of these competitors may also compete very aggressively on price. Further, some of our competitors may possess greater resources than us, including greater revenues and financial and marketing resources, enhanced offshore service delivery capabilities, more experience with international operations or stronger brand recognition than we do. Additionally, we may be required to incur additional marketing and branding expenses to retain our competitive position. A loss in our competitive position could result in lower revenues or profitability, which could adversely impact our ability to realise our revenue and profitability forecasts.

4. Our success depends upon our ability to develop new products and services and enhance our existing products and services.

Rapid technological advances, changing delivery models and evolving standards in computer software development and communications infrastructure, changing and increasingly sophisticated customer needs and frequent new product introductions and enhancements characterise the industry in which we compete. Digitization is driving major changes in the global business software market, with IT leaders looking to adopt new technologies and software platforms to meet critical business needs, including revenue growth driven through new products and services, better customer experience and delivery mechanisms, and growth in revenue and profits.

Our success depends upon our ability to anticipate, design, develop, test, market, license and support new software products, services, and enhancements of current products and services on a timely basis in response to both competitive threats and evolving industry requirements. The software industry is increasingly focused on cloud computing, mobility, social media and platform as a service ("**PaaS**") among other continually evolving shifts. In addition, our software products, services, and enhancements must remain compatible with standard platforms and file formats. Often, we must integrate software licensed or acquired from third parties with our proprietary software to create or improve our products. If we are unable to successfully integrate third party software to develop new software products, services, and enhancements to existing products and services, or to complete the development of new products and services which we license or acquire from third parties, our operating results will materially suffer.

If we are unable to develop new or sufficiently differentiated products and services, enhance our product offerings and support services in a timely manner or position and price our products and services to meet demand including in response to new industry standards, customers may not purchase or subscribe to our software products or cloud offerings or renew software support or cloud subscription contracts. Renewals of these contracts are important to the growth of our business.

We have continued to refresh and release new enhanced offerings of our on-premise and cloud software products and services. Our business may be adversely affected if:

- we do not continue to develop and release these or other new or enhanced products and services within the anticipated time frames,
- there is a delay in market acceptance of a new, enhanced or acquired product line or service,
- there are changes in IT industry standards or trends and preferences that we do not adequately anticipate or address with our product development efforts,
- we do not timely optimise complementary product lines and services, or
- we fail to adequately integrate, support or enhance acquired product lines or services.

5. If our software products and services do not gain market acceptance, our operating results may be negatively affected.

To effectively meet customer demand, it is important that we continue to enhance our software products and services. The markets for our software products and services are rapidly evolving due to which the level of acceptance of products and services is not certain.

If the markets for our software products and services fail to develop, develop more slowly than expected or experience increased competition, our business may suffer. As a result, we may be unable to:

- successfully market our existing products and services,
- develop and successfully launch new software products and services and enhancements to existing software products and services,
- complete customer implementations on a timely basis, or
- complete software products and services currently under development.

If our software products and services are not accepted by our customers or by associated businesses in our target verticals and markets, our business, operating results and financial condition will be materially adversely affected.

6. Product development is a long, expensive and uncertain process and our current expenditure in research and development may not provide a sufficient or timely return.

The development of our products is a costly, complex and time-consuming process, and the investment in their development often involves a long wait until a return is achieved on such an investment. We have made, and will continue to make, significant investments in software product research and development and related product opportunities. For six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, we spent 8.37%, 8.55%, 7.92% and 7.91% (as a proportion of our total expenditure) respectively on research and development. Investments in new technology and processes are inherently speculative. Commercial success depends on many factors, including the degree of innovation of the software products and services developed through our research and development efforts, sufficient support from our channel partners, and effective distribution and marketing. Accelerated software product introductions and short product life cycles require high levels of expenditure on research and development. Such expenditure may adversely affect our operating results if they are not offset by corresponding and timely revenue increases.

We must continue to dedicate a significant amount of resources to our research and development efforts in order to maintain our competitive position. However, significant revenues from new software product and service investments may not be achieved for a number of years, or at all. Moreover, new software products and services may not be profitable, and even if they are profitable, operating margins for new software products and services may not be in line with the margins we have experienced for our existing or historical software products and services. Moreover, while we have not terminated any software product development programs in the past, we do, from time to time, work on different exploratory concepts/ prototypes, which may be suitably altered, rescheduled or terminated, the impact of which may not be ascertainable or quantifiable.

Further, we may determine in the future that certain software product candidates or programs do not have sufficient potential to warrant the continued allocation of resources and accordingly, we may elect to terminate such programs. If we terminate a software product in development in which we have invested significant resources, our prospects may suffer, as we will have expended resources on a project that will not provide any return on our investment and also may have missed the opportunity to have allocated those resources to potentially more productive uses. In turn, this may adversely impact our business, operating results and financial condition.

7. Our cloud strategy, including our Software as a Service (SaaS) offerings, may impact our revenues and profitability from our existing and future on-premise enterprise software offerings.

We offer customers a full range of consumption models, including the deployment of our products through our cloud-based SaaS offering. These business models continue to evolve, and we may not be able to compete effectively, generate significant revenues or maintain the profitability of our cloud offerings.

Additionally, the increasing prevalence of cloud and SaaS delivery models offered by us and our competitors may unfavourably impact the pricing and demand of our on premise enterprise software offerings, which may reduce our revenues and profitability.

As customer demand for our cloud offerings increases, we may experience volatility in our reported revenues and operating results due to the differences in timing of revenue recognition for our new on premise software licences. For six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, our SaaS revenue (comprising revenue from cloud offerings of the Company) was 1.94%, 0.66%, 0.43% and 0.07%, respectively of our total revenue. In contrast, sale of products – software (comprising revenue from our on premise enterprise software offerings of the Company) for six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015 was 24.20%, 26.93%, 19.35% and 23.84% of our total revenue, respectively. Customers generally purchase our cloud offerings on a subscription basis and revenues from these offerings are generally recognised proportionately over the terms of the subscriptions. This is in contrast to revenues associated with our new on-premise software licences arrangements whereby new on-premise software licences revenues are generally recognised in full at the time of delivery of the related software licenses.

Should we continue to see more of our customers selecting our SaaS offerings, with payments made on a monthly or periodic basis rather than based on a perpetual licence with upfront fees, this could, in some cases, result in instances where reported revenue and cash flow could be lower in the short term when compared to our historical perpetual licence model, as well as vary between periods depending on our customers' preference to license our products or subscribe to our subscription-based offerings. While we expect that, over time, the transition to a cloud and subscription model will help our business to generate revenue growth by attracting new users and by keeping our user base current (as subscriptions allow users to receive the latest product updates and thereby increasing recurring revenue per user), there is no assurance that our short term revenue and operating cash flows will not be adversely affected during any ongoing transition period.

8. The business practices of our customers with respect to the collection, use and management of personal information could give rise to operational interruption, liabilities or reputational harm as a result of governmental regulation, legal requirements or industry standards relating to consumer privacy and data protection.

As regulatory focus on privacy issues continues to increase and global laws and regulations concerning the handling of personal information expand and become more complex, potential risks related to data collection and use within our customers' business will intensify. In addition, many governments have enacted or are considering enacting legislation or regulations, or may in the near future interpret existing legislation or regulations, in a manner that could significantly impact our ability and that of our customers and data partners to collect, augment, analyse, use, transfer and share personal and other information that is integral to certain services and the cloud offerings we provide. This could be true particularly in those jurisdictions where privacy laws or regulators take a broader view of how personal information is defined, therefore subjecting the handling of such data to heightened restrictions that may be obstructive to our operations of that of our customers and data providers. We may expand in future to countries which have passed or are considering passing legislation that requires data to remain localised “in country,” as this imposes financial costs on any service provider that is required to store data in jurisdictions not of its choosing and nonstandard operational processes that are difficult and costly to integrate with global processes. Changes in laws or regulations associated with the enhanced protection of certain types of sensitive data could greatly increase our cost of providing our products and services or even prevent us from offering certain of our products and services in jurisdictions that we operate. For instance, the Supreme Court of India decided in a recent judgment that right to privacy is a fundamental right. Consequently, a data protection regime is a legitimate concern of the Government of India and the ruling may lead to reconsideration and reconfiguration of India's data protection model.

Regulators globally are also imposing greater monetary fines for privacy violations and some regulators may pass legislation that would impose fines for privacy violations based on a percentage of global revenues. Responding to an investigation or enforcement action could divert attention and resources of our management, which would cause us to incur investigation, compliance and defence costs and other professional fees, and adversely affect our business, operating results, financial condition and cash flows.

Additionally, public perception and standards related to the privacy of personal information can shift rapidly, in ways that may affect our business operations or influence regulators to enact regulations and laws that may limit our ability to provide certain products and services. Any failure or perceived failure by us to comply with Indian or foreign laws and regulations, including laws and regulations regulating privacy, data security, or consumer protection, or other policies, public perception, standards, self-regulatory requirements or legal obligations, could result in lost or restricted business, proceedings, actions or fines brought against us or levied by governmental entities or could adversely affect our business and our reputation.

Furthermore, the costs of compliance with, and other conditions imposed by laws, regulations and policies that are applicable to the businesses of our customers may limit the use and adoption of, and reduce the overall demand for, our products and services. Privacy and personal information security concerns may inhibit market adoption of our products and services, particularly in certain industries and foreign countries. Any such changes in the laws of any of the markets in which we operate or intend to in the future may adversely affect our results of operations and business prospects.

9. Any IT system failures or lapses on part of any of our employees may lead to operational interruption, liabilities or reputational harm.

The success of our businesses depends in part upon our ability to effectively deploy, implement and use information technology systems and advanced technology initiatives in a cost effective and timely basis. Our information technology systems include multiple applications and other systems that allocate resources and facilitate internal and external communications, enabling us to coordinate and make quick decisions across our business.

In our customer engagements, we collect, process, store, use, transmit and have access to confidential information. Our computer networks may be vulnerable to unauthorised access, computer hackers, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by our employees, subcontractors or third-party vendors.

Any systems failure or security breach or lapse on our part or on the part of our employees and other ecosystem participants that results in the release of user data could harm our reputation and brand and, consequently, our business, in addition to exposing us to potential legal liability. Any such legal proceedings or actions may subject us to significant penalties and negative publicity, require us to change our business practices, increase our costs and severely disrupt our business.

10. Our international sales and operations subject us to additional risks that can adversely affect our results of operations.

We derive a significant portion of our revenues from our business operations outside India. Our international sales and operations are primarily undertaken through our Subsidiaries and branch offices. For the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, our business operations outside India contributed 64.52%, 60.38%, 67.27% and 66.41% of our revenue from operations, respectively. Compliance with international laws and regulations that apply to our international operations may increase our cost of doing business in such foreign jurisdictions. These laws and regulations include local laws which may include stricter data privacy requirements, labour relations laws, tax laws, intellectual property laws, anti-competition regulations, import, foreign currency and trade restrictions. Violations of these laws and regulations could result in fines, criminal sanctions against us, our officers or our employees, prohibitions on the conduct of our business, as well as default under our contracts with customers.

Compliance with these laws requires a significant amount of management attention and effort, which may divert management's attention from managing our business operations and growth strategy, and increase our expenses as we engage specialised or other additional resources to assist us with our compliance efforts. Our success depends, in part, on our ability to anticipate these risks and manage these difficulties.

We are also subject to a variety of other risks and challenges in managing operations in various countries, including those related to:

- general economic and political conditions in each country or region. For instance, our revenue from operations in EMEA increased by 0.93% from fiscal 2016 to fiscal 2017 and increased by 15.72% from fiscal 2015 to fiscal 2016, representing a 14.79% decrease in the rate of growth of revenue from operations year-over-year;
- common local business behaviours that are in direct conflict with our business ethics, practices and conduct policies such as weekly holidays on Fridays while working days on Sundays in the Middle East or work requirements over weekends or national holidays;
- customers' attitude which may differ in each country which require varied customer-handling procedure;
- language barrier and difficulties in communication;
- tighter visa regimes and other restrictions on doing business in one or more of our target international markets;
- longer payment cycles and difficulties in collecting accounts receivable;
- overlapping tax regimes and foreign exchange currency risks;
- our ability to repatriate funds held by our Subsidiaries to India; and
- reduced protection for intellectual property rights in some countries.

In addition, we may not possess the same familiarity with the economy, customer preferences, commercial operation and distribution network in some of the markets where propose to expand our operations. Further, expanding our geographical footprint poses risks and potential costs such as failure to attract a sufficient number of customers, or to anticipate competitive conditions that are different from those in our existing markets, and significant marketing and promotion costs, among others. We may face the risk that our competitors and the established players in such geographies may enjoy better brand visibility, and may be more experienced in such markets and they may enjoy better relationships with channel partners and customers, gain early access to information regarding attractive marketing opportunities and be better placed to launch software products or services with other advantages of being a first mover.

Further, our expansion plans could be delayed or abandoned, and we may incur additional expenditure for execution than anticipated, and may divert our resources, including our management's attention, from other aspects of our business. Consequently, it may place a strain on our management, operational and financial resources, as well as our information systems, any of which could impact our competitive position and reduce our revenue and profitability. There can be no assurance that we will be able to effectively manage our expansion into new international markets.

11. The length of our sales cycle may fluctuate significantly and depends on several external factors which may result in significant fluctuations in revenues being recognised on a quarterly basis.

A customer's decision to purchase our software products or our services often involves a comprehensive implementation process across the customer's network(s) which includes customer education, pre-purchase evaluation by a number of employees in our customers' organisations and, often, a significant strategic or operational decision by our customers. Our sales efforts involve educating our customers about the use and benefits of our products and solutions, including any potential cost savings achievable by organisations that partner with us.

Customers typically undertake a significantly long evaluation process which also involves evaluation of our competitors' services and can result in a lengthy sales cycle. Moreover, a purchase decision by a potential customer typically requires extended evaluation, testing and the approval of senior decision makers, including the boards of directors of our customers. We spend substantial time, effort and money on our sales efforts without any assurance that our efforts will produce any sales. Additionally, licensing and implementing our software products and any related services may entail a significant commitment of resources by prospective customers, accompanied by the risks and delays frequently associated with significant technology implementation projects.

Historically, we have witnessed higher sales of our products in the second half of a particular fiscal, especially in the last quarter of our fiscal. Our customers plan their IT purchases based on their annual IT budget (financial year of many of our Indian customers begins on April 1 and ends on March 31) and typically increase their IT procurement in such six month period to enable them to fully utilise their annual budgets. Due to this, our revenue from operations is typically higher in the six month period ending March 31 of a particular fiscal, or the three months period ending March 31 of a particular fiscal, on a quarterly basis, as compared to other quarters. Consequently, our profits before tax are also higher in such six month or three month period given that our expenses are usually spread across the 12 months of a particular fiscal.

Further, in weaker economic environments, it is not uncommon to see reduced IT spending. It may take several months, or even several quarters, for marketing opportunities to materialise. For example, if a customer's decision to license our software is delayed or if the implementation of these software products takes longer than originally anticipated, the date on which we are able to recognise revenues from these licences will be delayed. Such delays and fluctuations could cause our revenues and results of operation to fluctuate significantly across time periods, and we may not be able to adjust our costs quickly enough to offset such lower revenues, potentially adversely impacting our business, operating results and financial condition.

12. If we lose the services of the members of our senior management or other key employees or if we are not able to attract or retain qualified persons, our business and operations would be adversely affected.

Our performance is substantially dependent on the performance of our senior management and key employees. Although some of the members of our senior management have been with us for a long period of time, there can be no assurance that any member of our senior management or other key employees will not leave us in the future. Such departures may adversely affect our business and operations.

Our success is also highly dependent on our continuing ability to identify, hire, train, retain and motivate highly qualified management, technical, sales and marketing personnel. In particular, the recruitment of skilled product developers and experienced sales personnel remains critical to our success. Competition for such skills is intense and continuous, and we may not be able to attract, integrate or retain highly qualified technical, sales or managerial personnel in the future. In addition, in our effort to attract and retain critical personnel, we may experience increased compensation costs that are not offset by either improved productivity or higher sales/ prices for our software products or services.

13. Our business and results of operations are dependent on the contracts that we enter into with our customers. Any breach of the conditions under these contracts may adversely affect our business and results of operations.

We have entered into contracts with our customers which, depending on the customer, may contain terms and conditions which typically include: (i) the nature and specification of products and services to be provided by us, (ii) customisation and integration of the software with our customers' pre-existing systems, (iii) manner of inspection, testing and acceptance of software provided by us, (iv) representations, warranties and disclaimers made by us in relation to the services provided by us, (v) process to be followed in case of defects, (vi) steps to ensure compliance with applicable laws, (vii) undertakings in relation to protection of intellectual property of our customers, and (vii) indemnification of our customers due to our negligence or breach of any term of the agreement.

At times, we may have to agree with certain onerous terms laid down by our customers. For example, some of our customers have, in the past, required us to furnish a service guarantee pursuant to the issuance of a statement of work. Some of our customers are also entitled to terminate their contracts with us unilaterally, and in certain cases, without cause and by providing a notice. Further, certain customers prohibit us from deploying any employees, agents or subcontractors to provide services to competitors of our existing customers. These onerous terms may affect our future growth and expansion of our customer base.

While we internally consider all such factors prior to entering into these contracts, we cannot assure you that we will be able to continue to enter into similar such contracts in the future, which are not more onerous than the contracts we enter into currently. Additionally, non-compliance with the terms of our contracts, including breach of confidentiality provisions, may subject us to damages or penalties, lead to termination of the contracts and also result in us being unable to attract further business in the future.

14. Consolidation in the industry, particularly by large, well-capitalised companies, could place pressure on our operating margins which could, in turn, have a material adverse effect on our business.

Acquisitions by large, well-capitalised technology companies have changed the marketplace for our software products and services by replacing competitors which are comparable in size to us, with companies that have more resources at their disposal to compete with us in the marketplace. These companies may have considerable financial resources, channel influence, and broad geographic reach and thus, can engage in competition with our software products and services on the basis of price, marketing, services or support. They may also have the ability to introduce products that compete with our maturing software products and services. The threat posed by larger competitors and their ability to use their economies of scale to sell competing products and services at a lower cost may materially impact our sales and the profit margins that we earn on the software products and services we provide in the marketplace.

Any material reduction in our sales and profit margins may have a material adverse effect on our operations and financial condition, which may affect our strategic growth plans, and improved economies of scale or leave us at a material disadvantage to our larger competitors.

15. Our software products and services may contain coding, manufacturing or configuration errors or other defects that could harm our reputation, be expensive to correct, delay revenues, and expose us to litigation.

Our software products and services are fairly complex. Despite testing prior to the release and throughout the lifecycle of a product or service, our products may sometimes contain coding or manufacturing errors that can impact their function, performance and security, and result in other negative consequences. This includes third-party software products or services incorporated into our own software products.

Errors may be found in new software products or services or improvements to existing products or services after delivery to our customers. If these defects are discovered after the release of such products to our customers, we may not be able to successfully correct such errors in a timely manner. In addition, despite the extensive tests we conduct on all our software products and services, we may not be able to fully simulate the environment in which our products and services will operate in the customers' ecosystem, and, as a result, we may be unable to adequately detect the design defects or software or hardware errors which may become apparent only after the products are used in an end-user's environment, and users have transitioned to our services. The occurrence of errors, defects and failures in our software products and services could result in the delay or the denial of market acceptance of our products and alleviating such errors and failures may require us to incur significant expenditure.

Customers often use our services and solutions for critical business processes and as a result, any defect or disruption in our products and solutions, any data breaches or misappropriation of proprietary information, or any error in execution, including human error or third-party activity such as denial of service attacks or hacking, may cause customers to reconsider renewing their contract with us. The errors in or failure of our software products and services could also result in us losing customer transaction documents and other customer files, causing significant customer dissatisfaction and possibly giving rise to claims for monetary damages and litigations. The harm to our reputation resulting from such product and service errors and failures may be materially damaging.

Our agreements with our channel partners and end-users typically contain provisions designed to limit our exposure to claims. These agreements regularly contain terms such as the exclusion of all implied warranties and the limitation of the availability of consequential or incidental damages. However, such provisions may not effectively protect us against claims and litigations, and the associated liabilities and costs associated with them. Any claims for actual or alleged losses to our customers' businesses may require us to spend significant time and money in litigation or arbitration or to pay significant settlements or damages. Defending a lawsuit, regardless of merit, can be costly and can divert management's attention and resources and harm our reputation and business operations. Although we maintain errors and omissions insurance coverage and commercial general liability insurance coverage, such coverage may not be adequate to cover all such claims. Accordingly, any such claim could negatively affect our business, operating results or financial condition.

16. If our security measures are compromised, our products and services would be perceived as vulnerable, our brand and reputation would be damaged, the IT services we provide to our customers could be disrupted, and customers could stop using our products and services, all of which would materially adversely affect us.

Our products and services store, retrieve and manage our customers' information and data, external data, as well as our own data. Third parties may identify and exploit product and service vulnerabilities, penetrate or bypass our security measures, and gain unauthorised access to our or our customers', partners' and suppliers' software and cloud offerings, networks and systems, any of which could lead to the compromise of personal information or the confidential information or our data or that of our customers. Data may be accessed or modified improperly as a result of customer, partner, employee or supplier error or misconduct and third parties may attempt to fraudulently induce customers, partners, employees or suppliers into disclosing sensitive information such as user names, passwords or other information in order to gain access to our data, our customers', suppliers' or partners' data or our IT systems, customers, suppliers or partners.

High-profile security breaches at companies have increased in recent years, and security industry experts and government officials have warned about the risks of hackers and cyber-attacks targeting IT products and businesses. These risks will increase as we continue to grow our cloud offerings and store and process increasingly large amounts of data, including personal information and our customers' confidential information and data and other external data, especially in customer sectors involving particularly sensitive data such as healthcare, financial services and the government.

Further, as privacy and data protection become more sensitive issues in India, we may also become exposed to potential liabilities. For instance, under the Information Technology Act, 2000 ("**IT Act**"), we are subject to civil liability for wrongful loss or gain arising from any negligence by us in implementing and maintaining reasonable security practices and procedures with respect to sensitive personal data or information on our computer systems, networks, databases and software. India has also implemented privacy laws, including the IT Security Rules, which impose limitations and restrictions on the collection, use and disclosure of personal information.

We could suffer significant damage to our brand and reputation if a cyber-attack or other security incident were to allow unauthorised access to or modification of our customers' or suppliers' data, other external data, or our own data or our IT systems or if the services we provide to our customers were disrupted, or if our products or services are perceived as having security vulnerabilities. Customers could lose confidence in the security and reliability of our products and services, and this could lead to fewer customers using our products and services and result in reduced revenue and earnings. The costs we may incur to address and fix these security incidents would increase our expenses. These types of security incidents could also lead to breach of contracts with customers, lawsuits, regulatory investigations and claims and increased legal liability, including contractual costs related to customer notification and fraud monitoring, all of which could materially adversely affect us.

17. Our sales to government departments and agencies expose us to business volatility and risks, including government budgeting cycles and appropriations.

Historically, we have derived some of our revenues from contracts with the Government of India and other foreign governments and their respective agencies and Public Sector Undertakings ("**PSUs**"). For six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, we generated 12.24%, 17.39%, 9.96% and 8.86%, respectively of our revenues from government departments and agencies. Typically government/PSU contracts are subject to several approvals to fund the expenditures under these contracts. We are exposed to business volatility and risks associated with government business including termination of contracts, expropriations, suspension of business and debarment from future government business, without in many cases the possibility of effective legal or financial recourse. Further, agreements with government departments and agencies or PSUs are typically in relation to a specified set of requirements and deliverables and may not be renewed. Finally, sales to government departments and agencies may involve longer payment cycles which may increase our trade receivables and average debtor days.

If our sales to government departments and agencies fall in the future, our overall revenues and results of operations may be adversely affected.

18. The loss of licences to use third party software or the lack of support or enhancement of such software could adversely affect our business and operations.

We currently depend on a limited number of third party software products. If such software products were to become unavailable for any reason, we might experience delays or increased costs in continuing the production of our existing software products or the development of our new software products. For our products, we typically rely on softwares that we license from third parties, including software that is integrated with internally developed software and which may be used in our products to perform key functions. These third party software licences may not continue to be available to us on commercially reasonable terms or at all and the related software may not continue to be appropriately supported, maintained, or enhanced by the licensors. The loss of the license to use, or the inability by licensors to support, maintain, or enhance any of such software, could result in increased costs, lost revenues or delays until equivalent software is internally developed or licensed from another third party and integrated with our software. There can be no assurance that we will be successful in licensing third party software on commercially acceptable terms in a timely manner. Such increased costs, lost revenues or delays could adversely affect our business and operations.

19. Our operating results could be adversely affected by any weakening of economic conditions.

Our overall performance depends in part on the global economic conditions. Certain economies have experienced periods of downturn as a result of a multitude of factors, including, but not limited to, turmoil in the credit and financial markets, concerns regarding the stability and viability of major financial institutions, declines in gross domestic product, increases in unemployment and volatility in commodity prices and worldwide stock markets, and excessive government debt. For example, we believe that due to the fall in crude oil prices in recent fiscals, IT budgets of many of our existing and prospective customers in the Middle East have significantly reduced resulting in lower than anticipated revenues from this region. On account of the same, our revenue from operations in EMEA increased by only 0.93% from fiscal 2016 to fiscal 2017, while they had increased by 15.72% from fiscal 2015 to fiscal 2016.

Recently, a referendum in support of leaving the EU in the UK has raised additional concerns regarding economic uncertainties. The severity and length of time that a downturn in economic and financial market conditions may persist, as well as the timing, strength and sustainability of any recovery, are unknown and are beyond our control.

Any general weakening of, and related declining corporate confidence in, the global economy or the curtailment of government or corporate spending could cause current or potential customers to reduce or eliminate their IT budgets and spending, which could cause customers to delay, decrease or cancel purchases of our products and services or cause customers not to pay us or to delay paying us for previously purchased products and services. In addition, political unrest in places like Ukraine, Syria and Iraq and the related potential impact on global stability, terrorist attacks and the potential for other hostilities in various parts of the world, potential public health crises and natural disasters continue to contribute to a climate of economic and political uncertainty that could adversely affect our results of operations and financial condition, including our revenue growth and profitability.

Moreover, any instability in the global economy affects countries in different ways, at different times and with varying severity, which makes the impact to our business unforeseeable and indeterminate. During such downturns, many customers may delay or reduce technology purchases. Contract negotiations may become more protracted or conditions could result in reductions in the licensing of our software products and the sale of cloud and other services, longer sales cycles, pressure on our margins, difficulties in collection of accounts receivable or delayed payments, increased default risks associated with our accounts receivables, slower adoption of new technologies and increased price competition. In addition, deterioration of the global credit markets could adversely impact our ability to complete licensing transactions and services transactions, including maintenance and support renewals. Any of these events, as well as a general weakening of, or declining corporate confidence in the global economy, or a curtailment in government or corporate spending could delay or decrease our revenues and therefore have a material adverse effect on our business, operating results and financial condition.

20. There are various legal proceedings involving our Company, Subsidiaries and some of our Promoters and Directors, which if determined against us or them, may have an adverse effect on our business, results of operations and our reputation.

There are outstanding legal proceedings involving our Company, Subsidiaries and some of our Promoters, and Directors, which are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert management time and attention and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable and include amounts claimed jointly and severally. Any unfavorable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business, financial condition and results of operations. The list of material outstanding legal proceedings as on the date of this Red Herring Prospectus is set out below:

Nature of cases	No. of cases	Total amount involved (₹ in million)
Litigation involving our Company		
Against our Company		
Taxation cases	1	7.72
By our Company		
Civil cases	1	31.11
Criminal cases	1	25.00
Statutory/regulatory proceedings	1*	Not ascertainable
Litigation involving our Directors		
Against our Directors		
Criminal cases	1	Not ascertainable
By our Directors		
Statutory/regulatory proceedings	6*	Not ascertainable

Our Company, Managing Director and whole-time Directors have filed an aggregate of two compounding applications before the Regional Director (Northern Region) and NCLT Delhi (defined hereinafter). For details, see "Outstanding Litigation and Material Developments- Compounding applications filed by our Company and our officials**" on page 336.*

We cannot assure you that any of these matters will be settled in our favour or in favour of the entities involved, respectively, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings could have an adverse effect on our business, results of operations and our reputation. For details, see "***Outstanding Litigation and Material Developments***" on page 334.

21. We have in the past been non-compliant with certain provisions of the Companies Act. While we have filed applications for the compounding of certain of these offences, there can be no assurance that we will receive a favourable order in the compounding applications or that we will not be penalised for any of these contraventions.

Our Company, Managing Director, whole time Directors, the Chief Financial Officer and Company Secretary had filed five separate compounding applications before the National Company Law Tribunal, Principal Bench, New Delhi ("**NCLT Delhi**") and the Regional Director (Northern Region), Ministry of Corporate Affairs, Government of India for: (a) failing to obtain the approval of our audit committee ("**Audit Committee**") of our board of directors ("**Board of Directors**"), Board of Directors and our shareholders in terms of the applicable provisions of the Companies Act 2013 for fiscals 2017, 2016 and 2015 and the Companies Act 1956 for fiscals 2014, 2013 and 2012, in relation to the appointment of Shubhi Nigam, daughter of Diwakar Nigam, our Managing Director and whole time Director, Priyadarshini Nigam, to an office or place of profit in our Subsidiary, Newgen Software Inc. ("**Newgen USA**") and our Company during such periods and a failure to report such appointment in the notes to financial statements of our Company and the report of our Board attached thereto for fiscals 2017, 2016 and 2015; and (b) failure to disclose in the notes to financial statements of our Company, the appointment of Sonali Nigam, the daughter of Diwakar Nigam, Managing Director and whole time Director, Priyadarshini Nigam, to an office or place of profit in Newgen USA, during fiscals 2017, 2016 and 2015. We have received final orders on November 17, 2017 of the NCLT Delhi and have paid the applicable compounding fees levied on us by NCLT Delhi pursuant to such orders, in respect of three of the aforementioned compounding applications. Additionally, our Managing Director and each of the whole time Directors have paid ₹ 50,000 towards compounding fees, in respect of which, the order of the Regional Director (Northern Region), Ministry of Corporate Affairs, Government of India is pending and pursuant to a letter dated December 18, 2017 by the Regional Director (Northern Region), Ministry of Corporate Affairs, Government of India, one of the outstanding compounding applications has been transferred to NCLT Delhi due to lack of jurisdiction, as on the date of this Red Herring Prospectus. Additionally, pursuant to a letter dated December 18, 2017 by the Regional Director (Northern Region), Ministry of Corporate Affairs, Government of India, one of the outstanding compounding applications has been transferred to NCLT Delhi due to lack of jurisdiction. Consequently, the Company, its Managing Director and whole-time Directors have filed a revised application dated December 19, 2017 for the pending matter before the NCLT Delhi. Further, we have taken steps to rectify the non-compliances for which we had filed the compounding applications. However, there can be no assurance that we will receive favourable orders in the remaining compounding applications and even after receiving favourable orders, we may be subject to penalties for such past non-compliances. Further, if any of these compounding applications are rejected, our Directors and any officer of our Company who are determined to be in default, may be subjected to additional civil or penal sanctions.

Further, we may have, in the past, been non-compliant with certain other provisions of the Companies Act. There can be no assurance that we will not be penalised for any of these contraventions and penalties of a civil or criminal nature may be imposed on us, our Directors and our officers who were in default. We also cannot assure you that any penalties imposed will not have a material adverse effect on our financial results.

22. We may need to change our pricing models to compete successfully.

The intense competition we face in the sales of our products and services and general economic and business conditions as well as changes in the IT industry standards and landscape, can put pressure on us to change our pricing models. If our competitors offer deep discounts on certain products or services or develop products that the marketplace considers more valuable, we may need to lower prices or offer other favourable terms in order to compete successfully. Any such changes may reduce our sales or margins and could adversely affect our business and operating results. Additionally, the increasing prevalence of cloud and SaaS delivery models offered by us and our competitors may unfavourably impact the pricing of our on-premise enterprise software offerings and our cloud offerings, as well as overall demand for our on-premise software product and service offerings, which could reduce our revenues and profitability. The increased availability and adoption of open source software may also cause us to change our pricing models in the short term as we transition to increase our presence in the cloud platform.

Our competitors may offer lower pricing on their offerings, which could put pressure on us to further discount our products and services. Any broad-based change to our prices and pricing policies could cause our revenues to decline or be delayed as our sales force implements and our customers adjust to the new pricing policies. Some of our competitors may bundle products for promotional purposes or as a long-term pricing strategy or provide guarantees of prices and product implementations. These practices could, over time, significantly constrain the prices that we can charge for some of our products. If we do not adapt our pricing models to reflect changes in customer use of our products or changes in customer demand, our revenues could decrease.

23. Our solution frameworks are typically focused on a particular sector. If we are not successful in obtaining follow-on business from existing customers or new customers in such sector, our business and financial performance could be adversely affected.

Our solution frameworks seek to provide business solutions relevant to a particular sector. For example, for the banking sector, we have developed solution frameworks for various tasks including origination and on-boarding, retail and commercial lending, FATCA compliance, trade finance, wealth management and payment systems. These tasks are typically sector-specific and are not performed by customers operating in sectors other than banking.

Given the limited number of customers available in a particular sector at any point of time, once a customer has purchased a particular solution framework, we work with the customer to identify opportunities for follow-on sales such as broadening the use of such solution framework and sale of additional licenses for new users within the customer's organisation. However, we may not be successful in demonstrating this value to some customers, for reasons relating to the performance of our products, the quality of the services and support we provide for our products, or external reasons. Also, some of our customers may have limited additional sales opportunities available. Should we be unable to obtain follow-on sales or the follow-on sales may be delayed, our licence revenue could become limited from such customers.

Further, if we are unable to acquire new customers in the sectors in which we build solution frameworks, our monetising opportunities may be limited to follow-on sales from existing customers. Any one or a combination of these factors may lower our sales and adversely affect our business and financial performance.

24. Our revenue is dependent to a significant extent on selling new licences or subscriptions to new and existing customers.

We derive a significant portion of our revenues from our sale of softwares. For the six months ended September 30, 2017 and for the fiscals ended 2017, 2016 and 2015, our revenue from sale of softwares was 24.52%, 27.35%, 19.51% and 24.44% of our revenue from operations, respectively.

Additionally, we derive substantial annuity-based revenue as well as non-recurring repeat revenues from existing customers (for purchase of additional licenses/subscriptions for new users or new software for existing users and related implementation charges) in subsequent years.

Accordingly, if we do not continue to make follow-on sales of licenses to existing customers for new users, or do not continue to acquire new customers, we may not be able to maintain or grow our revenue from sale of softwares, which could have an adverse effect on our results of operations.

25. We have historically sold a significant majority of our products to customers in five verticals. Rapid changes or consolidation in these verticals could affect the level of demand for our products.

We have historically derived a significant portion of our revenue from customers in the Banking, government/PSUs, BPO/IT, insurance and healthcare verticals, and sales in these verticals continue to be important for our future growth. For the six months ended September 30, 2017 and for the fiscals ended 2017, 2016 and 2015, our total revenue from customers in these verticals was 81.97%, 85.87%, 83.21% and 78.76% of our revenue from operations, respectively.

Any slowdown in these verticals may result in the reduction, postponement or consolidation of IT spending by our customers, contract terminations, deferrals of projects or delays in IT procurement, any of which, may adversely affect our business, financial condition and results of operation. Further, increased regulation or other regulatory changes affecting these verticals may lead to a decrease in demand for our products and services.

The level of demand for our products and services from customers in these verticals may be affected by various other factors, whether general or industry-specific, which are beyond our control but may adversely affect our business, operating results, and financial condition.

26. Our marketing and advertising campaigns may not be successful in increasing the popularity of our products and offerings. If our marketing initiatives are not effective, this may adversely affect our business and results of operations.

Our revenues are influenced by our marketing plans including brand building activities and advertising. For the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, we spent 3.06%, 2.40%, 2.33% and 3.89%, respectively, of our total expenditure on marketing and advertising campaigns. If we adopt unsuccessful marketing and advertising campaigns, we may fail to attract new customers or retain existing customers. If our marketing and advertising strategies are unsuccessful, our business and results of operations could be materially adversely affected. In addition, we also rely on co-branded newsletters for our marketing activities. If our co-branding partners decide to withdraw from the partnership, our brand building initiatives could be adversely affected.

The support of our employees is also critical for the success of our marketing programmes, such as local marketing and any new strategic initiatives we seek to undertake. While we can mandate certain strategic initiatives, we need the active support of our employees if the implementation of these initiatives is to be successful. The failure of our employees to support our marketing programmes and strategic initiatives could adversely affect our ability to implement our business strategy and harm our business, financial condition, results of operations and prospects.

In addition, increased spending by our competitors on advertising and promotion or an increase in the cost of advertising in the markets in which we operate, could adversely affect our results of operations and financial condition. Moreover, a material decrease in our funds earmarked for marketing and advertising or an ineffective advertising campaign relative to that of our competitors, could also adversely affect our business and results of operations.

27. We require a number of regulatory approvals, registrations, licenses and permits in respect of our operations. Failure to obtain, maintain or renew licenses, registrations, permits and approvals in a timely manner or at all, may adversely affect our business and results of operations.

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at the local, state and central government levels for doing our business.

While we have obtained all necessary and material approvals, licenses, registrations and permits from the relevant authorities, they may contain conditions, some of which could be onerous. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or seek fresh approvals, from time to time, as and when required in the ordinary course of our business.

There can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could adversely affect our related operations. Further, under such circumstances, the relevant authorities may initiate penal action against us, restrain our operations, impose fines/penalties or initiate legal proceedings for our inability to renew/obtain approvals in a timely manner or at all.

Furthermore, we cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or cancelled or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any suspension or revocation of any of the approvals, licenses, registrations and permits that has been or may be issued to us may adversely affect our business and results of operations.

28. Fluctuations in foreign currency exchange rates could materially affect our financial results.

Our Restated Financial Information included in this Red Herring Prospectus is presented in Indian Rupees. While we generate the majority of our revenues in foreign currencies, primarily USD, we incur significant portion of our expenses in Indian Rupees. Our revenues from our international operations during six months ended September 30, 2017 and during fiscals 2017, 2016 and 2015 were ₹ 1,337.08 million, ₹ 2,578.68 million, ₹ 2,333.06 million and ₹ 2,048.36 million, respectively, which constituted 64.52%, 60.38%, 67.27% and 66.41%, respectively of our revenues from operations. Further, in general, the functional currency of our Subsidiaries is their local currency. For each Subsidiary, assets and liabilities denominated in foreign currencies are translated into Indian Rupees at the exchange rates in effect at the balance sheet dates and revenues and expenses are translated at the average exchange rates prevailing during the period of the transaction. Therefore, increases or decreases in the value of the Indian Rupees against other major currencies (particularly USD) affect our net operating revenues, operating income and the value of balance sheet items denominated in foreign currencies. We have not entered into any forward contracts to hedge our foreign currency exchange rate risks.

A significant portion of our consolidated operations are international and we may continue to earn a significant portion of our revenue in foreign currencies. Our ultimate realised loss or gain with respect to currency fluctuations will generally depend on the size and type of cross-currency exposures that we are exposed to, the currency exchange rates associated with these exposures and changes in those rates, and other factors. All of these factors could materially adversely impact our results of operations, financial position and cash flows. Transactional foreign currency gains (losses) incurred for six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015 were ₹ 4.61 million, ₹ (19.81) million, ₹ 1.96 million and ₹ 9.14 million, respectively.

Economic, political and market conditions can adversely affect our business, results of operations and financial condition, including our revenue growth and profitability, which in turn could adversely affect our stock price. For further details, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 308.

29. Some of our loan agreements contain restrictive covenants which may adversely affect our business, results of operations and financial conditions.

As of November 30, 2017, we had a consolidated debt of ₹ 753.24 million. We have entered into agreements for short-term borrowings. Some of these agreements contain requirements to maintain certain security margins, financial ratios and contain restrictive covenants relating to issuance of new shares, changes in capital structure, making material changes to constitutional documents, implementing any expansion scheme, incurring further indebtedness, encumbrances on, or disposal of assets and paying dividends. For further details, see "***Financial Indebtedness – Facilities availed by us – Restrictive Covenants***" on page 333.

Furthermore, some of our financing arrangements specify that upon the occurrence of an event of default, the lender shall have the right to, *inter alia*, cancel the outstanding facilities available for drawdown, declare the loan to be immediately due and payable with accrued interest and enforce rights over the security created. There can be no assurance that we will be able to comply with these financial or other covenants, or that we will be able to obtain the consents necessary to proceed with the actions which we believe are necessary to operate and grow our business, which may in turn have a material adverse effect on our business and operations.

We may be required to dedicate a significant portion of our operating cash flow to making periodic principal and interest payments on our debt, thereby limiting our ability to take advantage of significant business opportunities and placing us at a competitive disadvantage compared to our peers who have relatively less debt.

30. Failure or delays in obtaining third party certifications and accreditations may cause delays in our delivery schedules and disruptions in our business which may adversely affect our business, financial condition and results of operations.

We are required to obtain several third party certifications and accreditations such as service operation, capability maturity model integration, International Security Management Association, International Standard on Assurance Engagement, payment card industry and United States Health Insurance Portability and Accountability Act of 1996 in relation to our softwares. Depending on the product and requirements of our customers, we need to obtain specific certifications from a particular agency. Such third parties may refuse to allow us to use the certificate if we fail to resolve any of the points raised by them. As a result, we may experience delays and disruptions in our business which may adversely affect our business, financial condition and results of operations.

31. Our Restated Financial Information included in this Red Herring Prospectus has been prepared in accordance with the Companies Act, Indian GAAP and the SEBI ICDR Regulations, which vary in certain respects from Ind AS.

In accordance with India's roadmap for "Convergence of its existing standards with IFRS", referred to as "Ind AS", announced by the MCA, through press notes dated January 22, 2010, read with the Companies (Indian Accounting Standards) Rules, 2015 issued by the MCA on February 16, 2015, effective April 1, 2015, public companies in India (except banking companies, insurance companies and non-banking financial companies) are required to adopt Ind AS, effective from: (i) accounting period beginning on or after April 1, 2016 (with comparatives for the period ending March 31, 2016 or thereafter), for companies with net worth of ₹ 5,000 million or more; and (ii) accounting periods beginning on or after April 1, 2017 (with comparatives for the period ending March 31, 2017 or thereafter) for listed or to-be-listed companies (i.e. whose equity and/or debt securities are listed or are in the process of being listed on any stock exchange in or outside India) with net worth less than ₹ 5,000 million and unlisted companies with net worth between ₹ 2,500 million and ₹ 5,000 million. These requirements also apply to any holding company, subsidiary, joint venture or associate companies of such companies. Accordingly, for statutory reporting purposes under the Companies Act, our annual and interim financial statements will be required to be reported under Ind AS for accounting periods commencing on or after April 1, 2017.

Pursuant to a SEBI circular dated March 31, 2016, with respect to financial information to be included in any offer document filed with the SEBI on or after April 1, 2017 and until March 31, 2018, the Company has chosen to prepare its Restated Financial Information, on a standalone as well as on a consolidated basis for the preceding five fiscals included in this Red Herring Prospectus by taking Indian GAAP framework as its underlying base and restated in accordance with the SEBI ICDR Regulations. Our financial statements reported under Ind AS in future accounting periods may not be directly comparable with our financial statements historically prepared under Indian GAAP, including those disclosed in this Red Herring Prospectus. Accordingly, our Restated Financial Information included in this Red Herring Prospectus may not form an accurate basis to consider the accounting policies and financial statements adopted by our Company for future periods, which may differ materially from our Restated Financial Information.

We cannot assure you that the adoption of Ind AS will not affect our reported results of operations or cash flows. Further, we may be required to retrospectively apply Ind AS to our historical financial statements, subject to certain exemptions, which may require us to restate financial statements after March 31, 2016, once included. In addition, our management may also have to divert its time and other resources for the successful and timely implementation of Ind AS. Any failure to successfully adopt Ind AS may have an adverse effect on the trading price of our Equity Shares or may lead to regulatory action and other legal consequences. Any of these factors relating to the use of Ind AS may adversely affect our financial condition, results of operations and cash flows. We have not attempted to quantify the effect of Ind AS on the financial information included in this Red Herring Prospectus, nor have we provided a reconciliation of our financial statements to those under Ind AS. For details on the significant differences between Indian GAAP and Ind AS, see "***Summary of Significant Differences between Indian GAAP and Ind AS***" on page 303.

Further, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is dependent on your familiarity with Indian GAAP, the Companies Act, and the rules framed thereunder. Any reliance by persons not familiar with Indian GAAP, or these laws and regulations, on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

32. Our insurance policies may not be effective or adequate.

While our IT systems, policies and procedures have proved to be adequate in the past, we cannot assure you that they will always be effective or that we will always be successful in monitoring or evaluating the compliance risks in the future, to which we are or may be exposed. Non-compliance with applicable regulations could lead to less number of customers using our products and services. Further, our business involves risks and hazards which may adversely affect our profitability, including failure of systems and employee frauds. We cannot assure you that the operation of our business will not be affected by any of the incidents and hazards listed above or by other factors. We maintain a variety of insurance policies to cover our assets against external risks, given the nature of our business including, errors and omissions insurance coverage and commercial general liability insurance coverage, and for the benefit of our employees, employee health insurance and such other insurance policies as required by applicable law and which are subject to certain exclusions and limits on coverage.

As of September 30, 2017, our insurance coverage for our insured assets including computer hardware, furniture, fittings and another physical assets amounted to ₹ 246.95 million resulting in 100% insurance cover for such insured assets. However, a negligible portion of our assets comprising software, license and other nominal assets are not insured. Further, land forming part of our assets is not insurable and accordingly, such land carried no insurance as on September 30, 2017.

We believe that the insurance coverage which we maintain is in line with the industry standards and would be reasonably adequate to cover the normal risks associated with our business operations. However, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all material losses, including coverage for claims by third parties and litigation. To the extent that we suffer a loss or damage for which we did not obtain or maintain insurance, that is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and our cash flows, results of operations and financial performance could be adversely affected. Further, our insurance coverage expires from time to time and we apply for the renewal of our insurance coverage in the normal course of our business. However, we cannot assure you that such renewals will be granted in a timely manner, at costs acceptable to us, or at all. For a detailed description of the insurance policies obtained by us including the assets covered under such insurance, see "***Our Business – Insurance***" on page 143.

33. We do not own the land on which our Registered and Corporate Office and certain other office premises are situated.

Our Registered and Corporate Office is located on land taken on a leave and license basis by us for a period of 11 months with effect from August 1, 2017. Upon expiration of the leave and license agreement for the land at which our Registered and Corporate Office is situated, we may be required to negotiate the terms and conditions on which the leave and license agreement may be renewed. We cannot assure you that we will be able to continue to occupy this land in the future and that we will be able to continue with the uninterrupted use of such premises, which may impair our operations and adversely affect our business, results of operations and financial condition. For further details, see "***Our Business – Properties***" on page 143.

Further, our office located in Chennai is situated on land leased from State Industries Promotion Corporation of Tamil Nadu ("**SIPCOT**") and under the terms of the lease deed and the allotment letter, pursuant to which we occupy this premises, we are required to and have sought consent from SIPCOT for change in the composition of our Board. However, while we have received a preliminary consent from SIPCOT on November 21, 2017, this consent was subject to our Company submitting certain additional documents to SIPCOT, which have been submitted by us. We have not received the final consent from SIPCOT as on date and there is no assurance that such consent may be received in the future. In the event we do not receive this consent or if SIPCOT initiates any action adverse to our interest, our operations, especially those carried out from our Chennai office may be adversely affected.

34. If there are delays or cost overruns in utilisation of Net Proceeds, our business, financial condition and results of operations may be adversely affected.

We intend to utilise the Net Proceeds of the Offer as set forth in "***Objects of the Offer***" on page 92 for purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh, India.

We had appointed Aggarwal and Associates ("**Independent Valuer**") to undertake a feasibility and market price assessment for such proposed purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh, India and this report was placed before and approved by our Board of Directors on September 21, 2017. Further, the quotations for installation of fixtures, fittings and furniture for developing this office premises have also been placed before and approved by our Board of Directors on September 21, 2017.

The cost estimates of furnishing such office premises are based on internal management estimates and have not been appraised by any third party. This is based on current conditions and is subject to change in light of changes in external circumstances, costs, other financial condition or business strategies. As a consequence of any increased costs, our actual deployment of funds may be higher than our management estimates and may cause an additional burden on our finance plans, as a result of which, our business, financial condition, results of operations and cash flows could be materially and adversely impacted.

Furthermore, we may need to vary the objects of the Offer due to several factors or circumstances including competitive and dynamic market conditions, variation in cost structures, changes in estimates due to cost overruns or delays, which may be beyond our control. Pursuant to Section 27 of the Companies Act 2013 and the SEBI ICDR Regulations, any variation in the objects of the Offer would require a special resolution of our shareholders. Further, our Promoters or controlling shareholders will be required to provide an exit opportunity to our shareholders who do not agree to such variation at a price as prescribed under Chapter VI-A of the SEBI ICDR Regulations. If our shareholders exercise such an exit option, trading price of our Equity Shares may be adversely affected.

35. Our Company may not be able to pay dividends in the future.

Our Company has declared and paid dividends for the six months ended September 30, 2017 and for the fiscals 2017, 2016, 2015, 2014 and 2013 on the Equity Shares at the rate of 15.00%, 10.00%, 15.00%, 75.00%, 50.00% and 20.00%, respectively. Any dividends to be declared and paid in the future are required to be recommended by our Board and approved by our shareholders, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Company's ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, profitability, working capital requirements, capital expenditure requirements and solvency requirements. We cannot assure you that we will generate adequate revenues and cash flows to cover our operating expenses and, as such, pay dividends to our shareholders in future consistent with our past practices, or at all. For details pertaining to the dividends declared and paid by our Company in the past, see "***Dividend Policy***" on page 175.

36. We require capital for our growth and if we are unable to secure future borrowings from lenders on favourable terms, or at all, to meet our capital requirements, our results of operations and growth plans may be adversely affected.

As on November 30, 2017, on a consolidated basis, our outstanding indebtedness was ₹ 753.24 million. Although our business is not capital-intensive and we did not require working capital loans in the past, we may need to obtain financing, in addition to the requirement of funds disclosed in "***Objects of the Offer***" on page 92, in the normal course of business from time to time as we our business grows.

We may not be successful in obtaining additional funds in a timely manner and/or on favourable terms including rate of interest, primary security cover, collateral security, terms of repayment, or at all. Moreover, lenders of our facilities may impose restrictive conditions that may limit our ability to incur future debt. If we do not have access to additional capital, we may be required to delay, scale back or abandon some or all of our plans or growth strategies or reduce capital expenditures or downsize our operations. Our inability to maintain sufficient cash flow, or procure adequate credit facilities and other sources of funds, in a timely manner at commercially acceptable terms, or at all, to meet the requirement of working capital, pay back debts or to meet future capital expenditures, could adversely affect our results of operations and growth plans.

37. We will continue to be controlled by our Promoters and Promoter Group after the completion of the Offer, which will allow them to influence the outcome of matters submitted for approval of our shareholders.

As on the date of this Red Herring Prospectus, our Promoters and Promoter Group hold 70.27% of the issued and outstanding paid-up share capital of our Company. Following the completion of the Offer, our Promoters and Promoter Group will continue to hold together [●]% of our post-Offer Equity Share capital. As a result, they will have the ability to influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association, and any other business decisions. We cannot assure you that our Promoters and Promoter Group will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

38. Our Company has had negative cash flows from investing activities and financing activities and a consequent net decrease in cash and cash equivalents in recent periods.

Based on our Restated Consolidated Financial Statements, our cash flows from investing activities and financing activities were negative for the periods indicated below:

(₹ in million)

Particulars	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Net cash from / (used in) investing activities	(73.67)	(60.55)	(56.67)	(89.24)
Net cash from / (used in) financing activities	10.49	(151.14)	(5.89)	(57.74)
Net increase/ (decrease) in cash and cash equivalents	77.95	114.77	48.71	(53.79)

Such negative cash flows led to a net decrease in cash and cash equivalents for fiscal 2015. Any negative cash flow in future could adversely affect our operations and financial conditions and the trading price of our Equity Shares. For further details, see "***Financial Statements***" beginning on page 176.

39. We have issued Equity Shares at prices that may be lower than the Offer Price in the last 12 months.

Our Company has issued Equity Shares in the last 12 months, in connection with conversion of 10,294,230 CCPS into Equity Shares in the ratio 1:1, at a price lower than the Offer Price. Additionally, we have issued 1,050,000 Equity Shares to the Newgen ESOP Trust at a price which may be lower than the Offer Price. For further details, see "***Capital Structure – Notes to Capital Structure***" on page 74.

***40. We have issued Equity Shares to our Promoters and Selling Shareholders at prices that may be lower than the Offer Price*.**

Our Company has issued Equity Shares to our Promoters and Selling Shareholders in the past, at prices lower than the Offer Price. For details of the average cost of acquisition of the Promoters and the Selling Shareholders, see "***Risk Factors- Prominent Notes***" on page 39.

41. Our Company has in the past entered into related party transactions and may continue to do so in the future.

We have entered into transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. Further, certain members of our Promoter Group have been appointed to an office or place of profit in our Subsidiaries.

While, in our view, all such transactions that we have entered into are legitimate business transactions conducted on an arms' length basis, we cannot assure you that we could not have achieved more favourable terms had we entered into these transactions with unrelated parties. For more information regarding our related party transactions, see "***Annexure XX – Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Statements – Related Party Disclosure***" and "***Annexure XIX - Restated Summary Statement of Other Significant Notes to the Restated Consolidated Financial Statements – Related Party Disclosure***" on pages 218 and 283, respectively.

There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations.

42. We have in the past appointed and continue to appoint certain relatives of our Directors to an office or place of profit in our Company or Subsidiaries.

Certain relatives of our Chairman and Managing Director, Diwakar Nigam, who is also our Promoter, and our

Whole-time Director, Priyadarshini Nigam, also a member of our Promoter Group, have been appointed to an office or place of profit in our Subsidiaries, Newgen Singapore and Newgen USA. While we believe that these appointments have been made and remuneration paid to these individuals are on an arm's length basis, we cannot assure that we would not have achieved more favourable terms of appointment had we appointed third parties to these positions. For details of such appointment, see "***Our Management – Interest of Directors – Appointment of relatives to a place of profit***" and "***Our Promoter, Promoter Group and Group Companies - Payment of Benefits and Guarantees***" on pages 162 and 172, respectively.

Further, we have filed compounding applications before the NCLT Delhi and the Regional Director (Northern Region), Ministry of Corporate Affairs, Government of India, in relation to certain irregularities in relation to the appointments of Shubhi Nigam and Sonali Nigam, which are currently outstanding. For further details, see "***Risk Factor 21 – We have in the past been non-compliant with certain provisions of the Companies Act. While we have filed applications for the compounding of certain of these offences, there can be no assurance that that we will receive a favourable order in the compounding applications or that we will not be penalised for any of these contraventions***" on page 26. For further details, see *"**Outstanding Litigation and Material Developments-Compounding applications filed by our Company and our officials**" on page 336.*

43. Our Directors and certain Key Managerial Personnel may have interests in our Company in addition to their normal remuneration or benefits and reimbursement of expenses.

Our whole-time Directors (including Diwakar Nigam, our Managing Director and Promoter and T.S. Varadarajan, our Promoter) and certain Key Managerial Personnel have interests in our Company, in addition to regular remuneration or benefits and reimbursement of expenses. Our whole-time Directors and certain of our Key Managerial Personnel may be deemed to be interested to the extent of their shareholding in our Company and to the extent of any dividends or other distributions payable, if any, by our Company, Additionally, certain of our Key Managerial Personnel may also be interested to the extent of employee stock options held by them which have been or may be granted to them pursuant to the NEWGEN ESOP 2014. There can be no assurance that our whole-time Directors (including our Promoters) and our Key Managerial Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. For further details, see "***Capital Structure***", "***Our Management***" and "***Our Promoters, Promoter Group and Group Companies***" on pages 74, 157 and 171.

44. This Red Herring Prospectus contains information from an industry report which we have commissioned from Ovum.

This Red Herring Prospectus in the sections "***Summary of Industry***", "***Summary of Business***", "***Industry Overview***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 41, 45, 106, 124 and 308, respectively, includes information that is derived from an industry report titled "Ovum – Business Software Industry Report: Digitalisation, IT modernisation and Automation are Driving Market Growth" dated August 7, 2017, prepared by Informa Telecoms & Media Limited ("**Ovum**", and such report, the "**Ovum Report**"), a research house, pursuant to an engagement with the Company. We commissioned this report for the purpose of confirming our understanding of the industry in which we operate. Neither we, nor any of the GCBRLMs, the BRLM, our Directors, our Promoters, nor any other person connected with the Offer has verified the information in the Ovum Report. Ovum has advised that while it has taken due care and caution in preparing the commissioned report, which is based on information obtained from sources that it considers reliable, it does not guarantee the accuracy, adequacy or completeness of the such information and disclaims responsibility for any errors or omissions in the information or for the results obtained from the use of such information. The Ovum Report also highlights certain industry and market data, which may be subject to assumptions. Methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that Ovum's assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Red Herring Prospectus. Further, the Ovum Report is not a recommendation to invest or disinvest in the Equity Shares. Prospective investors are advised not to unduly rely on the Ovum Report or extracts thereof as included in this Red Herring Prospectus, when making their investment decisions.

45. The proceeds of the Offer for Sale will not be available to the Company.

The Offer comprises the Fresh Issue and the Offer for Sale by the Selling Shareholders. We will not receive the proceeds from the Offer for Sale component of the Offer which will be remitted to the Selling Shareholders. For further details, see "***The Offer***" and "***Terms of the Offer***" on pages 63 and 364, respectively.

EXTERNAL RISK FACTORS

Risks Relating to India

46. Changing laws, rules and regulations and legal uncertainties may adversely affect our business and financial performance.

Our business, prospects, results of operations and financial performance could be adversely affected by changes in law or regulatory environment, or interpretations of existing laws, rules and regulations, or the promulgation of new laws, rules and regulations in India, applicable to us and our business. Any significant changes in regulations, laws or regulatory environment relevant to our products and business might materially impact our operations and financials.

For example, the Government of India implemented a comprehensive national goods and services tax ("**GST**") regime with effect from July 1, 2017 that combines multiple taxes and levies by the Central and State Governments into a unified tax structure. While the Government of India and certain state governments have announced that all committed incentives will be protected following the implementation of the GST, given that the various rules and regulations regarding the new regime are being evaluated in terms of various implications concerning the GST, we cannot provide you with any assurance as to this or any other aspect of the tax regime following implementation of the GST including anti-profiteering regulations of the new tax regime and availability of input tax credit.

Additionally, the regulatory environment in which we operate is subject to change both in the form of gradual evolution over time and also in form of significant reforms from time to time. For instance, a notification issued by the Reserve Bank of India ("**RBI**") and the Ministry of Finance, Government of India withdrawing the legal tender status of currency notes of ₹500 and ₹1,000, may have an adverse effect on certain sectors of the Indian economy. Further, the General Anti Avoidance Rules ("**GAAR**") became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefits to an arrangement, among other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

We have not determined the effect of such legislations on our business. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

47. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economies in which we operate. For example, in June 2016, a majority of voters in the United Kingdom elected to withdraw from the European Union in a national referendumNegotiations are ongoing to determine the terms at which the UK would leave the EU. These developments have created uncertainty about the future relationship between the UK and the EU, including with respect to the laws and regulations that will apply. These developments have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Such developments could also depress economic activity globally, including in India, and restrict our access to capital, which could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Further, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

48. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

49. Investors may have difficulty enforcing foreign judgements against our Company or our management.

Our Company is a limited liability company incorporated under the laws of India. A majority of our Company's Directors and executive officers are residents of India and a substantial portion of our assets and such persons are located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgements obtained against such parties outside India.

Recognition and enforcement of foreign judgements is provided for under Section 13 of the CPC on a statutory basis. Section 13 of the CPC provides that foreign judgements shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgement has not been pronounced by a court of competent jurisdiction; (ii) where the judgement has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgement is founded on an incorrect view of international law or a refusal to recognise the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgement was obtained were opposed to natural justice; (v) where the judgement has been obtained by fraud; and (vi) where the judgement sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgement, presume that the judgement was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgements. Section 44A of the CPC provides that where a foreign judgement has been rendered by a superior court, within the meaning of that Section, in any country or territory outside India which the Indian central government has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgement had been rendered by the relevant court in India. However, Section 44A of the CPC is applicable only to monetary decrees or judgements not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties.

The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgements, other than arbitration awards, in civil and commercial matters. Therefore, a final judgement for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favour such final judgement is rendered may bring a new suit in a competent court in India based on a final judgement that has been obtained in the United States. The suit must be brought in India within three years from the date of the judgement in the same manner as any other suit filed to enforce a civil liability in India.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action was brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgement if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian practice. It is uncertain as to whether an Indian court would enforce foreign judgements that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgement in India is required to obtain approval from the RBI under the Indian Foreign Exchange Management Act, 1999, to execute such a judgement or to repatriate any amount recovered.

50. Significant differences exist between Indian GAAP and other reporting standards, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition.

As stated in the report of our auditors included in this Red Herring Prospectus, our financial statements are prepared and presented in conformity with Indian GAAP, consistently applied during the periods stated, except as provided in such reports, and no attempt has been made to reconcile any of the information given in this Red Herring Prospectus to U.S. GAAP or IFRS or any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, including U.S. GAAP or IFRS.

Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is dependent on your familiarity with Indian GAAP, the Companies Act, and the rules framed thereunder. Any reliance by persons not familiar with Indian GAAP, or these laws and regulations, on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

Risks Relating to the Offer and the Equity Shares

51. The Offer Price is not indicative of the market price of the Equity Shares and the trading volume and market price of the Equity Shares may be volatile following the Offer.

The Offer Price of the Equity Shares will be determined by our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM through the Book Building Process. The Offer Price will be based on numerous factors, including the basic and diluted EPS, P/E ratio in relation to the offer price per equity share of the face value and RoNW as described under "***Basis for Offer Price***" on page 99 and may not be indicative of the market price for the Equity Shares after the Offer.

The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments; announcements by third parties or governmental entities of significant claims or proceedings against us;
- new laws and governmental regulations applicable to our industry;

- additions or departures of key management personnel;
- changes in exchange rates;
- fluctuations in stock market prices and volume; or
- general economic and stock market conditions.

Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares. The market price of the Equity Shares may decline below the Offer Price and investors may not be able to sell Equity Shares at or above the Offer Price resulting in a loss of all or part of the investment. Further, the GCBRLMs and the BRLM have previously handled issues wherein the market price of the issued shares declined below the issue price of shares within 30 days of their listing and in certain cases continued to trade at a price lower than their listing price on the 180th day from listing. For details of the price information of the past issues handled by the GCBRLMs and the BRLM, see "***Other Regulatory and Statutory Disclosures – Price Information of past issues handled by the GCBRLMs and the BRLM***" on page 348.

52. You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to long term capital gains tax in India if Securities Transaction Tax ("**STT**") is paid on the sale transaction and additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares, except in the case of such acquisitions where STT could not have been paid, as notified by the Central Government under notification no. 43/2017/F. No. 370142/09/2017-TPL on June 5, 2017. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

53. Foreign investors are subject to foreign investment restrictions under Indian laws that may limit our ability to attract foreign investors, which may have a material adverse impact on the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms, or at all.

54. Any future issuance of Equity Shares may dilute your shareholding and sales of the Equity Shares by our Promoters and Promoter Group, or other major shareholders may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future equity issuances by our Company, including a primary offering, may lead to the dilution of investors' shareholdings in the Company. Any future issuances of Equity Shares (including under the NEWGEN ESOP 2014) or the disposal of Equity Shares by our Promoters and Promoter Group, or any of our other principal shareholders or the perception that such issuance or sales may occur, may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. We cannot assure you that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

55. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse

effect on the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Rupee and the USD has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

56. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by our Company. However, if the laws of the jurisdiction the investors are located in do not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If our Company elects not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

57. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete Allotment pursuant to the Offer within six Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

Prominent Notes:

- Initial public offering of [●] Equity Shares of face value ₹ 10 each of our Company, for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] million, consisting of a Fresh Issue of [●] Equity Shares by our Company aggregating up to ₹ 950.00 million and an Offer for Sale by the Selling Shareholders of up to 13,453,932 Equity Shares aggregating up to ₹ [●] million. The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

- Our net worth as on March 31, 2017 and September 30, 2017, as per our Restated Consolidated Financial Statements included in this Red Herring Prospectus was ₹ 2,747.23 million and ₹ 2,714.99 million, respectively. Our net worth as on March 31, 2017 and September 30, 2017, as per our Restated Standalone Financial Statements included in this Red Herring Prospectus was ₹ 2,720.80 million and ₹ 2,679.10 million, respectively. See "***Financial Statements***" on page 176.

- The net asset value per Equity Share as on March 31, 2017 and September 30, 2017, as per our Restated Consolidated Financial Statements included in this Red Herring Prospectus was ₹ 43.34 and ₹ 42.67, respectively. The net asset value per Equity Share as on March 31, 2017 and September 30, 2017, as per our

Restated Standalone Financial Statements included in this Red Herring Prospectus was ₹ 42.93 and ₹ 42.11, respectively. See "***Financial Statements***" on page 176.

- The average cost of acquisition per Equity Share for our Promoters as on date of this Red Herring Prospectus is:

Name of Promoter	Average cost of acquisition per Equity Share (₹)*
Diwakar Nigam	1.02
T.S. Varadarajan	0.76

**As certified by SPMG & Company, Chartered Accountants by their certificate dated December 27, 2017.*

- The average cost of acquisition per Equity Share for the Selling Shareholders as on date of this Red Herring Prospectus is:

Name of the Selling Shareholder	Average cost of acquisition per Equity Share (₹)
Ascent Capital	91.62
IDGVI	92.04
SAP V	49.27
Pandara Trust	90.14

**As certified by SPMG & Company, Chartered Accountants by their certificate dated January 5, 2018.*

- There has been no change in the name of our Company at any time during the last three years immediately preceding the date of filing of the Draft Red Herring Prospectus.

- There has been no financing arrangement whereby our Promoters, members of our Promoter Group, our Directors, or any of their respective relatives, have financed the purchase by any other person of securities of our Company, other than in the ordinary course of the business of the financing entity, during the six months preceding the date of the Draft Red Herring Prospectus.

- For details of transactions among our Company and our Subsidiaries during the last fiscal, including the nature and cumulative value of the transactions, see "***Financial Statements***" on page 176.

- Investors may contact the GCBRLMs and the BRLM who have submitted the due diligence certificate to the SEBI or the Registrar to the Offer, for any complaints pertaining to the Offer.

SECTION III – INTRODUCTION

SUMMARY OF INDUSTRY

Unless noted otherwise, the information in this section has been obtained or derived from the report titled "*Ovum – Business Software Industry Report: Digitalisation, IT modernisation and automation are driving market growth*" *dated August 7, 2017, prepared by Ovum, pursuant to an engagement with our Company, as well as other industry sources and government publications. All information contained in the Ovum Report has been obtained by Ovum from sources believed by it to be accurate and reliable. Informa obtains information for its analysis from sources it considers reliable, but does not guarantee the accuracy or completeness of its analysis or any information contained in the Ovum Report. Informa and its affiliates make no representation or warranty, either express or implied, with respect to the information or analysis from the Ovum Report, including without limitation the implied warranties of fitness for a particular purpose and merchantability and Informa specifically disclaims any such warranty. In no event shall Informa or its affiliates be liable to customers or any third parties for any decision made or action taken by the customer or any third parties in reliance upon the information or analysis contained in the Ovum Report, including but not limited to, or any delay, interruption, loss of business revenues, loss of business opportunity, loss of profits or any indirect, consequential, special or incidental damages or other losses, whether in contract, tort or otherwise, even if advised of the possibility of such damages. The Ovum Report and information therein is not a comprehensive evaluation of the industry, the Company or the securities mentioned and no material or reference within the Ovum Report shall constitute an offer or a solicitation of an offer or a recommendation to buy or sell securities. All material within the Ovum Report should be deemed as expressions of opinion and is subject to change without notice.*

*None of the Company, the GCBRLMs, the BRLM and any other person connected with the Offer has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information. The information in this section must be read in conjunction with "**Risk Factors**" and "**Our Business**" on pages 15 and 124, respectively.*

Global Technology Spending

Ovum's key indicators of digitalisation reveal that the rapid pace of adoption of digital and enabling technologies is increasing across enterprises and end users globally. Global technology spending is estimated at approximately USD 2,385 billion in 2017. Spending is projected to grow at CAGR 3.36% from 2017 to 2021 and reach USD 2,722 billion by 2021.

Global Technology Spending by Geography in 2017-2021

(*in USD million*)

Country/Region	2017	2018	2019	2020	2021	CAGR (2017–21)
North America	817,722.6	837,776.6	859,511.1	878,555.4	897,054.1	2.34%
Europe	659,241.2	673,485.4	690,405.9	707,133.7	723,642.7	2.36%
Asia & Oceania	580,934.3	612,719.7	647,941.7	684,402.8	722,827.6	5.62%
India	59,963.1	65,0001.9	70,435.2	76,237.3	82,484.1	8.30%
Latin America	134,043.2	137,700.9	142,335.9	147,060.6	151,838.1	3.17%
Middle East and Africa	192,995.9	199,157.0	208,060.1	217,277.1	226,814.2	4.12%
Global	**2,384,937.3**	**2,460,839.6**	**2,548,254.7**	**2,634,429.7**	**2,722,176.6**	**3.36%**

Source: IMF, the World Bank and Ovum

Software Spend

The share of global software spending as a percentage of global total ICT spending has been increasing and is projected to increase further in the next few years.

Year	2016	2017	2018 (F)	2019 (F)	2020 (F)	2021 (F)
Global – total ICT spend	2,346,818.2	2,384,937.3	2,460,839.6	2,548,254.7	2,634,429.7	2,722,176.6
Global – software spend ($m)	355,925.5	376,768.4	406,102.6	438,045.6	472,720.2	5,10,281.3
Global – software share (%)	**15.17%**	**15.80%**	**16.50%**	**17.19%**	**17.94%**	**18.75%**

Enterprise Content Management (ECM)

ECM systems provide for the management of unstructured content – that is everything that is not transactional and therefore managed in databases. Content types have increased greatly over the past few years and now include documents, images, audio files, drawings, social media content, email, and faxes. ECM is an umbrella term for the large number of complementary technologies (and often separate products) that are tightly integrated to provide a platform that, in some cases, provides the end-to-end management of content from creation to deletion or transfer to a permanent archive.

Case Management

Case management is a subset of ECM technologies, which combines content, people, and process. Case management refers to the technologies, features, and functions required to address a particular "case" or task. These tasks are process-driven and generally require a combination of transactional data and content.

Business Process Management (BPM)

A simplistic view of BPM is to define it as a discipline involving a combination of modelling, automation, execution, control, monitoring, and optimization of business activity and workflows to support enterprise objectives encompassing different IT systems and participants (e.g. employees, customers, and partners) within and beyond the boundaries of an enterprise. A BPMS is a software product used for driving process improvements and supports the entire process lifecycle, including process discovery, definition and modeling, implementation, monitoring, and analysis and continuous improvement.

Customer Communication Management (CCM)

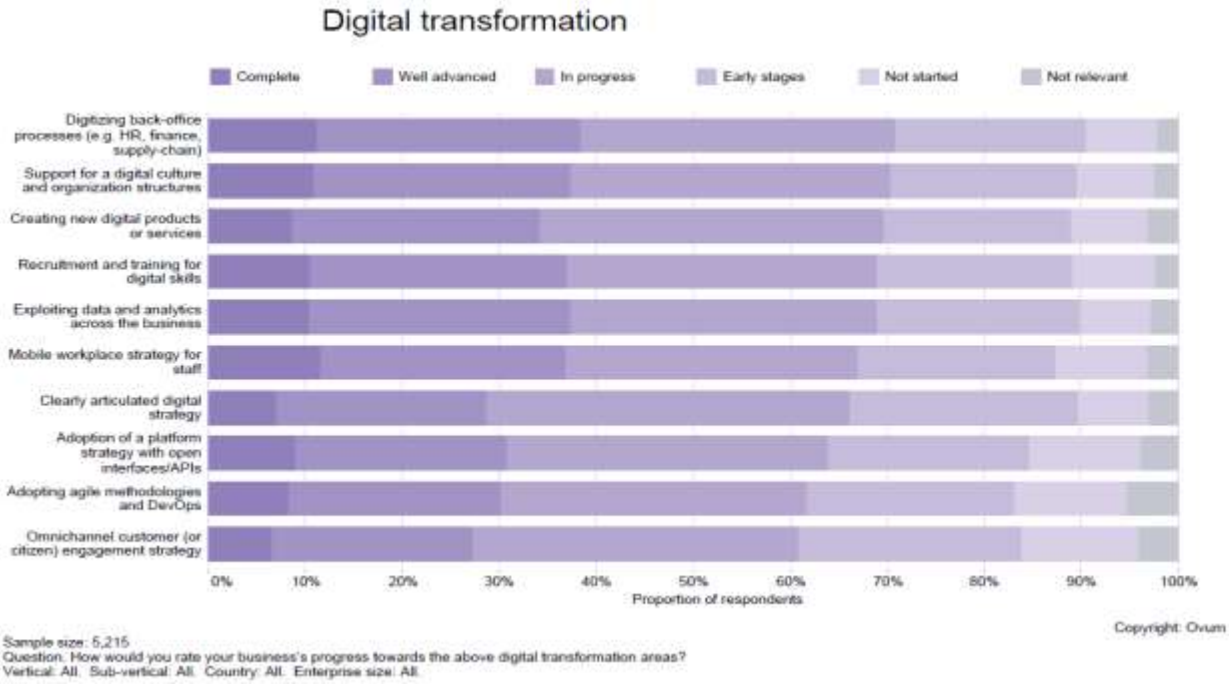
There are two elements to customer communications: the first is content creation and the second is the management of the output process, whether this is via print or electronic format. The most common use case of CCM is the batch production of monthly, quarterly, or annual bills or statements in a wide variety of formats for delivery through multiple channels. CCM is also used for ad hoc communications, which may be automatically produced as part of a process. Customer communications is an area served by some, but not all, ECM vendors as well as by specialist niche vendors.

Digital Transformation Remains a Key Business-IT Theme

Digitalisation is driving major changes in the global business software market, with IT leaders looking to adopt new technologies and software platforms to meet critical business needs, including revenue growth driven via new products and services, better customer experience and delivery mechanisms, and growth in top and bottom lines.

While enterprises are keen to undertake a digital transformation of their businesses, there are certain areas that need to be addressed in order to truly realise such transformation. Digitisation of back-office operations is positioned at the top level of the enterprise business-IT agenda followed by "creation of new digital products and services" and "exploiting data and analytics across the business" which are the areas where enterprises have made good progress. Adoption of agile methodologies and open application programming interfaces ("**APIs**") are other areas where enterprises are making progress. The table below shows the global progress on digital transformation.

Progress on Digital Transformation Agenda at a Global Level



Source: Ovum ICT Enterprise Insights, 2016/17

Global ECM, BPM and CCM Software Spend and Forecast Figures

Global ECM, CCM and BPM Software Spend Forecast

(*USD million*)

Software Market Segment	2017	2018	2019	2020	2021	CAGR (2017-2021)
ECM	14,935.0	16,105.1	17,270.5	18,456.5	19,673.7	7.13%
CCM	1,460.3	1,593.2	1,755.5	1,934.4	2,137.6	9.99%
BPM	6,100	6,610	7,160	7,760	8,420	8.39%
Total Software	**376,768.4**	**406,102.6**	**438,045.6**	**472,720.2**	**510,281.3**	**7.88%**

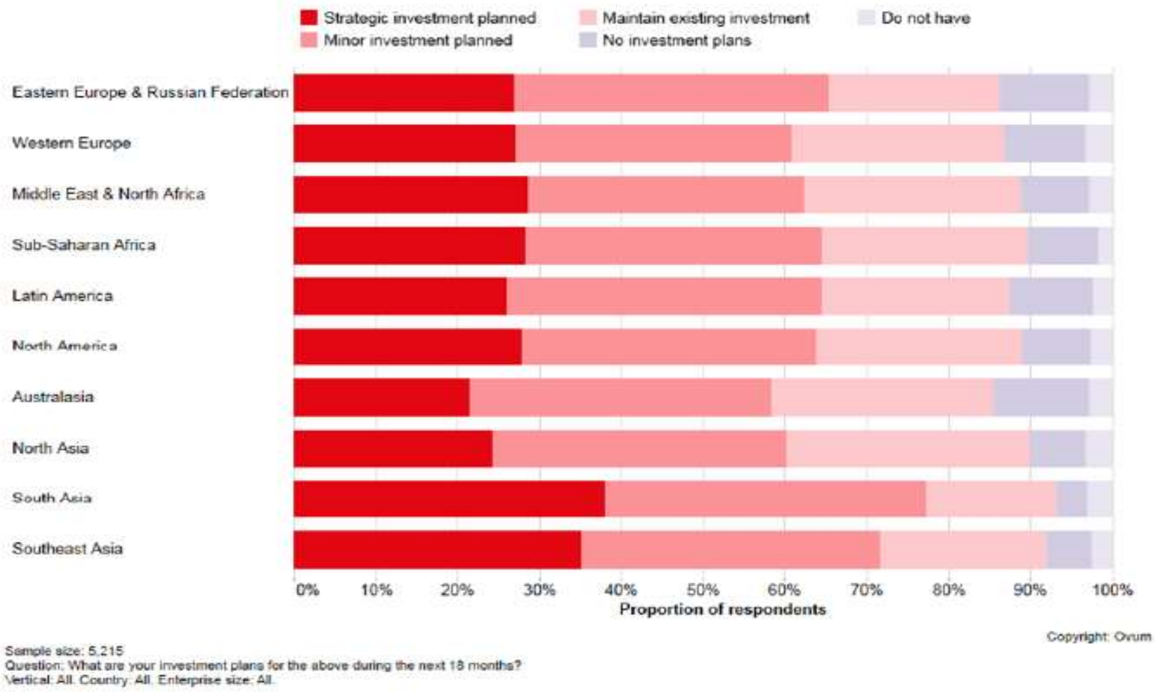
Source: Ovum

Ovum Reports forecasts that while ECM will grow at a CAGR of 7.13%, BPM and CCM will grow at a CAGR of 8.39% and 9.99%, respectively between 2017 and 2021. This reflects the fact that ECM is a very mature market and that there are fewer opportunities, while CCM will enjoy new market opportunities afforded by the adoption of the technology as a marketing tool to support the customer journey.

The State of ECM, BPM, and CCM markets

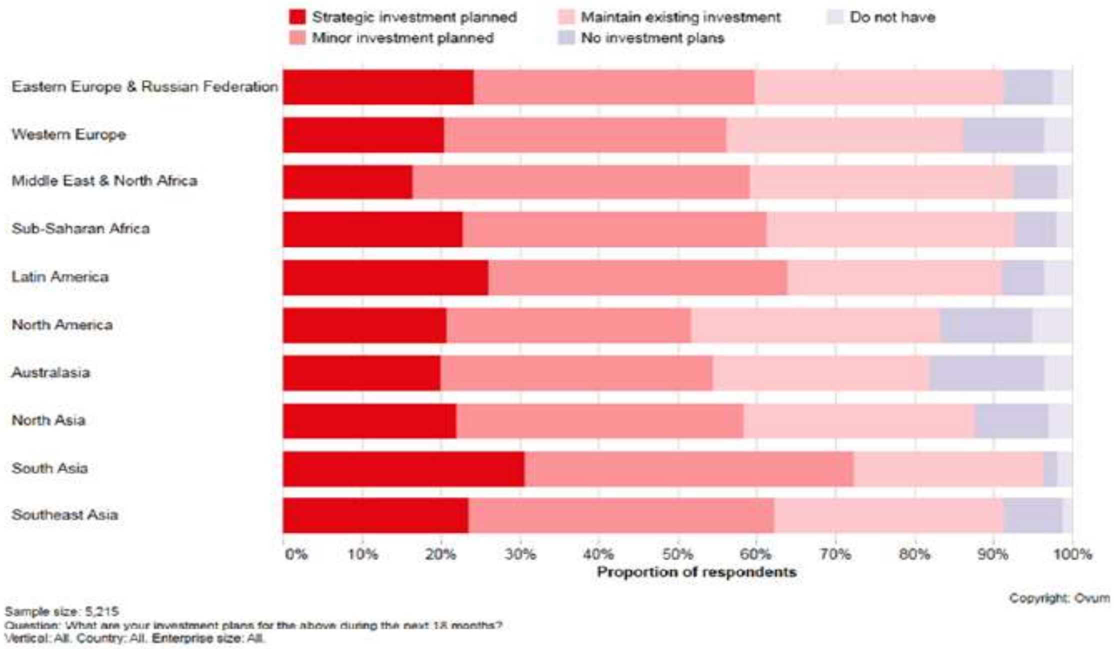
As almost 30% of enterprises plan to make strategic investments in ECM in the next 18 months, with a further 40% planning minor investments, the management of content is of major importance, and it demonstrates that it is all to play for in the ECM marketplace. With over 25% of enterprises planning strategic investment in BPM Suites (BPMS) over the next 18-month period, it is quite clear that effective process management and automation is a key priority.

Enterprises' investment plans for ECM solutions



Source: Ovum ICT Enterprise Insights, 2016/17

Enterprises' investment plans for BPM Suites



Source: Ovum ICT Enterprise Insights, 2016/17

SUMMARY OF BUSINESS

*The following information should be read together with the more detailed financial and other information included in this Red Herring Prospectus, including the information contained in the sections titled "**Risk Factors**", "**Financial Statements**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 15, 176 and 308 respectively.*

This section includes information that is derived from an industry report titled "Ovum- Business Software Industry Report: Digitalisation, IT modernization and Automation are Driving Market Growth", dated August 7, 2017, prepared by Ovum pursuant to an engagement with the Company. We commissioned this report for the purpose of confirming our understanding of the industry in which we operate. Neither we, nor any of the GCBRLMs, the BRLM, our Directors, our Promoters, nor any other person connected with the Offer has verified the information in the Ovum Report.

Overview

We are a software products company offering a platform that enables organisations to rapidly develop powerful applications addressing their strategic business needs. The applications created on our platform enable organisations to drive digital transformation and competitive differentiation. This may include automation of routine business functions making them faster, easier and more accurate and increasing the channels or devices through which these functions can be performed.

Our customers use our platform to rapidly design, build and implement enterprise-grade custom applications through our intuitive, visual interface with minimal coding. Our platform comprises of:

- **Enterprise Content Management (ECM)**: Our OmniDocs Enterprise Content Management Software allows digitisation of enterprise content and information. Our platform provides smart tools for enterprises to capture and extract information from various sources, classify, store, archive or retrieve as well as dispose of any content and documents required in day-to-day business operations. It provides the flexibility to access or deliver content over mobile and cloud creating a highly connected and digital workplace. It offers a robust US DoD 5015.02-STD certified Records Management System to ensure compliance with regulatory requirements in relation to management of records.

- **Business Process Management (BPM)**: Our OmniFlow Intelligent Business Process Suite (**OmniFlow iBPS**) is an integrated system which allows enterprises to manage a complete range of business processes, including designing and modelling flow of work, executing the flow of work through the workflow engine and monitoring the flow of work for future improvement. OmniFlow iBPS also offers dynamic case management capabilities which allow decision-makers to respond to real time opportunities, challenges and other unanticipated situations while maintaining a high level of collaboration.

- **Customer Communication Management (CCM)**: Our OmniOMS Customer Communication Management suite offers a unified communication platform that allows enterprises to improve communication with their customers by delivering a personalised, targeted and consistent communication through various channels.

Being built on the same technology architecture, these suites are well-integrated and offer our customers ease of implementation and use. These suites can be deployed on-premise as well as on cloud. Increasingly, our customers are choosing to use our product suites on cloud on a subscription basis.

Our business has multiple revenue streams including from:

- Sale of software products: one-time upfront license fees in relation to the platform deployed on-premise
- Annuity based revenue: recurring fees/charges from the following:
    - SaaS: subscription fees for licenses in relation to platform deployed on cloud
    - ATS/AMC: charges for annual technical support and maintenance (including updates) of licences, and installation
    - Support: charges for support and development services
- Sale of services: milestone-based charges for implementation and development, and charges for scanning services

Our go-to-market strategy consists of direct sales supplemented by sales through our channel partners. Our direct sales are made by our Company in India and our Subsidiaries located in USA, UK, Singapore and Canada, through our sales and marketing teams, which, as of September 30, 2017 comprised 272 employees. As of September 30, 2017, we had more than 300 channel partners globally. We sell our software through licenses and subscriptions and intend to grow our revenue both by adding new customers and by increasing the number of users at existing customer organisations. As of September 30, 2017, we had over 450 active customers (invoiced in the last 12 months) in over 60 countries. Some of our key active customers include Trust Company of America, Mercantil Bank, ICICI Bank, Trafigura, Bajaj Electricals, United Arab Bank, National Commercial Bank Jamaica, Axis Bank, Yes Bank, Kotak Mahindra Bank, Bank Islam Brunei Darussalam, Philippines Resource Saving Bank, ICICI Prudential Life Insurance, Reliance General Insurance, Max Life Insurance, Strides Shasun and Shriram Transport Finance. Our enterprise-wide, mission-critical solutions have been used by some of the leading global businesses in various sectors including banking, government/PSUs, BPO/IT, insurance and healthcare.

Our platform enables organisations to drive digital transformation and competitive differentiation. According to the Ovum Report, key indicators of digitalisation reveal that the rapid pace of adoption of digital and enabling technologies is increasing across enterprises and end-users globally. Further, almost 30% of enterprises plan to make strategic investments in ECM in the next 18 months, with a further 40% planning minor investments. Over 25% of enterprises are planning strategic investment in BPM suites over the next 18-month period.

According to the Ovum Report, our core addressable market (i.e. global ECM, BPM and CCM markets) were estimated at USD 14,935 million, USD 6,100 million and USD 1,460 million, respectively in 2017. We have expanded our addressable market by developing solution frameworks in our key verticals including banking, government/PSU, BPO/IT and healthcare. The Ovum Report estimates aPaaS to account for a major share of PaaS spending. The global PaaS market is estimated at USD17.61 billion in 2017 and forecasted at USD 46.66 billion in 2021. The Indian PaaS market is expected to grow from USD 379 million in 2017 to USD 1.46 billion by the end of 2021.

Our total revenue, EBITDA Adjusted for Other Income and PAT have grown from ₹ 2,055.49 million, ₹ 452.72 million and ₹ 369.55 million, respectively, in fiscal 2013 to ₹ 4,337.65 million, ₹ 700.02 million and ₹ 523.62 million, respectively, in fiscal 2017, at a CAGR of 20.53%, 11.51% and 9.10%, respectively.

For the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, our total revenues were ₹ 2,099.53 million, ₹ 4,337.65 million, ₹ 3,496.70 million and ₹ 3,162.13 million respectively, our EBITDA Adjusted for Other Income was ₹ 96.23 million, ₹ 700.02 million, ₹ 392.55 million and ₹ 578.08 million respectively and our PAT was ₹ 58.42 million, ₹ 523.62 million, ₹ 278.20 million and ₹ 463.80 million respectively.

Our Strengths

Software product company with industry analyst recognition

We are a software product company providing a platform that enables organisations to rapidly develop powerful applications addressing their strategic business needs. The applications created on our platform enable organisations to drive digital transformation and competitive differentiation.

We have been recognized by Gartner, the world's leading information technology research and advisory company, in their Magic Quadrant research. Recent recognition includes:

- A Challenger in Magic Quadrant for BPM-Platform-Based Case Management Frameworks, 2016, 24 October 2016, Rob Dunie, Janelle B. Hill
- A Visionary in Magic Quadrant for Intelligent Business Process Management Suites, 2017, 24 October 2017, Rob Dunie et al.
- A Niche Player in Magic Quadrant for Content Services Platforms, 2017, 5 October 2017, Karen A. Hobert et al.
- A Niche Player in Magic Quadrant for Customer Communications Management Software 2017, 26 January 2017, Karen M. Shegda, Pete Basiliere

According to these Gartner researches, we were the only vendor positioned in all four Magic Quadrants of CSP (Formerly known as ECM, changed the title from MQ for ECM to CSP), IBPMS, BPM-Platform Based Case Management Framework and CCM.

(Disclaimer: The Gartner Report(s) described in this section herein, (the "Gartner Report(s)") represent(s) research opinion or viewpoints published, as part of a syndicated subscription service, by Gartner Inc. ("Gartner"), and are not representations of fact. Each Gartner Report speaks as of its original publication date (and not as of the date of this Red Herring Prospectus) and the opinions expressed in the Gartner Report(s) are subject to change without notice.

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We have been recognised by Forrester, which is one of the most influential research and advisory firms in the world, in their Wave™ research. Recent recognition includes:

- "A Leader" in the Forrester Wave™: Digital Process Automation Software, Q3 2017
- "A Leader" in the Forrester Wave™: Enterprise Content Management – Transactional Content Services, Q2 2017
- "A Strong Performer" in in the Forrester Wave™: Dynamic Case Management, Q1 2016
- "A Strong Performer" in in the Forrester Wave™: Customer Communications Management, Q2 2016

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Diversified business across several verticals

Our customers have used our platform to build diverse applications in many sectors including banking, government/PSUs, BPO/IT, insurance and healthcare. As of September 30, 2017, applications were built on our platform in 17 different verticals.

As of September 30, 2017, we had over 450 active customers (invoiced in the last 12 months) in over 60 countries across various sectors. We possess multi-vertical industry expertise and target a broad spectrum of services in our business and product offerings. Our revenues from customers across various sectors in recent periods are set out below:

(₹ in million)

Sector	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Banking	996.66	2,018.68	1,703.04	1,414.56
Government/PSUs	256.97	754.36	348.35	280.01
BPO/IT	217.74	507.17	595.48	501.49
Insurance	85.28	216.54	127.17	121.21
Healthcare	142.29	170.76	111.83	112.26
Others	373.57	603.47	582.19	655.11
Revenue from Operations	**2,072.51**	**4,270.98**	**3,468.06**	**3,084.64**

(₹ in million, except CAGR in %)

Sector	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2013	CAGR (2013-2017)
Banking	996.66	2,018.68	950.19	20.73%

Sector	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2013	CAGR (2013-2017)
Government/PSUs	256.97	754.36	213.85	37.05%
BPO/IT	217.74	507.17	386.04	7.06%
Insurance	85.28	216.54	129.64	13.68%
Healthcare	142.29	170.76	78.64	21.39%
Others	373.57	603.47	252.92	24.28%
Revenue from Operations	**2,072.51**	**4,270.98**	**2,011.28**	**20.72%**

This has helped us build solution frameworks which are enriched with domain knowledge from the relevant sector and subject matter experts across several industries. These frameworks have been built on our platform and are scalable and adaptable based on a particular customer's unique and constantly evolving business needs. Some of these solution frameworks include:

Vertical	Solution Frameworks
Banking	Account Opening, Retail Lending, Commercial lending, Corporate Lending, FATCA compliance, Trade Finance, Collections and Payment Systems
Government/PSUs	Correspondence Management, Agenda Management, Citizen Centric Services, Office Automation and Grants Management
BPO/IT	Accounts Payable, Accounts Receivable, Invoice Processing and Vendor Portal
Healthcare	Provider Contract Management, Complaints, Appeals and Grievances Management, Mobile Member Enrolment and Claims Repair

Diversified revenue streams from multiple geographies with low customer concentration

Our business has diversified revenue streams including from license fees or subscription fees (in case of cloud deployment), implementation and development charges, ATS/AMC and support charges. Our revenue-split in recent periods is set out below:

(₹ in million, except percentages)

	Six months ended September 30, 2017	% of total revenue	Fiscal 2017	% of total revenue	Fiscal 2016	% of total revenue	Fiscal 2015	% of total revenue
Sale of products – softwares	508.16	24.20	1,168.15	26.93	676.72	19.35	753.95	23.84
Annuity based revenue								
ATS/AMC	409.96	19.53	736.90	16.99	587.05	16.79	465.67	14.73
Support	591.13	28.15	941.71	21.71	802.86	22.96	723.99	22.90
SaaS Revenue	40.69	1.94	28.44	0.66	14.90	0.43	2.27	0.07
Sale of services								
Implementation	427.66	20.37	1,225.91	28.26	1,204.99	34.46	995.72	31.49
Scanning	94.91	4.52	169.87	3.92	181.41	5.19	140.44	4.44
Sale of hardware	-	-	-	-	0.13	Negligible	2.60	0.08
Revenue from operations	**2,072.51**	**98.71**	**4,270.98**	**98.46**	**3,468.06**	**99.18**	**3,084.64**	**97.55**
Other income	**27.02**	**1.29**	**66.67**	**1.54**	**28.64**	**0.82**	**77.49**	**2.45**

(₹ in million, except CAGR in %)

	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2013	CAGR (2013 – 2017)
Sale of products – softwares	508.16	1,168.15	422.93	28.92%
Annuity based revenue				
ATS/AMC	409.96	736.90	310.43	24.13%
Support	591.13	941.71	534.99	15.18%
SaaS Revenue	40.69	28.44	3.94	63.91%
Sale of services				
Implementation	427.66	1,225.91	618.51	18.65%
Scanning	94.91	169.87	115.56	10.11%
Sale of hardware	-	-	4.92	-

	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2013	CAGR (2013 – 2017)
Revenue from operations	**2,072.51**	**4,270.98**	**2,011.28**	**20.72%**

We work with an extensive network of channel partners worldwide to help customers in using our platform to develop applications for their business needs. As of September 30, 2017, we had over 300 channel partners worldwide. Our revenue-split from various geographies in recent periods is set out below:

	Six months ended September 30, 2017		Fiscal 2017		Fiscal 2016		Fiscal 2015	
	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
India	735.43	35.48	1,692.30	39.62	1,135.00	32.73	1,036.28	33.59
EMEA*	603.79	29.13	1,165.14	27.28	1,154.43	33.28	997.64	32.35
USA	523.56	25.27	1,112.79	26.05	943.15	27.20	893.14	28.95
APAC (ex-India)#	209.73	10.12	300.75	7.05	235.48	6.79	157.58	5.11
Revenue from operations^	**2,072.51**	**100.00**	**4,270.98**	**100.00**	**3,468.06**	**100.00**	**3,084.64**	**100.00**

* *EMEA refers to Europe, Middle East and Africa*
# *Asia-Pacific excluding India*

Historically, we have witnessed low customer concentration. For example, for fiscal 2017, our top five, top 10 and top 20 customers contributed only 13.99%, 22.78% and 35.42% of our revenue from operations, respectively.

Recurring and non-recurring, repeat revenues from long standing customer relationships

We have long-standing relationships with our customers, which include 17 Global Fortune 500 companies. This is, in part, due to the high criticality of our products to many of our customer's business needs. We establish long-term relationships with our customers for multi-layered engagement with various departments and divisions of the customer's organisations. Our broad range of product and services offerings helps us to cross-sell to our existing customers as well as to acquire new customers. We also conduct regular senior management reviews with our key customers to engage with them for feedback and future opportunities.

We combine our comprehensive range of product and service offerings with industry-specific expertise to provide tailored solutions to our customers across business verticals, industries and geographies. Our commitment to customer satisfaction enables us to strengthen our relationships. For example, some of our customers who purchased one of our platform suites have placed repeat orders as well as decided to buy one or more of our other platform suites or solution frameworks.

Based on repeat business received from our customers, the nature of our revenue streams may be classified as follows:

- Non-recurring revenues from existing customers (additional license fees/subscription charges and implementation charges) for purchase of the same software purchased earlier for use by new users in the customer's organisation;
- Recurring revenues from existing customers for purchase of ATS/AMC and SaaS, all of which are annuity-based and billed on a monthly, annual or periodic basis; and
- New revenues in case of purchase of a new product suite or solution framework by existing customers who had previously purchased our platform (or a particular suite).

For the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, our revenue from repeat customers was 81.59%, 72.18%, 81.51% and 76.68% of our revenue from operations.

Set out below are our non-recurring repeat revenues (additional licence fees/ subscription charges and implementation charges). The figures in bold represent revenue from new customers in a particular fiscal. The figures in subsequent columns represent non-recurring repeat revenues from existing customers (for purchase of the earlier purchased software for new users or new software for existing users and related implementation charges) in each subsequent fiscal indicated.

(₹ in million)

Year of acquisition of new customer	Revenue				
	Fiscal 2013	Fiscal 2014	Fiscal 2015	Fiscal 2016	Fiscal 2017
Fiscal 2013	**268.08***	157.53^	55.86^	64.96^	49.71^
Fiscal 2014		**233.11***	67.14^	45.82^	31.26^
Fiscal 2015			**710.95***	339.15^	271.09^
Fiscal 2016				**624.21***	199.16^
Fiscal 2017					**1,155.64***

* *Revenue from new customers in the fiscal indicated*
^ *Non-recurring repeat revenues from existing customers*

We offer direct support to our customers and channel partners through a large global support and implementation team resulting in a quick turn-around and resolution to issues. Specialised centre of excellence teams have been set up for certain products and solutions to guide and train both implementation partners and customers on best practices for effective and quick implementations.

Focused on driving innovation through in-house R&D

As of the date of this Red Herring Prospectus, we had four patents registered in India and 28 outstanding patent applications in India and two outstanding patent applications in the USA. Our patents include: (i) method and system for document authentication, (ii) system to instantly generate an online image of a document from multiple images captured through a camera-equipped mobile device, (iii) system and method for automatically verifying the authenticity of signatures, and (iv) system and method for assessing document image viability. As on the date of this Red Herring Prospectus, our Company has registered a total of 12 trademarks in India under various classes and had five pending trademark applications for registration in India, and had registered a total of five copyrights under the Copyrights Act, in India.

We are focused on driving innovation and adopting solutions in line with rapidly evolving technological trends. Our inherent culture of innovation has enabled us to develop a track record of product innovation, expand the range of our offerings and improve the delivery of our products and services. We have a dedicated team of skilled individuals with technical background and domain expertise in each of our industry verticals with a focus on evolving technologies. These teams follow a structured innovation and solutions development process and work with delivery functions to identify the key concerns of our customers and generate solutions, ideas and concepts to address such concerns.

We believe that our culture of innovation has enabled us to grow and retain our customer relationships and successfully achieve process and productivity improvement for our customers. This has enabled us to continuously expand and diversify our product and service offerings, as well as to maintain our competitiveness.

We have increased the headcounts in our R&D team from 197 as of March 31, 2015 to 243 in March 31, 2016 and further to 256 as of March 31, 2017. As of September 30, 2017, our in-house R&D team comprised 260 employees, which was 10.05% of our total employees. For the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, we spent ₹ 169.26 million, ₹ 313.12 million, ₹ 249.95 million and ₹ 203.51 million respectively, on our research and development activities, representing 8.17%, 7.33%, 7.21% and 6.60% respectively, of our revenue from operations during these periods.

Experienced senior management team ably supported by a qualified talent pool of employees

We believe that our senior management team has pioneered our growth and fostered a culture of innovation, entrepreneurship and teamwork. We have witnessed the evolution of software platforms for more than two decades while constantly improving our offerings. Some of our senior management team have been with us for over 15 years and have been instrumental in the growth of our Company. Further, our Senior Vice President (Sales and Marketing/Product), Virender Jeet, has led the filing of more than 25 patents in India as of the date of this Red Herring Prospectus on behalf of the Company.

We have a large qualified talent pool of employees across the world, who have been instrumental in establishing and maintaining customer relationships. We have a strong management team with 11 out of our 20 Assistant Vice Presidents having been with us for more than 15 years. As of September 30, 2017, our in-house R&D team comprised 260 employees, which was 10.05% of our total employees.

We invest in our employees through training and development programs under our performance-oriented development plan that includes induction programs, technical training, leadership development and executive education programs. This allows us to identify and develop future leadership, build company allegiance and excellence in delivery through our "customer first" motto and to promote talent within our Company. "Emerge", our leadership development program had a retention rate of approximately 95% in fiscal 2017.

A cohesive team of our experienced senior management coupled with trained and qualified managers and skilled employees enables us to identify new avenues of growth, and helps us to implement our business strategies in an efficient and effective manner and to continue to build on our track record of successful product development.

Profitable track record, strong balance sheet and stable cash flows

We have a proven track record of operations of over two decades and have a strong balance sheet as well as stable cash flows. Growth in our revenue, EBITDA Adjusted for Other Income and PAT in is set out below for the periods indicated:

Parameter	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Total Revenue (₹ in million)	2,099.53	4,337.65	3,496.70	3,162.13
Revenue from operations (₹ in million)	2,072.51	4,270.98	3,468.06	3,084.64
EBITDA Adjusted for Other Income (₹ in million)	96.23	700.02	392.55	578.08
EBITDA Adjusted for Other Income Margin * (%)	4.64	16.39	11.32	18.74
PAT (₹in million)	58.42	523.62	278.20	463.80
PAT Margin^ (%)	2.78	12.07	7.96	14.67

* *EBITDA Adjusted for Other Income Margin is calculated as EBITDA Adjusted for Other Income / Revenue from operations*

^ *PAT Margin is calculated as PAT/ Total Revenue*

The following table shows reconciliation between our PAT and EBITDA Adjusted for Other Income for the periods indicated:

(₹ in million, except margin in %)

Particulars	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Profit after tax	58.42	523.62	278.20	463.80
Add: Tax expense	18.17	152.08	64.19	126.72
Profit before tax	76.59	675.70	342.39	590.52
Add: Finance costs	18.98	42.62	35.14	21.36
Add: Depreciation and amortisation	27.68	48.37	43.66	43.69
Less: Other income	27.02	66.67	28.64	77.49
EBITDA Adjusted for Other Income	**96.23**	**700.02**	**392.55**	**578.08**
EBITDA Adjusted for Other Income Margin (%)	**4.64**	**16.39**	**11.32**	**18.74**

For fiscal 2017, on a restated consolidated basis, we generated total revenue of ₹ 4,337.65 million, EBITDA Adjusted for Other Income of ₹ 700.02 million and PAT of ₹ 523.62 million. For fiscal 2017, on a restated consolidated basis, our EBITDA Adjusted for Other Income Margin, PAT Margin, return on average capital employed and return on average equity was 16.39%, 12.07%, 24.28% and 20.78%, respectively.

Our key financial metrics in recent periods are set out below:

Parameter	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Working Capital (₹ in million)	1,879.45	2,087.74	1693.89	1770.89
Working Capital (% of Revenue from Operations)	90.68	48.88	48.84	57.41
Net Debt (₹ in million)	74.67	138.45	187.78	39.26
Total Debt to Equity	0.69	0.68	0.73	0.59
Total Debt to EBITDA Adjusted for Other Income	19.65	2.46	4.07	1.95
Net Debt to Equity	0.03	0.05	0.08	0.02

Parameter	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Net Debt to EBITDA Adjusted for Other Income	0.78	0.20	0.48	0.07
Return on average Capital Employed (%)	2.42	24.28	15.06	27.21
Return on average Equity (%)	2.14	20.78	12.62	24.09

Notes:

1. *Net Debt (excluding capital work in progress) is calculated as Non-Current Liabilities as restated — capital work in progress as restated.*
2. *Working Capital is calculated as Current assets as restated – Current Liabilities as restated*
3. *Net Worth as restated is calculated as aggregate value of the paid up share capital (including shares pending allotment) and securities premium account, after adding surplus in statement of profit and loss, capital reserve, ESOP, capital redemption reserve, general reserve and accumulated balance in foreign currency translation reserve. Average Net Worth as restated is calculated as (Opening Net worth as restated + Closing Net worth as restated)/2.*
4. *Average Capital Employed is calculated as Average Net Worth as restated + Average Net Debt excluding capital work in progress as restated.*
5. *Average Net Debt is calculated as (Opening Net Debt excluding capital work in progress as restated + Closing Net Debt excluding capital work in progress as restated)/2*
6. *Return on average equity is calculated as Net Profit after taxes as restated/ Average net worth as restated*
7. *Return on average capital employed is calculated as (EBITDA Adjusted for Other Income as restated– Depreciation and amortisation as restated)/ Average capital employed as restated.*
8. *Total Debt is calculated as Non-Current Liabilities as restated + and Current Liabilities as restated*
9. *Net Debt to equity = Net Debt/ Net Worth*

Strategies

Our strategies are based on addressing the market opportunities in enterprise platforms for ECM, BPM and CCM products, creating domain rich solution frameworks on platform and using low code platform capabilities to create solution frameworks. The following are our strategies:

Expand our business and geographical footprint

We aim to pursue growth strategies to expand our market share across key geographies and solutions. Our platform is designed to be natively multi-lingual to address challenges in multi-national organizations. As of September 30, 2017, we operated in more than 60 countries and believe that we have a significant opportunity to grow our international footprint. We are investing in direct and indirect sales channels, professional services, customer support and channel partners to expand our geographical footprint.

With respect to our geographic operations, India, EMEA and USA have traditionally been the largest contributors to our revenues, contributing 39.62%, 27.28% and 26.05% of our revenue from operations in fiscal 2017. We have a regional go-to-market strategy with specific strategies for mature markets such as USA and developing markets such as India and South-East Asia.

We plan to grow through our differentiated 'land and expand' model. Our customers receive the complete set of modules and functionality of our platform with their initial purchase/ subscription, which facilitates the seamless creation of new applications. Many of our customers begin by building a single application and eventually grow to build dozens of applications on our platform due to an effective reduction in the per-user cost of each application and to save substantial costs of switching over to a new platform. Generally, the development of new applications results in the expansion of our user base within an organisation and a corresponding increase in our revenues from the same customer based on our license fees/ subscription charges model on a per-user basis. Every additional application that an organisation creates on our platform increases the value of our platform for that organisation because it further integrates people, processes and data across the organisation and facilitates knowledge sharing.

As of September 30, 2017, we had over 450 active customers (invoiced in the last 12 months) in a wide variety of verticals, including banking, government/PSUs, BPO/IT, insurance and healthcare. We believe that the market for our software development platform is in its early stages and that we have a significant opportunity to add additional large enterprise and government customers. We plan to develop new customer relationships by identifying potential customers that operate within the same verticals and engage in cross-selling of our solutions. For these new customers, we seek to provide value-added solutions by leveraging our in-depth industry expertise and then expanding the breadth of services offered to them beyond those in the initial engagement. We aim to also begin developing new verticals such as telecommunications, retail, manufacturing and education in developing markets.

We will continue to improve our business generation capabilities and focus on enhancing our company's global delivery model with onshore centres in proximity to our large customers and offshore centres at strategic locations. By securing and managing new, large and long-term customer engagements, we believe that we will diversify our customer base and generate opportunities to explore further alliances within our verticals.

As of September 30, 2017, we had more than 300 channel partners. These partners work with organisations that are undergoing digital transformation projects. When these partners recognise an opportunity for our platform, they often introduce us to potential customers. We intend to further grow our base of partners to provide broader customer coverage and solution delivery capabilities.

We also aim to create thought leadership content through various media including brochures, flyers, white papers, blogs and videos for different verticals on relevant products and solutions, best practices and new initiatives.

Focus on attractive verticals in select mature markets

We have strong presence across regions in the banking and healthcare verticals and we intend to continue to expand our customer base in these verticals in select mature markets, including USA and UK. We believe that there are several banks and credit unions having more than USD 1 billion of assets in USA where we plan to sell our platform and solution frameworks in the banking vertical. In addition, there are more than 35 Blue Cross BlueShield health insurance companies, which we see as a key opportunity to expand our customer base. Our focus areas in the Caribbean include banking and government/PSUs in partnership with consulting firms.

As part of our strategy to increase our customer base in USA, we have made infrastructure and operational investments in USA including hiring of senior-level professional in sales and marketing for the USA market in fiscal 2016.

Expand our product portfolio through investment in advanced features and technologies

According to the Ovum Report, key indicators of digitalisation reveal that the rapid pace of adoption of digital and enabling technologies is increasing across enterprises and end-users globally. Further, enterprise applications are set to grow at a CAGR of more than 9% between 2015 and 2020.

To deliver value to our customers more quickly, it is critical to create assets, such as software and business architectures and process methodologies, which enable us to quickly implement market-ready solutions for our customers. To this end, we intend to continue to enhance our R&D capabilities, particularly with a view to create solutions in emerging technologies that enhance our ability to develop tools for enabling our entry into new areas and developing products that address customers in specific industries. Our focus areas currently include business intelligence and analytics, RPA, digitalisation, blockchain, dev-ops and user experience. We continue to work with customers in mature markets to build capabilities, both in domain and technology, for enhancing our product offerings. We believe that the products of our R&D activities will continue to differentiate us from our competitors and position us well for winning complex projects.

We have made, and will continue to incur, expenditure on R&D to strengthen our platform and expand the number of features available to our customers. We typically offer upgrades each year that allow our customers to benefit from ongoing innovation and product development. Recently, we expanded our offering to include NEMF, which enables rapid mobile application development with minimal coding.

We strive to leverage our industry expertise, technological capabilities and business process skills to help customers discover and create new enterprise models and, in many cases, transform entire enterprise functions. We are well positioned to develop and implement new enterprise models and operate critical enterprise functions for our customers, based on the competencies we have developed and our successful implementation of various projects. To address the market opportunities arising from digitisation, we seek to continue to expand our product portfolio and are currently working on several projects including:

- *ECM NXT*: We continue to develop content services available as microservices which are built on true cloud architecture to develop new content application.

- *Virtual Repository Services*: We continue to develop virtual repository services to provide unified and transparent access to content from multiple repositories and data sources, such as other ECM systems, file servers and database.

- *Digital Sensing*: We continue to develop a digital sensing platform to offer enhanced customer experience across different communication channels such as social platforms, emails, call centre services and web chats, through data sensing, analytics, context discovery, business rules, business process management and unified communications management.

- *RPA with BPM*: We continue to develop RPA capabilities to extend or map out definable, repeatable and rule-based business tasks.

- *BPM NXT*: We continue to develop the next generation BPM platform to enable complete no-code strategic application development.

- *Corrus*: We are developing a no-code consumer financing app which is a zero training and feature-rich case management tool that allows users to create and manage highly dynamic and adaptive tasks, set goals and collaborate. It brings together the computing power of commonly used digital tools through the cards store by adding them to the digital hive to do the tasks assigned.

Expand and grow our strategic business applications to new verticals

We believe that the BPM market is transforming into a platform for rapid and low code application development. BPM provides a platform to create solution frameworks which are flexible and scalable. These solution frameworks can easily adapt to changing business requirements and contemporary technology trends. In comparison, vertical packaged products, which are not built using platform, are made for a specific purpose and consequently lack agility and become obsolete over time. Thus, current strategic applications space is being challenged by the BPM-based-platform applications.

We have used our platform to create vertical domain rich products in several verticals, including banking, government/PSU, BPO/IT, insurance and healthcare. Some of these solution frameworks are rich enough to compete with packaged products while others are used as solution templates for jump-starting implementations. For example, in the banking vertical, we have developed solution frameworks for account opening, retail lending, commercial lending, corporate lending, FATCA compliance, trade finance and payment systems.

While our platforms are industry-agnostic, we have recently made, and plan to continue to make, investments to enhance the expertise of our sales and marketing for our key industry verticals including banking, government/ PSUs, BPO/ IT, insurance and healthcare. For the six months ended September 30, 2017 and for fiscal 2017, we generated 81.97% and 85.87% respectively, of our license/subscription revenue from customers in these verticals. We believe that focusing on the digital transformation needs of organisations within these industry verticals can help drive adoption of our platform. We also plan to target new verticals including education, telecommunications, oil & gas, retail, manufacturing, infrastructure and logistics.

We intend to continue to build and help partners build BPM-based strategic applications on our platforms. We have CROs to structure our customer relationships for positioning us well for future opportunities.

Attract, develop and retain highly-skilled employees

Our employees are one of our most important assets. We focus on the quality and level of service that our employees deliver by investing in recruitment, development, retention, maintenance of a culture of innovation and by creating both a challenging and rewarding work environment.

Our talent development strategy focusses on engaging, motivating and developing a high performing workforce and we aim to create and sustain a positive workplace culture for our employees and benchmark ourselves against our peers. We also have a competency training framework, seamlessly integrated into our business that has been designed for new employees to be “project-ready”.

SUMMARY FINANCIAL INFORMATION

Restated Standalone Summary Statement of Assets and Liabilities
(All amounts are in INR Millions, except per share data and unless otherwise stated)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital	636.22	633.83	630.94	630.64	102.16	96.74
Reserves and surplus	2,042.88	2,086.97	1,647.68	1,483.89	1,671.64	1,111.15
	2,679.10	2,720.80	2,278.62	2,114.53	1,773.80	1,207.89
Non-current liabilities						
Other long-term liabilities	88.52	102.43	131.69	-	-	-
Long-term provisions	159.71	144.30	112.16	82.50	65.13	49.25
	248.23	246.73	243.85	82.50	65.13	49.25
Current liabilities						
Short-term borrowings	662.85	522.62	588.31	445.84	392.26	-
Trade payables						
- Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-
- Total outstanding dues to creditors other than micro and small enterprises	172.41	171.43	141.68	127.15	74.22	68.57
Other current liabilities	684.50	646.77	520.08	380.95	314.72	250.44
Short-term provisions	25.91	23.37	18.99	31.33	33.14	11.70
	1,545.67	1,364.19	1,269.06	985.27	814.34	330.71
Total	**4,473.00**	**4,331.72**	**3,791.53**	**3,182.30**	**2,653.27**	**1,587.85**
ASSETS						
Non-current assets						
Fixed assets						
Property, plant and equipment	531.90	536.44	552.86	216.56	177.25	159.72
Intangible assets	5.37	7.04	10.30	7.55	9.67	20.34
Capital work-in-progress	174.77	110.83	60.46	47.57	28.73	28.73
Non-current investments	88.51	88.51	70.78	75.91	75.91	75.91
Deferred tax assets (net)	123.47	101.25	85.46	59.85	35.26	22.54
Long-term loans and advances	217.08	127.23	109.60	70.83	89.02	57.47
Other non-current assets	21.30	15.52	15.79	10.44	9.57	3.10
	1,162.40	986.82	905.25	488.71	425.41	367.81
Current assets						
Current investments	490.85	482.43	450.17	597.83	550.00	-
Inventories	-	-	-	-	-	0.41
Trade receivables	1,742.63	2,252.63	1,943.84	1,729.19	1,341.79	1,005.58
Cash and bank balances	335.27	280.17	200.99	154.02	189.78	95.46
Short-term loans and advances	83.60	68.78	50.77	54.08	27.92	31.64
Other current assets	658.25	260.89	240.51	158.47	118.37	86.95
	3,310.60	3,344.90	2,886.28	2,693.59	2,227.86	1,220.04
Total	**4,473.00**	**4,331.72**	**3,791.53**	**3,182.30**	**2,653.27**	**1,587.85**

Restated Standalone Summary Statement of Profit and Loss
(All amounts are in INR Millions, except per share data and unless otherwise stated)

	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Revenue						
Revenue from operations	1,827.76	3,831.15	3,128.05	2,785.15	2,336.02	1,902.96
Other income	28.60	66.64	26.57	78.01	77.16	43.93
Total revenue	**1,856.36**	**3,897.79**	**3,154.62**	**2,863.16**	**2,413.18**	**1,946.89**
Expenses						
Purchases of stock-in-trade	-	-	-	1.73	28.24	2.83
Changes in inventories of stock-in-trade	-	-	-	-	0.41	0.54
Employee benefits	1,052.36	1,859.66	1,634.65	1,305.78	1,073.83	889.09
Finance costs	18.99	42.62	34.27	21.36	14.84	12.18
Depreciation and amortisation	27.15	47.39	43.18	42.98	34.45	37.28
Other expenses	686.10	1,303.69	1,107.37	940.43	755.45	568.41
Total expenses	**1,784.60**	**3,253.36**	**2,819.47**	**2,312.28**	**1,907.22**	**1,510.33**
Profit before tax	**71.76**	**644.43**	**335.15**	**550.88**	**505.96**	**436.56**
Tax expense						
Current tax	37.47	158.66	84.24	147.51	112.93	89.16
MAT for the year						
MAT credit entitlement	-	-	-	-	(14.34)	(9.45)
Deferred tax credit	(22.22)	(15.79)	(25.61)	(24.59)	(12.72)	(4.60)
Profit after tax for the period/year	**56.51**	**501.56**	**276.52**	**427.96**	**420.09**	**361.45**
Earnings per equity share (face value of Rs. 10 per share)						
Basic earning per share	0.96	10.11	5.36	8.67	8.74	7.77
Diluted earning per share	0.93	10.09	4.66	7.31	7.29	6.61

Restated Standalone Summary Statement of Cash Flows
(All amounts are in INR Millions, except per share data and unless otherwise stated)

		For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
A. Cash flow from operating activities:							
Net profit before tax		71.76	644.43	335.15	550.88	505.96	436.56
Adjustments for:							
Depreciation and amortisation		27.15	47.39	43.18	42.98	34.45	37.28
Net loss/(gain) on sale of property, plant and equipment		0.29	0.07	1.22	(0.18)	0.10	0.09
Provision for doubtful trade receivables		41.29	127.83	63.20	48.83	32.84	9.06
Loans and advances written off		-	0.66	0.34	-	-	-
Bad debts written off		-	-	1.86	0.87	0.02	3.66
Provision for loans and deposits		-	-	0.22	0.50	-	-
Employee stock compensation expense		2.83	-	0.50	-	0.72	1.18
Diminution in market value of current investments		0.17	0.63	2.52	2.17	-	-
Unrealised foreign exchange difference (net)		(7.60)	13.02	(8.32)	(13.38)	0.26	(21.01)
Finance costs		18.98	42.62	34.27	21.36	14.84	12.18
Dividend income on mutual fund investments		(4.43)	(0.17)	(0.54)	-	(7.46)	-
Interest income on government bond investment		(6.41)	(3.51)	-	-	-	-
Profit on sale on current investments		(4.30)	(58.99)	(18.14)	(56.82)	(9.03)	-
Interest income on bank deposits		(6.49)	(2.42)	(2.96)	(4.82)	(3.03)	(0.77)
Operating cash flows before working capital changes		133.24	811.56	452.50	592.39	569.67	478.23
Adjustments for working capital changes:							
Increase/(decrease) in trade payables		0.93	32.39	13.33	52.92	5.65	(41.40)
Increase in other current and non current liabilities		(1.93)	113.50	104.98	69.55	67.58	36.54
Increase in provisions		17.96	36.52	40.17	21.00	9.04	13.59
Decrease in inventories		-	-	-	-	0.41	0.54
(Increase) in trade receivables		484.60	(469.23)	(266.38)	(420.11)	(380.55)	(116.40)
(Increase)/decrease in loans and advances		(22.33)	(32.82)	5.84	(34.46)	0.42	(11.01)
(Increase) in other current and non-current assets		(395.54)	(22.60)	(77.02)	(38.99)	(31.69)	(29.71)
Cash generated from operating activities		216.93	469.32	273.42	242.30	240.53	330.38
Income taxes paid (net of refund)		(100.40)	(162.14)	(164.86)	(127.39)	(82.36)	(89.55)
Net cash provided by operating activities	**(A)**	**116.53**	**307.18**	**108.56**	**114.91**	**158.17**	**240.83**
B. Cash flows from investing activities:							
Purchase of property, plant and equipment, intangible assets and capital work-in-progress including capital advances		(79.49)	(94.94)	(216.96)	(101.44)	(60.92)	(31.84)
Sale proceeds of fixed assets		0.69	0.20	0.56	0.32	-	0.36
Investment in subsidiaries		-	(17.73)	-	-	-	(16.46)
Purchase of current investments		(104.17)	(868.02)	(218.07)	(600.00)	(1,100.00)	-
Proceeds from sale of current investments		104.30	894.30	378.14	606.82	559.03	-
Dividend income on current investments		4.57	2.81	0.54	-	7.46	-
Interest received		5.71	3.22	1.72	4.57	2.71	0.42
Investment in bank deposits (net)		(5.00)	2.41	(1.85)	(1.73)	(1.56)	(1.00)
Net cash used by investing activities	**(B)**	**(73.39)**	**(77.75)**	**(55.92)**	**(91.46)**	**(593.28)**	**(48.52)**

Restated Standalone Summary Statement of Cash Flows

C. Cash flow from financing activities:

Proceeds from issue of 0.01% compulsory convertible preference shares		-	-	-	-	201.00	-
Proceeds from borrowings (net)		130.51	(48.55)	138.79	50.85	401.17	(71.51)
Share issue expenses		-	-	-	-	(9.78)	-
Loan repaid by Newgen ESOP Trust		15.06	18.21	1.95	5.10	13.40	0.68
Dividend paid (including corporate dividend distribution tax)		(116.10)	(77.58)	(116.31)	(92.33)	(59.54)	(23.69)
Finance cost paid		(18.98)	(43.22)	(29.45)	(21.36)	(14.85)	(12.17)
Net cash used in financing activities	**(C)**	**10.49**	**(151.14)**	**(5.02)**	**(57.74)**	**531.40**	**(106.69)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)		**53.63**	**78.29**	**47.62**	**(34.29)**	**96.29**	**85.62**
Amount transferred consequent to amalgamation of subsidiary (refer note 13 on annexure XX)		-	-	0.67	-	-	-
Effect of exchange differences on cash and cash equivalent held in foreign currency		1.47	0.89	(1.32)	(1.47)	2.36	-
Cash and cash equivalents at the beginning of the period/year		280.17	200.99	154.02	189.78	91.13	5.51
Cash and cash equivalents at the end of the period/year (refer annexure XIII)		**335.27**	**280.17**	**200.99**	**154.02**	**189.78**	**91.13**

Restated Consolidated Summary Statement of Assets and Liabilities
(All amounts are in INR millions, except per share data and unless otherwise stated)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
EQUITY AND LIABILITIES						
Shareholders' funds						
Share capital	636.22	633.83	630.94	630.64	102.16	96.74
Reserves and surplus	2,078.77	2,113.40	1,662.50	1,483.23	1,633.97	1,070.52
	2,714.99	2,747.23	2,293.44	2,113.87	1,736.13	1,167.26
Non-current liabilities						
Deferred tax liabilities (net)	0.62	1.52	2.47	2.48	-	-
Other long-term liabilities	89.10	103.46	133.61	1.85	1.65	0.75
Long-term provisions	159.72	144.30	112.16	82.50	65.13	49.25
	249.44	249.28	248.24	86.83	66.78	50.00
Current liabilities						
Short-term borrowings	662.85	522.62	588.32	445.84	392.26	-
Trade payables						
- Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-
- Total outstanding dues to creditors other than micro and small enterprises	187.35	180.50	148.54	144.09	72.71	70.73
Other current liabilities	763.34	734.66	589.09	419.96	348.81	278.15
Short-term provisions	28.20	32.82	24.92	32.82	33.78	11.98
	1,641.74	1,470.60	1,350.87	1,042.71	847.56	360.86
Total	**4,606.17**	**4,467.11**	**3,892.55**	**3,243.41**	**2,650.47**	**1,578.12**
ASSETS						
Non-current assets						
Fixed assets						
Property, plant and equipment	537.63	542.36	559.25	224.52	182.62	166.02
Intangible assets	5.37	7.04	10.30	7.55	9.67	20.80
Capital work-in-progress	174.77	110.83	60.46	47.57	28.73	28.73
Non-current investments						
Deferred tax assets (net)	123.71	101.25	85.46	59.86	35.29	22.61
Long-term loans and advances	221.58	131.16	116.07	75.91	89.53	57.86
Other non-current assets	21.92	16.13	16.25	14.40	15.08	5.86
	1,084.98	908.77	847.79	429.81	360.92	301.88
Current assets						
Current investments	490.85	482.43	450.17	597.83	550.00	-
Inventories	-	-	-	-	-	0.41
Trade receivables	2,035.38	2,393.58	2,055.06	1,761.07	1,308.57	980.97
Cash and bank balances	435.65	348.11	235.83	186.75	242.16	134.01
Short-term loans and advances	97.39	80.20	59.92	64.24	35.41	35.15
Other current assets	461.92	254.02	243.78	203.71	153.41	125.70
	3,521.19	3,558.34	3,044.76	2,813.60	2,289.55	1,276.24
Total	**4,606.17**	**4,467.11**	**3,892.55**	**3,243.41**	**2,650.47**	**1,578.12**

Restated Consolidated Summary Statement of Profit and Loss
(All amounts are in INR millions, except per share data and unless otherwise stated)

	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Revenue						
Revenue from operations	2,072.51	4,270.98	3,468.06	3,084.64	2,484.48	2,011.28
Other income	27.02	66.67	28.64	77.49	67.17	44.21
Total revenue	**2,099.53**	**4,337.65**	**3,496.70**	**3,162.13**	**2,551.65**	**2,055.49**
Expenses						
Purchases of stock-in-trade	-	-	-	1.73	28.24	2.83
Changes in inventories of stock-in-trade	-	-	-	-	0.41	0.54
Employee benefits	1,176.52	2,096.02	1,832.00	1,432.29	1,155.49	941.59
Finance costs	18.98	42.62	35.14	21.36	14.84	13.65
Depreciation and amortisation	27.68	48.37	43.66	43.69	35.84	38.04
Other expenses	799.76	1,474.94	1,243.51	1,072.54	819.68	613.60
Total expenses	**2,022.94**	**3,661.95**	**3,154.31**	**2,571.61**	**2,054.50**	**1,610.25**
Profit before tax	**76.59**	**675.70**	**342.39**	**590.52**	**497.15**	**445.24**
Tax expense						
Current tax	41.51	167.87	89.80	148.85	113.35	89.61
MAT for the year						
MAT credit entitlement	-	-	-	-	(14.33)	(9.35)
Deferred tax credit	(23.34)	(15.79)	(25.61)	(22.13)	(12.68)	(4.57)
Profit after tax for the period/year	**58.42**	**523.62**	**278.20**	**463.80**	**410.81**	**369.55**
Earnings per equity share (face value of Rs. 10 per share)						
Basic earning per share	0.99	10.56	5.40	9.43	8.54	7.94
Diluted earning per share	0.96	10.53	4.69	7.92	7.13	6.76

Restated Consolidated Summary Statement of Cash Flows
(All amounts are in INR millions, except per share data and unless otherwise stated)

		For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
A. Cash flow from operating activities:							
Net profit before tax		76.59	675.70	342.39	590.52	497.15	445.24
Adjustments for:							
Depreciation and amortisation		27.68	48.37	43.66	43.69	35.84	38.04
Net loss/(gain) on sale of property, plant and equipment		0.29	0.07	1.22	(0.30)	0.10	0.09
Provision for doubtful trade receivables		51.07	148.96	74.57	66.14	32.84	9.06
Advances written off		-	0.66	0.34	-	-	-
Bad debts written off		-	-	1.86	0.87	1.28	4.92
Provision for earnest money deposit		-	-	0.22	0.50	-	-
Employee stock compensation expense		2.83	-	0.50	-	0.72	1.18
Diminution in market value of current investments		0.17	0.63	2.52	2.17	-	-
Unrealised foreign exchange difference (net)		(7.60)	13.83	(7.78)	(13.85)	9.78	(31.02)
Finance costs		18.98	42.62	35.15	21.36	14.85	13.64
Dividend income on mutual fund investments		(4.43)	(0.18)	(0.54)	-	(7.46)	-
Interest income on government bond investment		(6.41)	(3.51)	-	-	-	-
Profit on sale on current investments		(4.30)	(58.99)	(18.14)	(56.82)	(9.03)	-
Interest income on bank deposits		(6.50)	(2.46)	(3.00)	(5.24)	(3.42)	(1.05)
Operating cash flows before working capital changes		148.37	865.70	472.97	649.04	572.65	480.10
Adjustments for working capital changes:							
Increase/(decrease) in trade payables		(0.17)	39.66	9.99	56.86	(1.06)	(33.32)
Increase in other current and non-current liabilities		(12.76)	134.52	130.66	73.56	83.40	52.22
Increase in provisions		17.96	36.52	40.17	20.72	8.98	13.59
Decrease in inventories		-	-	-	-	0.41	0.54
(Increase) in trade receivables		330.04	(536.17)	(350.88)	(479.85)	(381.67)	(98.09)
(Increase)/decrease in loans and advances		(24.60)	(33.38)	6.27	(41.56)	(3.04)	(14.61)
(Increase) in other current and non-current assets		(206.09)	(12.07)	(32.39)	(58.19)	(27.06)	(60.00)
Cash generated from operating activities		252.75	494.78	276.79	220.58	252.61	340.43
Income taxes paid (net of refund)		(111.62)	(168.32)	(165.52)	(127.39)	(82.64)	(89.95)
Net cash provided by operating activities	**(A)**	**141.13**	**326.46**	**111.27**	**93.19**	**169.97**	**250.48**
B. Cash flows from investing activities:							
Purchase of property, plant and equipment, intangible assets and capital work-in-progress including capital advances		(79.81)	(95.51)	(217.76)	(103.85)	(61.57)	(33.45)
Sale proceeds of fixed assets		0.68	0.20	0.56	0.32	-	1.76
Purchase of current investments		(104.17)	(868.02)	(218.07)	(600.00)	(1,100.00)	-
Proceeds from sale of current investments		104.30	894.30	378.14	606.82	559.03	-
Dividend income on current investments		4.57	2.81	0.54	-	-	-
Interest received		5.76	3.26	1.77	7.65	7.46	0.45
Investment in bank deposits (net)		(5.00)	2.41	(1.85)	(0.18)	1.69	3.32
Net cash used by investing activities	**(B)**	**(73.67)**	**(60.55)**	**(56.67)**	**(89.24)**	**(593.39)**	**(27.92)**
C. Cash flow from financing activities:							
Proceeds from issue of 0.01% compulsory convertible preference shares		-	-	-	-	201.00	-
Proceeds from borrowings (net)		130.51	(48.55)	138.79	50.85	401.17	(71.50)
Share issue expenses		-	-	-	-	(9.78)	-
Loan repaid by Newgen ESOP Trust		15.06	18.21	1.95	5.10	13.40	0.68
Dividend paid (including corporate dividend distribution tax)		(116.10)	(77.58)	(116.31)	(92.33)	(59.54)	(23.69)
Finance cost paid		(18.98)	(43.22)	(30.32)	(21.36)	(14.85)	(13.64)
Net cash provided/(used) by financing activities	**(C)**	**10.49**	**(151.14)**	**(5.89)**	**(57.74)**	**531.40**	**(108.15)**

Restated Consolidated Summary Statement of Cash Flows

Net increase/(decrease) in cash and cash equivalents (A+B+C)	**77.95**	**114.77**	**48.71**	**(53.79)**	107.98	114.41
Effect of exchange difference on cash and cash equivalent held in foreign currency	9.59	(2.49)	0.37	(1.62)	4.50	1.50
Cash and cash equivalents at the beginning of the period/year	348.11	235.83	186.75	242.16	129.68	13.77
Cash and cash equivalents at the end of the period/year (refer annexure XIII)	**435.65**	**348.11**	**235.83**	**186.75**	**242.16**	**129.68**

THE OFFER

Set forth below are details of the Offer.

Offer		**Up to [●] Equity Shares aggregating up to ₹ [●] million**
The Offer consists of:		
Fresh Issue(1)		Up to [●] Equity Shares aggregating up to ₹ 950.00 million
Offer for Sale(2)		Up to 13,453,932 Equity Shares aggregating up to ₹ [●] million
Of which:		
A.	**QIB Category**(3)	Not more than [●] Equity Shares
	Of which:	
(i)	Anchor Investor Portion(4)	[●] Equity Shares
	Of which	
	Available for allocation to Mutual Funds only	[●] Equity Shares
	Balance for all QIBs including Mutual Funds	[●] Equity Shares
(ii)	Balance available for allocation in the QIB Category (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
B.	**Non-Institutional Category**(3)	Not less than [●] Equity Shares
C.	**Retail Category**(3)	Not less than [●] Equity Shares
Pre and post-Offer Equity Shares		
	Equity Shares outstanding prior to the Offer	65,358,150 Equity Shares
	Equity Shares outstanding after the Offer	[●] Equity Shares
Use of proceeds of the Offer		For details, see "***Objects of the Offer***" on page 92. Our Company will not receive any portion of the proceeds from the Offer for Sale portion of the Offer.

(1) *The Offer has been authorised by our Board pursuant to its resolution dated June 14, 2017, and the Fresh Issue has been authorised by our shareholders pursuant to their resolution dated July 28, 2017.*

(2) *The Selling Shareholders have specifically confirmed and authorised their respective participation in the Offer for Sale. For details, see "**Other Regulatory and Statutory Disclosures**" on page 343. Each of the Selling Shareholders, severally and not jointly, confirms that its portion of the Equity Shares offered in the Offer for Sale is in accordance with the SEBI ICDR Regulations and have been held for a period of at least one year prior to the date of the Draft Red Herring Prospectus.*

(3) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB Category would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the GCBRLMs, the BRLM and the Designated Stock Exchange.*

(4) *Our Company may, in consultation with the GCBRLMs 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. One-third of the Anchor Investor Portion will be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added back to the QIB Category. For further details, see the "**Offer Procedure**" on page 367.*

Set forth below is the pre-Offer and post-Offer shareholding of the Selling Shareholders along with the number of Equity Shares being offered by each of the Selling Shareholders in the Offer.

S. No.	Name of the Selling Shareholder	Pre-Offer		Number of Equity Shares being offered in the Offer	Post-Offer	
		Number of Equity Shares held	Percentage of pre-Offer Equity Share capital (%)		Number of Equity Shares held*	Percentage of post-offer Equity Share capital*
1.	Ascent Capital	7,464,570	11.42	7,464,510	60	Negligible
2.	IDGVI	2,985,840	4.57	2,985,780	60	Negligible
3.	Pandara Trust	842,142	1.29	842,142	Nil	Nil
4.	SAP V	2,161,500	3.31	2,161,500	Nil	Nil

S. No.	Name of the Selling Shareholder	Pre-Offer		Number of Equity Shares being offered in the Offer	Post-Offer	
		Number of Equity Shares held	Percentage of pre-Offer Equity Share capital (%)		Number of Equity Shares held*	Percentage of post-offer Equity Share capital*
	Total	**13,454,052**	**20.59**	**13,453,932**	**120**	Negligible

**Assuming full subscription to the Offer*

Note: In terms of Rule 19(2)(b) of the SCRR, read with Regulation 41 of the SEBI ICDR Regulations the Offer is being made through the Book Building Process, in compliance with Regulation 26(1) of the SEBI ICDR Regulations. The Offer shall constitute [●]% of the post-Offer paid-up equity share capital of our Company. In case of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and complying with Rule 19(2)(b) of the SCRR, our Company and the GCBRLMs and the BRLM shall first ensure Allotment of Equity Shares in the Fresh Issue, up to the extent of 90% of the Fresh Issue, followed by Allotment of Equity Shares offered by the Selling Shareholders.

Allocation to Bidders in all categories, except to Retail Individual Investors and Anchor Investors, will be made on a proportionate basis. For further details, see "***Offer Procedure – Allotment Procedure and Basis of Allotment***" on page 401. Further, for details, including in relation to grounds of rejection of Bids and the details of the terms of the Offer, see "***Offer Procedure***" and "***Terms of the Offer***", respectively, on pages 367 and 364, respectively.

GENERAL INFORMATION

Our Company was incorporated as 'Newgen Software Technologies Private Limited' on June 5, 1992, as a private limited company under the Companies Act 1956, at New Delhi, with a certificate of incorporation granted by the RoC. Our Company became a deemed public limited company with effect from July 1, 1997 in terms of Section 43(A) of the Companies Act 1956. Further, pursuant to a special resolution passed by our shareholders with effect from June 7, 2000, our name was changed to 'Newgen Software Technologies Limited' and our Company was converted into a public limited company on June 13, 2000.

Registration Number: 049074

Corporate Identity Number: U72200DL1992PLC049074

Registered and Corporate Office

Newgen Software Technologies Limited
A-6, Satsang Vihar Marg
Qutab Institutional Area
New Delhi 110 067, India
Telephone: +91 11 4077 0100, 2696 3571, 2696 4733
Facsimile: +91 11 2685 6936
Website: www.newgensoft.com

For details of changes in our name and the Registered and Corporate Office of our Company, see "***History and Certain Corporate Matters***" on page 149.

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, National Capital Territory of Delhi and Haryana, located at the following address:

Registrar of Companies, National Capital Territory of Delhi and Haryana
4th Floor, IFCI Tower
61, Nehru Place
New Delhi 110 019, India
Telephone: +91 11 2623 5707
Facsimile: +91 11 2623 5702

Board of Directors

The following table sets out the details regarding our Board as on the date of this Red Herring Prospectus:

Name and Designation	Age (years)	DIN	Address
Diwakar Nigam *Designation:* Chairman and Managing Director	63	00263222	J-3, Saket, New Delhi- 110 017, India
T.S. Varadarajan *Designation:* Whole-time Director	65	00263115	D-162, Saket, New Delhi- 110 017, India
Priyadarshini Nigam *Designation:* Whole-time Director	60	00267100	J-3, Saket, New Delhi- 110 017, India
Kaushik Dutta *Designation:* Non-executive, independent Director	55	03328890	843-A, Block Lavy Pinto, Asiad Village, New Delhi- 110 049, India
Saurabh Srivastava	71	00380453	C-482, Defence Colony, New Delhi 110 024, India

Name and Designation	Age (years)	DIN	Address
Designation: Non-executive, additional independent Director			
Subramaniam Ramnath Iyer *Designation:* Non-executive, additional independent Director	59	00524187	B-2/131, Safdarjung Enclave, New Delhi 110 029, India

For profiles and further details in respect of our Directors, see "***Our Management***" on page 157.

Selling Shareholders

Set forth below are details of the Selling Shareholders:

S. No.	Name	Details
1.	Unit Trust of India Investment Advisory Services Limited a/c Ascent India Fund III ("**Ascent Capital**")	Ascent India Fund III is a scheme of ACA Private Equity Trust, a trust established under the Indian Trusts Act, 1882, which is registered as a venture capital fund ("**VCF**") with SEBI. Unit Trust of India Investment Advisory Services Limited is the trustee of ACA Private Equity Trust and its registered office is situated at UTI Tower GN Block, Bandra Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India. Ascent Capital Advisors India Private Limited is the duly appointed manager of Ascent India Fund III.
2.	IDG Ventures India Fund II LLC ("**IDGVI**")	A limited liability company incorporated and registered under the laws of Mauritius, having its registered office at International Financial Services Limited, IFS Court, 28, Cybercity, Ebene, Republic of Mauritius. IDGVI is registered as a foreign venture capital investor ("**FVCI**") with the SEBI.
3.	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**")	A scheme of Pandara Trust, a trust created under the provisions of the Indian Trusts Act, 1882, and registered as an alternate investment fund ("**AIF**"), category-I, with SEBI. Vistra ITCL (India) Limited is the trustee of Pandara Trust and its registered office is situated at IL&FS Financial Centre, Plot C-22, G Block, 5th Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India. Pandara Trust is managed by Nishaavritra Investment Manager LLP.
4.	SAP V (Mauritius) ("**SAP V**")	A company incorporated under the laws of Mauritius, having its office at Abax Corporate Services, 6th Floor, Tower A, 1 Cyber City, Ebene, Mauritius.

Chief Financial Officer

Arun Kumar Gupta is the Chief Financial Officer of our Company. His contact details are as follows:

Arun Kumar Gupta
Newgen Software Technologies Limited
D-152, Okhla Industrial Estate Phase I
New Delhi 110 020, India
Telephone: +91 11 4077 3700
Facsimile: +91 11 2681 5472
E-mail: arun.gupta@newgen.co.in

Company Secretary and compliance officer

Aman Mourya is the company secretary and compliance officer of our Company. His contact details are as follows:

Aman Mourya
Newgen Software Technologies Limited
D-152, Okhla Industrial Estate Phase I
New Delhi 110 020, India

Telephone: +91 11 4077 3700
Facsimile: +91 11 2681 5472
E-mail: investors@newgensoft.com

Investors may contact the company secretary and compliance officer of our Company and/ or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of refunds by electronic mode or unblocking of ASBA accounts etc. For all Offer related queries and for redressal of complaints, investors may also write to the GCBRLMs and/ or the BRLM.

All grievances, other than those of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, the ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked, date of ASBA Form and the name and address of the relevant Designated Intermediary(ies) where the ASBA Form was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary(ies) in addition to the documents or information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the GCBRLMs or the BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

Global Coordinators and Book Running Lead Managers

ICICI Securities Limited
ICICI Centre, H.T. Parekh Marg
Churchgate, Mumbai 400 020
Maharashtra, India
Telephone: +91 22 2288 2460
Facsimile: +91 22 2282 6580
E-mail: newgen.ipo@icicisecurities.com
Investor Grievance E-mail:
customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Shekher Asnani/Vishal Kanjani
SEBI Registration No.: INM000011179

Jefferies India Private Limited
42/43, 2 North Avenue, Maker Maxity
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India
Telephone: +91 22 4356 6000
Facsimile: +91 22 6765 5595
E-mail: NEWGEN.IPO@jefferies.com
Investor Grievance E-mail:
jipl.grievance@jefferies.com
Website: www.jefferies.com
Contact Person: Amit Agarwal
SEBI Registration No.: INM000011443

Book Running Lead Manager

IDFC Bank Limited
Naman Chambers C 32, G Block
Bandra Kurla Complex, Bandra (East) Mumbai 400 051
Maharashtra, India
Telephone: +91 22 7132 5500
Facsimile: +91 22 6622 2501
Email: newgen.ipo@idfcbank.com
Investor Grievance E-mail: mb.ig@idfcbank.com
Website: www.idfcbank.com
Contact Person: Gaurav Goyal/ Harsh Thakkar
SEBI Registration No.: MB/INM000012250

Statement of inter-se allocation of responsibilities among the GCBRLMs and the BRLM

The responsibilities and coordination by the GCBRLMs and the BRLM for various activities in this Offer are as follows:

S. No.	Activity	Responsibility	Coordinator
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, and positioning strategy	I-Sec, Jefferies, IDFC	I-Sec
2.	Pre-Offer due diligence of the Company including its operations/management/business plans/legal etc., Drafting and design of DRHP, RHP and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus and RoC filing.	I-Sec, Jefferies, IDFC	I-Sec
3.	Drafting and approval of all statutory advertisements	I-Sec, Jefferies, IDFC	I-Sec
4.	Drafting and approval of all publicity material other than statutory advertisements, including corporate advertising, brochures, etc	I-Sec, Jefferies, IDFC	Jefferies
5.	Appointment of Registrar to the Offer, Printers, Banker(s) to the Offer, Advertising agency (including coordinating all agreements to be entered with such parties)	I-Sec, Jefferies, IDFC	I-Sec
6.	Preparation of road show presentation	I-Sec, Jefferies, IDFC	Jefferies
7.	Preparation of FAQs for the road show team	I-Sec, Jefferies, IDFC	Jefferies
8.	International institutional marketing of the Offer, which will cover, *inter alia*: • Institutional marketing strategy • Finalizing the list and division of international investors for one-to-one meetings • Finalizing international road show and investor meeting schedules	I-Sec, Jefferies, IDFC	Jefferies
9.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Finalizing the list and division of domestic investors for one-to-one meetings • Finalizing domestic road show and investor meeting schedules	I-Sec, Jefferies, IDFC	I-Sec
10.	Conduct non-institutional and retail marketing of the Offer, which will cover, *inter-alia*: • Finalising media, marketing, public relations strategy and publicity budget • Finalising collection centres • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material	I-Sec, Jefferies, IDFC	IDFC
11.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, and deposit of 1% security deposit	I-Sec, Jefferies, IDFC	I-Sec
12.	Managing the book and finalization of pricing in consultation with the Company and the Selling Shareholders	I-Sec, Jefferies, IDFC	Jefferies
13.	Post-Bidding activities – managing Anchor book related activities and submission of letters to regulators post completion of Anchor issue, management of escrow accounts, coordinating underwriting, coordination of non-institutional allocation, announcement of allocation and dispatch of refunds to Bidders, Coordination with SEBI and Stock Exchanges for refund of 1% security deposit and media compliance report etc.	I-Sec, Jefferies, IDFC	I-Sec
14.	Payment of applicable securities transaction tax to the Government of India on the sale of unlisted Equity Shares by the Selling Shareholder under the Offer for Sale included in the Offer and filing of the securities transaction tax return by the prescribed due date as per applicable law	I-Sec, Jefferies, IDFC	Jefferies

Syndicate Members

IDFC Securities Limited
Naman Chambers, C-32, G-Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India
Telephone: +91 22 6622 2585
Facsimile: +91 22 6622 2504
E-mail: idfcsec.ie@idfc.com
Investor Grievance E-mail: Investorgrievance@idfc.com
Website: www.idfccapital.com
Contact Person: Amit Gangnaik
SEBI Registration No.: INB231291437, INB011291433

Sharekhan Limited
10th Floor, Beta Building, Lodha iThink Techno Campus Off-Jogeshwari-Vikhroli Link Road
Next to Kanjurmarg railway Station, Kanjurmarg (East)
Mumbai 400 042
Maharashtra, India
Telephone: +91 22 6115 0000
Facsimile: +91 22 6748 1899
E-mail: ipo@sharekhan.com
Investor Grievance E-mail: myaccount@sharekhan.com
Website: www.sharekhan.com
Contact Person: Pravin Darji/ Mehul Koradia
SEBI Registration No.: INB011073351, INB231073330

Legal Counsel to the Company as to Indian Law

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate Phase – III
New Delhi 110 020, India
Telephone: +91 11 4159 0700
Facsimile: +91 11 2692 4900

Legal Counsel to the Selling Shareholders as to Indian Law

ALMT Legal
Advocates & Solicitors
2, Lavelle Road
Bangalore 560 001
Karnataka, India
Telephone: + 91 80 4016 0000
Facsimile: + 91 80 4016 0001

Legal Counsel to the GCBRLMs and the BRLM as to Indian Law

Khaitan & Co
Ashoka Estate, 12th Floor
24, Barakhamba Road
New Delhi 110 001, India
Telephone: +91 11 4151 5454
Facsimile: +91 11 4151 5318

One Indiabulls Centre, 13th Floor
Tower 1, 841, Senapati Bapat Marg
Mumbai 400 013, Maharashtra, India
Telephone: +91 22 6636 5000
Facsimile: +91 22 6636 5050

International Legal Counsel to the GCBRLMs and the BRLM

Herbert Smith Freehills LLP
50 Raffles Place
#24-01 Singapore Land Tower
Singapore 048 623
Telephone: +65 6868 8000
Facsimile: +65 6868 8001

Registrar to the Offer

Karvy Computershare Private Limited
Karvy Selenium Tower B
Plot 31 and 32, Gachibowli
Financial District, Nanakramguda
Hyderabad 500 032
Telangana, India
Telephone: +91 40 6716 2222
Facsimile: +91 40 2343 1551

E-mail: einward.ris@karvy.com
Investor Grievance E-mail: newgen.ipo@karvy.com
Website: www.karisma.karvy.com
Contact Person: M. Murali Krishna
SEBI Registration No.: INR000000221

Banker(s) to the Offer/ Anchor Escrow Bank/ Refund Bank
ICICI Bank Limited
Capital Market Division, 1st Floor
122, Mistry Bhavan, Dinshaw Vachha Road
Backbay Reclamation, Churchgate
Mumbai – 400 020
Maharashtra, India
Telephone: +91 22 6681 8932/23/24
Facsimile: +91 22 2261 1138
E-mail: shweta.surana@icicibank.com
Website: www.icicibank.com
Contact Person: Shweta Surana

Self Certified Syndicate Banks

The list of SCSBs is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes on the website of the SEBI, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which a Bidder (other than an Anchor Investor), not bidding through Syndicate/sub-Syndicate or through a Registered Broker, CRTA or CDP, may submit the Bid cum Application Forms is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes on the website of the SEBI, or at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the members of Syndicate at Specified Locations, see the website of the SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35).

Broker Centres/ Designated CDP Locations/ Designated RTA Locations

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Bidders (other than Anchor Investors) can submit Bid cum Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the CRTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Auditors to our Company

B S R & Associates LLP
Building no. 10, 8th Floor
Tower-B, DLF Cyber City, Phase II
Gurgaon 122 002, Haryana, India
Telephone: +91 124 719 1000
Facsimile: +91 124 719 8613
E-mail: rdewan@bsraffiliates.com
ICAI Firm Registration Number: 116231W/W-100024
Peer Review No.: 009059

Bankers to our Company

Standard Chartered Bank
Narain Manzil, 23
Barakhamba Road
New Delhi, 110 001, India
Telephone: +91 124 487 6750
Facsimile: +91 124 487 6203
E-mail: surabhi.tiwari@sc.com
Website: www.sc.com/in
Contact Person: Surabhi Tiwari

Citi Bank N.A.
DLF Square Building, 9th Floor
Jacaranda Marg, DLF Phase-2
Gurgaon 122 002, Haryana, India
Telephone: +91 124 418 6913
Facsimile: +91 124 418 6512
E-mail: kumud.gandhi@citi.com
Website: www.citibank.co.in
Contact Person: Kumud Gandhi

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Monitoring Agency

Since the size of the Fresh Issue is less than ₹ 1,000 million, in terms of Regulation 16(1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Offer.

Expert

Except as stated below, our Company has not obtained any expert opinions.

Our Company has received consent dated January 4, 2018 from the Auditor, B S R & Associates LLP, to include its name in this Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act 2013 and as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as the statutory auditor of our Company and in respect of their examination reports dated November 24, 2017 on our Restated Consolidated Financial Statements and Restated Standalone Financial Statements and in respect of the Statement of Tax Benefits dated December 22, 2017 and such consent has not been withdrawn as of the date of this Red Herring Prospectus. Additionally, our Company has received a consent dated December 27, 2017 from SPMG & Company, Chartered Accountants to include its name in this Red Herring Prospectus as an "expert" as defined under the provisions of the Companies Act 2013 and the rules made thereunder.

Credit Rating

As the Offer is of Equity Shares, credit rating is not required.

Trustees

As the Offer is of Equity Shares, the appointment of trustees is not required.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus and the Bid cum Application Forms within the Price Band, which will be decided by our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM, and 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 of the place where our Registered and Corporate Office is located), at least five Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their website. The Offer Price shall be determined by our Company and the Selling Shareholders, in consultation with the GCBRLMs and the BRLM after the Bid/Offer Closing Date.

All Bidders (except Anchor Investors) can participate in this Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except in relation to Retail Individual Investors and the Anchor Investors, Allocation in the Offer will be on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For further details on method and process of Bidding, see **"*Offer Structure*"** on page 361.

The Book Building Process is subject to change. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Investors should note the Offer is also subject to obtaining (i) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with the RoC.

Illustration of Book Building Process and the Price Discovery Process

(Investors should note that the following is solely for the purpose of illustration and is not specific to this Offer, and does not illustrate bidding by Anchor Investors)

Bidders can Bid at any price within the Price Band. For instance, assuming a price band of ₹ 20 to ₹ 24 per share, an issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the Bidding Centres during the bid period. The illustrative book as shown below indicates the demand for the equity shares of the issuer company at various prices and is collated from bids from various investors.

Bid Quantity	Bid Price (₹)	Cumulative Quantity	Subscription
500	24.00	500	16.67%
1,000	23.00	1,500	50.00%
1,500	22.00	3,000	100.00%
2,000	21.00	5,000	166.67%
2,500	20.00	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of shares is the price at which the book cuts off, i.e., ₹ 22 in the above example. Our Company and the Selling Shareholders, in consultation with the GCBRLMs and the BRLM, will finalise the Offer Price at or below such cut-off, i.e., at or below ₹ 22.00. All bids at or above the Offer Price and cut-off price are valid bids and are considered for allocation in the respective categories.

Underwriting Agreement

After the determination of the Offer Price but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. It is proposed that pursuant to the terms of the Underwriting Agreement, each of the GCBRLMs and the BRLM will be severally responsible for bringing in the amount devolved, in the event any of their respective Syndicate Members do not fulfill their underwriting obligations. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC

(₹ in million)

Name, address, telephone, fax and e-mail of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten
[●]	[●]	[●]
[●]	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and would be finalised after the pricing and actual allocation of Equity Shares and subject to the provisions of Regulation 13(2) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscriptions/ purchasers for/subscribe to/ purchase Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

Set forth below is the share capital of our Company as on the date of this Red Herring Prospectus.

	Particulars	Aggregate nominal value (in ₹)	Aggregate value at Offer Price (in ₹)
A)	**AUTHORISED SHARE CAPITAL***		
	98,000,200 Equity Shares of ₹ 10 each	980,002,000	-
	11,999,800 compulsorily convertible preference shares ("**CCPS**") of ₹ 10 each	119,998,000	-
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	65,358,150 Equity Shares	653,581,500	[●]
C)	**OFFER****		
	Offer of up to [●] Equity Shares aggregating up to ₹ [●] million	[●]	[●]
	Comprising:		
	Fresh Issue of up to [●] Equity Shares	*[●]*	*[●]*
	Offer for sale of up to 13,453,932 Equity Shares	*134,539,320*	*[●]*
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of ₹ 10 each	[●]	[●]
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer (as on September 30, 2017)		78,239,326.68
	After the Offer		[●]

* *For details of the changes in the authorised share capital of our Company, see "**History and Certain Corporate Matters – Amendments to our Memorandum of Association**" on page 149.*

** *The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on June 14, 2017 and the Fresh Issue has been authorised by our shareholders pursuant to a resolution passed at the annual general meeting held on July 28, 2017. The Selling Shareholders have specifically confirmed and authorised their respective participation in the Offer for Sale. For details see "**Other Regulatory and Statutory Disclosures**" on page 343.*

Notes to Capital Structure

1. Share Capital History

(a) History of Equity Share capital of our Company

The following table sets forth the history of the equity share capital of our Company.

Date of allotment	Number of equity shares	Face value (₹)	Issue price (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
June 5, 1992	200	10.00	10.00	Cash	Subscription to the Memorandum of Association(1)	200	2,000
March 31, 1993	349,800	10.00	10.00	Cash	Further issue (2)	350,000	3,500,000
March 31, 1994	400,000	10.00	10.00	Cash	Further issue (3)	750,000	7,500,000
March 30, 1996	85,000	10.00	10.00	Cash	Further issue(4)	835,000	8,350,000
October 1, 1997	1,670,000	10.00	N.A.	N.A.	Bonus issue in the ratio of 2:1(5)	2,505,000	25,050,000
October 4, 1997	426,600	10.00	104.95	Cash	Preferential allotment(6)	2,931,600	29,316,000
March 12, 1999	146,580	10.00	80.00	Cash	Preferential allotment(7)	3,078,180	30,781,800

Date of allotment	Number of equity shares	Face value (₹)	Issue price (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
September 22, 1999	146,580	10.00	80.00	Cash	Preferential allotment(8)	3,224,760	32,247,600
March 29, 2000	6,449,520	10.00	N.A.	N.A.	Bonus issue in the ratio of 2:1(9)	9,674,280	96,742,800
March 13, 2004	(879,480)	10.00	(32.00)	Cash	Buy back of Equity Shares(10)	8,794,800	87,948,000
December 4, 2013	20	10	589.98	Cash	Preferential allotment (11)	8,794,820	87,948,200
September 18, 2014	43,974,100	10.00	N.A.	N.A.	Bonus issue in the ratio of 5:1(12)	52,768,920	527,689,200
December 10, 2014	1,245,000	10.00	63.00	Cash	Preferential allotment(13)	54,013,920	540,139,200
Equity Shares issued in the two years preceding the date of this Red Herring Prospectus							
March 27, 2017	8,250,210	10	49.27	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1 (14)	62,264,130	622,641,300
	2,044,020	10	98.33	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1(15)	64,308,150	643,081,500
September 18, 2017	1,050,000	10	63.00	Cash	Preferential allotment(16)	65,358,150	653,581,500

(1) Initial subscription to the Memorandum of Association by T.S. Varadarajan and Usha Varadarajan for 100 Equity Shares each.

(2) Allotment of 174,800 Equity Shares to T.S. Varadarajan, 132,500 Equity Shares to Diwakar Nigam and 42,500 Equity Shares to Priyadarshini Nigam.

(3) Allotment of 270,000 Equity Shares to Diwakar Nigam and 130,000 Equity Shares to T.S. Varadarajan

(4) Allotment of 40,000 Equity Shares to Udhyan Challu and 45,000 Equity Shares to K.K. Sabesan

(5) Allotment of 695,000 Equity Shares to Diwakar Nigam, 589,800 Equity Shares to T.S. Varadarajan, 85,000 Equity Shares to Priyadarshini Nigam, 200 Equity Shares to Usha Varadarajan and 300,000 Equity Shares to Citicorp Finance (I) Limited

(6) Allotment of 426,600 Equity Shares to Citicorp Finance (I) Limited

(7) Allotment of 146,580 Equity Shares to the Newgen Employees Trust which was transferred to employees of our Company pursuant to exercise of stock options granted to them under the NEWGEN ESOP 1999 (defined hereafter)

(8) Allotment of 146,580 Equity Shares to the Newgen Employees Trust which was transferred to employees of our Company pursuant to exercise of stock options granted to them under the ESOP 1999 and/or NEWGEN ESOP 2000 (defined hereafter)

(9) Allotment of 2,085,000 Equity Shares to Diwakar Nigam, 1,769,400 to T.S. Varadarajan, 255,000 Equity Shares to Priyadarshini Nigam, 600 Equity Shares to Usha Varadarajan, 1,753,200 Equity Shares to Citicorp Finance (I) Limited and 586, 320 Equity Shares to Newgen Employees Trust

(10) Buy back of 500,727 Equity Shares from Diwakar Nigam and 378,753 Equity Shares from T.S. Varadarajan

(11) Allotment of 10 DVRs each to Ascent Capital and IDGVI. Pursuant to the conversion of 7,526,226 CCPS held by Ascent Capital and IDGVI on March 27, 2017, the differential rights attached to the DVRs expired automatically and the DVRs ranked pari passu with the Equity Shares from such date. Further, pursuant to the resolutions dated June 14, 2017, July 28, 2017 and March 17, 2017, our Board and the shareholders of our Company and the holders of the DVRs, respectively, respectively, noted the expiry of the differential rights attached to the DVRs and took on record that the DVRs were now treated on par with the Equity Shares, pursuant to conversion of the CCPS held by Ascent Capital and IDGVI, on March 27, 2017.

(12) Allotment of 43,974,100 Equity Shares to holders of Equity Shares as on September 18, 2014, pursuant to a bonus issue in the ratio of 5:1, including allotment of 50 DVRs each to Ascent Capital and IDGVI. Pursuant to the conversion of 7,526,226 CCPS held by Ascent Capital and IDGVI on March 27, 2017, the differential rights attached to the DVRs expired automatically and the DVRs ranked pari passu with the Equity Shares from such date. Further, pursuant to the resolutions dated June 14, 2017, July 28, 2017 and March 17, 2017, our Board and the shareholders of our Company, respectively, noted the expiry of the differential rights attached to the DVRs and took on record that the DVRs were now treated on par with the Equity Shares, pursuant to conversion of the CCPS held by Ascent Capital and IDGVI, on March 27, 2017.

(13) Allotment of 1,245,000 Equity Shares to Newgen ESOP Trust, which was/ will be transferred to employees of our Company, pursuant to exercise of stock options granted to them under the NEWGEN ESOP 2014 (defined hereafter)

(14) Allotment of 4,024,740 Equity Shares to Ascent Capital, 1,457,466 Equity Shares to IDGVI, 606,504 Equity Shares to Pandara Trust and 2,161,500 Equity Shares to SAP V

(15) Allotment of 1,351,152 Equity Shares to Ascent Capital and 692,868 Equity Shares to IDGVI

(16) Allotment of 1,050,000 Equity Shares to Newgen ESOP Trust, which will be transferred to employees of our Company on exercise of stock options granted to them under the NEWGEN ESOP 2014

(b) History of preference share capital of our Company

Date of allotment	Number of preference shares	Face value (₹)	Issue price (₹)	Nature of consideration	Reasons for/ Nature of allotment	Cumulative number of preference shares	Cumulative paid-up preference share capital (₹)
December 13, 2007	1,014,785	10	295.63	Cash	Preferential allotment (1)	1,014,785	10,147,850
September 10, 2008	360,250	10	295.63	Cash	Preferential allotment(2)	1,375,035	13,750,350
December 4, 2013	340,670	10	589.98	Cash	Preferential allotment(3)	1,715,705	17,157,050
September 18, 2014	8,578, 525	10	N.A.	N.A.	Bonus issue in the ratio of 5:1(4)	10,294,230	102,942,300
March 27, 2017	(8,250,210)	10	N.A.	N.A.	Conversion into Equity Shares in the ratio 1:1(5)	2,044,020	20,440,200
	(2,044,020)	10	N.A.	N.A.	Conversion into Equity Shares in the ratio 1:1(6)	-	-

(1) *Allotment of 1,014,785 0.01% CCPS to HAV2 (Mauritius) Limited.*

(2) *Allotment of 360,250 0.01% CCPS to SAP AG, Germany*

(3) *Allotment of 225,192 0.01% CCPS to Ascent Capital and 115,478 0.01% CCPS to IDGVI*

(4) *Allotment of 4,479,910 0.01% CCPS to Ascent Capital, 1,791,945 0.01% CCPS to IDGVI, 505,420 0.01% CCPS to Pandara Trust and 1,801,250 0.01% CCPS to SAP V*

(5) *Conversion of 8,250,210 0.01% CCPS into 8,250,210 Equity Shares. For details see, "**- History of Equity Share capital of our Company**" above.*

(6) *Conversion of 2,044,020 0.01% CCPS into 2,044,020 Equity Shares. For details see, "**- History of Equity Share capital of our Company**" above.*

2. Equity Shares issued for consideration other than cash

Our Company has not issued any Equity Shares for consideration other than cash since incorporation.

Further, our Company has undertaken bonus issues of Equity Shares on (a) October 1, 1997; (b) March 29, 2000; and (c) September 18, 2014, each time by capitalization of the general reserves of the Company. Furthermore, our Company has undertaken a bonus issue of CCPS on September 18, 2014 by capitalization of the general reserves of the Company. For further details, see "***Notes to Capital Structure – Share Capital History***" on page 74.

3. Issue of Equity Shares in the last one year

Except as set forth below our Company has not issued Equity Shares in one year immediately preceding the date of this Red Herring Prospectus, at a price which may be lower than the Offer Price.

Date of allotment	Number of Equity Shares issued	Face value (₹)	Issue/ conversion price (₹)	Names of allottees	Reasons for allotment
March 27, 2017	8,250,210	10	49.27	Ascent Capital (4,024,740 Equity Shares), IDGVI (1,457,466 Equity Shares), Pandara Trust (606,504 Equity Shares) and SAP V (2,161,500 Equity Shares). For details, see "***History and Certain Corporate Matters***" on page 149.	Conversion of CCPS into Equity Shares in the ratio 1:1
	2,044,020	10	98.33	Ascent Capital (1,351,152 Equity Shares) and IDGVI (692,868 Equity Shares). For details, see "***History and Certain Corporate Matters***" on page 149.	

Date of allotment	Number of Equity Shares issued	Face value (₹)	Issue/ conversion price (₹)	Names of allottees	Reasons for allotment
September 18, 2017	1,050,000	10	63.00	Newgen ESOP Trust	Preferential Allotment

Our Company has not issued any Equity Shares out of revaluation reserves since incorporation.

4. Employee Stock Option Scheme

NEWGEN ESOP 2014

As on the date of this Red Herring Prospectus the Company has in place an employee stock option scheme – 2014 ("**NEWGEN ESOP 2014**"), which was approved pursuant to a resolution dated September 14, 2014 of Board, and a resolution dated November 13, 2014 of the shareholders of the Company. Further, pursuant to a resolution dated June 14, 2017 of the Board and resolution dated July 28, 2017 of the shareholders of the Company, the NEWGEN ESOP 2014 was amended and modified to be compliant with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. In accordance with the NEWGEN ESOP 2014, the Company may issue a maximum of 3,783,800 shares to its employees and the employees of the Subsidiaries considered eligible in accordance with the NEWGEN ESOP 2014. The NEWGEN ESOP 2014 is administered by the nomination and remuneration committee of the Board ("**Nomination and Remuneration Committee**"), through the Newgen ESOP Trust. As on the date of this Red Herring Prospectus, the Newgen ESOP Trust holds 1,545,481 Equity Shares and the Company has granted a total of 4,216,075 options (of which 485,128 options have lapsed) under the NEWGEN ESOP 2014.

In terms of the NEWGEN ESOP 2014, eligible employees mean: (a) a permanent employee of the Company who has been working in India or outside India; (b) a director of the Company but does not include the independent Directors; (c) an employee as defined in clause (a) and (b) of a Subsidiary, in India or outside India but does not include: (i) an employee who is a promoter or a person belonging to the promoter group; (ii) a director, who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company. Further, subject to the above, the Nomination and Remuneration Committee of the Company may, at its sole discretion, determine employees or category of employees that are eligible for grant of employee stock options and the terms of grant thereof, identified based on the their performance, responsibility, their present and potential contribution to the success of the Company, length of service, loyalty and other factors deemed relevant by the Nomination and Remuneration Committee.

The NEWGEN ESOP 2014 has been framed and implemented in compliance with the SEBI SBEB Regulations and the SEBI ICDR Regulations.

Set forth below are the details in respect of the NEWGEN ESOP 2014.

Particulars	Details			
	Fiscal 2018 (As on the date of this Red Herring Prospectus)	Fiscal 2017	Fiscal 2016	Fiscal 2015
Total options granted	562,550	Nil	Nil	3,653,525
Pricing formula	Weighted Average of discount cash flow, comparable companies market and net asset value (in the ratio of 2:2:1)			
Exercise price of options in ₹(as on the date of grant of options)	₹ 63.00			
Vesting period	5 Years			
Total options vested (excluding the options that have been exercised)	Nil	777,170	288,188	Nil
Options exercised	1,060,283	156,571	56,045	Nil
The total number of shares arising as a result of exercise of granted options (including options that have been exercised)	1,060,283	156,571	56,045	Nil
Options forfeited/lapsed/cancelled	105,428	166,525	213,175	Nil

<table>
<tr><th rowspan="2">Particulars</th><th colspan="4">Details</th></tr>
<tr><th>Fiscal 2018 (As on the date of this Red Herring Prospectus)</th><th>Fiscal 2017</th><th>Fiscal 2016</th><th>Fiscal 2015</th></tr>
<tr><td>Variation of terms of options</td><td>Except for the amendment of the NEWGEN ESOP 2014 in order to comply with the SEBI SBEB Regulations, no terms of the NEWGEN ESOP 2014 have been amended, modified or verified.</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Money realized by exercise of options (in ₹)</td><td>66,797,829</td><td>9,863,973</td><td>3,530,835</td><td>Nil</td></tr>
<tr><td>Total number of options outstanding in force (as at the end of the fiscal)</td><td>2,458,048</td><td>3,061,209</td><td>3,384,305</td><td>3,653,525</td></tr>
<tr><td>Employee wise details of options granted to:</td><td colspan="4"></td></tr>
<tr><td>(i) Directors/Senior management personnel</td><td colspan="4">
<table>
<tr><th rowspan="2">Name of employee</th><th colspan="2">Details of options</th></tr>
<tr><th>Granted</th><th>Exercised</th></tr>
<tr><td>Surender Jeet Raj</td><td>94,000</td><td>33,000</td></tr>
<tr><td>Virender Jeet</td><td>97,000</td><td>33,000</td></tr>
<tr><td>Arun Kumar Gupta</td><td>48,000</td><td>21,000</td></tr>
<tr><td>Tarun Nandwani</td><td>77,000</td><td>33,000</td></tr>
<tr><td>Aman Mourya</td><td>5,000</td><td>Nil</td></tr>
</table>
</td></tr>
<tr><td>(ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year</td><td colspan="4">
<table>
<tr><th rowspan="2">Name of employee</th><th colspan="2">Details of options</th></tr>
<tr><th>Granted</th><th>Exercised</th></tr>
<tr><td colspan="3">Nil</td></tr>
</table>
</td></tr>
<tr><td>(iii) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant</td><td colspan="4">
<table>
<tr><th rowspan="2">Name of employee</th><th colspan="2">Details of options</th></tr>
<tr><th>Granted</th><th>Exercised</th></tr>
<tr><td colspan="3">Nil</td></tr>
</table>
</td></tr>
<tr><td>Vesting schedule (and conditions for vesting)</td><td colspan="4">Set forth below is the vesting schedule, subject to there being a gap of at least one year between the date of grant of options and the vesting of such options.
<table>
<tr><th>Number of options vested</th><th>Vesting schedule</th></tr>
<tr><td>10% of the options granted</td><td>One year from the date of grant</td></tr>
<tr><td>20% of the options granted</td><td>Two years from the date of grant</td></tr>
<tr><td>30% of the options granted</td><td>Three years from the date of the grant</td></tr>
<tr><td>40% of the options granted</td><td>Four years from the date of grant</td></tr>
</table>
Once the options have vested, such options may be exercised within a period of five years from the date on which the last of the options vest.</td></tr>
<tr><td>Lock-in</td><td colspan="4">Nil</td></tr>
<tr><td>Fully diluted earnings per share pursuant to issue of equity shares on a pre-offer basis on exercise of options in accordance with the Accounting Standard (AS) 20 ‘Earning Per Share’ (in ₹)</td><td>0.96</td><td>10.53</td><td>4.69</td><td>7.92</td></tr>
<tr><td>Where the Company has calculated the employee compensation cost using the intrinsic value of stock options, difference, if any, between</td><td colspan="4">
<table>
<tr><th></th><th>Fiscal 2018 (as on</th><th>Fiscal 2017</th><th>Fiscal 2016</th><th>Fiscal 2015</th></tr>
</table>
</td></tr>
</table>

Particulars	Details			
	Fiscal 2018 (As on the date of this Red Herring Prospectus)	Fiscal 2017	Fiscal 2016	Fiscal 2015
employee compensation cost calculated according using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and impact of this difference on the profits of the Company and on the earnings per share of the Company	**September 30, 2017)**			
Impact on Profits	9,627,160	21,126,000	5,551,286	0
Impact on basic EPS	0.12	0.44	0.11	0
Impact on diluted EPS	0.11	0.43	0.09	0
Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock	63.00	63.00	63.00	63.00
Method and significant assumptions used to estimate the fair value of options granted during the year including weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in market at the time of grant of the option	**As of September 30, 2017**			
Expected volatility	55.59%			
Risk free interest rate	6.57% - 6.88%			
Expected dividend yield	0.00%			
Life of options	Nine years			
Exercise price on the date of grant of options	₹ 63.00 per Equity Shares			
Intention of the holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	1,272,899			
Intention to sell Equity Shares arising out of the NEWGEN ESOP 2014 within three months after the listing of Equity Shares by directors, senior management personnel and employees having Equity Shares arising out of the NEWGEN ESOP 2014, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	Nil			
Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies prescribed in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 had been followed, in respect of options granted in the last three years. (₹ in million)	Nil	Nil	Nil	Nil

NEWGEN ESOP 1999

Our Company had instituted the Newgen Employee Stock Option Plan 1999 ("**NEWGEN ESOP 1999**"), which had been approved by our Board on January 20, 1999 and by the shareholders of our Company on February 20, 1999. Under the ESOP 1999 a maximum of 293,160 options could be granted to eligible employees, determined in terms of the NEWGEN ESOP 1999, convertible into 293,160 Equity Shares. Subsequently, additional options were made available under the NEWGEN ESOP 1999 to give effect to the bonus issue by the Company and, accordingly, an aggregate of 733,610 options were available for grant under the NEWGEN ESOP 1999, which were convertible into 733,610 Equity Shares.

Our Company has granted an aggregate of 682,400 employee stock options under the NEWGEN ESOP 1999 to eligible employees (after adjusting bonus stock option), of which, cumulatively, 246,160 options were exercised and consequently, 246,160 Equity Shares were transferred from the Newgen Employees Trust to such eligible employees at an exercise price of ₹ 80.00, which was further adjusted due to bonus option issue, per Equity Share. Further, 241,950 options granted under the NEWGEN ESOP 1999 lapsed. As on the date of this Red Herring Prospectus, the NEWGEN ESOP 1999 has been closed, no options granted thereunder are outstanding and no additional options will be granted by our Company under the NEWGEN ESOP 1999. As on date of this Red Herring Prospectus, 266,500 Equity Shares issued pursuant to NEWGEN ESOP 1999 are held by existing employees of our Company and 180,360 Equity Shares may be sold by our employees within three months from the date on which the Equity Shares will be listed on the Stock Exchanges.

NEWGEN ESOP 2000

Subsequently, our Company had instituted the Newgen Employee Stock Option Plan 2000 ("**NEWGEN ESOP 2000**"), which had been approved by our Board on April 7, 2000 and by the shareholders of our Company on May 5, 2000. Under the ESOP 2000 a maximum of 600,000 options could be granted to eligible employees, determined in terms of the NEWGEN ESOP 2000, convertible into 600,000 Equity Shares on exercise of such options. Further, all options that were outstanding, including options that had not been granted or had been granted but not exercised under the NEWGEN ESOP 1999, whether outstanding as on date of or any future date were made available under NEWGEN ESOP 2000, and consequently, an aggregate of 862,850 options were available for grant under the NEWGEN ESOP 2000. Subsequently, additional options were made available under the NEWGEN ESOP 2000 to give effect to the bonus issue by the Company and, accordingly, an aggregate of 1,292,300 options were available for grant under the NEWGEN ESOP 1999, which were convertible into 1,292,300 Equity Shares.

Our Company has granted an aggregate of 1,555,150 options under the NEWGEN ESOP 2000 to eligible employees (after adjusting bonus stock option), of which 948,170 options were exercised and 948,170 Equity Shares were transferred from the Newgen Employees Trust to such eligible employees at an exercise price of ₹ 40 per Equity Share, which was further adjusted pursuant to a bonus issue by our Company. As on the date of this Red Herring Prospectus, the NEWGEN ESOP 2000 has been closed, no options are outstanding and no additional options will be granted by our Company under the NEWGEN ESOP 2000. As on date of this Red Herring Prospectus, 948,170 Equity Shares issued pursuant to NEWGEN ESOP 2000 are held by existing employees of our Company and 862,840 Equity Shares may be sold by our employees within three months from the date on which the Equity Shares will be listed on the Stock Exchanges.

5. History of Build-up, Contribution and Lock-in of Promoters' Shareholding

(a) Build-up of Promoters' shareholding in our Company

As on the date of this Red Herring Prospectus, our Promoters hold, in aggregate, 33,431,712 Equity Shares, which constitutes 51.15% of the issued, subscribed and paid-up pre-Offer Equity Share capital of our Company.

Set forth below is the build-up of the equity shareholding of our Promoters, since incorporation of our Company.

Date of allotment/transfer	Number of Equity Shares	Face value (₹)	Issue/purchase/selling price (₹)	Nature of consideration	Nature of acquisition/transfer	Percentage of pre-Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital (%)
(A) Diwakar Nigam							
March 31, 1993	132,500	10	10.00	Cash	Further issue	0.20	[●]
March 31, 1994	270,000	10	10.00	Cash	Further issue	0.41	[●]
October 5, 1994	(95,000)	10	16.67	Cash	Transfer to Global Projects and Finance Limited	(0.15)	[●]

Date of allotment/transfer	Number of Equity Shares	Face value (₹)	Issue/purchase/selling price (₹)	Nature of consideration	Nature of acquisition/transfer	Percentage of pre-Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital (%)
June 23, 1997	40,000	10	15.00	Cash	Acquired from Udhyan Challu	0.06	[●]
October 1, 1997	695,000	10	N.A.	N.A.	Bonus issue in the ratio 2:1	1.06	[●]
March 29, 2000	2,085,000	10	N.A.	N.A.	Bonus issue in the ratio 2:1	3.19	[●]
July 19, 2000	500,727	10	21.63	Cash	Acquired from Citicorp Finance (India) Limited	0.77	[●]
March 13, 2004	(500,727)	10	32.00	Cash	Buy-back of Equity Shares by our Company	(0.77)	[●]
December 4, 2013	(17,237)	10	540.82	Cash	Transfer to IDGVI pursuant to the SPSA. For details of the SPSA, see "***History and Certain Corporate Matters***" on page 149	(0.03)	[●]
December 4, 2013	(15,146)	10	540.82	Cash	Transfer to Ascent Capital pursuant to the SPSA. For details of the SPSA, see "***History and Certain Corporate Matters***" on page 149	(0.02)	[●]
January 3, 2014	(13,650)	10	540.82	Cash	Transfer to Ascent Capital pursuant to the SPSA. For details of the SPSA, see "***History and Certain Corporate Matters***" on page 149	(0.02)	[●]
February 7, 2014	(18,466)	10	540.82	Cash	Transfer to IDGVI pursuant to the SPSA. For details of the SPSA, see "***History and Certain Corporate Matters***" on page 149	(0.03)	[●]
May 7, 2014	1,600	10	540.82	Cash	Acquired from Sameer Kundu	Negligible	[●]
	2,800	10	540.82	Cash	Acquired from Anurag Shah	Negligible	[●]
	3,000	10	540.82	Cash	Acquired from Ashish Deshmukh	Negligible	[●]
September 18, 2014	15,352,005	10	N.A.	N.A.	Bonus issue in the ratio 5:1	23.49	[●]
Total (A)	**18,422,406**					**28.19**	**[●]**
(B) T.S. Varadarajan							
June 5, 1992	100	10	10	Cash	Subscription to the Memorandum of Association	Negligible	[●]
March 31, 1993	174,800	10	10	Cash	Further issue	0.27	[●]
March 31, 1994	130,000	10	10	Cash	Further issue	0.20	[●]
October 5, 1994	(55,000)	10	16.67	Cash	Transfer to Global Projects and Finance Limited	(0.08)	[●]

Date of allotment/transfer	Number of Equity Shares	Face value (₹)	Issue/purchase/selling price (₹)	Nature of consideration	Nature of acquisition/transfer	Percentage of pre-Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital (%)
June 23, 1997	45,000	10	15.00	Cash	Acquired from K.K. Sabesian	0.07	[●]
October 1, 1997	589,800	10	N.A.	N.A.	Bonus issue in the ratio of 2:1	0.90	[●]
March 29, 2000	1,769,400	10	N.A.	N.A.	Bonus issue in the ratio of 2:1	2.71	[●]
July 19, 2000	378,753	10	21.63	Cash	Acquired from Citicorp Finance (India) Limited	0.58	[●]
March 15, 2004	(378,753)	10	32.00	Cash	Buy back of Equity Shares by our Company	(0.58)	[●]
December 4, 2013	(51,711)	10	540.82	Cash	Transfer to IDGVI pursuant to the SPSA. For details of the SPSA, see "***History and Certain Corporate Matters***" on page 149	(0.08)	[●]
December 4, 2013	(45,441)	10	540.82	Cash	Transfer to Ascent Capital pursuant to the SPSA. For details of the SPSA, see "***History and Certain Corporate Matters***" on page 149	(0.07)	[●]
February 7, 2014	(55,397)	10	540.82	Cash	Transfer to IDGVI pursuant to the SPSA. For details, see "***History and Certain Corporate Matters***" on page 149	(0.08)	[●]
September 18, 2014	12,507,755	10	N.A.	N.A.	Bonus issue in the ratio 5:1	19.14	[●]
Total (B)	**15,009,306**					22.96	**[●]**
Grand Total (A+B)	**33,431,712**					**51.15**	**[●]**

For details relating to the cost of acquisition of Equity Shares by our Promoters, see the "***Risk Factors – Prominent Notes***" on page 39.

(b) Shareholding of our Promoters and Promoter Group

Set forth below is the shareholding of our Promoters and members of our Promoter Group as on the date of this Red Herring Prospectus.

Name of shareholder	Pre-Offer		Post-Offer*	
	Number of Equity Shares	Percentage of Equity Share capital (%)	Number of Equity Shares	Percentage of Equity Share capital (%)
Promoters				
Diwakar Nigam	18,422,406	28.19	18,422,406	[●]
T.S. Varadarajan	15,009,306	22.96	15,009,306	[●]
Total (A)	**33,431,712**	**51.15**	**33,431,712**	**[●]**
Promoter Group				
Priyadarshini Nigam	7,968,906	12.19	7,968,906	[●]
Usha Varadarajan	4,528,320	6.93	4,528,320	[●]

Name of shareholder	Pre-Offer		Post-Offer*	
	Number of Equity Shares	Percentage of Equity Share capital (%)	Number of Equity Shares	Percentage of Equity Share capital (%)
Total (B)	**12,497,226**	**19.12**	**12,497,226**	**[●]**
Grand total (A)+(B)	**45,928,938**	**70.27**	**45,928,938**	**[●]**

**Assuming full subscription in the Offer.*

All Equity Shares held by our Promoters are in dematerialised form as on the date of this Red Herring Prospectus.

(c) Details of Promoters' contribution and lock-in for three years

Pursuant to Regulation 36(a) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer equity share capital of our Company held by our Promoters shall be provided towards minimum promoters' contribution and locked-in for a period of three years from the date of Allotment ("**Minimum Promoters' Contribution**"). All Equity Shares held by our Promoters are eligible for inclusion in the Minimum Promoters' Contribution, in terms of Regulation 33 of the SEBI ICDR Regulations.

Our Promoters have confirmed to the Company, the GCBRLMs and the BRLM that the acquisition of the Equity Shares forming part of the Minimum Promoters' Contribution have been financed from personal funds and no loans or financial assistance from any banks or financial institution has been availed by for this purpose. All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. As on the date of this Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged.

Set forth below are the details of the Equity Shares that will be locked up as Minimum Promoters' Contribution for a period of three years from the date of Allotment of Equity Shares in the Offer.

Name of the Promoter	Number of Equity Shares locked in	Date of allotment	Face Value (in ₹)	Percentage of pre-Offer Equity Share capital (%)	Percentage of fully diluted post-Offer Equity Share capital (%)
Diwakar Nigam	[●]	[●]	10.00	[●]	[●]
T.S. Varadarajan	[●]	[●]	10.00	[●]	[●]
Total	[●]			[●]	**20.00**

Note: To be incorporated upon finalization of the Offer Price

For details of the build-up of the Equity Share capital held by our Promoters, see "***- Build-up of our Promoters' shareholding in our Company***" on page 80.

Our Promoters have given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer equity share capital of our Company as Minimum Promoters' Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Equity Shares forming part of the Minimum Promoters' Contribution from the date of filing the Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

The Minimum Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from persons identified as 'promoters' under the SEBI ICDR Regulations.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Minimum Promoters' Contribution under Regulation 33 of the SEBI ICDR Regulations. In this regard, we confirm that:

(i) the Equity Shares offered as part of the Minimum Promoters' Contribution do not comprise Equity Shares acquired during the three years preceding the date of the Draft Red Herring Prospectus and the date of this Red Herring Prospectus, for consideration other than cash and wherein revaluation of assets or capitalisation of intangible assets was involved or bonus issue out of revaluation reserves or unrealised profits or against Equity Shares that are otherwise ineligible for computation of Minimum Promoters' Contribution;

(ii) the Minimum Promoters' Contribution does not include Equity Shares acquired during the one year preceding the date of the Draft Red Herring Prospectus and the date of this Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) our Company has not been formed by conversion of a partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of the Draft Red Herring Prospectus and the date of this Red Herring Prospectus, pursuant to conversion of a partnership firm; and

(iv) the Equity Shares held by our Promoters and offered as part of the Minimum Promoters' Contribution are not subject to any pledge.

(d) Details of Equity Shares locked-in for one year

In terms of Regulation 37 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital will be locked-in for a period of one year from the date of Allotment in the Offer, except (a) the Minimum Promoters' Contribution which shall be locked-in for a period of three years, as disclosed above; (b) any Equity Shares held by the employees of our Company (who continue to be employees of our Company as on the date of Allotment), which have been and may be allotted to them under the NEWGEN ESOP 2014, NEWGEN ESOP 1999 and NEWGEN ESOP 2000 prior to the Offer; (c) Equity Shares which are successfully transferred as part of the Offer for Sale; and (d) 60 Equity Shares held by IDGVI, an FVCI registered with SEBI and 60 Equity Shares held by Ascent Capital, a scheme of ACA Private Equity Trust, a VCF, registered with the SEBI, which are subject to statutory lock-in as per the SEBI FVCI Regulations or the SEBI VCF Regulations.

Any unsubscribed portion of the Equity Shares being offered by the Selling Shareholders in the Offer for Sale, excluding any Equity Share held an FVCI, VCF or AIF registered with SEBI, would also be locked-in as required under the SEBI ICDR Regulations.

(e) Lock-in of Equity Shares Allotted to Anchor Investors

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

(f) Other requirements in respect of lock-in

Pursuant to Regulation 39 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in for one year may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan. Equity Shares locked-in as Minimum Promoters' Contribution for three years can be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Offer.

In terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by our Promoters may be transferred among our Promoters and members of our Promoter Group or a new promoter or persons in control of our Company, subject to continuation of lock-in applicable to the transferee for the remaining period and compliance with provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**").

Further, in terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoters prior to the Offer and locked-in for a period of one year, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in applicable to the transferee and compliance with the provisions of the Takeover Regulations.

6. Our shareholding pattern

Set forth below is the shareholding pattern of our Company as on the date of this Red Herring Prospectus.

Category (I)	Category of the Shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	No. of Voting Rights held in each class of securities (IX)				No. of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital (XI)=(VII)+ (X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized from (XIV)
								No. of Voting Rights			Total as a % of total voting rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg: X	Class eg: Y	Total								
(A)	**Promoter & Promoter Group**	4	45,928,938	0	0	45,928,938	70.27	45,928,938	NA	45,928,938	70.27	0	70.27	0	0	0	0	45,928,938
(B)	**Public**	402	17,883,731	0	0	17,883,731	27.37	17,883,731	NA	17,883,731	27.37	0	27.37	0	0	0	0	17,735,201
(C)	**Non Promoter-Non Public**	0	0	0	0	0	0	0	NA	0	0	0	0	0	0	0	0	0
(1)	**Shares underlying Custodian/Depository Receipts**	0	0	0	0	0	0	0	NA	0	0	0	0	0	0	0	0	0
(2)	**Shares held by Employee Trusts**	1	1,545,481	0	0	1,545,481	2.36	1,545,481	NA	1,545,481	2.36	0	2.36	0	0	0	0	1,545,481
	Total (A)+(B)+(C)	407	65,358,150	0	0	65,358,150	100.00	65,358,150	NA	65,358,150	100.00	0	100.00	0	0	0	0	65,209,620

7. The GCBRLMs, the BRLM and their respective associates do not hold any Equity Shares as on the date of this Red Herring Prospectus. The GCBRLMs, the BRLM and their respective affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or our Subsidiaries, for which they may, in the future, receive agreed compensation.

8. **Shareholding of Selling Shareholders**

S. No.	Name of the Selling Shareholder	Pre-Offer		Post-Offer	
		Number of Equity Shares held	Percentage of pre-Offer Equity Share capital (%)	Number of Equity Shares held*	Percentage of post-offer Equity Share capital*
1.	Ascent Capital	7,464,570	11.42	60	Negligible
2.	IDGVI	2,985,840	4.57	60	Negligible
3.	Pandara Trust	842,142	1.29	Nil	Nil
4.	SAP V	2,161,500	3.31	Nil	Nil
	Total	**13,454,052**	**20.59**	**120**	**Negligible**

**Assuming full subscription in the Offer*

Set forth below is the build-up of the shareholding of the Selling Shareholders.

(a) Build-up of Equity Shares held by the Selling Shareholders

Date of allotment/transfer	Number of Equity Shares	Face value (₹)	Issue/purchase/selling price (₹)	Nature of consideration	Nature of acquisition/transfer	Percentage of pre-Offer equity share capital (%)	Percentage of post-Offer equity share capital (%)
(A) Ascent Capital							
December 4, 2013	15,146	10	540.82	Cash	Acquired Equity Shares from Diwakar Nigam pursuant to the SPSA.	0.02	[●]
	45,441	10	540.82	Cash	Acquired Equity Shares from T.S. Varadarajan pursuant to the SPSA.	0.07	[●]
	15,146	10	540.82	Cash	Acquired Equity Shares from Priyadarshini Nigam pursuant to the SPSA.	0.02	[●]
	10*	10	589.98	Cash	Preferential allotment of DVRs	Negligible	[●]
January 3, 2014	13,650	10	540.82	Cash	Acquired Equity Shares from Diwakar Nigam pursuant to the SPSA.	0.02	[●]
	258,720	10	540.82	Cash	Acquired Equity Shares from other employees pursuant to the SPSA.	0.40	[●]
September 18, 2014	50*	10	N.A.	N.A.	Bonus issue in the form of DVRs in the ratio of 5:1	Negligible	[●]
	1,740,515	10	N.A.	N.A.	Bonus issue in the form of Equity Shares in the ratio of 5:1	2.66	[●]
March 27, 2017	4,024,740	10	49.27	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1	6.16	[●]
	1,351,152	10	98.33	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1	2.07	[●]
Total (A)	**7,464,570**					**11.42**	**[●]**
(B) IDGVI							

Date of allotment/transfer	Number of Equity Shares	Face value (₹)	Issue/purchase/selling price (₹)	Nature of consideration	Nature of acquisition/transfer	Percentage of pre-Offer equity share capital (%)	Percentage of post-Offer equity share capital (%)
December 4, 2013	17,237	10	540.82	Cash	Acquired Equity Shares from Diwakar Nigam pursuant to the SPSA.	0.03	[●]
	51,711	10	540.82	Cash	Acquired Equity Shares from T.S. Varadarajan pursuant to the SPSA.	0.08	[●]
	17,237	10	540.82	Cash	Acquired Equity Shares from Priyadarshini Nigam pursuant to the SPSA.	0.03	[●]
	10*	10	589.98	Cash	Preferential allotment of DVRs.	Negligible	[●]
February 7, 2014	55,397	10	540.82	Cash	Acquired Equity Shares from T.S. Varadarajan pursuant to the SPSA.	0.08	[●]
	18,466	10	540.82	Cash	Acquired Equity Shares from Diwakar Nigam pursuant to the SPSA.	0.03	[●]
	18,466	10	540.82	Cash	Acquired Equity Shares from Priyadarshini Nigam pursuant to the SPSA.	0.03	[●]
July, 08, 2014	(24,992)	10	540.82	Cash	Transfer of Equity shares to Pandara Trust pursuant to Pandara SPA.	(0.04)	[●]
September 18, 2014	(14,281)	10	540.82	Cash	Transfer of Equity Shares to Pandara Trust pursuant to Pandara SPA.	(0.02)	[●]
	696,205	10	N.A.	N.A.	Bonus issue in the form of Equity Shares in the ratio of 5:1	1.07	[●]
	50*	10	N.A.	N.A.	Bonus issue in the form of DVRs in the ratio of 5:1	Negligible	[●]
March 27, 2017	1,457,466	10	49.27	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1	2.23	[●]
	692,868	10	98.33	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1	1.06	[●]
Total (B)	**2,985,840**					**4.57**	**[●]**
				(C) Pandara Trust			
July 8, 2014	24,992	10	540.82	Cash	Acquired Equity Shares from IDGVI pursuant to Pandara SPA.	0.04	[●]
September 18, 2014	14,281	10	540.82	Cash	Acquired Equity Shares from IDGVI pursuant to Pandara SPA.	0.02	[●]
	196,365	10	N.A.	N.A.	Bonus issue in the form of Equity Shares in the ratio of 5:1	0.30	[●]
March 27, 2017	606,504	10	49.27	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1	0.93	[●]
Total (C)	**842,142**					**1.29**	**[●]**
				(D) SAP V			
March 27, 2017	2,161,500	10	49.27	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1	3.31	[●]

Date of allotment/transfer	Number of Equity Shares	Face value (₹)	Issue/purchase/selling price (₹)	Nature of consideration	Nature of acquisition/transfer	Percentage of pre-Offer equity share capital (%)	Percentage of post-Offer equity share capital (%)
Total (D)	**2,161,500**					**3.31**	**[●]**
Grand Total (A+B+C+D)	**13,454,052**					**20.59**	**[●]**

**Allotment of 10 DVRs each to Ascent Capital and IDGVI. Pursuant to the conversion of CCPS held by Ascent Capital and IDGVI on March 27, 2017, the differential rights attached to the DVRs expired automatically and the DVRs ranked pari passu with the Equity Shares from such date. Further, pursuant to the resolutions dated June 14, 2017, July 28, 2017 and March 17, 2017, our Board and the shareholders of our Company and the holders of the DVRs, respectively, noted the expiry of the differential rights attached to the DVRs and took on record that the DVRs were now treated on par with the Equity Shares, pursuant to conversion of the CCPS held by Ascent Capital and IDGVI, on March 27, 2017.*

(b) Build-up of Preference Shares held by the Selling Shareholders

Date of allotment/transfer	Number of Preference Shares	Face value (₹)	Issue/purchase/selling price (₹)	Nature of consideration	Nature of acquisition/transfer
(A) Ascent Capital					
December 4, 2013	225,192	10	589.98	Cash	Preferential allotment of CCPS pursuant to SPSA.
	670,790	10	540.82	Cash	Acquired CCPS from HAV 2 Mauritius Ltd pursuant to the SPSA.
September 18, 2014	4,479,910	10	N.A.	N.A.	Bonus issue in the form of CCPS in the ratio of 5:1
March 27, 2017	(4,024,740)	10	49.27	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1
	(1,351,152)	10	98.33	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1
Total (A)	**Nil**				
(B) IDGVI					
December 4, 2013	343,995	10	540.82	Cash	Acquired CCPS from HAV 2 Mauritius Ltd pursuant to the SPSA.
	115,478	10	589.98	Cash	Preferential allotment of CCPS pursuant to SPSA.
July, 08, 2014	(64,326)	10	540.82	Cash	Transfer of CCPS to Pandara Trust pursuant to Pandara SPA.
September 18, 2014	(36,758)	10	540.82	Cash	Transfer of CCPS to Pandara Trust pursuant to Pandara SPA.
	1,791,945	10	N.A.	N.A.	Bonus issue in the form of CCPS in the ratio of 5:1
March 27, 2017	(1,457,466)	10	49.27	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1
	(692,868)	10	98.33	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1
Total (B)	**Nil**				
(C) Pandara Trust					
July 8, 2014	64,326	10	540.82	Cash	Acquired CCPS from IDGVI pursuant to Pandara SPA.
September 18, 2014	36,758	10	540.82	Cash	Acquired CCPS from IDGVI pursuant to Pandara SPA.
	505,420	10	N.A.	N.A.	Bonus issue in the form of CCPS in the ratio of 5:1
March 27, 2017	(606,504)	10	49.27	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1
Total (C)	**Nil**				
(D) SAP V					

Date of allotment/transfer	Number of Preference Shares	Face value (₹)	Issue/purchase/selling price (₹)	Nature of consideration	Nature of acquisition/transfer
April 6, 2012	360,250	10	300.00	Cash	Acquired CCPS from SAP AG Germany pursuant to SAP SSHA
September 18, 2014	1,801,250	10	N.A.	N.A.	Bonus issue in the form of CCPS in the ratio of 5:1
March 27, 2017	(2,161,500)	10	49.27	Cash	Conversion of CCPS into Equity Shares in the ratio 1:1
Total (D)	**Nil**				
Grand Total (A+B+C+D)	**Nil**				

9. Shareholding of our Directors and Key Managerial Personnel in our Company

Name	No. of Equity Shares	Percentage of pre-Offer Equity Share capital (%)
Diwakar Nigam	18,422,406	28.19
T.S. Varadarajan	15,009,306	22.96
Priyadarshini Nigam	7,968,906	12.19
Virender Jeet	249,000	0.38
Surender Jeet Raj	227,400	0.35
Tarun Nandwani	238,200	0.36
Arun Kumar Gupta	54,600	0.08
Total	**42,169,818**	**64.51**

As on the date of this Red Herring Prospectus, our Company has 407 equity shareholders.

10. Largest shareholders of our Company

(a) The 10 largest equity shareholders as on the date of this Red Herring Prospectus and the number of Equity Shares held by them are as set forth below.

S. No.	Shareholder	Number of Equity Shares held	Percentage of Equity Share capital (%)
1.	Diwakar Nigam	18,422,406	28.19
2.	T.S. Varadarajan	15,009,306	22.96
3.	Priyadarshini Nigam	7,968,906	12.19
4.	Ascent Capital	7,464,570	11.42
5.	Usha Varadarajan	4,528,320	6.93
6.	IDGVI	2,985,840	4.57
7.	SAP V	2,161,500	3.31
8.	Amarendra Kishore Sharan*	1,545,481	2.36
9.	Pandara Trust	842,142	1.29
10.	Virender Jeet	249,000	0.38
	Total	**61,177,471**	**93.60**

**As a trustee of Newgen ESOP Trust*

(b) The 10 largest equity shareholders as on the date 10 days prior to this Red Herring Prospectus and the number of Equity Shares held by them are as set forth below.

S. No.	Shareholder	Number of Equity Shares held	Percentage of Equity Share capital (%)
1.	Diwakar Nigam	18,422,406	28.19
2.	T.S. Varadarajan	15,009,306	22.96
3.	Priyadarshini Nigam	7,968,906	12.19
4.	Ascent Capital	7,464,570	11.42
5.	Usha Varadarajan	4,528,320	6.93
6.	IDGVI	2,985,840	4.57

S. No.	Shareholder	Number of Equity Shares held	Percentage of Equity Share capital (%)
7.	Amarendra Kishore Sharan*	2,193,964	3.36
8.	SAP V	2,161,500	3.31
9.	Pandara Trust	842,142	1.29
10.	Virender Jeet	232,500	0.36
	Total	**61,809,454**	**94.57**

**As a trustee of Newgen ESOP Trust*

(c) Our 10 largest equity shareholders as of two years prior to the date of this Red Herring Prospectus are set forth below.

S. No.	Shareholder	Number of Equity Shares held	Percentage of Equity Share capital (%)
1.	Diwakar Nigam	18,422,406	34.11
2.	T.S. Varadarajan	15,009,306	27.79
3.	Priyadarshini Nigam	7,968,906	14.75
4.	Usha Varadarajan	4,528,320	8.38
5.	Ascent Capital	2,088,618	3.87
6.	Newgen ESOP Trust	1,245,000	2.30
7.	Newgen Employees Trust	1,080,360	2.00
8.	IDGVI	835,446	1.55
9.	Pandara Trust	235,638	0.44
10.	Virender Jeet	216,000	0.40
	Total	**51,630,000**	**95.59**

11. None of our Promoters, members of our Promoter Group or our Directors or their immediate relatives have sold or purchased, or financed the sale or purchase of, Equity Shares by any other person, other than in the normal course of business of the financing entity, during the six months immediately preceding the date of the Draft Red Herring Prospectus and the date of this Red Herring Prospectus.

12. Our Company, the Selling Shareholders, our Promoters, members of our Promoter Group, Directors, the GCBRLMs and the BRLM have not entered into any buy back and/or standby arrangements for the purchase of Equity Shares being offered through this Offer from any person.

13. No person connected with the Offer, including, but not limited to, our Company, the Selling Shareholders, the members of the Syndicate, our Directors, Promoters or the members of our Promoter Group, shall offer in any manner whatsoever any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid.

14. No payment, direct or indirect benefit in the nature of discount, commission and allowance or otherwise shall be offered or paid either by our Company or our Promoters to any person in connection with making an application for or receiving any Equity Shares pursuant to this Offer.

15. None of the Equity Shares held by the members of our Promoter Group are pledged or otherwise encumbered. None of the Equity Shares being offered for sale through the Offer for Sale are pledged or otherwise encumbered.

16. Our Company has not raised any bridge loans against the Net Proceeds.

17. An oversubscription to the extent of 10% of the Offer can be retained for the purpose of rounding-off to the nearest multiple of minimum Allotment lot while finalizing the Basis of Allotment.

18. Under-subscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the GCBRLMs and the BRLM and the Designated Stock Exchange.

19. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus.

20. The Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of Allotment, failing which, no Allotment shall be made.

21. Other than the options granted under the NEWGEN ESOP 2014, there are no outstanding warrants, options or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Red Herring Prospectus.

22. As on the date of this Red Herring Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act 1956.

23. There will be no further issue of Equity Shares, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft Red Herring Prospectus with SEBI until the Equity Shares offered through this Red Herring Prospectus have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

24. Except the issuance of Equity Shares to the Newgen ESOP Trust pursuant to the Newgen ESOP 2014 and transfer of Equity Shares to the employees of our Company upon exercise of options granted under the Newgen ESOP 2014, our Company does not intend or propose to alter its capital structure for six months from the Bid/Offer Opening Date, including by way of a split or consolidation of the denomination of the Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise.

25. Our Promoters and members of our Promoter Group will not participate in the Offer.

26. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. We shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

27. Except for Mutual Funds sponsored by entities related to the GCBRLMs, BRLM and Syndicate members, any persons related to the GCBRLMs, BRLM or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion.

28. Our Company shall ensure that any transactions in the Equity Shares by our Promoters and the Promoter Group during the period between the date of registering this Red Herring Prospectus filed in relation to this Offer with the RoC and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

29. A Bidder cannot make a Bid exceeding the number of Equity Shares offered through this Offer and subject to the investment limits or maximum number of Equity Shares that can be held by them under applicable law. For more information, see "***Offer Procedure***" on page 367.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

Offer for Sale

The Offer includes an Offer for Sale of 13,453,932 Equity Shares by the Selling Shareholders. Our Company will not receive any proceeds from the Offer for Sale by the Selling Shareholders.

Fresh Issue

The objects for which the Net Proceeds (as defined below) of the Fresh Issue will be utilized are as set forth below.

1. Purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh; and
2. General corporate purposes.

Further, our Company expects that the listing of the Equity Shares will enhance our visibility and brand image among our existing and potential customers.

The main objects clause of our Memorandum of Association enables us to undertake the activities for which the funds are being raised by us in the Fresh Issue. Further, the activities we have been carrying out until now are in accordance with the main objects clause of our Memorandum of Association.

Offer Proceeds

The details of the proceeds of the Offer are set forth below.

(₹ in million)

S. No.	Particulars	Amount*
(a)	Gross proceeds of the Offer	[●]
(b)	Less: Proceeds of the Offer for Sale (including the Offer expenses to the extent borne by the Selling Shareholders)	
(c)	Less: Offer related expenses to the extent borne by our Company**	[●]
(d)	Net proceeds of the Fresh Issue (the "**Net Proceeds**")	[●]

**To be finalized upon determination of Offer Price.*

*** The fees and expenses relating to the Offer shall be shared in the proportion mutually agreed between the Company and the respective Selling Shareholders in accordance with applicable law. However, for ease of operations, expenses of the Selling Shareholders may, at the outset, be borne by our Company on behalf of the Selling Shareholders, and the Selling Shareholders agree that they will reimburse our Company all such expenses. Further, all expenses incurred by the Company on behalf of the respective Selling Shareholder, in relation to appointment of any intermediary, shall be pre-authorized by the respective Selling Shareholder and shall be reimbursed by such respective Selling Shareholder, upon successful completion of the Offer, in the proportion mutually agreed between the Company and the respective Selling Shareholders, in accordance with applicable law. In the event that the Offer is withdrawn or not completed for any reason whatsoever, all Offer related costs and expenses will be borne by the Company. For details, see "**- Offer related Expenses**".*

Utilization of Net Proceeds

The Net Proceeds of the Fresh Issue will be utilised as set forth below.

(₹ in million)

S. No.	Particulars	Amount*
(a)	Purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh	843.44
(b)	General corporate purposes	[●]*
	Total	**[●]***

**To be finalized upon determination of Offer Price.*

Schedule of Implementation and Deployment of Funds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set out below.

(₹ in million)

S. No.	Particulars	Amount	Estimated utilisation in fiscal 2018	Estimated utilisation in fiscal 2019	Estimated utilisation in fiscal 2020	Estimated utilisation in fiscal 2021
1.	Purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh	843.44	-	692.60	100.00	50.84
2.	General corporate purposes	[●]*	[●]*	[●]*	[●]*	[●]*
	Total	**[●]***	**[●]***	**[●]***	**[●]***	**[●]***

** To be finalized on determination of the Offer Price. The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue.*

As on the date of this Red Herring Prospectus, our Company has not deployed any funds towards the Objects of the Fresh Issue.

Means of Finance

We propose to meet the fund requirements of the Objects of the Fresh Issue detailed above entirely from the Net Proceeds. Accordingly, Paragraph VII C of Part A of Schedule VIII of the SEBI ICDR Regulations (requiring us to confirm that firm arrangements of finance through verifiable means towards 75% of the stated means of finance, excluding the amount raised through the Fresh Issue, have been made) does not apply.

Our fund requirements and the deployment of funds for purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh are based on the Market Price Assessment Report for an IT/ITES Development located on Noida-Greater Noida Expressway, Uttar Pradesh, India prepared in September 2017 by Aggarwal and Associates (the "**Market Price Assessment Report**"), which was placed before and approved by our Board pursuant to a resolution dated September 21, 2017. However, such fund requirements for these Objects have not been appraised by any bank or financial institution.

As on the date of this Red Herring Prospectus, we have not entered into any definitive agreements or placed any orders in relation to the proposed purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh. Further, as some of the quotations received are valid up to the period mentioned in the respective quotations, we may be required to obtain revised quotations prior to placing firm orders or entering into definitive agreements.

In the event of any increase in the actual utilization of funds earmarked for the Objects, such additional funds will be met by way of means available to our Company, including from internal accruals and any additional equity and/or debt arrangements. In the event that the actual utilization towards any of the Objects of the Fresh Issue is lower than the proposed deployment, such balance will be used for future growth opportunities including general corporate purposes. In the event that the estimated utilization out of the Net Proceeds in a fiscal is not completely met, such amounts shall be utilized in the next fiscal. Moreover, we may be required to revise our estimated expenditure, fund allocation and deployment schedule, owing to factors such as general or local economic and business conditions, escalation in costs, increased competition, changes in design or configuration of the premises identified by us, changes in regulations or delays in obtaining regulatory approvals, other preoperative expenses and other external factors, which may not be within the control of our management. For associated risks see "***Risk Factors – If there are delays or cost overruns in utilisation of Net Proceeds, our business, financial condition and results of operations may be adversely affected.*** " on page 31.

Details of the Objects

1. Purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh

We propose to utilise ₹ 843.44 million from the Net Proceeds towards purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh, India. We propose to purchase an office space with approximately 120,000 sq. ft. of saleable area located near Noida-Greater Noida Expressway, Uttar Pradesh. We believe this will improve our operational efficiencies and reduce our lease rental costs, which constitute a significant portion of our operating expenses.

We had appointed Aggarwal & Associates, a category-I independent valuer, registered with Government of India, under the applicable provisions of the Wealth Tax Act, 1957 ("**Independent Valuer**") to undertake a feasibility and market price assessment for such proposed purchase of an office premises near Noida-Greater Noida Expressway and the Independent Valuer has submitted its report which was placed and approved by our Board of Directors on September 21, 2017. Further, for the purposes of furnishing of the new office premises, we have obtained quotations from various vendors which have been relied on for estimating the furnishing costs.

Estimated Costs

According to the Market Price Assessment Report, the location near the Noida-Greater Noida Expressway provides a number of options with various developers to purchase such office premises. The area near the Noida-Greater Noida expressway has been divided in sectors and certain sectors have been notified for institutional purposes. We propose to purchase an office space in the sectors which are notified for institutional end-use purposes particularly for IT-ITES services. We also propose to purchase such office space through an out-right sale in a completed and ready-for-possession project developed by a real-estate developer. Further, we propose to purchase an unfurnished office space, which we plan to furnish using services of third party vendors.

Cost of purchase of the office premises

Based on our requirements, the Independent Valuer has provided us with an indicative cost per square feet for outright acquisition of such office premises, which comprises a cost estimate of ₹ 5,100 per sq. ft. for an office space measuring approximately 120,000 sq. ft. on saleable basis which aggregates to ₹ 612.00 million. The cost estimate excludes transfer charges, stamp duty, consultancy charges and processing fee. Any consultancy charges, processing fees and the transfer fees shall be paid by our Company out of our internal accruals. The aggregate consideration including stamp duty (at the rate of 5.00%) would be approximately ₹ 642.60 million plus the applicable processing fee.

The detailed break-down of the estimated cost is set forth below.

(₹ in million)

Particulars	Amount
Purchase consideration for the 120,000 sq. ft. office space	612.00
Stamp duty	30.60
Total	**642.60**

Source: Market Price Assessment Report

Cost of furnishing of the office premises

We propose to buy an unfurnished office space and the estimated cost specified above for such purchase are based on considerations for an unfurnished office space. Such purchase requires us to install fixtures, fittings and furniture for the proposed 120,000 sq. ft. office premises. These fixtures, fittings and furniture include UPS, air-conditioning systems, security systems including CCTV cameras, turnstile system, fire alarm system, public address system, audio-video works, smoke detection system, civil and interior works and furniture.

We have prepared a cost estimate for proposed installation of the fixtures, fittings and furniture based on quotations received from various vendors and suppliers which aggregates to ₹ 200.84 million. The total estimated cost for the furnishing of office premises was placed before the Board of Directors and was approved pursuant to its resolution dated September 21, 2017.

The detailed break-down of the estimated cost for installation of the fixtures, fittings and furniture along with details of the quotation, as applicable, is set forth below.

(₹ in million)

Particulars	Name of vendor/supplier	Amount	Date of quotation and validity (where applicable)
UPS	Riello Power India Private Limited	5.43	January 4, 2018 Valid for a period of 60 days
Precision air conditioning (PAC)	Flakt Woods ACS (India) Private Limited	1.12	January 3, 2018 Valid for a period of 60 days

Particulars	Name of vendor/supplier	Amount	Date of quotation and validity (where applicable)
Security system – access control and CCTV system	Impression Technologies Private Limited	3.17	January 4, 2018
Turnstile system		0.94	Valid for a period of 60 days
Fire alarm system		5.01	
Public address system		1.51	
Audio video works		3.06	
Server room fire supperation system (FM 200)		0.94	
Very early smoke detection system		0.16	
Water leak detention and rodent control for server room		0.10	
Civil and interior works	Studiokon Ventures Private Limited	42.50	January 4, 2018
Carpet		11.00	
Heating ventilation and air-conditioning system (HVAC) low side		14.80	Valid for a period of 60 days
HVAC equipments		28.00	
Electrical works		20.00	
Firefighting works and plumbing works		5.22	
Loose furniture		2.65	
Kitchen equipment		0.85	
Modular furniture	Wipro Enterprises (P) Limited	31.23	January 5, 2018
Chairs		11.82	
Café furniture		1.77	Upto April 30, 2018
Contingencies (5.00% of total cost)		9.56	N.A.
Total		**200.84**	

Contingency costs

We have created a provision for contingency of ₹ 9.57 million (at the rate of 5.00% of the total cost), as specified in the table above, to cover logistics costs related to procurement of various equipment from suppliers or vendors, taxes and any increase in the estimated cost for the proposed installation of the fixtures, fittings and furniture.

Proposed schedule of implementation

The expected schedule of implementation as per management estimates is set forth below.

Particulars of the activities	Commencement date	Estimated dated of completion
Purchase of the office premises	April 2018	September 2018
Furnishing of the office premises	December 2018	September 2020

Funds deployed

Given that as on the date of this Red Herring Prospectus, we have only appointed the Independent Valuer for preparing the Market Price Assessment Report, we have not incurred any costs towards the objects of the Fresh Issue. Further, SPMG & Company, chartered accountants, have certified, pursuant to their certificate dated December 27, 2017 that as of December 26, 2017, our Company has not deployed any funds towards purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh.

Land

We do not need to separately purchase the land as we propose to purchase a completed and ready-for-possession office premises developed by a real estate developer.

Electricity and water requirements

We propose to purchase the office space through an out-right sale in a completed and ready-for-possession project developed by a real estate developer. Accordingly, such office space will already have adequate electricity and water connections provided by such real estate developer.

Government and other approvals

We do not need any specific government or other approvals as we propose to purchase our office space in a completed and ready-for-possession project for which all the relevant government and other approvals would already have been obtained by the real estate developer.

2. *General corporate purposes*

The Net Proceeds will first be utilized towards the Object of the Fresh Issue set out above, as well as meeting the Offer related expenses. Subject to this, our Company intends to deploy any balance amount of the Net Proceeds towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the gross proceeds, in compliance with the SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, the following:

(i) Repayment of any working capital facilities;
(ii) Expenditure towards research and development activities;
(iii) Undertaking acquisitions, making strategic investments and/or entering into joint ventures, in accordance with our business strategies and with companies/entities that complement our business;
(iv) Advertising and sales promotion;
(v) Investment in our Subsidiaries;
(vi) Any other corporate purposes, as may be decided by the Board of Directors.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time.

Offer related Expenses

The total expenses of the Offer are estimated to be ₹ [●] million. The breakup of the estimated Offer expenses is set forth below:

S. No.	Activity	Estimated amount* (₹ in million)	As a % of total estimated Offer Expenses*	As a % of Offer Size*
1.	Payment to GCBRLMs and BRLM (including underwriting commission, and brokerage and selling commission payable to members of the syndicate(3))	[●]	[●]	[●]
2.	Commission and processing fees for SCSBs(1) (2) and Bidding Charges(4) for Registered Brokers, RTAs and CDPs	[●]	[●]	[●]
3.	Fees payable to the Registrar to the Offer	[●]	[●]	[●]
4.	Others: (i) Listing fees, SEBI filing fees, BSE and NSE processing fees, book building software fees and other regulatory expenses; (ii) Printing, stationery and distribution expenses; (iii) Advertising and marketing expenses; (iv) Fees payable to the Auditor; (v) Fees payable to Legal Counsels; and (vi) Miscellaneous	[●]	[●]	[●]
	Total Estimated Offer Expenses	[●]	[●]	[●]

* *To be incorporated in the Prospectus after finalisation of the Offer Price.*

(1) Selling commission payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured by the SCSBs, would be as follows:

*Portion for Retail Individual Investors**	*0.35% of the Amount Allotted (plus applicable tax)*
*Portion for Non-Institutional Investors**	*0.20% of the Amount Allotted (plus applicable tax)*

* *Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

No additional bidding charges shall be payable by the Selling Shareholders to the SCSBs on the applications directly procured by such SCSBs.

(2) *Processing fees payable to the SCSBs on the portion for Retail Individual Investors, and Non-Institutional Investors, which are procured by the members of the Syndicate / sub-syndicate / Registered Brokers / CRTAs / CDPs and submitted to SCSBs for blocking would be as follows:*

*Portion for Retail Individual Investors**	*₹ 10 per valid application (plus applicable tax)*
*Portion for Non-Institutional Investors**	*₹ 10 per valid application (plus applicable tax)*

* *For each valid application*

(3) *Selling commission on the portion for Retail Individual Investors, and the portion for Non-Institutional Investors, which are procured by members of the Syndicate (including their respective sub-syndicate members) would be as follows:*

*Portion for Retail Individual Investors**	*0.35% of the Amount Allotted (plus applicable tax)*
*Portion for Non-Institutional Investors**	*0.20% of the Amount Allotted (plus applicable tax)*

* *Amount allotted is the product of the number of Equity Shares Allotted and the Offer Price.*
Bidding Charges: ₹ 10 (plus applicable taxes) per valid application bid by the members of the Syndicate (including their sub-syndicate members).

Note: The brokerage/selling commission payable to the Syndicate/sub-syndicate members will be determined on the basis of the ASBA Form number/series, provided that the application is also bid by the respective Syndicate/sub-syndicate member. For clarification, if an ASBA Bid on the application form number/series of a Syndicate/sub-syndicate member, is bid for by an SCSB, the brokerage/selling commission will be payable to the SCSB and not to the Syndicate/sub-syndicate member. The brokerage/selling commission payable to the SCSBs, CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of either of the Stock Exchanges. The bidding charges payable to the Syndicate/sub-syndicate members will be determined on the basis of the bidding terminal ID as captured in the Bid book of the Stock Exchanges. Payment of brokerage/selling commission payable to the sub-brokers/agents of the sub-syndicate members shall be handled directly by the sub-syndicate members, and the necessary records for the same shall be maintained by the respective sub-syndicate member.

(4) *Bidding charges payable to the Registered Brokers, CRTAs and CDPs on the portion for Retail Individual Investors, and Non-Institutional Investors, which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSBs for processing, would be as follows:*

*Portion for Retail Individual Investors**	*₹ 10 per valid application (plus applicable tax)*
*Portion for Non-Institutional Investors**	*₹ 10 per valid application (plus applicable tax)*

* *Based on valid applications.*

The commission and processing fees shall be payable within 30 Working Days post the date of the receipt of the final invoices of the respective intermediaries by our Company. All of the above are exclusive of applicable taxes.

The Offer expenses shall be payable within 30 working days post the date of receipt of the final invoice from the respective intermediaries by our Company in accordance with the arrangements/ agreements with the relevant intermediary.

The fees and expenses relating to the Offer shall be shared in the proportion mutually agreed between the Company and the respective Selling Shareholders in accordance with applicable law. However, for ease of operations, expenses of the Selling Shareholders may, at the outset, be borne by our Company on behalf of the Selling Shareholders, and the Selling Shareholders agree that they will reimburse our Company all such expenses. Further, all expenses incurred by the Company on behalf of the respective Selling Shareholder, in relation to appointment of any intermediary, shall be pre-authorized by the respective Selling Shareholder and shall be reimbursed by such respective Selling Shareholder, upon successful completion of the Offer, in the proportion mutually agreed between the Company and the respective Selling Shareholders, in accordance with the applicable law. In the event that the Offer is withdrawn or not completed for any reason whatsoever, all Offer related costs and expenses will be borne by the Company.

Interim Use of Funds

Pending utilisation of the Net Proceeds for the purposes described above, we undertake to temporarily deposit the funds from the Net Proceeds only in the scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, for the necessary duration. Such deposits will be approved by our management from time to time. Further, in accordance with Section 27 of the Companies Act 2013, our Company confirms that pending utilisation of the Net Proceeds, it shall not use the funds for any buying, trading or otherwise dealing in any equity or equity linked securities of any listed company or for any investment in the equity market.

Bridge Loan

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

Monitoring of Utilisation of Funds

As the size of the Fresh Issue is less than ₹ 1,000 million, the appointment of a monitoring agency is not required.

Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the details of utilization of the Net Proceeds under separate heads in our Company's balance sheet clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds.

Pursuant to Regulation 18(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for necessary action, if deemed appropriate. Additionally, in accordance with Regulation 32(5) of the SEBI Listing Regulations, our Company shall prepare, and place before the Audit Committee, an annual statement of funds utilized for purposes other than that specified in this Red Herring Prospectus, as certified by our Auditor, until such time that the entire Net Proceeds have been utilized. Further, in accordance with Regulation 32(1) of the SEBI Listing Regulations our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (a) deviations, if any, in the utilization of the Net Proceeds of the Fresh Issue stated in this Red Herring Prospectus and (b) details of category wise variation between the projected utilization of the Net Proceeds of the Fresh Issue as disclosed in this Red Herring Prospectus and the actual utilization of the Net Proceeds. This information will also be advertised in newspapers simultaneously with the interim or annual financial results of our Company after placing them before the Audit Committee.

Variation in Objects

In accordance with Section 27 of the Companies Act 2013, our Company shall not vary the Objects of the Fresh Issue unless our Company is authorized to do so by way of a special resolution of its shareholders. In addition, the notice issued to the shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act 2013. Pursuant to the Companies Act 2013, our Promoters or controlling shareholders will be required to provide an exit opportunity to any shareholder who does not agree to such proposal to vary the Objects of the Fresh Issue, subject to the provisions of the Companies Act 2013 and in accordance with such terms and conditions, including with respect to pricing of the Equity Shares, in accordance with the provisions of Chapter VI A of the SEBI ICDR Regulations.

The Selling Shareholders shall not be liable under Section 27 of the Companies Act 2013, or other applicable law, for any variation by the Company of terms of any contract of the Company referred to in the Draft Red Herring Prospectus or this Red Herring Prospectus and/or the Objects of the Fresh Issue.

Other Confirmations

No part of the Net Proceeds is intended to be utilized by our Company as consideration to our Promoters, members of the Promoter Group, Directors or Key Managerial Personnel.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the GCBRLMs 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 [●] times the face value at the lower end of the Price Band and [●] 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, 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:

- Software product company with industry analyst recognition;
- Diversified business across several verticals;
- Diversified revenue streams from multiple geographies with low customer concentration;
- Recurring and non-recurring, repeat revenues from long standing customer relationships;
- Focused on driving innovation through in-house R&D;
- Experienced senior management team ably supported by a qualified talent pool of employees; and
- Profitable track record, strong balance sheet and stable cash flows.

For further details, please refer to "***Our Business – Our Strengths***" on page 125.

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
Weighted Average	**8.29**	**7.81**	-

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).

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
Weighted Average	**8.65**	**8.15**	-

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).

Note:

1. *EPS calculations are done in accordance with Accounting Standard 20 'Earnings Per Share' issued by the ICAI.*
2. *The face value of each Equity Share is ₹ 10.*
3. *Basic Earnings per share = Net profit/(loss) after tax, as restated attributable to equity shareholders / Weighted average number of shares outstanding during the fiscal*

4. *Diluted Earnings per share = Net profit after tax, as restated / Weighted average number of diluted equity shares outstanding during the fiscal*
5. *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*
6. *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 ("P/E") Ratio in relation to the Price Band of ₹ [●] to ₹ [●] 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	[●]	[●]
P/E ratio based on Diluted EPS for the fiscal 2017 at the Floor Price	[●]	[●]
P/E ratio based on Basic EPS for the fiscal 2017 at the Cap Price	[●]	[●]
P/E ratio based on Diluted EPS for the fiscal 2017 at the Cap Price	[●]	[●]

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
Weighted Average	**16.64**	-

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

Return on net worth as per Restated Consolidated Financial Statements:

Period/fiscal ended	RoNW (%)	Weight*
March 31, 2017	19.06	3
March 31, 2016	12.13	2
March 31, 2015	21.94	1
Weighted Average	**17.23**	-

* *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]*

For the six months ended September 30, 2017, the RoNW was 2.15% (not annualized).

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

i. Based on Restated Standalone Financial Statements:
   1. At the Floor Price - [●]%
   2. At the Cap Price - [●]%

ii. Based on Restated Consolidated Financial Statements:
   1. At the Floor Price - [●]%
   2. At the Cap Price - [●]%

To maintain pre-Offer diluted EPS

i. Based on Restated Standalone Financial Statements:

1. At the Floor Price - [●]%
2. At the Cap Price - [●]%

ii. Based on Restated Consolidated Financial Statements:
   1. At the Floor Price - [●]%
   2. At the Cap Price - [●]%

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

i. 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.

ii. 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):
   a. At the Floor Price: ₹ [●]
   b. At the Cap Price: ₹ [●]

iv. After the Offer (consolidated):
   a. At the Floor Price: ₹ [●]
   b. At the Cap Price: ₹ [●]

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.

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 GCBRLMs 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 GCBRLMs 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, respectively, to have a more informed view.

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

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO NEWGEN SOFTWARE TECHNOLOGIES LIMITED AND ITS SHAREHOLDERS

Newgen Software Technologies Limited
A-6, Satsang Vihar Marg,
Qutab Institutional Area,
New Delhi-110 067, Delhi
India.

Date: 22 December 2017

Dear Sirs,

Subject: Statement of possible special tax benefits ("the Statement") available to Newgen Software Technologies Limited ("the Company") and its Shareholders prepared in accordance with the requirement in Schedule VIII – Clause (VII) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("the Regulations")

We hereby report that the enclosed Annexure prepared by the Company, initialed by us and the Company for identification purpose, states the possible special tax benefits available to the Company and to its shareholders under the Income-tax Act, 1961 ("the Act") and Income tax Rules, 1962 including amendments made by Finance Act 2017 (together "the Tax Laws"), presently in force in India as on the signing date. These possible special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover the possible special tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed Annexure and its contents is the responsibility of the management of the Company. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company comprise of fresh issue and/or an offer for sale by certain shareholders ("the Proposed Offer") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.
We do not express any opinion or provide any assurance as to whether:

i) the Company or its shareholders will continue to obtain these possible special tax benefits in future; or
ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of this Statement are based on the information, explanation and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

We hereby give consent to include this Statement in the red herring prospectus in connection with the Proposed Offer, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **B S R & Associates LLP**
Chartered Accountants
ICAI firm registration number: 116231W/W-100024

Rakesh Dewan
Partner
Membership No.: 092212
Place: Gurugram
Date: 22 December 2017

ANNEXURE

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible special tax benefits available to the Company and its shareholders under the direct tax laws in force in India (*i.e.* applicable for the Financial Year 2017-18 relevant to the assessment year 2018-19). These possible special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the possible special tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

UNDER THE INCOME TAX ACT, 1961 ("THE ACT")

A. Special tax benefits available to the Company

As per the provisions of section 10AA of the Act, the eligible units of the Company are eligible to claim a deduction in respect of its profits from export of goods or services as under:

a) Hundred percent deduction for the first five years, beginning with the year in which the unit begins to manufacture goods or provide services;
b) Fifty percent deduction for the next five years (i.e. 6th to 10th year); and
c) Fifty percent deduction for the subsequent five years (i.e. 11th to 15th year), subject to satisfaction of further conditions prescribed for reinvestment in the business.

The deduction under section 10AA of the Act is subject to fulfilment of prescribed conditions specified under the relevant provisions of the Act.

The Company shall be entitled to claim the deduction under section 10AA of the Act with respect to its manufacturing Units at Noida.

MAT paid shall however be available as credit against the tax liability (i.e. excess of normal tax liability over MAT for that year) in subsequent years as per provisions of section 115JAA of the act. Such credit shall not be carried forward for setoff beyond the tenth[1] assessment year immediately succeeding the assessment year in which credit becomes available.

Further, as per Finance Act, 2016 sub-section (1) of section 10AA of the Act has been amended so as to provide that the deduction under this section is available only for those units, which begins to carry out the activity (as mentioned in the section) before the first day of April 2021. This amendment will take effect from 1 April 2017 and will, accordingly, apply in relation to the assessment year 2017-2018 and subsequent years.

B. Special tax benefits available to Shareholders

There are no tax benefits available to shareholders.

[1] Word "fifteenth" shall be substituted for "tenth" by Finance Act 2017 (w.e.f. 1-4-2018)

NOTES:

1. The above is as per the current tax law as amended by the Finance Act, 2017.

2. This Statement does not discuss any tax consequences in any country outside India of an investment in the shares. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

SECTION IV: ABOUT THE COMPANY

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section has been obtained or derived from the report titled "*Ovum – Business Software Industry Report: Digitalisation, IT modernisation and automation are driving market growth*" *dated August 7, 2017, prepared by Ovum pursuant to an engagement with the Company, as well as other industry sources and government publications. All information contained in the Ovum Report has been obtained by Ovum from sources believed by it to be accurate and reliable. Informa obtains information for its analysis from sources it considers reliable, but does not guarantee the accuracy or completeness of its analysis or any information contained in the Ovum Report. Informa and its affiliates make no representation or warranty, either express or implied, with respect to the information or analysis from the Ovum Report, including without limitation the implied warranties of fitness for a particular purpose and merchantability and Informa specifically disclaims any such warranty. In no event shall Informa or its affiliates be liable to customers or any third parties for any decision made or action taken by the customer or any third parties in reliance upon the information or analysis contained in the Ovum Report, including but not limited to, or any delay, interruption, loss of business revenues, loss of business opportunity, loss of profits or any indirect, consequential, special or incidental damages or other losses, whether in contract, tort or otherwise, even if advised of the possibility of such damages. The Ovum Report and information therein is not a comprehensive evaluation of the industry, the Company or the securities mentioned and no material or reference within the Ovum Report shall constitute an offer or a solicitation of an offer or a recommendation to buy or sell securities. All material within the Ovum Report should be deemed as expressions of opinion and is subject to change without notice.*

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Global Technology Spending

Ovum's key indicators of digitalisation reveal that the rapid pace of adoption of digital and enabling technologies is increasing across enterprises and end users globally. Global technology spending is estimated at approximately USD 2,385 billion in 2017. Spending is projected to grow at CAGR 3.36% from 2017 to 2021 and reach USD 2,722 billion by 2021.

Global Technology Spending by Geography in 2017-2021 (in USD million)

Country/Region	2017	2018	2019	2020	2021	CAGR (2017–21)
North America	817,722.6	837,776.6	859,511.1	878,555.4	897,054.1	2.34%
Europe	659,241.2	673,485.4	690,405.9	707,133.7	723,642.7	2.36%
Asia & Oceania	580,934.3	612,719.7	647,941.7	684,402.8	722,827.6	5.62%
India	59,963.1	65,0001.9	70,435.2	76,237.3	82,484.1	8.30%
Latin America	134,043.2	137,700.9	142,335.9	147,060.6	151,838.1	3.17%
Middle East and Africa	192,995.9	199,157.0	208,060.1	217,277.1	226,814.2	4.12%
Global	**2,384,937.3**	**2,460,839.6**	**2,548,254.7**	**2,634,429.7**	**2,722,176.6**	**3.36%**

Source: IMF, the World Bank and Ovum

Software Spend

The share of global software spending as a percentage of global total ICT spending has been increasing and is projected to increase further in the next few years.

Year	2016	2017	2018 (F)	2019 (F)	2020 (F)	2021 (F)
Global – total ICT spend ($m)	2,346,818.2	2,384,937.3	2,460,839.6	2,548,254.7	2,634,429.7	2,722,176.6

Year	2016	2017	2018 (F)	2019 (F)	2020 (F)	2021 (F)
Global – software spend ($m)	355,925.5	376,768.4	406,102.6	438,045.6	472,720.2	5,10,281.3
Global – software share (%)	**15.17%**	**15.80%**	**16.50%**	**17.19%**	**17.94%**	**18.75%**

Enterprise Content Management (ECM)

ECM systems provide for the management of unstructured content – that is everything that is not transactional and therefore managed in databases. Content types have increased greatly over the past few years and now include documents, images, audio files, drawings, social media content, email, and faxes. ECM is an umbrella term for the large number of complementary technologies (and often separate products) that are tightly integrated to provide a platform that, in some cases, provides the end-to-end management of content from creation to deletion or transfer to a permanent archive.

Case Management

Case management is a subset of ECM technologies, which combines content, people, and process. Case management refers to the technologies, features, and functions required to address a particular “case” or task. These tasks are process-driven and generally require a combination of transactional data and content.

Business Process Management (BPM)

A simplistic view of BPM is to define it as a discipline involving a combination of modelling, automation, execution, control, monitoring, and optimization of business activity and workflows to support enterprise objectives encompassing different IT systems and participants (e.g. employees, customers, and partners) within and beyond the boundaries of an enterprise. A BPMS is a software product used for driving process improvements and supports the entire process lifecycle, including process discovery, definition and modeling, implementation, monitoring, and analysis and continuous improvement.

Customer Communication Management (CCM)

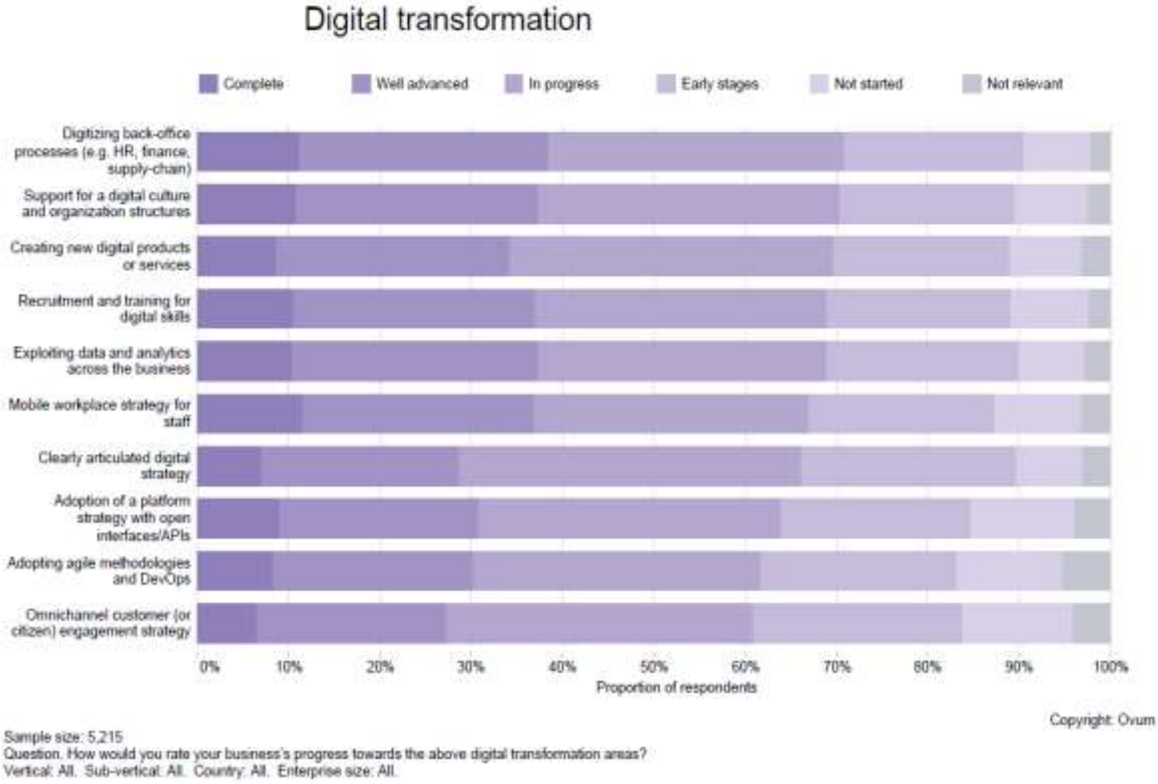
There are two elements to customer communications: the first is content creation and the second is the management of the output process, whether this is via print or electronic format. The most common use case of CCM is the batch production of monthly, quarterly, or annual bills or statements in a wide variety of formats for delivery through multiple channels. CCM is also used for ad hoc communications, which may be automatically produced as part of a process. Customer communications is an area served by some, but not all, ECM vendors as well as by specialist niche vendors.

Digital Transformation Remains a Key Business-IT Theme

Digitalisation is driving major changes in the global business software market, with IT leaders looking to adopt new technologies and software platforms to meet critical business needs, including revenue growth driven via new products and services, better customer experience and delivery mechanisms, and growth in top and bottom lines.

While enterprises are keen to undertake a digital transformation of their businesses, there are certain areas that need to be addressed in order to truly realise such transformation. Digitisation of back-office operations is positioned at the top level of the enterprise business-IT agenda followed by “creation of new digital products and services” and “exploiting data and analytics across the business” which are the areas where enterprises have made good progress. Adoption of agile methodologies and open application programming interfaces (“**APIs**”) are other areas where enterprises are making progress. The table below shows the global progress on digital transformation.

Progress on Digital Transformation Agenda at a Global Level



Source: Ovum ICT Enterprise Insights, 2016/17

Roles of ECM, BPM and CCM in Digital Transformation

Content is at the very centre of digital transformation and therefore, ECM has an integral role to play in digital transformation. One of the main drivers for this transformation are demands from millennials for better ways of working and interacting with content, particularly for accessing content from mobile devices. The four key pillars of digital transformation, which consist of mobile, analytics, social and clouds, all have an impact on ECM.

To provide employees with mobile capabilities and customers with the ability to access content through mobile devices, organisations need modern mobile-first ECM systems that provide extensive support for mobile devices. These supports include responsive design, the ability to view and edit content on mobile devices, collaborate with colleagues and partners, run processes such as approvals and the ability to support mobile capture. Many enterprises are currently undergoing modernisation by upgrading their ECM systems which is a first step to digital transformation.

Most ECM vendors provide cloud versions of their software, although their success as cloud solutions depends on whether they have been re-architected for this purpose. Cloud provides many benefits including higher levels of security than on-premises systems, lower costs (through a subscription model, which may be based on the number of concurrent users, named users and the amount of data stored), regular updates, no maintenance, no hardware expenditure and the ability to upscale or downscale as the requirements change.

Integration with both back-end systems such as enterprise resource planning ("**ERP**") and customer relationship management ("**CRM**") and third-party ECM systems is an important element of cloud-based ECM systems and an important differentiator for vendors that provide out-of-the-box integrations combined with Application Programming Interfaces ("**APIs**") and other tools to easily integrate with other applications.

Cloud adoption in ECM has been developing slowly. Given that most cloud deployments are in private clouds or at best hybrid systems, it is difficult to estimate the value of the ECM cloud market. Major barrier factors are security concerns and loss of control of data to a third-party. However, a need for more secure and cost efficient systems is leading enterprises to at least consider adopting ECM in the cloud. An increase in the spending on cloud-based ECM and CCM is expected in the next few years.

Mobile, analytics, social and cloud capabilities require modern ECM systems which provide the opportunity for organisations with legacy ECM systems to undertake the modernisation programs. This is commonly difficult if there is a heavy dependence on the backend legacy systems that cannot be easily updated due to a large amount of in-house created legacy code that links the various systems. However, these enterprises will need to modernise their systems in order to remain competitive as they struggle with the legacy systems that will not support digital transformation. This is a driver for the next iteration of ECM implementations. However, it is impossible to gauge the proportion of ECM spending that is attributed to digital transformation, as many organisations do not implement ECM as a digital transformation tool and only start to realise the benefits of digital transformation once they start to use the platform.

Process digitalisation is a key business-IT imperative as digitalisation drives major changes in the business models. For many enterprises, the transformation of the people and the process dimensions remains a challenge in the realisation of a "digital enterprise". Intelligent BPM (iBPM) is a modern approach which enables an enterprise to be more adaptive to the changing digital business requirements. iBPM extends well beyond operational intelligence or analytics-led BPM modernisation. It is critical that digital-enablement capabilities are not added as mere "Band-Aids", but embedded at architectural and design levels. In this context, new approaches to BPM, such as bpmPaaS and iBPMS will shift the focus from the use of BPM to improving process efficiency towards the rapid delivery of customer-centric innovation, as well as lowering barriers to experimentation and supporting digitalisation without "big bang" implementations (i.e. "start small, grow big" approach).

Digital transformation also offers new opportunities for CCM vendors to provide new ways of receiving communications, particularly ECM vendors that include both web content management ("**WCM**") and CCM systems in their portfolios. In addition, vendors are also beginning to market CCM as an aid for enhancing the customer experience, which is another important element of digital transformation. These ECM vendors are able to offer a larger proportion of the applications that are required by organisations intending to undertake the digital transformation.

Global ECM, BPM and CCM Software Spend and Forecast Figures

Global ECM, CCM and BPM Software Spend Forecast (US$ million)

Software Market Segment	2017	2018	2019	2020	2021	CAGR (2017-2021)
ECM	14,935.0	16,105.1	17,270.5	18,456.5	19,673.7	7.13%
CCM	1,460.3	1,593.2	1,755.5	1,934.4	2,137.6	9.99%
BPM	6,100	6,610	7,160	7,760	8,420	8.39%
Total Software	**376,768.4**	**406,102.6**	**438,045.6**	**472,720.2**	**510,281.3**	**7.88%**

Source: Ovum

Ovum Reports forecasts that while ECM will grow at a CAGR of 7.13%, BPM and CCM will grow at A CAGR of 8.39% and 9.99%, respectively between 2017 and 2021. This reflects the fact that ECM is a very mature market and that there are fewer opportunities, while CCM will enjoy new market opportunities afforded by the adoption of the technology as a marketing tool to support the customer journey.

Vendor Landscape: ECM, BPM and CCM software

Newgen Software offers products in the areas of ECM, CCM, and BPM. OmniDocs ECM Suite manages content from capture to disposition. It provides a number of capabilities including document management and collaboration, records management, capture and imaging, workflow (for complex workflows uses Newgen BPM suite), WCM, DAM, email archive, and search, as well as social and mobile capabilities. It can be deployed on-premises, or in the cloud.

OmniSocial provides social content management, which includes features such as collaboration through discussion forums, Q&A, bulletin boards, and chat. It has integration adapters for external social media platforms like Facebook, Twitter, and LinkedIn, which help capture and manage content being exchanged on social media platforms. The captured information is auto-categorized and processed for review, and analysis and archival is initiated.

Other Vendors

ECM

The ECM landscape has been through many changes over the last few years with the acquisition of tier-one vendors mainly by large multiple-product vendors. These acquisitions have resulted in: (i) a handful of very large vendors where ECM forms a small part of their overall revenues, (ii) a single tier-one independent vendor, and (iii) a relatively large number of tier-two vendors that specialise in ECM.

Tier-one Vendors

Tier-one vendors include Hewlett Packard Enterprise, IBM, Microsoft, Open Text and Oracle.

Tier-two Vendors

Tier-two vendors, most of which are single product specialist vendors, include Alfresco, iManage, Hyland, Kofax and Objective.

BPM

Key BPM vendors include Alfresco, Appian, IBM, OpenText, Oracle and Pegasystems.

CCM

Key specialist CCM vendors include Cincom, Doxee, GMC Software, Isis Papyrus, Pitney Bowes, Smart Communications, Striata and Xeros.

In addition, key ECM vendors with CCM products include Newgen, Intense Technologies, Kofax, OpenText and Oracle.

ECM Software Market Forecast and Historical Spend Figure

In general, revenue growth for ECM is predicted to be lower in 2017 to 2021 as compared to 2012 to 2016. However, there are regional variations in projected revenue, where a large fall in projected revenues will be experienced by North America and smaller fall by Europe and Asia & Oceania, but a growth will be experienced by Latin America and Middle East & Africa. This illustrates that the USA market is becoming saturated while plenty of opportunities still exist in the developing regions. However, in terms of monetary value, North America remains the most lucrative market while Europe is rapidly catching up. Both of these regions still offer opportunities for vendors.

Concerns on the type of deal UK will get over Brexit and the 20% fall in the value of the GBP, may result in some enterprises holding off on technology investments until the Brexit deal is finalised. Therefore, growth may be smaller in the UK than other European countries. Ovum Report estimates that the value of the Indian market will be worth around 2% of the global figure in 2017 and rising to 2.5% in 2021, with double-digit growth.

ECM Software Spend Forecast by Geography (US$ million)

Region/Country	**2017**	**2018**	**2019**	**2020**	**2021**	**CAGR (2017-2021)**
North America	5,169.1	5,536.1	5,861.1	6,128.8	6,384.8	5.42%
Europe	4,713.6	5,077.1	5,448.7	5,841.7	6,246.1	7.29%
Asia & Oceania	4,065.5	4,412.5	4,778.6	5,187.5	5,624.6	8.45%
Latin America	238.0	263.0	289.2	316.0	340.1	9.34%
Middle East & Africa	748.8	816.3	892.9	982.4	1,078.1	9.54%
Global	**14,935.0**	**16,105.1**	**17,270.5**	**18,456.5**	**19,673.7**	**7.13%**

Source: Ovum

BPM Software Market Forecast and Historical Spend Figure

For the period of 2017 to 2021, Ovum Report forecasts the global spend on BPM software to grow at a faster rate in comparison to the growth rates for the preceding five-year period. Although starting from a low base figure, BPM software market in India will grow at a faster rate than the corresponding market in the Asia-Pacific region.

BPM Software Spend Forecast by Geography (US$ million)

Region/Country	2017	2018	2019	2020	2021	CAGR (2017-2021)
North America	2,434.2	2,631.0	2,844.8	3,077.5	3,336.1	8.20%
Europe	1,882.7	2,034.4	2,203.2	2,382.1	2,575.3	8.15%
Asia & Oceania	1,110.4	1,209.1	1,317.5	1,435.9	1,557.0	8.82%
Latin America	397.2	432.1	468.3	511.5	558.0	8.87%
Middle East & Africa	276.4	300.6	326.5	354.7	389.7	8.97%
Global	**6,100.9**	**6,607.2**	**7,160.3**	**7,761.7**	**8,416.0**	**8.37%**

CCM Software Market Forecast and Historical Spend Figure

The largest growth rate for both periods, from 2012 to 2016 and from 2017 to 2021, by far is in Middle East & Africa, although this is from a very low base. Latin America and Asia & Oceania also have large growth rates. However, Ovum Report estimates that the growth in North America in the period of 2017 to 2021 will be lower than other regions, indicating that this region is already well ahead of the other regions in terms of implementations. In monetary terms, North America is the largest region, followed by Europe. As with ECM, sales in the UK may be slower than in the rest of Europe due to Brexit. It is also too early to tell whether the Trump presidency will impact sales of technology from non-American companies. It is difficult to calculate the value of the Indian market, but Ovum Report believes that the Indian market is worth approximately 2% of the value of the global market and rising to approximately 2.5% by 2021, with a double-digit rate.

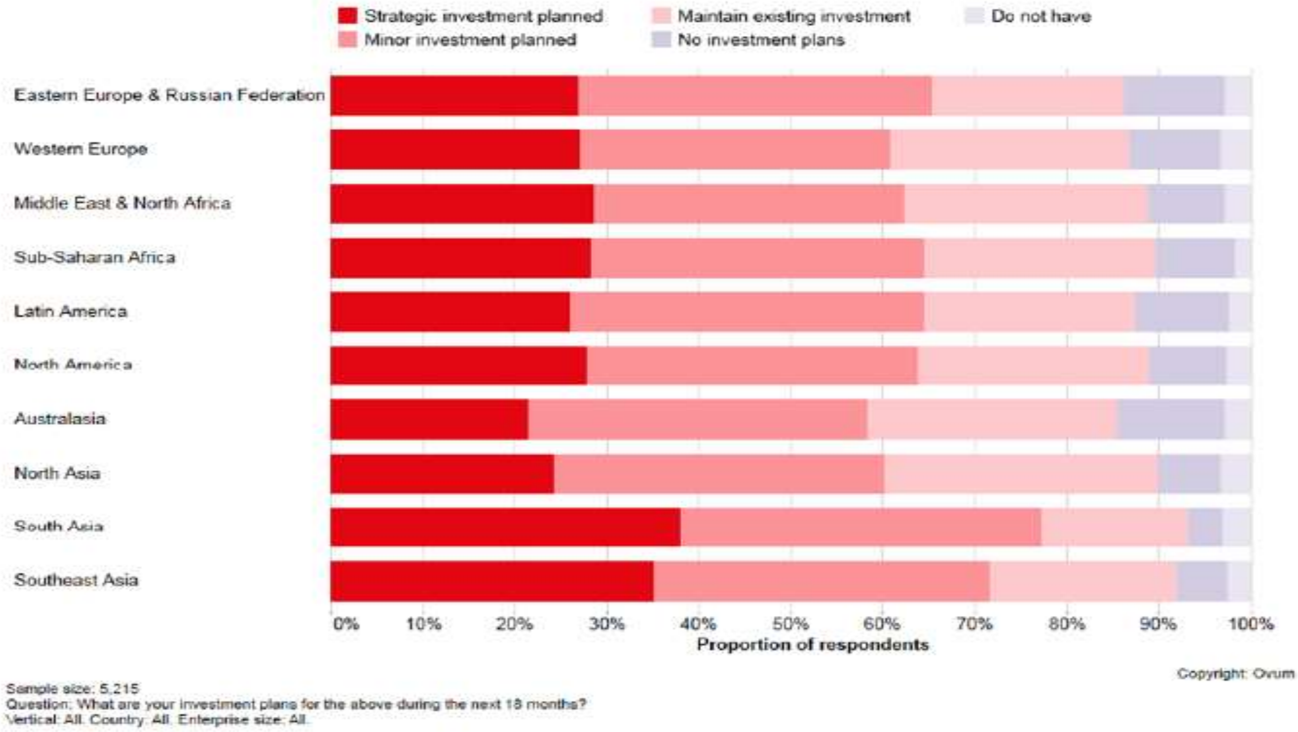
CCM Software Spend Forecast by Geography (US$ million)

Region/Country	2017	2018	2019	2020	2021	CAGR (2017-2021)
North America	691.0	745.6	811.8	877.2	949.6	8.27%
Europe	563.8	616.6	680.6	755.4	841.8	10.54%
Asia & Oceania	160.7	180.1	204.8	234.8	268.9	13.75%
Latin America	33.6	37.3	42.0	47.9	55.1	13.20%
Middle East & Africa	11.2	13.6	16.4	19.1	22.2	18.51%
Global	**1,460.3**	**1,593.2**	**1,7,55.5**	**1,934.4.5**	**2,137.6**	**9.99%**

The State of ECM, BPM, and CCM markets

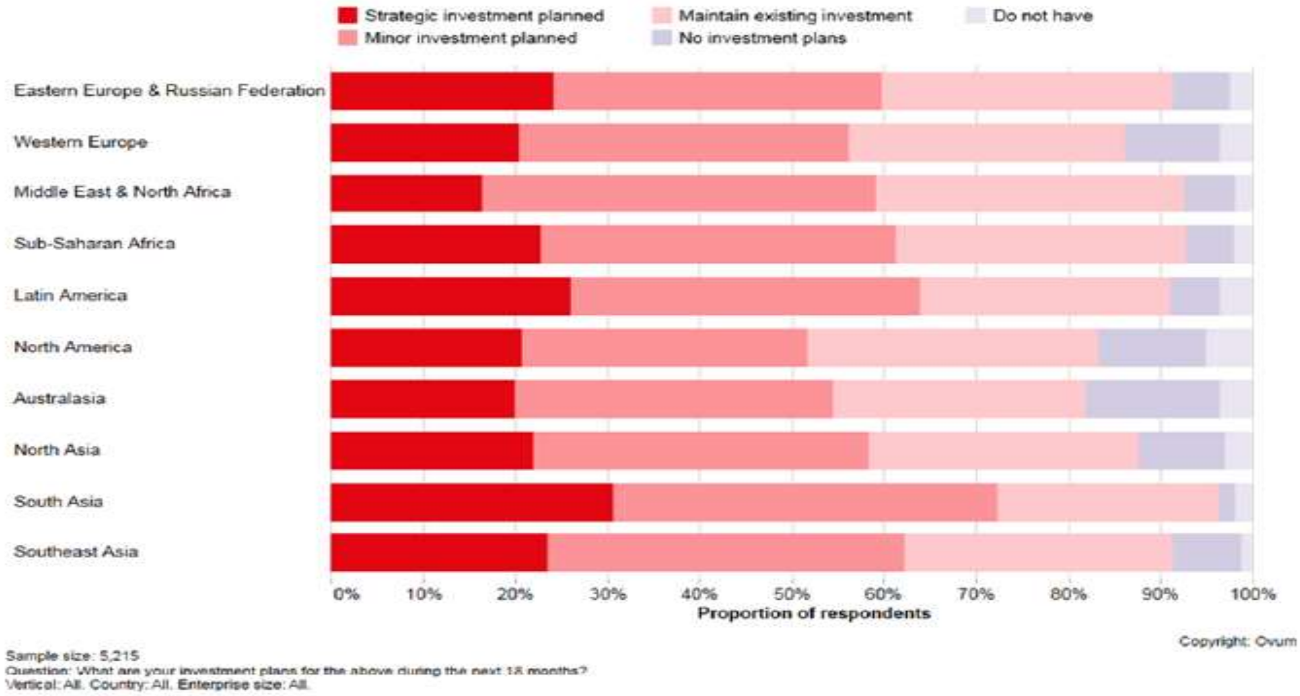
As almost 30% of enterprises plan to make strategic investments in ECM in the next 18 months, with a further 40% planning minor investments, the management of content is of major importance, and it demonstrates that it is all to play for in the ECM marketplace. With over 25% of enterprises planning strategic investment in BPM Suites (BPMS) over the next 18-month period, it is quite clear that effective process management and automation is a key priority.

Enterprises' investment plans for ECM solutions



Source: Ovum ICT Enterprise Insights, 2016/17

Enterprises' investment plans for BPM Suites



Source: Ovum ICT Enterprise Insights, 2016/17

Market Trends

ECM

Enterprises are looking for less complexity in ECM platforms. They want to implement the technologies they require, not a complete platform which includes features they will never use. This trend is benefiting vendors such as Newgen, which provide platforms that are less complex, more nimble, flexible and quicker to implement.

ECM vendors are prioritising their mobile offering throughout their ECM portfolios with the intention to address millennials' demand to access content on the device of their choice anywhere and at any time.

Enterprises no longer want to rip and replace an entire ECM suite. ECM vendors are responding to this trend by offering solutions comprised of sub-sets of the ECM portfolio to address specific issues. For example, a web experience management solution may include a WCM platform, web analytics and a digital asset management system. Further, compliance and governance may include records management, archiving and search.

Organisations want as much out-of-the-box functionality as possible to reduce the amount of customisation. Vendors (and partners) are creating the vertical-specific and horizontal solutions to address specific tasks. Solutions include claims processing in the insurance industry, client on-boarding in banking or procurement and supply chain management in manufacturing.

BPM

Even though many vendors might not provide all capabilities of an iBPMS, the use of process analytics to drive process improvements and efficiency is a low-hanging opportunity for most BPM vendors.

In order to enable business processes to adapt to changing market and customer dynamics, iBPM suites deliver key capabilities which adding real-time intelligence and decision management. This is not confined to operational intelligence and has a much wider scope than initiatives aimed at driving cost savings and process efficiency. iBPM suites support the structured, the semi-structured and the unstructured case managements, as well as analysing and adapting from external events and/or behaviour of participants.

The rise of iBPMS and bpmPaaS is shifting focus from the use of BPM to (primarily) improving process efficiency towards the rapid delivery of customer-centric innovation. These light-weight BPM offering have lowered the barriers to experimentation and support digitalisation without "big bang" implementations (i.e. enterprises can follow a "start small, grow big" approach).

BPO is no longer just about the "utility" or non-differentiating processes. Most BPO providers are now willing and able to have a more nuanced conversation about process improvement alongside process efficiency. Many enterprises use BPM tools extensively to help their clients in transitioning into the outsourced service. The use of automation is growing significantly, replacing simple labour arbitrage as a mean to contain costs.

With digitalisation driving major changes in the business models, process digitalisation is a key business-IT imperative. Traditional BPMS (BPM suite) market growth will slow down and we expect a gradual shift towards intelligent BPM (iBPM) platforms and bpmPaaS.

CCM

Most of customer interactions are no longer face-to-face and some customers only ever interact with an organisation through online channels. Therefore, enterprises must interact with customers through their preferred method of communication. This requires an understanding on how customers want to be communicated with. New opportunities are being created for CCM software to be used as the platform of choice for communicating with customers through the channel of their choice.

Marketers are known to use new and innovative ways of reaching their target markets. Potential customers react in different ways to marketing collateral delivered in a particular format. CCM is an ideal marketing tool for marketers that want to deliver literature in a variety of formats and through multiple channels.

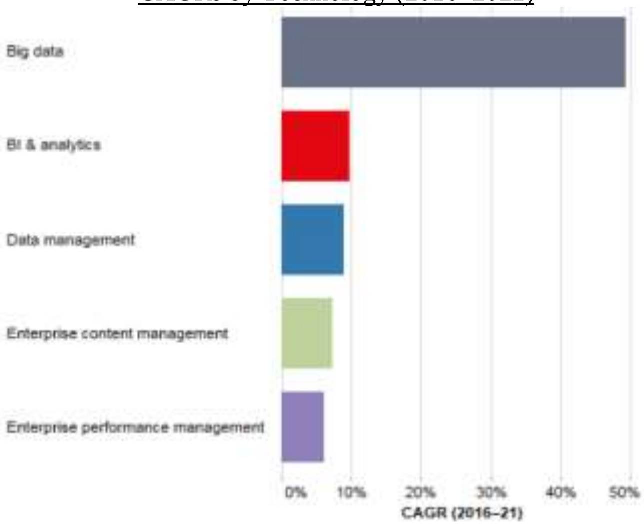
Other Key Observations

Growth in the market for information management solutions remains remarkably steady, but not in the ways that have been suspected. As has always been true, the appetite for early adoption of specific IT products has always differed between industry verticals, depending on business needs.

Highly regulated industries drove the initial adoption of information management products because they faced imminent repercussions if they did not adequately manage information. This was seen, almost exclusively, as a cost centre. As data types subject to regulatory or legal requirements proliferated, total cost of ownership (TCO) of information management products grew. Subsequently, less regulated industries began to notice.

However, the increasing adoption rates that are predicted by Ovum for the five-year time horizon cannot be explained by adoption in regulated verticals as they no longer needed to adopt bare minimum technology simply to meet existing demands. Adoption is now driven by the use of information governance as a launch pad for more proactive use and by a more progressive understanding of the benefits of extremely large and scalable platforms. To date, less regulated verticals are more eager to adopt the tested information management approaches for their non-regulatory benefits which supporting continued robust adoption over time.

CAGRs by Technology (2016–2021)



Source: Ovum

Highly regulated enterprises, as the original adopters, compound this trend. As they advance along their own adoption curve, they increasingly leverage their existing mature governance infrastructure to look for more experimental and innovative ways to drive business benefit even with non-technical end users. More data types are added to and supported by both open source and proprietary platforms every day. The adoption of governed data management is now a matter of strategy with supporting talent, framework and tools, rather than a safe haven. For these industries, further investment in information management products is a business opportunity for driving accelerating long-term value and insight from their data.

The Rise of BPM-enabled low-code Application Development

Ovum Report estimates application PaaS (aPaaS) to account for a major share of PaaS spending, with database PaaS (dbPaaS), integration PaaS (iPaaS),and bpmPaaS being other key PaaS market sub-segments. The PaaS market in India is expected to grow from $379 million in 2017 to $1.46 billion by the end of 2021. The table below shows the market size for PaaS market in the next four years.

PaaS Market Size Forecast (US$ million)

Region	2017	2018	2019	2020	2021	CAGR (2017-2021)
Americas	7,511.6	9,902.3	12,503.1	15,394.5	18,897.9	25.9%
Europe	4,836.1	6,644.3	8,779.7	10,925.1	12,893.1	27.8%
Asia & Oceania	5,111.7	7,098.0	9,431.9	11,505.8	14,425.0	29.6%
Middle-East and Africa	152.2	229.9	309.0	374.4	459.7	31.8%
Global	**17,611.6**	**23,874.6**	**31,023.8**	**38,199.7**	**46,675.7**	**27.6%**

Source: Ovum

aPaaS offers hardware, operating system, storage or network capacity via the cloud to enable users to develop, deploy and run applications.

Low-code application development has evolved from its early days where less-skilled business users could create simple applications involving non-critical processes and systems. Low-code development platforms aim to minimise time-to-deployment through the pre-built business rules and processes, which will substantially reduce the time and effort required for coding.

bpmPaaS offers a cohesive set of cloud-based services which enable users to develop, run, manage and drive improvements in business processes.

The failures of traditional approaches to BPM have led to an "appification" of BPMS. Several BPMS offerings can also enable users to develop composite business apps that span across different enterprises, departments within enterprises and line-of-business (LoB) systems. From that perspective, bpmPaaS can be thought of as BPM-enabled aPaaS, however, this relationship does not hold in all cases. With digitalisation driving major changes in the way organisations deliver products and services to their customers, Ovum Report expects high double-digit growth rate for low-code application development platforms market in India. One of the key use cases is developing composite applications to target mobile channels or externalisation of a product or service via representational state transfer (REST) APIs for consumption by mobile applications or devices.

BI and Analytics is Moving into the Mainstream

The tables below show estimates and forecasts for spending on analytics and business intelligence software for the five years period from 2012 to 2016 and from 2017 to 2021.

Business Intelligence and Analytics Software – Forecast Global Software Spending ($US millions)

Region/country	2017	2018	2019	2020	2021	CAGR (2017-2021)
North America	7,674.4	8,345.4	8,997.9	9,624.4	10,210.0	7.40%
Europe	6,248.6	6,889.9	7,545.2	8,196.0	8,827.4	9.02%
Asia & Oceania	4,168.1	4,735.5	5,353.4	5,994.2	6,626.4	12.29%
India	249.0	297.1	345.8	394.6	445.2	15.63%
Latin America	281.1	320.6	363.7	410.5	459.7	13.08%
Middle East & Africa	924.0	1,049.4	1,186.7	1,333.8	1,488.6	12.66%
Global	**19,296.2**	**21,340.8**	**23,446.9**	**25,558.8**	**27,611.9**	**9.37%**

Source: Ovum

In terms of regions, the highest percentage of growth rates is in emerging regions. For both spend estimates and forecasts, the most notable region is India followed by Latin America. Although the growth in monetary terms is relatively low due to growth which is from a low base, it indicates that there is a huge potential for business in these two regions.

BI and analytics represent the most obvious way in which enterprises seek value from the data they create, capture and store. It has also been a promising market but the technology simply was not available. However, the technology to realise the idea has recently arrived. Best demonstrated by visualisation and self-serve, BI and analytics are going mainstream, placing data analysis capabilities into the hands of users who make the day-to-day decisions that define business success. This translates into a market opportunity that has expanded rapidly, from one constrained by a limited number of power users, to business analysts and beyond. The future holds the possibility that data analysis is making its way into every aspect of day-to-day decision-making.

In terms of regional growth, this market still requires further improvements, which depend on new deployments or modernising existing investments, which would represent a market opportunity of huge scale in all regions.

In the context of BPM, real-time analytics enables the identification of correlations in structured and unstructured data to foster better decision-making and greater process visibility. For example, an iBPM solution can exploit predictive analytics to recommend the next-best-action for customer interactions. This is enabled via "contextual" responses based on key attributes such as the type of product involved, customer's location, customer type, and past buying behaviour.

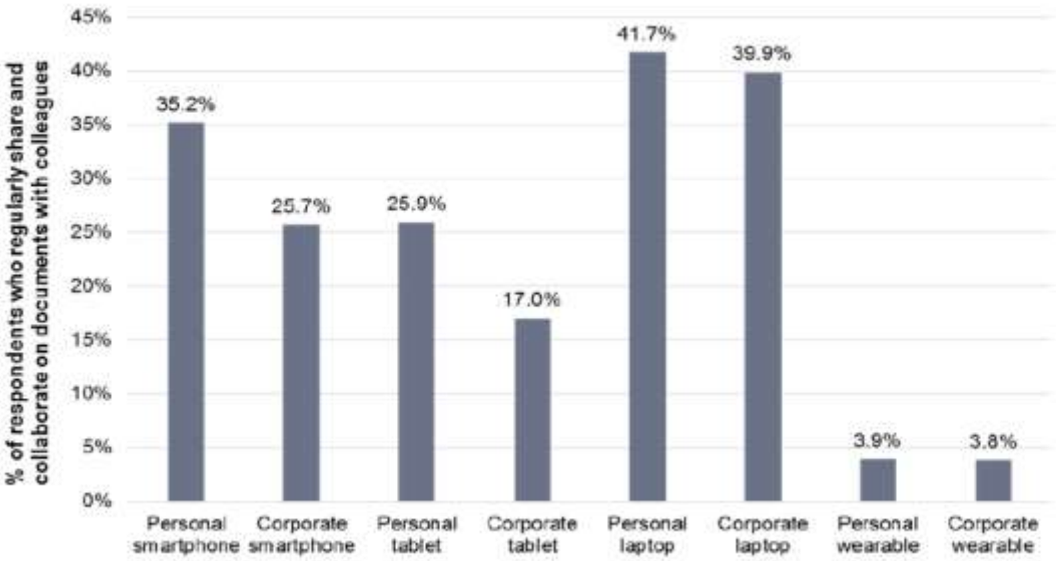
The advent of process analytics and operational intelligence has led to evolution of iBPM solutions as enablers of "management of intelligent processes" and "intelligent management of processes." iBPM differs from traditional BPM in the sense that it uses analytic capabilities in areas such as BAM and CEP to provide greater real-time visibility into process performance, alerts for exceptions, improved process intelligence, and better contextual awareness to increase responsiveness to changes in business requirements.

Mobile Adoption is Driving IT Investment

Mobile adoption is highly demanded, particularly among millennials, who demand access to content on the device, from the location and at the time of their choice. Having overtaken desktop services, mobile is now the predominant device for accessing web content. ECM platforms must therefore support a wide range of mobile devices.

The table below shows the result of a survey conducted by Ovum in the fourth quarter of 2015 on 4,520 business end users across a wide range of regions, industries and job roles.

Devices Employees Use to Collaborate and Share Documents



Source: Ovum Employee Mobility Survey

RPA Software Adoption will continue to Increase at a Rapid Rate

Another key trend in this market is the rise of robotics process automation (RPA) platforms. The current set of RPA software/tools available in the market are divided into three categories, which are: (i) software development kits (SDKs), (ii) desktop automation and (iii) virtual runtimes.

When compared to business process management suites (BPMS), RPA solutions have a narrow range of use cases and applicability. The value RPA brings to the table in terms of automation of back-office processes involving repetitive and routine tasks undertaken by knowledge workers is considerably easy to understand.

In terms of market size, a rational view of different industry estimates for RPA software market reveals global spending in the range of $400 million to $500 million in 2017, with growth rates over 50% for the next five-year period being highly plausible. Ovum expects RPA software market to be worth at least $2.5 billion by the end of 2021. Adoption of RPA in India is growing at a rapid rate, though it is still in early stages and lagging relative maturity of North American and Western European implementations.

BFSI Industry is Increasing Investment in IT

Product development and back-office transformation are key drivers, as retail banks in all regions invest to grow the top line. The impact of the financial technology ("**FinTech**") sector has been less disruptive than expected, but it has certainly led to a step change in attitudes to innovation. On the IT side, delivering simplification and greater automation, particularly for customer processes will be a high priority in this industry.

The banking and insurance industries are heavily regulated, with banks having to implement the "know their customers" requirements by keeping detailed records of every interaction with customers. In addition, the ability to function in a real-time manner and always-on environment will be a high priority, as it has been in the retail banking sector for some time.

Further, market improvement is set against a backdrop of accelerating wider change in the global insurance market. These drivers for change include the growing impact of technology, particularly internet of things; changing attitudes among the millennial generation, which may not view many of today's carriers as the obvious choice for insurance products and the threat posed by tech giants (Amazon, Google and Facebook) as well as "insuretech" new entrants attempting to introduce radically different insurance models.

Ovum believes the global insurance industry is generally responding to the changing needs, as reflected in the strong expansion in IT spending being planned for 2017. Ovum shows that of the 515 insurance CIOs surveyed as part of the ICT Enterprise Insights (ICTEI) program during the third quarter of 2016, 72% are planning to increase IT budgets in 2017 with 25% intending to increase their IT spending by 6% or more. This percentage has increased compared to 2016 where only 64% CIOs planned to increase IT budgets and only 7% increased their IT spending by 6% or more.

Banks are Investing Heavily in FinTech

Since the disruption of the financial services industry after 2008, FinTech has become increasingly important in the banking industry. A number of banks and institutions around the world have recently started to invest heavily in FinTech. One driver of this trend is the banks' desire to access technology innovation in order to create business relationship with FinTech that would lead to a potential new market.

Since the beginning of 2015, the number of large global insurers actively investing in FinTech companies has increased substantially. The most important driving factor of this trend among the insurers is that FinTech investment offers a means to gain early access to the technology that is threatening to fundamentally change the insurance industry.

In case of the innovation required in FinTech companies, ECM, BPM and CCM also have important roles. ECM, BPM and CCM cover services from providing the sophisticated websites which offer self-service systems that automate processes, to the retention and management of records that need to be kept for compliance purposes.

Disruptive Fintech companies have forced financial services providers to develop new products and approaches to meet the changing customer requirements. Leveraging BPM to improve product launch process through workflow automation can reduce time-to-market and product development cost. Workflow tools can also be used to standardise collection and sharing of product documentation and to maintain a record of product development history.

Use Cases of ECM, BPM and CCM

ECM Use Cases

ECM is applicable across all industries and markets which lead to various use cases. However, FinTech is an area with potential for growth as there are a number of use cases that can benefit financial institutions.

ECM has been deployed in many organisations to manage their plethora of content. By making content easier to find and reducing duplication and content errors, productivity will be improved. For instance, it is crucial for FinTech companies to send the right version of documents (such as contracts or policies) to their customers. This will require document management features such as version control.

Addressing compliance is another popular use case of ECM. Organisations engaged in regulated industries require robust records management capabilities, which often need to be certified against specific government bodies such as DoD 5015 2 Chapter 4 in the US, VERS in Australia, or DOMEA in Germany. The growth of FinTech will increase the demand for records management as highly regulated financial organisations need to retain large volumes of data and unstructured content and must be seen to be transparent in their operations at all times. As online operations progressed, the amount of unstructured content that needs to be retained will increase and may include web pages as they appeared at a specific point in time. Financial institutions also need to retain social media content as these are now admissible in courts.

Further, a demand for self-service is driving the modernisation of financial services companies' websites. Improved website will enable them to provide responsive and mobile-enabled experiences with the ability to apply for services such as insurance policies or mortgages online. For this purpose, BPM will enable the automation of many of the tasks required to process applications, CCM will produce automated and ad hoc correspondence at key points in the application process and mobile capture will allow applicants to capture and send supporting documentation.

Case management is currently the main focus for many ECM vendors as it offers the opportunity to provide vertical-specific solutions that address common tasks. Banking and insurance are the areas where resellers can add value by creating their own vertical-specific solutions. Popular case management solutions include invoice processing and insurance claims handling.

Organisations in regulated industries are required to retain certain types of information within a certain period. Financial records, for instance, have a set retention period, while other information is determined by an event. Some records have multiple retention periods and can only be deleted once the last retention date has passed. Records management is required to maintain records, to prove immutability and to manage retention and disposition.

Reducing the amount of paper within enterprises is a huge challenge, but capture and scanning technology is enabling organisation to move into a digital office. Capturing documents also means that a high level of automation can be introduced into their processing with pertinent information extracted and loaded into back-end databases. In addition, document and management collaboration systems will cater for the need of many employees in collaborating and sharing documents.

BPM Use Cases

Key use cases of iBPMS include:

- dynamic case management;
- continuous improvement process;
- digitalisation process;
- business process re-engineering (“big change”); and
- rapid process-centric application composition.

iBPMS can be used for executing and managing unstructured and semi-structured processes and support realisation of positive business outcome from unstructured work styles. Enterprises can use iBPMS to prioritise specific initiatives for optimisation. Each of such initiatives is viewed as an opportunity to demonstrate a quick win achieved through an iterative approach which enabling the addition of incremental changes as part of continuous improvement.

iBPMS can be used for “big change” process transformation or re-engineering initiatives as necessitated by changes in customer demands, specific industry dynamics or regulatory mandates. Rapid process-centric application composition is a key use case for iBPMS and focuses on enabling less-skilled users (i.e., business users) to develop process-centric application without any significant involvement of and guidance from the IT function.

Key use cases of bpmPaaS include:

- development and test environments for process-centric applications;
- enabling business users to alter a specific process and participate in end-to-end process lifecycle;
- migration projects with a key focus on minimising disruption to the existing code base, IT skills and practices;
- initiatives aimed at achieving faster time-to-value in terms of process innovation/transformation; and
- opportunistic application composition by less-skilled users (e.g., low-code application development).

One of the key benefits of bpmPaaS is its ability to accelerate time-to-market without any major capital expenditure. Enterprises with no in-house BPM expertise or with limited availability of resources to undertake process transformation initiatives should consider bpmPaaS for less-complex use cases (e.g., low-code application development). A few enterprises have used bpmPaaS as a means to increase participation of business users in the process cycle and enable them to rapidly compose application. bpmPaaS can also be used for case management.

CCM Use Cases

The most common use case for CCM is the production of periodic (monthly, quarterly or annual) bills or statements in a wide variety of formats for delivery through multiple channels. Vertical industries that use CCM for this purpose are financial institutions, insurance companies, utility companies, phone companies and retailers with catalogue businesses.

CCM is also used for ad hoc communications, which may be automatically produced as part of a process. For example, it is used to acknowledge receipt of an application and for delivery through multiple channels. A more innovative use of CCM is for marketing collateral, promotional offers and teasers using profile information gathered from website visits to target the communications. CCM is suited to any organisation in any vertical with a web presence.
CCM can be used to generate on-demand documents for customer on-boarding. Though it is commonly used by financial industry, CCM is also suitable for other industries such as telecommunications and utilities. CCM can also be used internally by organisations for on-boarding new employees.

A wide range of on-demand documents produced by CCM includes the following:
- online policy generation;
- instant issuance of ID cards, benefit statements etc.;
- new account application acknowledgements; and
- self-service customer onboarding documents.

Macroeconomic Overview of India

According to the International Monetary Fund ("**IMF**"), India remains as one of the fastest-growing emerging market economies. Despite the recent disruptions in consumption and business activities caused by demonetisation, India is expected to continue to be the leader in terms of Gross Domestic Product ("**GDP**") growth rate among all BRICS (Brazil, Russia, India, China and South Africa) economies.

A significant reduction in global oil prices that started in the second half of 2014 has driven economic activity in India, as well as improved India's external current account and fiscal position. This reduction has also helped in maintaining India's inflation below the range of 7% to 8%, a major change from 2011-2013. Moreover, continued fiscal consolidation by means of a reduction in government deficits and debt accumulation and a key focus on implementing an anti-inflationary monetary policy have also contributed in driving the macroeconomic stability of the Indian economy.

GDP Growth and Estimates Data (in INR billions)

Year	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17 (F)	2017-18 (F)
GDP at constant prices (Real GDP)	87,360	92,151	98,178	105,227	113,575	121,650	130,774
Growth %	-	5.48%	6.54%	7.18%	7.93%	7.11%	7.50%
GDP at current prices (Nominal GDP)	87,360	99,466	112,366	124,337	136,753	151,796	169,632
Growth %	-	13.86%	12.97%	10.65%	9.99%	11.00%	11.75%

Source: Ministry of Statistics and Programme Implementation, Government of India and IMF.
Note: the reporting period for data is the fiscal year in India, from April 1st to March 31st

The government of India has implemented noteworthy economic reforms that are key for supporting sustainable growth. In the medium-term, the ongoing implementation of the goods and services tax ("**GST**") is expected to propel the annual growth of the Indian economy to above 8%. This is expected to be driven by greater production efficiency and the ease of movement of goods and services across different states in India.

Indian IT Industry

The business software market in India is underpenetrated as indicated by the percentage share of software spending in total ICT spending. While this figure is expected to increase from 9.4% to 10.8% over the next four-year period, the corresponding figure at a global level will increase at a much faster rate from 15.8% in 2017 to 18.8% by the end of 2021.

Share of Software Spending in Total ICT Spending – Global and India markets

Year	2016	2017	2018 (F)	2019 (F)	2020 (F)	2021 (F)
Global - Total ICT spend (In $m)	2,346,818.2	2,384,937.3	2,460,839.6	2,548,254.7	2,634,429.7	2,722,176.6
Global - Software spend (In $m)	355,925.5	376,768.4	406,102.6	438,045.6	472,720.2	5,10,281.3
Global - Software share (In %)	**15.17%**	**15.80%**	**16.50%**	**17.19%**	**17.94%**	**18.75%**
India - Total ICT spend (In $m)	55,925.3	59,963.1	65,001.9	70,435.2	76,237.3	82,484.1
India - Software spend (In $m)	5,186.5	5,643.1	6,316.3	7,124.9	8,120.2	8,881.6
India - Software share (In %)	**9.27%**	**9.41%**	**9.72%**	**10.12%**	**10.65%**	**10.77%**
India software share in global software market (In %)	**1.46%**	**1.50%**	**1.56%**	**1.63%**	**1.72%**	**1.74%**

Source: Ovum

Software is taking over the world and any business having the ambition to succeed in an increasingly digital market needs to develop requisite software prowess. IT spending in India will grow at 2-4 times of the growth rate of other regions or economies and therefore, a 1.4% jump over a four-year period is rather significant.

Digital Transformation Initiatives in India

While enterprises in India have traditionally lagged Western European and North American enterprises in terms of responding to digital business requirements, it is now apparent that a significant share of Indian enterprises will leapfrog and move ahead with their aggressive digital transformation agenda. These figures again indicate the growth potential for BPM, RPA, and intelligent process automation software in the domestic Indian market, with cloud services and analytics being foundational layers to support "big change" process transformation and automation initiatives.

The BFSI industry in India is undergoing rapid transformation, and many banks and financial services providers have invested in simplifying their core IT architecture from complex monolithic systems towards a more componentized architecture, exploiting the benefits of APIs and microservices. Software robots have been deployed as part of intelligent process automation initiatives to reduce response times, and BPM and RPA software platforms continue to play a key role in this ongoing transformation. Progressive banks are adopting cloud-based BPM platforms to realize the benefits of greater agility at a lower cost of ownership. There is also a growing need to extend traditional banking and financial services through digital channels to provide a compelling user experience.

There has been a surge in the number of FinTech start-ups in India, with external funding crossing the USD 1bn mark in 2016. Apart from payments technology, major investments have been made in a variety of sub-segments such as investing, lending, wealth management, and credit reporting. The National Payments Corporation of India (NPCI) launched the Unified Payments Interface (UPI) earlier this year, and RBI (Reserve Bank of India) is working on regulating peer-to-peer (P2P) lending platforms and having them registered as non-banking financial corporations (NBFCs). The recent move of demonetization and digital transactions is expected to drive growth of this segment, and there will be a surge in demand for enabling software products.

According to NASSCOM, the healthcare IT market in India for 2016 was estimated to be worth over USD 1bn, with software accounting for about 9.5% of IT spend. There has been a flurry of healthcare technology start-ups in recent times, and healthcare providers have invested in mobile application development and cloud-enabled healthcare platforms, with predictive analytics being another key area for investment. There is a significant need for BPM and ECM solutions to develop content-centric applications and manage associated processes. Intelligent BPM and low-code application development platforms also fit the bill for the requirements of the healthcare industry in India.

The “Digital India” initiative continues to be a major driver for IT investments in the government sector, with software spend to exceed USD 1bn in 2017. The major investments are in the areas of easy access to government services on mobile devices (part of the mobile government) and infrastructure modernisation.

The “Make in India” theme of the current government is expected to drive IT spend in the manufacturing industry. While India-based manufacturing industries lag their counterparts in Europe, the Americas, and some regions in Southeast Asia, a resurgent focus on improving competitiveness to promote brand India is sure to drive major IT infrastructure modernization to improve supply chain and process efficiencies. We expect a rise in BPM adoption in this vertical industry segment, with process institutionalisation and organisational collaboration across the manufacturing enterprise (i.e. from the shop floor to the top floor) to deliver organizational agility and improved performance (e.g. reduced downtime, improved productivity, reduction in operating costs, and increased quality output) being key imperatives.

Estimated India Market ECM, CCM and BPM Software Spending in 2012-2016 (US$ million)

Software market segment	2012	2013	2014	2015	2016	CAGR (2012-16)
Global ECM	9,839.9	10,718.3	11,726.4	12,747.8	13,820.9	8.86%
India	135.30	160.77	190.55	223.09	259.14	17.64%
Global CCM	1,100.4	1,171.7	1,215.6	1,251.9	1,349.7	5.24%
India	15.13	17.58	19.75	21.91	25.31	13.72%
Global BPM	4,264.8	4,567.6	4,875.3	5,236.4	5,650.1	7.29%
India	118.6	129.3	143.8	157.1	170.6	9.53%
Total software	289,593.8	303,536.4	322,786.0	337,332.4	355,925.5	5.29%

Source: Ovum

Estimated India Market ECM, CCM and BPM Software Forecast in 2017-2021 (US$ million)

Software market segment	2017	2018	2019	2020	2021	CAGR (2017-21)
Global ECM	14,935.0	16,105.1	17,270.5	18,456.5	19,673.7	7.13%
India	298.70	342.23	388.59	438.34	491.84	13.28%
Global CCM	1,460.3	1,593.2	1,755.5	1,934.4	2,137.6	9.99%
India	29.21	33.86	39.50	45.94	53.44	16.31%
Global BPM	6,100	6,610	7,160	7,760	8,420	8.39%
India	183.0	200.9	224.1	247.6	271.0	10.31%
Total software	376,768.4	406,102.6	438,045.6	472,720.2	510,281.3	7.88%

Source: Ovum

It is challenging for enterprises in India to increase the revenue or budget growth and increase the operational efficiency concurrently with reducing operational cost. The key challenges are providing drivers for ECM implementation amongst the enterprises with large volumes of content to manage, along with digital transformation. Though some industries view that meeting regulatory demands is less important, there will be industry variations where compliance is very important, such as BFSI, healthcare and life sciences industries. In such industries, ECM is a requirement in the management and retention of content.

Indian companies have a distinct advantage over enterprises in more developed regions such as Western Europe and North America. These regions do not have such a legacy of electronically stored content, which needs to be migrated from an existing, to a new ECM system. The importance of the Indian ECM market is reflected in the number of large global ECM vendors having offices in India including HPE, IBM, Microsoft, OpenText and Oracle. A number of tier-two vendors also have a direct presence in India including Kofax, iManage and Microfocus. The largest Indian ECM vendor is our Company, which also provides BPM, Case Management and CCM solutions. InfoGrid Pacific, a Singapore based company with its development and technical centre based at Pune, also sells its proprietary content management solution, ‘IGP:ECMS’, in India.

India is also served by a large number of services companies, which specialise in ECM implementations and help with all aspects of the implementation and integration. They work with a wide range of ECM systems including those from the open source Alfresco, IBM, Microsoft and OpenText.

Opportunities for CCM vendors in India differ slightly to those in more developed regions. Indian companies in vertical industries, such as BFSI, utility companies, phone companies and retailers with catalogue businesses that produce regular communications, are more likely to already have modern CCM solutions in place than their counterparts in more developed regions of the world. Therefore, there will be less demand from such Indian companies to upgrade to the new platforms. However, CCM software demand for traditional use cases of producing bills and statements is still available, particularly in growing industries such as mobile phone providers.

The greatest growth is likely to come from forward-thinking enterprises that are undertaking a digital transformation for competitive advantage. Implementation of solutions such as CCM will allow them to deliver highly relevant marketing content in their customers' preferred formats. In this use case, CCM can be deployed by organisations virtually in all vertical markets.

CCM specialist vendors that have a direct presence in India include Cincom, GMC Software and Pitney Bowes, while the ECM vendors with CCM products include Intense Technologies, Kofax, our Company, OpenText and Oracle. There are also a number of services companies that help enterprises with CCM implementation projects.

Opportunities and Challenges

ECM is evolving to create both opportunities and challenges

Despite being a very mature technology area, ECM is set to enjoy a growth rate of 7.32% over the next five years, which is slightly below the average annual growth rate for the total software market. A need for compliant systems that can manage multiple content types for many years, continuing consolidation and modernisation are the reasons for such expected growth. This growth also provides our Company with big opportunities in the developing regions where greenfield sites are available, particularly in India.

The ECM vendor market has been changing for several years through acquisitions of the tier-one vendors by the multiple product vendors. With fewer tier-one ECM vendors, smaller vendors such as our Company will gain opportunities to move into the space left by the departing vendors. It is common for vendors to lose customers following the acquisition of a competitor as was seen in the acquisition of Hummingbird by OpenText. OpenText may experience the similar effect following its acquisition of Documentum. Perceptive customers may also take the opportunity to look for an alternative as it is set to be acquired by Hyland.

The way in which ECM is procured is also changing. Enterprises no longer want very large and complex implementations. ECM is moving towards more granular solutions that address specific issues, which are the sub-sets of the ECM portfolio, such as compliance and governance, case management, customer experience management or document management and collaboration. For example, document management and collaboration may include document management features and repository and Enterprise File Sync and Share ("**EFSS**") capabilities. ECM vendors are also starting to offer micro services – small applications that are run in the cloud on top of the ECM platform, which can be either on-premises or cloud-based, such as mobile capture. This provides opportunities for vendors that are able to provide these micro-services.

There are indications that enterprises are starting to at least consider moving some of their content to the cloud, which provides opportunities for ECM vendors, including our Company which offers cloud services. However, as more enterprises move to the cloud, vendor revenues will potentially decrease because of the change in pricing model from a licensing to a subscription model.

EFSS vendors are starting to market their products as ECM solutions which only provide lightweight document management and collaboration features. They provide the basic workflow features, but do not provide BPM capabilities. With this type of solution, they are not suited to heavyweight ECM tasks that require complex content-focused processes. Nevertheless, these EFSS vendors show some competition for ECM vendors, especially in the areas of document management and collaboration.

BPMS is evolving as a light-weight solution enabling dynamic case management and analytics-led process optimisation

A number of leading BPM vendors have released lightweight versions of their BPM tools over the last few years. These lightweight tools allow power users to develop relatively simple and mostly linear processes, as well as to create process applications for tasks that would have been managed by spreadsheets and emails. These projects are typically not of a scale to be justified as an IT project with a hardware budget and a non-trivial budget for IT's time. Expense-management process flow and contract management system which integrates with Salesforce.com and Google Apps are examples of these projects. Lightweight BPM is becoming more common to date.

Lightweight BPM allows any users to create a task, assign a task and, in effect, create a minor process application. When the participants and their skills, interests and work queues are easily visible to everybody in a social environment aided by activity streams and profiles, ad hoc work becomes easier. Tasks can be assigned from within the activity stream, forms can be associated with tasks and tasks can be assigned in the context of any post or status update. In the same environment, task progress and completion can be monitored and new participants can be added. In Ovum's opinion, social features alongside lightweight BPM have the potential to significantly impact the nature of the work. This approach is clearly superior to emails.

Dynamic case management refers to a particular kind of process where the exact sequence of process steps is hard to predict. The most important organising principle in case management is the case and not the process flow. Case management solutions provide ways to define the trajectory of the case through goals, milestones and checklists. Typically, a plethora of documentation is associated with the case and the software provides a folder structure to organise the files logically. The defining principle of dynamic case management is the lack of predictability of the process sequence between goals and the process would be different for each case. Specific cases might require individuals, forms and documents not hitherto anticipated by the team. The importance of collaboration will naturally increase when the level of determinacy is low.

The nature of analytics in the BPM context is also evolving with analytics often embedded and presented in-context. In-context analytics extend the benefit of process analytics to the team managers and possibly the task works. Interactive dashboards are now near universal in the BPM market. The quality of information visualisation is also on the rise as driven by the UX enhancements across the board. In addition, importance of analytics is increased for the purpose of process discovery and optimisation. Analytics for discovery involve studying the existing process execution data to understand the "as is" process, which can augment traditional process discovery. Hard data can validate and supplement insights unearthed through traditional means, such as interviewing process participants and owners.

Analytics for process optimisation is less about the analytics capabilities of the tool and more about the ease with which processes can be modified, as well as the organisation's level of agility and culture of data-based decision-making. However, the level of agility that BPM tools can afford has been on the rise. The ability to change processes in flight and for task workers (more accurately, managers and power users) to branch processes in flight is now much more common.

CCM growth potential

CCM has undergone a transition in the last few years. It was originally a system that batch generates monthly bills and statements for delivery through print and transformed to a system for the delivery of batch and ad hoc communications through various channels. As a system for generating bills and statements, there was a finite market for CCM. Increased number of the telecommunication companies has offered some scope for market growth. However, consolidation in insurance and banking would lead to a fewer opportunities. Nevertheless, the growth in the use of mobile devices, the coming of age of millennials and technological advances have resulted in the availability of many outputs for content, other than print, including web and SMS. This creates the opportunities to increase the potential market for CCM by offering CCM as a marketing tool to support the customer journey. The potential market for CCM to any organisation that wishes to produce ad hoc communications, marketing collateral and targeted content in the desired format of the recipient.

OUR BUSINESS

*Some of the information contained in this section, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read this section in conjunction with the sections "**Forward-Looking Statements**", "**Risk Factors**", "**Financial Statements**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 14, 15, 176 and 308, respectively. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve months ended March 31 of that year. We are required to prepare our financial statements in accordance with Ind AS with effect from April 1, 2017.*

This section includes information that is derived from an industry report titled "Ovum – Business Software Industry Report: Digitalisation, IT modernisation and Automation are Driving Market Growth" dated August 7, 2017, prepared by Ovum pursuant to an engagement with the Company. We commissioned this report for the purpose of confirming our understanding of the industry in which we operate. Neither we, nor any of the GCBRLMs, the BRLM, our Directors, our Promoters, nor any other person connected with the Offer has verified the information in the Ovum Report.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Newgen Software Technologies Limited and its Subsidiaries on a consolidated basis, and any reference to the "Company" refers to Newgen Software Technologies Limited. Unless otherwise indicated, all financial information included in this section has been derived from our Restated Consolidated Financial Statements.

Overview

We are a software products company offering a platform that enables organisations to rapidly develop powerful applications addressing their strategic business needs. The applications created on our platform enable organisations to drive digital transformation and competitive differentiation. This may include automation of routine business functions making them faster, easier and more accurate and increasing the channels or devices through which these functions can be performed.

Our customers use our platform to rapidly design, build and implement enterprise-grade custom applications through our intuitive, visual interface with minimal coding. Our platform comprises of:

- **Enterprise Content Management (ECM)**: Our OmniDocs Enterprise Content Management Software allows digitisation of enterprise content and information. Our platform provides smart tools for enterprises to capture and extract information from various sources, classify, store, archive or retrieve as well as dispose of any content and documents required in day-to-day business operations. It provides the flexibility to access or deliver content over mobile and cloud creating a highly connected and digital workplace. It offers a robust US DoD 5015.02-STD certified Records Management System to ensure compliance with regulatory requirements in relation to management of records.

- **Business Process Management (BPM)**: Our OmniFlow Intelligent Business Process Suite (**OmniFlow iBPS**) is an integrated system which allows enterprises to manage a complete range of business processes, including designing and modelling flow of work, executing the flow of work through the workflow engine and monitoring the flow of work for future improvement. OmniFlow iBPS also offers dynamic case management capabilities which allow decision-makers to respond to real time opportunities, challenges and other unanticipated situations while maintaining a high level of collaboration.

- **Customer Communication Management (CCM)**: Our OmniOMS Customer Communication Management suite offers a unified communication platform that allows enterprises to improve communication with their customers by delivering a personalised, targeted and consistent communication through various channels.

Being built on the same technology architecture, these suites are well-integrated and offer our customers ease of implementation and use. These suites can be deployed on-premise as well as on cloud. Increasingly, our customers are choosing to use our product suites on cloud on a subscription basis.

Our business has multiple revenue streams including from:

- Sale of software products: one-time upfront license fees in relation to the platform deployed on-premise
- Annuity based revenue: recurring fees/charges from the following:
    - SaaS: subscription fees for licenses in relation to platform deployed on cloud
    - ATS/AMC: charges for annual technical support and maintenance (including updates) of licences, and installation
    - Support: charges for support and development services
- Sale of services: milestone-based charges for implementation and development, and charges for scanning services

Our go-to-market strategy consists of direct sales supplemented by sales through our channel partners. Our direct sales are made by our Company in India and our Subsidiaries located in USA, UK, Singapore and Canada, through our sales and marketing teams, which, as of September 30, 2017 comprised 272 employees. As of September 30, 2017, we had more than 300 channel partners globally. We sell our software through licenses and subscriptions and intend to grow our revenue both by adding new customers and by increasing the number of users at existing customer organisations. As of September 30, 2017, we had over 450 active customers (invoiced in the last 12 months) in over 60 countries. Some of our key active customers include Trust Company of America, Mercantil Bank, ICICI Bank, Trafigura, Bajaj Electricals, United Arab Bank, National Commercial Bank Jamaica, Axis Bank, Yes Bank, Kotak Mahindra Bank, Bank Islam Brunei Darussalam, Philippines Resource Saving Bank, ICICI Prudential Life Insurance, Reliance General Insurance, Max Life Insurance, Strides Shasun and Shriram Transport Finance. Our enterprise-wide, mission-critical solutions have been used by some of the leading global businesses in various sectors including banking, government/PSUs, BPO/IT, insurance and healthcare.

Our platform enables organisations to drive digital transformation and competitive differentiation. According to the Ovum Report, key indicators of digitalisation reveal that the rapid pace of adoption of digital and enabling technologies is increasing across enterprises and end-users globally. Further, almost 30% of enterprises plan to make strategic investments in ECM in the next 18 months, with a further 40% planning minor investments. Over 25% of enterprises are planning strategic investment in BPM suites over the next 18-month period.

According to the Ovum Report, our core addressable market (i.e. global ECM, BPM and CCM markets) were estimated at USD 14,935 million, USD 6,100 million and USD 1,460 million, respectively in 2017. We have expanded our addressable market by developing solution frameworks in our key verticals including banking, government/PSU, BPO/IT and healthcare. The Ovum Report estimates aPaaS to account for a major share of PaaS spending. The global PaaS market is estimated at USD17.61 billion in 2017 and forecasted at USD 46.66 billion in 2021. The Indian PaaS market is expected to grow from USD 379 million in 2017 to USD 1.46 billion by the end of 2021.

Our total revenue, EBITDA Adjusted for Other Income and PAT have grown from ₹ 2,055.49 million, ₹ 452.72 million and ₹ 369.55 million, respectively, in fiscal 2013 to ₹ 4,337.65 million, ₹ 700.02 million and ₹ 523.62 million, respectively, in fiscal 2017, at a CAGR of 20.53%, 11.51% and 9.10%, respectively.

For the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, our total revenues were ₹ 2,099.53 million, ₹ 4,337.65 million, ₹ 3,496.70 million and ₹ 3,162.13 million respectively, our EBITDA Adjusted for Other Income was ₹ 96.23 million, ₹ 700.02 million, ₹ 392.55 million and ₹ 578.08 million respectively and our PAT was ₹ 58.42 million, ₹ 523.62 million, ₹ 278.20 million and ₹ 463.80 million respectively.

Our Strengths

Software product company with industry analyst recognition

We are a software product company providing a platform that enables organisations to rapidly develop powerful applications addressing their strategic business needs. The applications created on our platform enable organisations to drive digital transformation and competitive differentiation.

We have been recognized by Gartner, the world's leading information technology research and advisory company, in their Magic Quadrant research. Recent recognition includes:

- A Challenger in Magic Quadrant for BPM-Platform-Based Case Management Frameworks, 2016, 24 October 2016, Rob Dunie, Janelle B. Hill
- A Visionary in Magic Quadrant for Intelligent Business Process Management Suites, 2017, 24 October 2017, Rob Dunie et al.

- A Niche Player in Magic Quadrant for Content Services Platforms, 2017, 5 October 2017, Karen A. Hobert et al.
- A Niche Player in Magic Quadrant for Customer Communications Management Software 2017, 26 January 2017, Karen M. Shegda, Pete Basiliere

According to these Gartner researches, we were the only vendor positioned in all four Magic Quadrants of CSP (Formerly known as ECM, changed the title from MQ for ECM to CSP), IBPMS, BPM-Platform Based Case Management Framework and CCM.

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We have been recognised by Forrester, which is one of the most influential research and advisory firms in the world, in their Wave^{TM} research. Recent recognition includes:

- "A Leader" in the Forrester Wave^{TM}: Digital Process Automation Software, Q3 2017
- "A Leader" in the Forrester Wave^{TM}: Enterprise Content Management – Transactional Content Services, Q2 2017
- "A Strong Performer" in in the Forrester Wave^{TM}: Dynamic Case Management, Q1 2016
- "A Strong Performer" in in the Forrester Wave^{TM}: Customer Communications Management, Q2 2016

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Diversified business across several verticals

Our customers have used our platform to build diverse applications in many sectors including banking, government/PSUs, BPO/IT, insurance and healthcare. As of September 30, 2017, applications were built on our platform in 17 different verticals.

As of September 30, 2017, we had over 450 active customers (invoiced in the last 12 months) in over 60 countries across various sectors. We possess multi-vertical industry expertise and target a broad spectrum of services in our business and product offerings. Our revenues from customers across various sectors in recent periods are set out below:

(₹ in million)

Sector	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Banking	996.66	2,018.68	1,703.04	1,414.56
Government/PSUs	256.97	754.36	348.35	280.01
BPO/IT	217.74	507.17	595.48	501.49
Insurance	85.28	216.54	127.17	121.21

Sector	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Healthcare	142.29	170.76	111.83	112.26
Others	373.57	603.47	582.19	655.11
Revenue from Operations	**2,072.51**	**4,270.98**	**3,468.06**	**3,084.64**

(₹ in million, except CAGR in %)

Sector	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2013	CAGR (2013-2017)
Banking	996.66	2,018.68	950.19	20.73%
Government/PSUs	256.97	754.36	213.85	37.05%
BPO/IT	217.74	507.17	386.04	7.06%
Insurance	85.28	216.54	129.64	13.68%
Healthcare	142.29	170.76	78.64	21.39%
Others	373.57	603.47	252.92	24.28%
Revenue from Operations	**2,072.51**	**4,270.98**	**2,011.28**	**20.72%**

This has helped us build solution frameworks which are enriched with domain knowledge from the relevant sector and subject matter experts across several industries. These frameworks have been built on our platform and are scalable and adaptable based on a particular customer's unique and constantly evolving business needs. Some of these solution frameworks include:

Vertical	Solution Frameworks
Banking	Account Opening, Retail Lending, Commercial lending, Corporate Lending, FATCA compliance, Trade Finance, Collections and Payment Systems
Government/PSUs	Correspondence Management, Agenda Management, Citizen Centric Services, Office Automation and Grants Management
BPO/IT	Accounts Payable, Accounts Receivable, Invoice Processing and Vendor Portal
Healthcare	Provider Contract Management, Complaints, Appeals and Grievances Management, Mobile Member Enrolment and Claims Repair

Diversified revenue streams from multiple geographies with low customer concentration

Our business has diversified revenue streams including from license fees or subscription fees (in case of cloud deployment), implementation and development charges, ATS/AMC and support charges. Our revenue-split in recent periods is set out below:

(₹ in million, except percentages)

	Six months ended September 30, 2017	% of total revenue	Fiscal 2017	% of total revenue	Fiscal 2016	% of total revenue	Fiscal 2015	% of total revenue
Sale of products – softwares	508.16	24.20	1,168.15	26.93	676.72	19.35	753.95	23.84
Annuity based revenue								
ATS/AMC	409.96	19.53	736.90	16.99	587.05	16.79	465.67	14.73
Support	591.13	28.15	941.71	21.71	802.86	22.96	723.99	22.90
SaaS Revenue	40.69	1.94	28.44	0.66	14.90	0.43	2.27	0.07
Sale of services								
Implementation	427.66	20.37	1,225.91	28.26	1,204.99	34.46	995.72	31.49
Scanning	94.91	4.52	169.87	3.92	181.41	5.19	140.44	4.44
Sale of hardware	-	-	-	-	0.13	Negligible	2.60	0.08
Revenue from operations	**2,072.51**	**98.71**	**4,270.98**	**98.46**	**3,468.06**	**99.18**	**3,084.64**	**97.55**
Other income	**27.02**	**1.29**	**66.67**	**1.54**	**28.64**	**0.82**	**77.49**	**2.45**

(₹ in million, except CAGR in %)

	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2013	CAGR (2013 – 2017)
Sale of products – softwares	508.16	1,168.15	422.93	28.92%
Annuity based revenue				
ATS/AMC	409.96	736.90	310.43	24.13%
Support	591.13	941.71	534.99	15.18%
SaaS Revenue	40.69	28.44	3.94	63.91%
Sale of services				
Implementation	427.66	1,225.91	618.51	18.65%
Scanning	94.91	169.87	115.56	10.11%
Sale of hardware	-	-	4.92	-
Revenue from operations	**2,072.51**	**4,270.98**	**2,011.28**	**20.72%**

We work with an extensive network of channel partners worldwide to help customers in using our platform to develop applications for their business needs. As of September 30, 2017, we had over 300 channel partners worldwide. Our revenue-split from various geographies in recent periods is set out below:

	Six months ended September 30, 2017		Fiscal 2017		Fiscal 2016		Fiscal 2015	
	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
India	735.43	35.48	1,692.30	39.62	1,135.00	32.73	1,036.28	33.59
EMEA*	603.79	29.13	1,165.14	27.28	1,154.43	33.28	997.64	32.35
USA	523.56	25.27	1,112.79	26.05	943.15	27.20	893.14	28.95
APAC (ex-India)#	209.73	10.12	300.75	7.05	235.48	6.79	157.58	5.11
Revenue from operations^	**2,072.51**	**100.00**	**4,270.98**	**100.00**	**3,468.06**	**100.00**	**3,084.64**	**100.00**

* *EMEA refers to Europe, Middle East and Africa*

\# *Asia-Pacific excluding India*

Historically, we have witnessed low customer concentration. For example, for fiscal 2017, our top five, top 10 and top 20 customers contributed only 13.99%, 22.78% and 35.42% of our revenue from operations, respectively.

Recurring and non-recurring, repeat revenues from long standing customer relationships

We have long-standing relationships with our customers, which include 17 Global Fortune 500 companies. This is, in part, due to the high criticality of our products to many of our customer's business needs. We establish long-term relationships with our customers for multi-layered engagement with various departments and divisions of the customer's organisations. Our broad range of product and services offerings helps us to cross-sell to our existing customers as well as to acquire new customers. We also conduct regular senior management reviews with our key customers to engage with them for feedback and future opportunities.

We combine our comprehensive range of product and service offerings with industry-specific expertise to provide tailored solutions to our customers across business verticals, industries and geographies. Our commitment to customer satisfaction enables us to strengthen our relationships. For example, some of our customers who purchased one of our platform suites have placed repeat orders as well as decided to buy one or more of our other platform suites or solution frameworks.

Based on repeat business received from our customers, the nature of our revenue streams may be classified as follows:

- Non-recurring revenues from existing customers (additional license fees/subscription charges and implementation charges) for purchase of the same software purchased earlier for use by new users in the customer's organisation;
- Recurring revenues from existing customers for purchase of ATS/AMC and SaaS, all of which are annuity-based and billed on a monthly, annual or periodic basis; and
- New revenues in case of purchase of a new product suite or solution framework by existing customers who had previously purchased our platform (or a particular suite).

For the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, our revenue from repeat customers was 81.59%, 72.18%, 81.51% and 76.68% of our revenue from operations.

Set out below are our non-recurring repeat revenues (additional licence fees/ subscription charges and implementation charges). The figures in bold represent revenue from new customers in a particular fiscal. The figures in subsequent columns represent non-recurring repeat revenues from existing customers (for purchase of the earlier purchased software for new users or new software for existing users and related implementation charges) in each subsequent fiscal indicated.

(₹ in million)

Year of acquisition of new customer	**Revenue**				
	Fiscal 2013	**Fiscal 2014**	**Fiscal 2015**	**Fiscal 2016**	**Fiscal 2017**
Fiscal 2013	**268.08***	157.53^	55.86^	64.96^	49.71^
Fiscal 2014		**233.11***	67.14^	45.82^	31.26^
Fiscal 2015			**710.95***	339.15^	271.09^
Fiscal 2016				**624.21***	199.16^
Fiscal 2017					**1,155.64***

* *Revenue from new customers in the fiscal indicated*

^ *Non-recurring repeat revenues from existing customers*

We offer direct support to our customers and channel partners through a large global support and implementation team resulting in a quick turn-around and resolution to issues. Specialised centre of excellence teams have been set up for certain products and solutions to guide and train both implementation partners and customers on best practices for effective and quick implementations.

Focused on driving innovation through in-house R&D

As of the date of this Red Herring Prospectus, we had four patents registered in India and 28 outstanding patent applications in India and two outstanding patent applications in the USA. Our patents include: (i) method and system for document authentication, (ii) system to instantly generate an online image of a document from multiple images captured through a camera-equipped mobile device, (iii) system and method for automatically verifying the authenticity of signatures, and (iv) system and method for assessing document image viability. As on the date of this Red Herring Prospectus, our Company has registered a total of 12 trademarks in India under various classes and had five pending trademark applications for registration in India, and had registered a total of five copyrights under the Copyrights Act, in India.

We are focused on driving innovation and adopting solutions in line with rapidly evolving technological trends. Our inherent culture of innovation has enabled us to develop a track record of product innovation, expand the range of our offerings and improve the delivery of our products and services. We have a dedicated team of skilled individuals with technical background and domain expertise in each of our industry verticals with a focus on evolving technologies. These teams follow a structured innovation and solutions development process and work with delivery functions to identify the key concerns of our customers and generate solutions, ideas and concepts to address such concerns.

We believe that our culture of innovation has enabled us to grow and retain our customer relationships and successfully achieve process and productivity improvement for our customers. This has enabled us to continuously expand and diversify our product and service offerings, as well as to maintain our competitiveness.

We have increased the headcounts in our R&D team from 197 as of March 31, 2015 to 243 in March 31, 2016 and further to 256 as of March 31, 2017. As of September 30, 2017, our in-house R&D team comprised 260 employees, which was 10.05% of our total employees. For the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, we spent ₹ 169.26 million, ₹ 313.12 million, ₹ 249.95 million and ₹ 203.51 million respectively, on our research and development activities, representing 8.17%, 7.33%, 7.21% and 6.60% respectively, of our revenue from operations during these periods.

Experienced senior management team ably supported by a qualified talent pool of employees

We believe that our senior management team has pioneered our growth and fostered a culture of innovation, entrepreneurship and teamwork. We have witnessed the evolution of software platforms for more than two decades while constantly improving our offerings. Some of our senior management team have been with us for over 15 years and have been instrumental in the growth of our Company. Further, our Senior Vice President (Sales and Marketing/Product), Virender Jeet, has led the filing of more than 25 patents in India as of the date of this Red Herring Prospectus on behalf of the Company.

We have a large qualified talent pool of employees across the world, who have been instrumental in establishing and maintaining customer relationships. We have a strong management team with 11 out of our 20 Assistant Vice Presidents having been with us for more than 15 years. As of September 30, 2017, our in-house R&D team comprised 260 employees, which was 10.05% of our total employees.

We invest in our employees through training and development programs under our performance-oriented development plan that includes induction programs, technical training, leadership development and executive education programs. This allows us to identify and develop future leadership, build company allegiance and excellence in delivery through our "customer first" motto and to promote talent within our Company. "Emerge", our leadership development program had a retention rate of approximately 95% in fiscal 2017.

A cohesive team of our experienced senior management coupled with trained and qualified managers and skilled employees enables us to identify new avenues of growth, and helps us to implement our business strategies in an efficient and effective manner and to continue to build on our track record of successful product development.

Profitable track record, strong balance sheet and stable cash flows

We have a proven track record of operations of over two decades and have a strong balance sheet as well as stable cash flows. Growth in our revenue, EBITDA Adjusted for Other Income and PAT in is set out below for the periods indicated:

Parameter	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Total Revenue (₹ in million)	2,099.53	4,337.65	3,496.70	3,162.13
Revenue from operations (₹ in million)	2,072.51	4,270.98	3,468.06	3,084.64
EBITDA Adjusted for Other Income (₹ in million)	96.23	700.02	392.55	578.08
EBITDA Adjusted for Other Income Margin * (%)	4.64	16.39	11.32	18.74
PAT (₹in million)	58.42	523.62	278.20	463.80
PAT Margin^ (%)	2.78	12.07	7.96	14.67

* *EBITDA Adjusted for Other Income Margin is calculated as EBITDA Adjusted for Other Income / Revenue from operations*
^ *PAT Margin is calculated as PAT/ Total Revenue*

The following table shows reconciliation between our PAT and EBITDA Adjusted for Other Income for the periods indicated:

(₹ in million, except margin in %)

Particulars	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Profit after tax	58.42	523.62	278.20	463.80
Add: Tax expense	18.17	152.08	64.19	126.72
Profit before tax	76.59	675.70	342.39	590.52
Add: Finance costs	18.98	42.62	35.14	21.36
Add: Depreciation and amortisation	27.68	48.37	43.66	43.69
Less: Other income	27.02	66.67	28.64	77.49
EBITDA Adjusted for Other Income	**96.23**	**700.02**	**392.55**	**578.08**
EBITDA Adjusted for Other Income Margin (%)	**4.64**	**16.39**	**11.32**	**18.74**

For fiscal 2017, on a restated consolidated basis, we generated total revenue of ₹ 4,337.65 million, EBITDA Adjusted for Other Income of ₹ 700.02 million and PAT of ₹ 523.62 million. For fiscal 2017, on a restated consolidated basis, our EBITDA Adjusted for Other Income Margin, PAT Margin, return on average capital employed and return on average equity was 16.39%, 12.07%, 24.28% and 20.78%, respectively.

Our key financial metrics in recent periods are set out below:

Parameter	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Working Capital (₹ in million)	1,879.45	2,087.74	1693.89	1770.89

Parameter	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Working Capital (% of Revenue from Operations)	90.68	48.88	48.84	57.41
Net Debt (₹ in million)	74.67	138.45	187.78	39.26
Total Debt to Equity	0.69	0.68	0.73	0.59
Total Debt to EBITDA Adjusted for Other Income	19.65	2.46	4.07	1.95
Net Debt to Equity	0.03	0.05	0.08	0.02
Net Debt to EBITDA Adjusted for Other Income	0.78	0.20	0.48	0.07
Return on average Capital Employed (%)	2.42	24.28	15.06	27.21
Return on average Equity (%)	2.14	20.78	12.62	24.09

Notes:

1. *Net Debt (excluding capital work in progress) is calculated as Non-Current Liabilities as restated — capital work in progress as restated.*
2. *Working Capital is calculated as Current assets as restated – Current Liabilities as restated*
3. *Net Worth as restated is calculated as aggregate value of the paid up share capital (including shares pending allotment) and securities premium account, after adding surplus in statement of profit and loss, capital reserve, ESOP, capital redemption reserve, general reserve and accumulated balance in foreign currency translation reserve. Average Net Worth as restated is calculated as (Opening Net worth as restated + Closing Net worth as restated)/2.*
4. *Average Capital Employed is calculated as Average Net Worth as restated + Average Net Debt excluding capital work in progress as restated.*
5. *Average Net Debt is calculated as (Opening Net Debt excluding capital work in progress as restated + Closing Net Debt excluding capital work in progress as restated)/2*
6. *Return on average equity is calculated as Net Profit after taxes as restated/ Average net worth as restated*
7. *Return on average capital employed is calculated as (EBITDA Adjusted for Other Income as restated– Depreciation and amortisation as restated)/ Average capital employed as restated.*
8. *Total Debt is calculated as Non-Current Liabilities as restated + and Current Liabilities as restated*
9. *Net Debt to equity = Net Debt/ Net Worth*

Strategies

Our strategies are based on addressing the market opportunities in enterprise platforms for ECM, BPM and CCM products, creating domain rich solution frameworks on platform and using low code platform capabilities to create solution frameworks. The following are our strategies:

Expand our business and geographical footprint

We aim to pursue growth strategies to expand our market share across key geographies and solutions. Our platform is designed to be natively multi-lingual to address challenges in multi-national organizations. As of September 30, 2017, we operated in more than 60 countries and believe that we have a significant opportunity to grow our international footprint. We are investing in direct and indirect sales channels, professional services, customer support and channel partners to expand our geographical footprint.

With respect to our geographic operations, India, EMEA and USA have traditionally been the largest contributors to our revenues, contributing 39.62%, 27.28% and 26.05% of our revenue from operations in fiscal 2017. We have a regional go-to-market strategy with specific strategies for mature markets such as USA and developing markets such as India and South-East Asia.

We plan to grow through our differentiated 'land and expand' model. Our customers receive the complete set of modules and functionality of our platform with their initial purchase/ subscription, which facilitates the seamless creation of new applications. Many of our customers begin by building a single application and eventually grow to build dozens of applications on our platform due to an effective reduction in the per-user cost of each application and to save substantial costs of switching over to a new platform. Generally, the development of new applications results in the expansion of our user base within an organisation and a corresponding increase in our revenues from the same customer based on our license fees/ subscription charges model on a per-user basis. Every additional application that an organisation creates on our platform increases the value of our platform for that organisation because it further integrates people, processes and data across the organisation and facilitates knowledge sharing.

As of September 30, 2017, we had over 450 active customers (invoiced in the last 12 months) in a wide variety of verticals, including banking, government/PSUs, BPO/IT, insurance and healthcare. We believe that the market for our software development platform is in its early stages and that we have a significant opportunity to add additional large enterprise and government customers. We plan to develop new customer relationships by identifying potential customers that operate within the same verticals and engage in cross-selling of our solutions. For these new customers, we seek to provide value-added solutions by leveraging our in-depth industry expertise and then expanding the breadth of services offered to them beyond those in the initial engagement. We aim to also begin developing new verticals such as telecommunications, retail, manufacturing and education in developing markets.

We will continue to improve our business generation capabilities and focus on enhancing our company's global delivery model with onshore centres in proximity to our large customers and offshore centres at strategic locations. By securing and managing new, large and long-term customer engagements, we believe that we will diversify our customer base and generate opportunities to explore further alliances within our verticals.

As of September 30, 2017, we had more than 300 channel partners. These partners work with organisations that are undergoing digital transformation projects. When these partners recognise an opportunity for our platform, they often introduce us to potential customers. We intend to further grow our base of partners to provide broader customer coverage and solution delivery capabilities.

We also aim to create thought leadership content through various media including brochures, flyers, white papers, blogs and videos for different verticals on relevant products and solutions, best practices and new initiatives.

Focus on attractive verticals in select mature markets

We have strong presence across regions in the banking and healthcare verticals and we intend to continue to expand our customer base in these verticals in select mature markets, including USA and UK. We believe that there are several banks and credit unions having more than USD 1 billion of assets in USA where we plan to sell our platform and solution frameworks in the banking vertical. In addition, there are more than 35 Blue Cross BlueShield health insurance companies, which we see as a key opportunity to expand our customer base. Our focus areas in the Caribbean include banking and government/PSUs in partnership with consulting firms.

As part of our strategy to increase our customer base in USA, we have made infrastructure and operational investments in USA including hiring of senior-level professional in sales and marketing for the USA market in fiscal 2016.

Expand our product portfolio through investment in advanced features and technologies

According to the Ovum Report, key indicators of digitalisation reveal that the rapid pace of adoption of digital and enabling technologies is increasing across enterprises and end-users globally. Further, enterprise applications are set to grow at a CAGR of more than 9% between 2015 and 2020.

To deliver value to our customers more quickly, it is critical to create assets, such as software and business architectures and process methodologies, which enable us to quickly implement market-ready solutions for our customers. To this end, we intend to continue to enhance our R&D capabilities, particularly with a view to create solutions in emerging technologies that enhance our ability to develop tools for enabling our entry into new areas and developing products that address customers in specific industries. Our focus areas currently include business intelligence and analytics, RPA, digitalisation, blockchain, dev-ops and user experience. We continue to work with customers in mature markets to build capabilities, both in domain and technology, for enhancing our product offerings. We believe that the products of our R&D activities will continue to differentiate us from our competitors and position us well for winning complex projects.

We have made, and will continue to incur, expenditure on R&D to strengthen our platform and expand the number of features available to our customers. We typically offer upgrades each year that allow our customers to benefit from ongoing innovation and product development. Recently, we expanded our offering to include NEMF, which enables rapid mobile application development with minimal coding.

We strive to leverage our industry expertise, technological capabilities and business process skills to help customers discover and create new enterprise models and, in many cases, transform entire enterprise functions. We are well positioned to develop and implement new enterprise models and operate critical enterprise functions for our customers, based on the competencies we have developed and our successful implementation of various projects. To address the market opportunities arising from digitisation, we seek to continue to expand our product portfolio and are currently working on several projects including:

- *ECM NXT*: We continue to develop content services available as microservices which are built on true cloud architecture to develop new content application.

- *Virtual Repository Services*: We continue to develop virtual repository services to provide unified and transparent access to content from multiple repositories and data sources, such as other ECM systems, file servers and database.

- *Digital Sensing*: We continue to develop a digital sensing platform to offer enhanced customer experience across different communication channels such as social platforms, emails, call centre services and web chats, through data sensing, analytics, context discovery, business rules, business process management and unified communications management.

- *RPA with BPM*: We continue to develop RPA capabilities to extend or map out definable, repeatable and rule-based business tasks.

- *BPM NXT*: We continue to develop the next generation BPM platform to enable complete no-code strategic application development.

- *Corrus*: We are developing a no-code consumer financing app which is a zero training and feature-rich case management tool that allows users to create and manage highly dynamic and adaptive tasks, set goals and collaborate. It brings together the computing power of commonly used digital tools through the cards store by adding them to the digital hive to do the tasks assigned.

Expand and grow our strategic business applications to new verticals

We believe that the BPM market is transforming into a platform for rapid and low code application development. BPM provides a platform to create solution frameworks which are flexible and scalable. These solution frameworks can easily adapt to changing business requirements and contemporary technology trends. In comparison, vertical packaged products, which are not built using platform, are made for a specific purpose and consequently lack agility and become obsolete over time. Thus, current strategic applications space is being challenged by the BPM-based-platform applications.

We have used our platform to create vertical domain rich products in several verticals, including banking, government/PSU, BPO/IT, insurance and healthcare. Some of these solution frameworks are rich enough to compete with packaged products while others are used as solution templates for jump-starting implementations. For example, in the banking vertical, we have developed solution frameworks for account opening, retail lending, commercial lending, corporate lending, FATCA compliance, trade finance and payment systems.

While our platforms are industry-agnostic, we have recently made, and plan to continue to make, investments to enhance the expertise of our sales and marketing for our key industry verticals including banking, government/ PSUs, BPO/ IT, insurance and healthcare. For the six months ended September 30, 2017 and for fiscal 2017, we generated 81.97% and 85.87% respectively, of our license/subscription revenue from customers in these verticals. We believe that focusing on the digital transformation needs of organisations within these industry verticals can help drive adoption of our platform. We also plan to target new verticals including education, telecommunications, oil & gas, retail, manufacturing, infrastructure and logistics.

We intend to continue to build and help partners build BPM-based strategic applications on our platforms. We have CROs to structure our customer relationships for positioning us well for future opportunities.

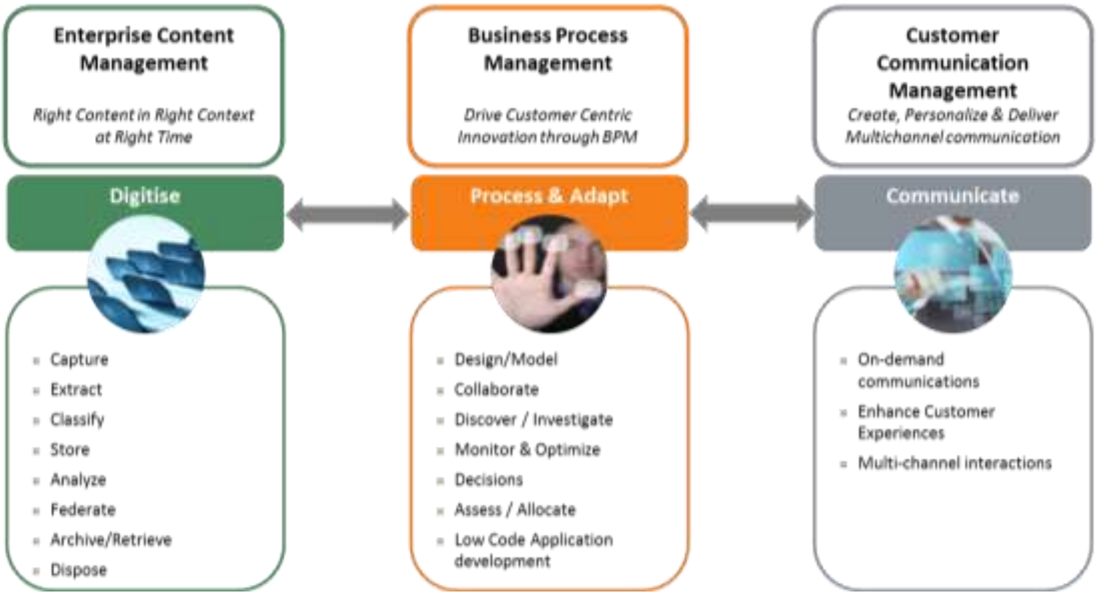
Attract, develop and retain highly-skilled employees

Our employees are one of our most important assets. We focus on the quality and level of service that our employees deliver by investing in recruitment, development, retention, maintenance of a culture of innovation and by creating both a challenging and rewarding work environment.

Our talent development strategy focusses on engaging, motivating and developing a high performing workforce and we aim to create and sustain a positive workplace culture for our employees and benchmark ourselves against our peers. We also have a competency training framework, seamlessly integrated into our business that has been designed for new employees to be "project-ready".

Our Product Suites

We have the following platform suites, each serving a specific business need.



Enterprise Content Management (ECM)

Our OmniDocs Enterprise Content Management platform allows digitisation of enterprise content and information. This platform provides smart tools for enterprises to capture and extract information from various sources, classify, store, archive, retrieve as well as dispose of any content and documents required in day-to-day business operations. It provides the flexibility to access or deliver content over mobile and cloud, creating a highly connected and digital workplace.

- ***Document Management*:** Our document management system provides a central repository to store and retrieve large volumes of documents across the enterprise. All the standard document management features are available, including check-in/check-out, version control, audit trails, search, navigation, content classification and reporting. The platform allows unification of content by connecting multiple content repositories and file systems using integration adaptors and open standards, such as content management interoperability standards. It also offers comprehensive metadata modelling features for associating meta data with objects including documents, records, folders, classification schemes and processes.

- ***Workflow*:** Our ECM platform offers in-built workflow capabilities for reviews, approvals, records disposition, physical records, handling and other activities. The seamless integration with our BPM system caters to complex content centric processes.

- ***Records Management*:** Our record management system supports the management of all forms of organisational records, including physical, electronic and social (such as Facebook and Twitter). It is DOD 5015.02-STD certified, providing organisations with a structured and transparent method of managing records from creation to disposition. Legal holds can be applied to preserve relevant information for regulatory or court cases. Records can easily be retrieved using record properties, associated metadata and full text search on the entire content of the records.

- ***Capture and Image Processing***: OmniDocs simplifies content management by allowing enterprise users to capture content arising across different channels and in different formats powered by strong image processing and extraction capabilities.

- *OmniScan* – OmniScan is a production-grade document scanning software which enables organisations to securely capture high volume paper and electronic documents from scanners and desktops. It streamlines the transformation of captured documents into structured electronic information through automatic document classification, document separation, data extraction (optical character recognition, magnetic ink character recognition, barcode and QR code) and image enhancement (document quality analyser). Electronic information can be delivered to multiple destinations including ECM or BPM platforms, SAP and hot folders.

- *OmniAcquire* – OmniAcquire is a multi-channel on-demand capture software which facilitates capture of critical business information from Multi-Function Peripherals ("**MFPs**"), mobile devices, emails, hot folders, scanners and the web.

- *Invoice Processing System/ OmniExtract* – Invoice Processing System/ OmniExtract is used for intelligent data extraction from semi-structured and unstructured documents including optical character recognition, magnetic ink character recognition, intelligent character recognition, optical mark recognition, barcodes and QR codes. This system works on a machine learning mode for improving extraction accuracy and handling any new type of documents without defining a new template.

- ***Digital Asset Management***: Our ECM platform provides support for rich-media (video, images and audio) content with features, including acquisition, cataloguing, storage, retrieval streaming and export. Additional metadata is captured for audio or video files like Size, Bit rate, Codec, Duration, Frame Rate, Height, Sample Rate, Title and Width. Online streaming (flv, mp3, 3gp and mp3) is provided through integrated streaming engines.

- ***OmniSocial***: OmniSocial provides social content management capabilities and has integration adapters for external social media platform like Facebook, Twitter and LinkedIn, which helps in capturing and managing the content exchanged on social media platforms. The information captured is auto-categorised and process for review, analysis and archival is initiated.

- ***Mobility/NEMF***: Our ECM platform provides all content management capabilities on mobile application, including capturing documents and metadata, search and preview, download, setting favourites, share through various channels (such as email, social channels and cloud storage systems). The ECM mobile application is built using NEMF to develop, deploy and manage highly configurable hybrid mobile applications that support multiple business functions. NEMF provides features like advanced data and document capture, image processing, enterprise class security, plug and play components and adaptors for integration with back-end systems, to enable rapid low code mobile application development.

Business Process Management (BPM)

Our OmniFlow Intelligent Business Process Suite ("**OmniFlow iBPS**") is an integrated system which allows enterprises to manage a complete range of business processes, including designing and modelling flow of work, executing the flow of work through the workflow engine and monitoring the flow of work for future improvement. OmniFlow iBPS also offers dynamic case management capabilities which allow decision-makers to respond to real time opportunities, challenges and other unanticipated situations while maintaining a high level of collaboration.

- ***Collaborative Process Modelling***: Our process modeller is a web-based, user-friendly, drag and drop process modelling tool to design business process applications. It facilitates real time collaboration between multiple businesses and IT users for creating effective processes. It supports process validation for creating optimal and error free applications.

- ***Process Orchestration Engine***: Our orchestration engine lies at the core of the OmniFlow iBPS platform system. The engine controls process flows and maintains integrity of process definitions. Workflow operation such as work initiation, rules processing, sequential/parallel processing, and parallel and inclusive work distribution are also supported by this engine.

- ***Responsive Forms***: The platform provides a form designer with drag and drop tools to create dynamic and responsive HTML5 based smart forms. Form fragments can be created which are available as reusable components across different processes.

- ***Agile Business Rules and Decisions***: Our Business Rule Management System ("**BRMS**") is a scalable web-based tool which helps define critical policies and procedures in an enterprise. Rules can be created through logical statements or decision matrices without coding. BRMS facilitates version management of defined business rule sets.

- ***Process Simulation & Optimisation***: Our process simulator simulates business processes prior to and after deployment, using historical data and what-if analysis. Process designers and business users can ensure the deployment of the best and most optimal processes by identifying and removing bottlenecks and load situations.

- ***Dynamic Case Management***: Our dynamic case management suite provides an integrated system for our customers to design and manage semi-structured and unstructured processes. It enables organisations to handle ad-hoc and unanticipated scenarios through runtime and design time task management. The personalised case file generated, provides contextual information for informed decision making.

- ***Mobility***: The mobility application provides iBPS capabilities on mobile devices, allowing any work step or process segment to be extended to the mobile environment. The users gain access to their desktop items and work items on their mobiles, enabling them to perform critical business tasks on-the-move with access to all the information and documents relevant to the task. The app also provides monitoring capability with extensive dashboards, allowing users to take relevant and timely actions.

- ***Configurable Unified Interface***: Our BPM platform offers the OmniApp, a model driven user interface composition through which different applications, goal-based views and dashboards can be configured and further personalised. It provides different roles-based workbenches which include portlets of iBPS components such as worklists, queues, task lists and external web applications, with highly configurable workbenches.

- ***Advanced Reporting and Monitoring***: Business activity monitoring tool enables real-time monitoring of processes, relevant process information and process participants. It includes an interactive graphical dashboard which provides drill down capabilities to the users to identify root causes of issues, track and monitor key performance indicators and service level agreements as well as notifications for critical alerts like threshold limit overshoot or pattern detection.

Customer Communication Management (CCM)

Our OmniOMS CCM suite offers a unified communication platform that allows enterprises to improve communication with their clients by delivering a personalised, targeted and consistent communication through various channels. These communications can be batch, interactive and on-demand. Core capabilities of our OmniOMS CCM include the following:

- ***Flexible designing and authoring***: The composition designer is an easy to use, drag and drop tool that enables component based designing of communication for consistency, compliance and standardisation. This tool supports repeating data, annotations, barcodes (2-D, 3-D, IMB), QR codes and watermarks.

- ***Extensive Template Management***: Our OmniOMS CCM provides extensive template management for versioning, check-in/check-out, approval and role-based access. It provides a central repository for all templates and users can import/export the specific template on a need basis.

- ***Interactive Editor and On-Demand Document Generation***: Our OmniOMS CCM provides web-based editor on which users can select template to edit permitted content on a pre-filled document. It enables users to collaborate using workflows for review and approval and by capturing review comments. Also, it provides the capability of on-demand generation of documents directly from website, mobile or business applications.

- ***Multi-Channel Distribution, Archival and Tracking***: The distribution engine in our OmniOMS CCM is adept at distributing content across social media platforms (including Twitter, Facebook and LinkedIn) as well as other digital and print channels like email, web, SMS, mobile, print and fax. It ensures secure archival, compression and retrieval of every communication.

- ***Highly secure communication and diverse integration***: In order to provide a secure document validation as well as communication, our CCM suite provides an authentication feature such as digital signatures and password protected PDFs. It also supports integration capabilities with other business applications, core systems, portals and content management systems.

- ***Targeted Offer Module***: This feature enables marketing teams to configure and send targeted communication based on customers' profiles and preferences. Its dynamic content messaging provides support for business rules to dynamically drive marketing campaigns.

Revenue Model and Distribution across Business Lines

We generate our revenue from four key revenue lines consisting of licensing, implementation and development services, annual technical support and maintenance contract (ATS/AMC) and support.

Our revenue from operations primarily comprises of revenue from: (i) sale of software products, (ii) annuity based revenue, and (iii) sale of services.

Sale of products (softwares) includes our revenue from sale of licenses for our software products. We enter into licensing agreements with our customers for each product whereby our customers are required to pay licensing fees to us. The licensing fee constitutes a one-time upfront fee on a per-user basis. Additional license fees are payable for an increase in the number of users or for purchase of additional products.

Annuity based revenue includes: (i) revenue from annual maintenance contracts and technical support (ATS/AMC), (ii) revenue from support/development services, and (iii) SaaS revenue. In addition to the licensing agreements, we also typically enter into ATS/AMC contracts with our customers, whereby our customers are required to pay support and maintenance fees annually. We also provide support and development services to our customers and charge fees on a periodic basis. SaaS revenue relates to our customers' use of software functionality in a cloud-based-infrastructure provided by us and the customers pay us subscription fees on a Per User Per Month ("**PUPM**") model on a monthly, quarterly or an annual basis.

Sale of services includes our revenue from implementation, development and digitisation services. Implementation refers to the service of installing and integrating our products with the customer's existing platform or system. We charge an implementation fee based on fixed cost or man-month basis for this service. Development refers to work done for customer based on its specific requirements. We charge a development fee based on fixed cost or man-month basis. Digitisation services refer to scanning of documents and archival to document management.

Our International Operations

Through our Subsidiaries, we are present in the United States, Singapore, Canada and the United Kingdom. We also have a branch office in Dubai. These offices, together with our offices in India, enable us to sell our products and service customers in more than 60 countries.

Our revenues are generated from four main geographic markets: India, EMEA, USA and APAC (ex-India). We present our revenues by customer location based on the location of the specific customer site that we serve, irrespective of the location of the headquarters of the customer. The following table sets out the revenue from operations on the basis of the geographic markets for the period indicated:

	Six months ended September 30, 2017		**Fiscal 2017**		**Fiscal 2016**		**Fiscal 2015**	
	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
India	735.43	35.48	1,692.30	39.62	1,135.00	32.73	1,036.28	33.59
EMEA*	603.79	29.13	1,165.14	27.28	1,154.43	33.28	997.64	32.35
USA#	523.56	25.27	1,112.79	26.05	943.15	27.20	893.14	28.95
APAC (ex-India)	209.73	10.12	300.75	7.05	235.48	6.79	157.58	5.11
Revenue from operations	**2,072.51**	**100.00**	**4,270.98**	**100.00**	**3,468.06**	**100.00**	**3,084.64**	**100.00**

* *EMEA refers to Europe, Middle East and Africa*
\# *Asia-Pacific excluding India*

Based on geographic segments, for the six months ended September 30, 2017 and for fiscal 2017, our largest revenue from operations, came from India, which represented 35.48% and 39.62% of our revenue from operations, respectively, followed by the EMEA which represented 29.13% and 27.28% of our revenue from operations, respectively, and USA which represented 25.27% and 26.05% of our revenue from operations, respectively.

Our Customers

We have a diversified customer base and have served more than 1,300 customers globally over the years. As of September 30, 2017, we had more than 450 active customers (invoiced in the last 12 months). We have helped customers operating in diverse industries including banking, government/PSUs, BPO/IT, insurance and healthcare. Some of our key customers in different markets are named below:

Market	Key Customers
India	ICICI Bank, Axis Bank, YES Bank, IDBI Bank, Kotak Mahindra Bank, Reliance General Insurance, ICICI Prudential Life Insurance Company, Max Life Insurance, Bajaj Electricals, Shriram Transport Finance Company. Strides Shasun
EMEA	United Arab Bank, RAK Bank, Arab National Bank, Alawwal Bank, Ecobank, NIC Bank
USA	Trust Company of America, Mercantil Bank, National Commercial Bank Jamaica
APAC (ex-India)	Philippines Resource Saving Bank, Law Society Pro Bono Services, Bank Islam Brunei Darussalam, Trafigura

In the last eight fiscals, we have been successful in consistently acquiring new customers every year. In the six months ended September 30, 2017 and in fiscals 2017, 2016 and 2015, we acquired 57, 98, 92 and 96 new customers, respectively.

In addition, we have also helped some of our customers in strengthening their global operations. Some examples include:

Customer	Customer Relationship (In Years)	Our Initial Coverage	Our Current Coverage
A leading FMCG conglomerate	8+	India	Expanded to other countries, including India, Australia, Philippines, South Africa, Saudi Arabia, Indonesia, China, Sri Lanka, North Asian countries, Turkey
A multi-national pharmaceutical company	8+	Malaysia	Expanded to other countries, including Argentina, Columbia, Chile, Malaysia, Mexico, Singapore, South Africa, UK
A multi-national consumer goods company	8+	China	Expanded to other countries, including Philippines & Singapore
An African bank	8	Ghana	Expanded to other countries, including Ghana, Nigeria, Senegal, Cameroon, Kenya
A multi-national agri-business operating company	4	India	Expanded to other countries, including Australia, US, Singapore, Nigeria, Ghana

Case Study

(Disclaimer: Investors should review the following disclosure noting that IDFC Bank is acting as a Book Running Lead Manager to the Offer. Any reliance on the following disclosure for making an investment decision by an investor should, accordingly, be limited.)

Background

IDFC Bank, an Indian bank which is part of the IDFC Group sought technology that would support them to:

- Increase retail share in total advances across all customer segments, which would eventually lead to a rise in its average asset yield;
- Design and implement processes that could complement their lean operations strategy, i.e. reduced number of employees and branches per customer;
- Do away with or minimize cumbersome paper based processes;

- Pursue cost effective on-boarding processes that could scale for higher volumes across geographies; and
- Diversify beyond large corporates to improve spread across mid-size organizations.

Our Products Deployed

In order to accomplish these goals, IDFC Bank required a platform that would provide them with operational efficiency as well as long term strategic flexibility. We collaborated with IDFC Bank to build a solution based on our BPM and ECM platforms.

Key Implementations

Our solution encompasses IDFC Bank's key customer-centric processes. The main focus areas of implementation include:

- Automation of account opening process across segments, which include personal banking, wholesale banking, rural banking, staff banking, current non-individual, non-individual and Trusts, Associations, Societies, Clubs ("**TASC**");
- Automation of internal approval management system leading to standardisation and reduction of Turn-Around Time ("**TAT**");
- Automation of request tracking and service management for greater transparency and visibility, and higher productivity of customer representatives;
- Mobile enablement of account opening process with tablet-based straight through processing and eKYC;
- Reduction of TAT across customer facing and internal processes leading to greater cost efficiency as well as a better overall customer experience; and
- Digitalisation of documents for integrated processes and improved storage and retrieval from multiple processes and applications leading to lower costs and effort

Key Accomplishments

According to IDFC Bank, an integrated process-centric implementation of our BPM and ECM platforms helped it witness an all-time high of approximately 96% and 93% sourcing of Current Account and Savings Account, respectively through the mobile "On the Go" app in July 2017.

With the above implementations, IDFC Bank has been able to achieve a fast time to market and has been able to meet their retail banking goals, including (as of September 15, 2017):

- More than 100 accounts opened everyday using Tab-Banking;
- More than 300,000 transactions processed;
- More than 60,000 total accounts opened; and
- More than 1,500 operational personnel leveraging these modern applications.

Sales and Distribution

Our sales operations, across different geographies and verticals, are based on both direct presence in different countries and a strong channel partner ecosystem.

Through our Subsidiaries and global offices, we are present in India, USA, Dubai, Singapore, Canada and UK. These offices enable us to sell our products and service customers in more than 60 countries. As of September 30, 2017, our sales and marketing team comprised 272 employees who are primarily responsible for the growth and brand building of our Company.

Partnerships

We believe that our channel partners play an important role in the development and marketing of our products. As of September 30, 2017, we worked with more than 300 channel partners who sell and distribute our products. We provide incentive to our partners who achieve the sales and collection performance targets. For the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, we incurred expenses of ₹ 13.44 million, ₹ 47.89 million, ₹ 68.55 million and ₹ 48.91 million respectively, on export sale commission.

Marketing and Promotion

Our marketing programs include campaigns focused on different industry verticals including banking, government/PSUs, BPO/IT, insurance and healthcare to achieve sector domination. We also prepare comprehensive brochures on our products which are easily accessible from our website. Our marketing program includes various activities to increase market outreach including increasing inbound traffic on website through search engine optimisations, press releases and media mentions (both print and online), analyst engagement with leading analyst firms, consulting engagement to secure technology partners, use of marketing automation tools for account-based prospect engagement, conducting regular e-mail and social media campaigns and advertisements, participating and organising industry events and publishing thought leadership content like videos, blogs, white papers and articles.

Quality System and Information Security

We are committed to the cause of "Quality & Security First". Customer contentment is our prime objective. We strive to bring the latest technologies within the reach of many customers. We maintain an information security team that is responsible for implementing and maintaining controls to prevent unauthorised users from accessing our internal systems. These controls include the implementation of information security policies and procedures, security monitoring software, encryption policies, access policies, password policies, physical access limitations and detection of any fraud committed by internal staff. It is our continuous endeavour to increase customer trust and confidence in us.

We have sustained our commitment to the highest levels of quality, robust information security management practices that have collectively helped in achieving various milestones over the years. Our quality and information security journey has been a steady one, beginning in 1997. This is evident from our implementation of industry standards like ISO9001:2008, ISO 27001:2013 and process improvement models like CMMi Dev Level 3 and CMMi Svc Level 3.

We have focused on continuous improvements in customer engagements as well as internal operations, leveraging best-in-class methodologies and information security practices. A cross-functional team monitors and optimises the processes and policies to meet the ever growing demands of our customer engagements.

Our commitment towards customer satisfaction and resilient systems/services has resulted into the adaptation of other industry standards/acts like PCI-DSS, HIPAA, and ISAE 3402/ SOC 1 Type 2 attestation. These standards provide assurance to our customers on the design and operating effectiveness of our security controls. We also drive the process of product improvement based on feedback from our customers through Customer Satisfaction Surveys ("**CSS**"). These surveys are conducted at specific project milestones as well as at an overall organizational level on an annual basis.

Intellectual Property

Our intellectual property rights are critical to our business. Our portfolio of intellectual property includes patents, trademarks and copyrights. We have registered our domain name, "http://www.newgensoft.com" and continue to register new sub-domains on an on-going basis.

Patents

As on the date of this Red Herring Prospectus, we had registered a total of four patents granted by the Controller of Patents under the Patents Act, in India. Further, we had also made applications seeking registration of 28 patents with the Controller of Patents under the Patents Act in India and for two patents in the USA.

Our patents include: (i) method and system for document authentication, (ii) system to instantly generate an online image of a document from multiple images captured through a camera equipped mobile device, (iii) system and method for automatically verifying the authenticity of signatures, and (iv) system and method for assessing document image viability. For a list of patents granted to us, see "***Government Approvals – Intellectual Property – Patents***" on page 341.

Trademarks

As of the date of this Red Herring Prospectus, we had a total of 12 trademarks under various classes including 9 and 16, granted by the Registrar of Trademarks under the Trademarks Act, in India. Further, our Company has also made applications seeking registration of five trademarks and renewal of two trademarks, with the Registrar of Trademarks under the Trademarks Act, in India. For a list of our trademarks, please see "***Government and Other Approvals - Intellectual Property - Trademarks***" on page 339.

Copyrights

As of the date of this Red Herring Prospectus, our Company has registered a total of five copyrights granted by the Registrar of Copyrights under the Copyrights Act, in India. Further, our Company has also made applications seeking registration of seven copyrights, with the Registrar of Copyrights under the Copyrights Act, in India. For a list of our copyrights, please see "***Government and Other Approvals – Intellectual Property - Copyrights***" on page 340.

Research and Development

In order to enhance our existing products and develop new products, we are required to incur R&D expenses on an on-going basis. We believe this helps us to maintain technical control over the design and development of our products.

Some of our key milestones in product development include:

Year	Description
2010	Released **OmniDocs 7.0** – This version was developed with focus on stability, performance and improved manageability.
2011	Released **RMS 2.0** – Updates focused around DoD 5015.02-STD certified RMS, enhanced record policies, search & retrieve operations.
2012	Released Omni Extract 7.0 Updates focused around efficient extraction and integration with OmniFlow
2013	Released ZapIn 1.2.1 – Mobile capture solution Released OmniFlow 10.0.1 - A complete web based BPM product for providing single unified platform for creating and managing business processes.
2014	Released: • **OmniScan 3.0** – Updates focused around providing SharePoint connector, SAP connector, searchable PDF and enhanced security features. • **NEMF 3.0** – Newgen Enterprise Mobility Framework to rapidly create rich mobile applications. iBPS 2.1 - Updates focused around providing social, mobile and analytics capabilities.
2015	Released: • **OmniDocs 8.0** – Updates focused around enhanced user experience, OmniDocs on cloud, security and manageability. **RMS 2.4** – Updates focused around user experience, security and language support.
2016	Released: • **OmniDocs 9.0** – Updates focused around easy search, audio and video content management, support for OmniDocs mobile app. • **iBPS 3.0, 3.1** - Updates focused around dynamic case management capability, responsive HTML5 forms, user interface enhancements. **OmniOMS 7.0** – Updates focused around enhanced interactive document generation and on-demand generation, template configuration and management, operational and manageability enhancements, and integration with iBPS.
2017	Released: • **OmniDocs 9.1** – Updates focused around data security and integration with other applications. • **RMS 2.6** – Updates focused around graphical user interface, security and recertification of DoD 5015.02. • **OmniScan 4.0** – Updates focused around license management, security enhancement and. Compliance with PCI-DSS. **OmniOMS 8.0** – Updates focused around end-to-end interactive and on-demand use cases, real-time communication generation from devices and business systems, multichannel distribution and HTML5 based emails.

As of September 30, 2017, our dedicated R&D team had 260 personnel and we have incurred substantial expenditure on our R&D activities. In the six months ended September 30, 2017 and in fiscals 2017, 2016 and

2015, we spent ₹ 169.26 million, ₹ 313.12 million, ₹ 249.95 million and ₹ 203.51 million respectively, on our research and development activities, representing 8.17%, 7.33%, 7.21% and 6.60% respectively, of our revenue from operations during these periods.
We believe that the industry, in which we compete, witnesses rapid technological advances in software development due to constantly evolving customer preferences and requirements. We believe that our emphasis on R&D has enabled us to remain up-to-date with the technological developments, as well as to cater to the evolving needs of our customers.

Competition

We are one of the global providers of enterprise software platforms. We compete with a variety of software product and IT companies, as well as service providers. We also face competition from global and Indian enterprise solution companies.

We believe that the key competitive factors in our industry include changing technologies, customer preferences and needs and the ability to rapidly deliver solutions supporting such evolving needs. Other competitive factors include breadth and depth of service offerings, domain expertise, reputation and track record and the ability to tailor our product and service offerings to specific customer needs.

Our global competitors in enterprise software platforms providers primarily include, Alfresco, OpenText, Hyland, IBM, Kofax, Appian, Pega, Microsoft, Oracle, Xerox, K2 and GMC Software.

Awards

With the deployment of our products, our customers have received various industry awards and recognition over the years, including:

- A customer in the banking vertical won the Asian Banker Africa Technology Innovation Awards 2017 for Best Branch Automation;
- A customer in the banking vertical won the Asian Banker Middle East & Africa Technology Implementation Awards 2016 for "Best Branch Automation" in Africa;
- A customer in the banking vertical won the Workflow Management Coalition ("**WfMC**") Global Awards for Excellence in Business Process Management 2016;
- A customer in the banking vertical won the WfMC Global Awards for Excellence in Business Process Management and Workflow 2015;
- A customer in the banking vertical won the Elets Knowledge Exchange Awards 2015;
- A customer in the banking vertical won the Asian Banker Middle East Technology Implementation Awards 2015 for Best Branch Automation; and
- A customer in the banking vertical won the Elets Financial Inclusion and Payments System Award 2014.

Human Resources

As of September 30, 2017, we had 2,587 personnel comprising 2,318 employees and 269 contract workers. The following sets out the distribution of our employees by function:

Department	Number of personnel
Delivery group	1,787
Sales and marketing	272
Corporate or services	177
Technical support	43
Product development	260
Others	48

We consider our employees as a key factor to our success. We have designed a strategic career development program to encourage our employees to enhance their skills. We encourage our employees to be focused and customer driven. We have created a culture that attracts people with multidimensional skills and experiences. Our senior management team combines extensive experience in the IT industry.

We believe that our senior management team has pioneered our growth and fostered a culture of innovation, entrepreneurship and teamwork. We invest in our employees through training and development programs under our performance-oriented development plan that includes induction programs, technical training, leadership development and executive education programs. This allows us to identify and develop future leadership, build company allegiance and excellence in delivery through our "customer first" motto and to promote talent within our Company. "Emerge", our leadership development program had a retention rate of approximately 95% in fiscal 2017.

Insurance

We maintain standard insurance policies for our assets and our employees. As of September 30, 2017, our material policies included: (i) burglary policy (cash in safe); (ii) money insurance policy (cash in transit); (iii) group mediclaim policy; (iv) group personal accident policy; (v) commercial general liability insurance policy; (vi); (vii) errors or omissions liability insurance policy; and (viii) directors' and officers' liability insurance policy. The insurance policies are reviewed periodically to ensure that the coverage is adequate. However, notwithstanding our insurance coverage, disruptions to our operations could nevertheless have a material adverse effect on our business, results of operations and financial condition to the extent our insurance policies do not cover our economic loss resulting from such damage.

Properties

As of the date of this Red Herring Prospectus, we own or have leased the following properties:

S. No.	Address of immovable properties	Leased/ Owned/Rented	Leasehold/ Freehold If Owned	Terms Of Lease/ Rent
1.	Ground Floor, B-Pitruchhaya, Paralkar Marg, Off Ranade Road, Dadar, Mumbai 400028	Owned	Freehold	Deed of Indenture dated November 29, 1995
2.	Plot No 13, D-17 ,4th Main Road, SIPCOT IT Park, Siruseri, Chennai 603 103	Leased	Leasehold	Leased for 99 years from July 12, 2000
3.	FF-2, Apine Arch, 10 Langford Road, Bengaluru-560025	Owned	Freehold	Sale deed dated November 8, 1996
4.	Apartment E, Ground Floor, Quanta ZEN, No. 2, Dr. Thomas Road, T. Nagar, Chennai-600017	Owned	Freehold	Sale deed dated February 22, 1996
5.	Plot no. 779, Udyog Vihar, Phase V, Gurugram, Haryana - 12201	Owned	Freehold	Sale deed dated May 23, 2014
6.	E-44/13, Okhla Phase-II, New Delhi - 110020	Owned	Freehold	Conveyance deed dated April 24. 2015
7.	Z-8, Basement, Hauz Khas Enclave, New Delhi	Owned	Freehold	Sale deed dated August 20, 1995
8.	Ground Floor and 1st Floor, Tower E, Plot No 7, Sector 144, Noida 201301, Uttar Pradesh	Leased	Leasehold	Leased for six years from April 7, 2013
9.	2nd Floor and 3rd Floor, Tower E, Plot No 7, Sector 144, Noida 201301, Uttar Pradesh	Leased	Leasehold	Leased for six years from November 15, 2014
10.	Unit - 519, 5th Floor, Rupa Solitaire, Building No. A-1, Sector I, Millennium Business Park, Thane - Belapur Road, Mahape, Navi Mumbai-400710	Licensed	-	Licensed for 60 months from April 15, 2017

S. No.	Address of immovable properties	Leased/ Owned/Rented	Leasehold/ Freehold If Owned	Terms Of Lease/ Rent
11.	Suite – 631, Block B, 6th Floor, M.B.C (Mangalam Business Centre), 22, Camac Street Kolkata - 700016, India	Licensed	-	Licensed for 11 months from December 1, 2017
12.	401 A, 401 C and 401 F, 4th Floor A Wing, Fortune 2000, Plot No: C 3, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400051	Licensed	-	Licensed for 60 months from July 15, 2016
13.	8th Floor, SLN Terminus, Survey No. 133, Beside Botanical Gardens, Gachibowli, Hyderabad	Rented	-	Rented for one year from June 1, 2017 up to May 31, 2018
14.	D-152, Okhla Phase-I, New Delhi-110020	Leased	Leasehold	Leased for 3 years from May 1, 2015
15.	D-162, Okhla Phase-I, New Delhi-110020	Leased	Leasehold	Leased for 3 years from May 1, 2016
16.	A-6, Satsang Vihar Marg, Qutub Institutional Area, New Delhi-110067	Licensed	-	Licensed for 11 months from August 1, 2017
17.	Plot No. 9A, Sector 24, Yamuna Expressway, Industrial Development Area, District Gautam Budhh Nagar, Uttar Pradesh	Leased	Leasehold	Lease deed for 90 years from November 30, 2015

Our Registered and Corporate Office is located in New Delhi. Our offices in New Delhi and Noida have been leased by us. Further, we have seven offices outside India (including Asia Pacific, United States, Canada, Europe and Middle East), all of which are also on leased premises.

Corporate Social Responsibility

We believe in corporate responsibility and contributing to the communities in which we operate. While being focused on sustained financial performance, we are also aware of the necessity and importance of social stewardship. As part of our initiatives to realise our CSR vision, we seek to, *inter alia*, promote education, care of abandoned children and gender equality.

The Corporate Social Responsibility Committee of our Board is entrusted with the primary responsibility of formulating the CSR initiatives of our Company. For further details in relation to the constitution of the Corporate Social Responsibility Committee and their terms of reference, see "***Our Management – Corporate Social Responsibility Committee***" on page 167.

For the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, we spent ₹ 2.69 million, ₹ 10.51 million, ₹ 4.88 million and ₹ 2.48 million respectively in accordance with our CSR policy. Key highlights of our recent CSR initiatives include:

- Newgen Digital Discovery Pathshala: The Newgen Digital Discovery Pathshala program is based on empowering children through digital education. We have adopted Government's Girls' Senior Secondary School, Harkesh Nagar, Okhla. It conducts classes for 1300 children; and

- In 2006, we founded 'Sadbhavna' to help with the education of children from the communities around our office in Okhla, New Delhi. Children of our support staff such as security and house-keeping are also enrolled in this program.

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain sector specific laws and regulations in India, which are applicable to our Company and its operations. The information detailed in this section, is based on the current provisions of Indian laws which are subject to amendments, changes and modifications. The information detailed herein has been obtained from sources available in the public domain. The laws and regulations set out below are not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.

Industry specific legislations

The Information Technology Act, 2000 (the "IT Act") and the rules made thereunder

The IT Act seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information, (ii) facilitate electronic filing of documents and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act has extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and, damaging computer systems and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto**.**

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India ("**DoIT**"), in April 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("**IT Security Rules**") which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected and any third party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The DoIT also notified the Information Technology (Intermediaries Guidelines) Rules, 2011 ("**IT Intermediary Rules**") requiring intermediaries receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under these IT Intermediaries Rules and to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it.

Software Technology Parks Scheme ("STP Scheme")

To implement the STP Scheme, a 100% export oriented scheme for the development and export of computer software, Software Technology Parks of India **("STPI")** was established and registered as an autonomous society under the Societies Registration Act, 1860, under the Ministry of Electronics and Information Technology, Government of India ("**MEIT**") on June 5, 1991. The STP Scheme covers export of professional services using communication links or physical media and any entity desiring to export its entire production of goods and services (except permissible sales in the domestic tariff area) is eligible to register with the relevant STPI. The STP Scheme is governed by the Foreign Trade Policy, 2015-2020 ("**FTP 2020**") read with the Handbook of Procedures, 2015-2020.

Non-STP units under STP Scheme

In terms of the Foreign Exchange Management Act, 1999 ("**FEMA**") and the Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 ("**FEMA Export Regulations"**) read with circular no. RBI/2013-14/254 A.P. (DIR Series) circular no. 43 dated September 13, 2013 issued by the RBI ("**RBI STP Circular**"), every exporter of information technology and information technology enabled services ("**ITES**"), including computer software, amongst others, is required to register with the STPI in its jurisdiction and to submit a software export declaration form ("**SOFTEX Form**") in respect of its exports, for certification to the RBI through such STPI.

In terms of the STP Scheme read with the RBI STP Circular, any entity engaged in the development of export oriented computer software or ITES is eligible to register itself as a non-STP unit with the relevant STPI and obtain a SOFTEX number from the RBI. In terms of the RBI STP Circular, each non-STP unit is required to submit the SOFTEX Forms within 30 days of raising an invoice for export and further, it is required to register each export contract prior to submission of SOFTEX Form. Registration with an STPI as a non-STP unit is valid for a period of three years and may be renewed.

The Special Economic Zones Act, 2005 ("SEZ Act")

The SEZ Act seeks to provide for the establishment, development and management of the Special Economic Zones ("**SEZ**") and envisages key role for the state governments in export promotion and creation of related infrastructure and provides for a single window approval mechanism. The applications for establishment of SEZs are considered by an inter-ministerial board of approval periodically. The SEZ Act governs the procedure for application, establishment and approval of the SEZ, the authorization to operate granted by the developer, the notification guidelines, constitution of the board of approval and its duties, powers and functions, among other things.

The incentives and facilities offered to the units in SEZs include: (i) duty free import/domestic procurement of goods for development, operation and maintenance of SEZ units; (ii) income tax exemption on export income for SEZ units under the applicable provisions of the Income Tax Act; (iii) exemption from minimum alternate tax under the applicable provisions of the Income Tax Act; (iv) certain relaxations in relation to raising external commercial borrowing by SEZ units; (v) tax exemptions (as applicable under the Goods and Services Tax regime); (vii) single window clearance for central and state level approvals; and (viii) exemption from other levies as extended by the respective state governments.

Pursuant to the provisions of the SEZ Act, the Government of India has notified the Special Economic Zones Rules, 2006 ("**SEZ Rules**") which, provide for minimum land requirement for various classes of SEZs. Every SEZ comprises a processing area within which the SEZ units would be established and a non-processing area where the supporting infrastructure is created.

In terms of the SEZ Act, once an SEZ has been approved by the board of approval pursuant to an application by a developer (either directly to the board of approval or through the relevant state Government), and the Government of India has notified the SEZ area, units are allowed to be established within the SEZ. Post-approval clearances such as grant of importer-exporter code ("**IEC**"), change in the name of the company or implementing agency, broad banding diversification are granted by the Development Commissioner at the zonal level. The performance of the SEZ units are periodically monitored by an approval committee and any violation of the conditions of approval by SEZ units are liable for penal action in terms of the Foreign Trade (Development and Regulation) Act, 1992 ("**FTDRA**").

Importer exporter code ("IEC")

In India, exports and imports are regulated by the FTDRA, which seeks to develop and regulate foreign trade by facilitating imports into India and augmenting exports from India. Pursuant to the provisions of the FTDRA, every importer and exporter in India must obtain an IEC from the Director General of Foreign Trade ("**DGFT**") or from any other officer duly authorised under the FTDRA. Failure to obtain the IEC number may lead to penal action under the FTDRA. Further, the DGFT is authorised to suspend or cancel IEC in case of (i) contravention by any person of the provisions of FTDRA or the foreign trade policy or any law relating to central excise or customs or foreign exchange or commission of any other economic offence under any other law specified by the Central Government or (ii) making an export or import in a manner prejudicial to the trade relations of India with any foreign country or to the interests of other persons engaged in imports or exports or bringing disrepute to the credit or the goods of, or services or technology, provided from the country or (iii) importing or exporting specified goods or services or technology, in contravention of any provision of FTDRA or any rules or orders made thereunder or the foreign trade policy. Where any IEC number granted to a person has been suspended or cancelled, the person shall not be entitled to import or export any goods or services or technology except under a special licence, granted by the DGFT to that person in a manner and subject to conditions as may be prescribed.

Intellectual Property laws

The Trademarks Act, 1999 ("Trademarks Act")

In India, trademarks enjoy protection under both statutory and common law and Indian trademark law permits the registration of trademarks for both goods and services. The Trademarks Act governs the statutory protection of trademarks and the prevention of the use of fraudulent marks in India. Under the provisions of the Trademark Act, an application for trademark registration may be made before the Trademark Registry by any person claiming to be the proprietor of a trade mark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future.

Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored. The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks. Further, pursuant to the notification of the Trademark (Amendment) Act, 2010 simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark (Amendment) Act, 2010 also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law with international practice.

The Patents Act, 1970 ("Patents Act")

The Patents Act recognises both product and process patents and prescribes eligibility criteria for grant of patents, including the requirement that an invention satisfy the requirements of novelty, inventive step and industrial applicability in order for it to avail patent protection. However, the Patents Act also provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy such criteria. Application by an Indian resident to any foreign authority in respect of an invention made outside India is prohibited without first making an application for the invention in India. Once granted, a patent remains valid for a period of 20 years from the date of filing of the patent application, subsequent to which it can be renewed.

While the Patents Act prohibits patentability of a 'computer programme' as such, computer programmes in combination with a novel hardware are patentable. Computer programs on their own are excluded from patent protection and are protected as a literary work under the Copyright Act (defined below). In terms of the Patent Act, the patentee holds the exclusive right to prevent third parties from the using, offering for sale, selling or importing for such purposes, the patented product or product obtained directly by a process patented in India.

The Copyright Act, 1957 ("Copyright Act")

The Copyright Act governs copyrights subsisting in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings, including computer programmes, tables and compilations including computer databases. Software, both in source and object code, constitutes a literary work under Indian law and is afforded copyright protection and the owner of such software becomes entitled to protect his works against unauthorised use and misappropriation of the copyrighted work or a substantial part thereof. Any such acts entitle the copyright owner to obtain relief from a court of law including injunction, damages and accounts of profits. Further, copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work and once registered, copyright protection remains valid until expiry of 60 years from the demise of the author.

Reproduction of a copyrighted software for sale or hire or commercial rental, offer for sale or commercial rental, issuing copy(ies) of the computer programme or making an adaptation of the work without consent of the copyright owner amount to infringement of the copyright. However, the Copyright Act prescribes certain fair use exceptions which permit certain acts, which would otherwise be considered copyright infringement.

Labour law legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following in an indicative list of labour laws which may be applicable to our Company due to the nature of our business activities:

(1) Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
(2) Contract Labour (Regulation and Abolition) Act, 1970;
(3) Employees' State Insurance Act, 1948;
(4) Payment of Bonus Act, 1965;
(5) Payment of Gratuity Act, 1972;
(6) Maternity Benefit Act, 1961;
(7) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
(8) Employees' Compensation Act, 1923.

Foreign Investment laws

Foreign investment in India is governed by the provisions of FEMA along with the rules, regulations and notifications made by RBI thereunder, and the Consolidated FDI Policy ("**Consolidated FDI Policy**") issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**DIPP**") from time to time. Under the current FDI Policy (effective August 28, 2017) 100% foreign direct investment is permitted in IT/ITES sector, under the automatic route.

In terms of applicable regulations notified under FEMA and the SEBI (Foreign Portfolio Investors) Regulations, 2014 ("**SEBI FPI Regulations**"), investments by Foreign Portfolio Investors (**"FPIs**") in the capital of an Indian company under the SEBI FPI Regulations are subject to certain limits individual holding limits of 10% of the capital of the company per FPI and the aggregate holding limit of 24% of the capital of the company. However, the aggregate limit for FPI investment in a company can be increased up to the applicable sectoral cap by passing a resolution of the company's board of directors, followed by a special resolution by the shareholders and prior intimation to the RBI.

Overseas Direct Investment ("ODI")

In terms of the Master Direction No. 15/2015-16 on "Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary Abroad" issued by the RBI, dated January 1, 2016, an Indian entity is allowed to make ODI under the automatic route up to limits prescribed by the RBI, which currently should not exceed 400% of its net worth. ODI can be made by investing in either joint ventures or wholly owned subsidiaries outside India. Any financial commitment exceeding USD one billion (or its equivalent) in a financial year would require prior approval of the RBI.

Miscellaneous Regulations

In addition to the above, our Company is subject to various laws and regulations such as the Competition Act, 2002; the Consumer Protection Act, 1986; the Companies Act; and direct and indirect taxation laws.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'Newgen Software Technologies Private Limited' on June 5, 1992, as a private limited company under the Companies Act 1956, with a certificate of incorporation granted by the 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. Further, pursuant to a special resolution passed by our shareholders on June 7, 2000, our name was changed to 'Newgen Software Technologies Limited' and our Company was converted into a public limited company with effect from June 13, 2000.

Business and management

For a description of our activities, products, technology, market segments, the growth of our Company, the standing of our Company with reference to prominent competitors in connection with our products, management, major suppliers and customers, regional geographical segment etc., see "***Industry Overview***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 106, 124 and 308, respectively. For details of the management of our Company and our managerial competence, see "***Our Management***" on page 157.

Changes in Registered Office

Details of prior changes in the address of our Registered Office are as below.

Effective date	Details of change	Reasons for change
January 7, 1993	The address of the Registered and Corporate Office of our Company was changed from 6/C, Kalu Sarai, Sarvapriya Vihar, New Delhi 110 016 to A-6, Satsang Vigar Marg, Qutab Institutional Area, New Delhi 110 067	The address of the Registered and Corporate Office of the Company was changed with a view to achieve administrative and operational benefits.

Our main objects

The main objects of our Company as contained in our Memorandum of Association are:

(1) *"To develop, implement, export, import, purchase, sell or lease and otherwise deal in software and otherwise as dealers and representatives for all types of software and firmware.*

(2) *To conduct training and undertake turnkey assignments in developing and training of all types of software.*

(3) *To do research and development in image processing, artificial intelligence, communications, networking, process control software.*

(4) *To do data entry and processing of general data such as images and sound, and to install or hire computer and allied equipments and to run and conduct bureau of services.*

(5) *To provide consultancy services on retainership or otherwise for training, development, all matters relating to management, marketing, manufacturing, personnel, systems and procedures.*

(6) *To develop, trade, export, import and also act as agents, collaborators with Indian and/or foreign parties for software and also to support and service the installed software.*

(7) *To design, invent, make use of, hire, buy, sell, import, export, manufacture, assemble, repair, provide after sales and maintenance support services or otherwise dispose off and generally to deal in Communications, Broadcasting, Media, Computer Hardware and any other equipment and accessories related thereto."*

The main objects clause as contained in the Memorandum of Association enable our Company to undertake its existing activities.

Amendments to our Memorandum of Association

Set forth below are the details of changes that have been made to our Memorandum of Association since incorporation of our Company.

Date of change/ shareholders' resolution	Nature of amendment
August 2, 1997	The authorised share capital of our Company was increased from ₹ 10,000,000 divided into 1,000,000 Equity Shares each to ₹ 50,000,000 divided into 5,000,000 Equity Shares.
March 29, 2000	The authorised share capital of our Company was increased from ₹ 50,000,000 divided into 5,000,000 Equity Shares to ₹ 150,000,000 divided into 15,000,000 Equity Shares.
June 7, 2000	Clause I of the Memorandum of Association was altered to reflect the change in name of our Company from 'Newgen Software Technologies Private Limited' to 'Newgen Software Technologies Limited'.
December 10, 2004	Paragraph 7 was inserted in sub-Clause (A) of Clause III of the Memorandum of Association, as follows: "*To design, invent, make use of , hire, buy, sell, import, export, manufacture, assemble, repair, provide after sales and maintenance support services or otherwise dispose off and generally to deal in Communications, Broadcasting, Media, Computer Hardware and any other equipment and accessories related thereto.*"
October 25, 2007	The authorised share capital of our Company was reclassified from ₹ 150,000,000 divided into 15,000,000 Equity Shares to ₹ 150,000,000 comprising ₹ 130,000,000 divided into 13,000,000 Equity Shares of ₹ 10 each and ₹ 20,000,000 divided into 2,000,000 preference shares of ₹ 10 each.
November 13, 2013	The authorised share capital of our Company of ₹ 150,000,000 comprising ₹ 130,000,000 divided into 13,000,000 Equity Shares of ₹ 10 each and ₹ 20,000,000 divided into 2,000,000 preference shares of ₹ 10 each was reclassified to ₹ 150,000,000 comprising ₹ 129,998,000 divided into 12,999,800 Equity Shares, ₹ 2,000 divided into 200 DVRs and ₹ 20,000,000 divided into 2,000,000 preference shares.
July 9, 2014	The authorised share capital of our Company was increased from ₹ 150,000,000 comprising ₹ 129,998,000 divided into 12,999,800 Equity Shares, ₹ 2,000 divided into 200 DVRs and ₹ 20,000,000 divided into 2,000,000 preference shares to ₹ 750,000,000 comprising ₹ 630,000,000 divided into 63,000,000 Equity Shares, ₹ 2,000 divided into 200 DVRs and ₹ 119,998,000 divided into 11,999,800 preference shares.
June 20, 2016	The authorised capital of our Company was increased from ₹ 750,000,000 comprising ₹ 630,000,000 divided into 63,000,000 Equity Shares, ₹ 2,000 divided into 200 DVRs and ₹ 119,998,000 divided into 11,999,800 preference shares to ₹ 750,500,000 comprising ₹ 630,500,000 divided into 63,050,000 Equity Shares, ₹ 2,000 divided into 200 DVRs and ₹ 119,998,000 divided into 11,999,800 preference shares, pursuant to the scheme of amalgamation of SIEPL *(defined hereafter)* with our Company being effective from June 20, 2016.
March 17, 2017	The authorised share capital of our Company was increased from ₹ 750,500,000 comprising ₹630,500,000 divided into 63,050,000 Equity Shares, ₹ 2,000 divided into 200 DVRs and ₹ 119,998,000 divided into 11,999,800 preference shares to ₹ 764,000,000 comprising ₹ 644,000,000 divided into 64,400,000 Equity Shares, ₹ 2,000 divided into 200 DVRs and ₹ 119,998,000 divided into 11,999,800 preference shares.
July 28, 2017	The authorised share capital of our Company was increased from ₹ 764,000,000 comprising ₹ 644,000,000 divided into 64,400,000 Equity Shares, ₹ 2,000 divided into 200 DVRs and ₹ 119,998,000 divided into 11,999,800 preference shares to ₹ 1,100,000,000 comprising ₹ 980,002,000 divided into 98,000,200 Equity Shares and ₹ 119,998,000 divided into 11,999,800 CCPS.

Total Number of shareholders of our Company

As on the date of this Red Herring Prospectus, our Company has 407 Equity Shareholders. For further details on the shareholding of our Company, see "***Capital Structure***" on page 74.

Major events and milestones

Set forth below are the major events in the history of our Company.

Year	Description
1992	Incorporated our Company.
1997	Incorporated our wholly-owned Subsidiary, Newgen USA.
2008	Received investment from SAP AG, Germany and HAV 2 (Mauritius) Limited in our Company
2010	Released **OmniDocs 7.0** – This version was developed with focus on stability, performance and improved manageability.
2011	Released **RMS 2.0** – Updates focused around DoD 5015.02-STD certified RMS, enhanced record policies, search & retrieve operations.
2012	Incorporated our Subsidiaries, Newgen Software Technologies Canada Ltd. ("**Newgen Canada**") and Newgen Software Technologies Pte. Ltd. ("**Newgen Singapore**").
2013	Released **ZapIn 1.2.1** – Mobile capture solution Received investment from IDGVI and Ascent Capital in our Company
2014	Released **NEMF** – Newgen Enterprise Mobility Framework to rapidly create rich mobile applications.
	Released iBPS 2.1 - Updates focused around providing social, mobile and analytics capabilities.
2015	Incorporated our Subsidiary, Newgen Software UK
2017	Released: **OmniOMS 8.0** – Updates focused around end-to-end interactive and on-demand use cases, real-time communication generation from devices and business systems, multichannel distribution and HTML5 based emails.

Awards and certifications

A. Awards and achievements

With the deployment of our products, our customers have received various industry awards and recognition over the years, including the ones set forth below.

Calendar Year	Details
2017	A customer in the banking vertical won the Asian Banker Africa Technology Innovation Awards 2017 for Best Branch Automation
2016	A customer in the banking vertical won the Asian Banker Middle East & Africa Technology Implementation Awards 2016 for "Best Branch Automation" in Africa
	A customer in the banking vertical won the Workflow Management Coalition ("**WfMC**") Global Awards for Excellence in Business Process Management 2016
2015	A customer in the banking vertical won the WfMC Global Awards for Excellence in Business Process Management and Workflow 2015
	A customer in the banking vertical won the Elets Knowledge Exchange Awards 2015
	A customer in the banking vertical won the Asian Banker Middle East Technology Implementation Awards 2015 for Best Branch Automation
2014	A customer in the banking vertical won the Elets Financial Inclusion and Payments System Award 2014

B. Certifications

Quality related certifications

(1) The information security management systems of our Company are certified to be in compliance with the ISO/IEC 27001:2013 standard in respect of design, development, delivery and support of software products, solutions, cloud offerings and related services including all support functions undertaken at certain of our offices situated in India, pursuant to a certificate of registration (IS 556600) dated December 18, 2015 issued by the BSI Assurance UK Limited.

(2) Certain of our Company's offices are certified to be in compliance with the ISO 9001:2008 for their quality management system in respect of design, development, delivery and support of software products, solutions, cloud offerings and related services including all support functions undertaken at our offices situated in India, pursuant to a certificate of registration (FS 556601) dated December 5, 2015, issued by BSI Assurance UK Limited.

Changes in activities of our Company during the last five years

There have been no changes in the activities of our Company in the five years immediately preceding the date of the Draft Red Herring Prospectus, and the date of this Red Herring Prospectus, which may have had a material effect on our profits or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors.

Capital raising (Equity/ Debt)

Our equity issuances in the past and outstanding debt as on November 30, 2017, have been provided in "***Capital Structure***" and "***Financial Indebtedness***" on pages 74 and 332, respectively. Further, our Company has not undertaken any public offering of debt instruments since its incorporation.

Strikes and lock-outs

We have not experienced any strike, lock-out or labour unrest since incorporation.

Time/cost overrun

There have been no time/cost overruns pertaining to our business operations since incorporation.

Defaults or rescheduling of borrowings with financial institutions/banks, conversion of loans into equity by the Company.

There are no defaults or rescheduling of borrowings with financial institutions, banks or conversion of loans into Equity Shares in relation to our Company.

Injunctions or Restraining Order against our Company

There are no injunctions or restraining orders against our Company.

Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets, etc.

Except as disclosed below, our Company has not acquired any business or undertaking, or entered into any scheme of merger or amalgamation since incorporation.

*Scheme of amalgamation of Sundeep Import Export Private Limited ("**SIEPL**") with our Company*

Pursuant to an order dated May 30, 2016, the High Court of Delhi sanctioned a scheme of amalgamation under Sections 391 to 394 of the Companies Act 1956, whereby SIEPL which was a wholly-owned subsidiary of our Company at such time, was amalgamated with our Company, with effect from April 1, 2015. Further, a certified copy of the order dated May 30, 2016 of the High Court of Delhi was filed by our Company with the RoC on June 20, 2016.

Key features of the scheme of arrangement are set out below.

(i) The entire undertaking of SIEPL including all assets, liabilities, rights and obligations, immovable and movable assets of SIEPL were transferred to and vested in our Company as a going concern.
(ii) Movable assets or other assets which are capable of transfer by delivery of possession, payment, or by endorsement and delivery, were transferred to our Company.
(iii) All contracts, deeds, bonds, agreements and instruments of whatsoever nature to which SIEPL was a party, were to remain in full force and effect against or in favour of our Company.
(iv) Since SIEPL was a wholly-owned subsidiary of our Company, no new shares were issued pursuant to this scheme of amalgamation and further, the entire issued, subscribed and paid-up share capital of SIEPL was deemed to have been cancelled. The authorised share capital of SIEPL was combined with the authorised share capital of our Company and no further consideration was payable by our Company.
(v) All the assets and liabilities recorded in the books of SIEPL that were deemed to have been vested in our Company pursuant to the scheme were recorded at their respective book values.
(vi) All outstanding legal proceedings involving SIEPL were transferred in the name of our Company.
(vii) On the scheme of arrangement becoming effective, SIEPL stood dissolved without being wound up.

Shareholder agreements and other material agreements

Shareholder agreements

Share subscription cum shareholders' agreement dated July 7, 2008 ("SAP SSHA") by and among our Company, Diwakar Nigam, T.S. Varadarajan, HAV 2 (Mauritius) Limited, SAP AG, Germany and certain other shareholders of our Company and the deed of adherence dated October 4, 2011 executed by SAP V (Mauritius) with the parties to the SAP SSHA

Pursuant to the SAP SSHA, SAP AG, Germany had subscribed to 360,250 CCPS, constituting 3.54% of the then fully diluted equity share capital of our Company, for an aggregate consideration of ₹ 106.50 million.

Subsequently, SAP AG, Germany transferred its entire shareholding to SAP, pursuant to which, SAP V executed a deed of adherence dated October 4, 2011 with SAP AG, Germany, our Company, our Promoters and HAV 2 (Mauritius) Limited, Priyadarshini Nigam and Usha Varadarajan.

Share purchase agreement dated October 31, 2013 ("Newgen SPA") by and among our Company, HAV 2 (Mauritius) Limited, Unit Trust of India Investment Advisory Services Limited a/c Ascent India Fund III, IDG Ventures India Fund II LLC, Diwakar Nigam and T.S. Varadarajan

Pursuant to the Newgen SPA, Ascent Capital and IDGVI agreed to purchase 670,790 0.01% CCPS and 343,995 0.01% CCPS, constituting 6.60% and 3.38%, respectively, of the then equity share capital of our Company, on a fully diluted basis, from HAV 2 (Mauritius) Limited for an aggregate consideration of ₹ 548.82 million. Further, pursuant to the transfer of its entire holding of CCPS in terms of the Newgen SPA, HAV 2 (Mauritius) Limited ceased to be a shareholder of our Company and the investment agreement dated December 4, 2007 executed by it with our Company, as amended on February 3, 2009, was terminated.

Share purchase cum subscription agreement dated October 31, 2013 ("Newgen SPSA") by and among our Company, Diwakar Nigam, T.S. Varadarajan, Priyadarshini Nigam, Usha Varadarajan, Unit Trust of India Investment Advisory Services Limited a/c Ascent India Fund III and IDG Ventures India Fund II LLC

Pursuant to the terms of the Newgen SPSA, Ascent Capital and IDGVI agreed to subscribe to and purchase the following securities of our Company, in addition to the CCPS purchased from HAV 2 (Mauritius) Limited:

(a) Ascent Capital agreed to subscribe to 225,192 0.01% CCPS, constituting 2.14% of the then equity share capital and 10 DVRs for an aggregate consideration of ₹ 132.87 million;

(b) IDGVI agreed to subscribe to 115,478 0.01% CCPS, constituting 1.10% of the then equity share capital and 10 DVRs for an aggregate consideration of ₹ 68.14 million;

(c) Ascent Capital agreed to purchase 33,612 Equity Shares from Diwakar Nigam, 100,838 Equity Shares from T.S. Varadarajan and 33,612 Equity Shares from Priyadarshini Nigam, constituting in the aggregate 1.65% of the then equity share capital, for an aggregate consideration of ₹ 90.89 million;

(d) IDGVI agreed to purchase 17,237 Equity Shares from Diwakar Nigam, 51,711 Equity Shares from T.S. Varadarajan and 17,237 Equity Shares from Priyadarshini Nigam, constituting 0.85% of the then equity share capital for an aggregate consideration of ₹ 46.61 million;

(e) Ascent Capital and IDGVI agreed to purchase 180,041 Equity Shares and 92,329 Equity Shares constituting 1.77% and 0.91%, respectively, of the then equity share capital of our Company, for an aggregate consideration of ₹ 147.30 million, from certain employees and former employees of our Company in each case on a fully diluted basis.

In terms of the Newgen SPSA, the differential rights attached to the DVRs would expire on conversion of the 0.01% CCPS subscribed to by Ascent Capital and IDGVI and the DVRs would rank *pari passu* with the Equity Shares.

Shareholders' agreement dated October 31, 2013, as modified by an addendum dated July 22, 2016 (the "Newgen SHA"), by and among our Company, Unit Trust of India Investment Advisory Services Limited a/c

Ascent India Fund III, IDG Ventures India Fund II LLC, SAP V (Mauritius), Diwakar Nigam, T.S. Varadarajan, Priyadarshini Nigam, Usha Varadarajan

Our Company, the Promoters, Priyadarshini Nigam, Usha Varadarajan, Ascent Capital, IDGVI, SAP V and Newgen Employees Trust entered into the Newgen SHA, which substantially supersedes the SAP SSHA (defined hereafter).

Pursuant to the terms of the Newgen SHA, each of Ascent Capital and IDGVI are entitled to appoint one director and one observer on our Board and on the board of directors of our Subsidiaries. Further, our Promoters are entitled to appoint up to five directors on our Board and we are further required to appoint two independent directors, with the consent of the nominee of Ascent Capital, IDGVI and our Promoters.

In addition, under the terms of the Newgen SHA, Ascent Capital, IDGVI and SAP V also have certain preferential rights, including (i) pre-emptive rights, in the event our Company issues any new equity securities (except for such securities issued pursuant to any employee stock option scheme of our Company or an initial public offer or other instances as set out in Newgen SHA), (ii) tag-along rights, (iii) anti-dilution rights (except for any equity securities issued pursuant to any employee stock option scheme or an initial public offering), (iv) Ascent Capital's and IDGVI's right of first offer in the event of a proposed transfer of Equity Shares by our Promoters, subject to certain conditions provided in Newgen SHA, (v) right of first refusal in the event of a proposed transfer of any equity securities by the Promoters, Priyadarshini Nigam or Usha Varadarajan, (vi) certain information rights and (vii) a preference of receiving payment, calculated in accordance with the Newgen SHA, in the event of liquidation of our Company.

Further, in terms of the Newgen SHA, as amended by the Newgen SHA Amendment (defined below), certain reserved matters in relation to our Company, require the affirmative vote of each of the Directors, if nominated by Ascent Capital and IDGVI at Board meetings. In the alternative, the reserved matters may be approved by a written consent of both Ascent Capital and IDGVI. Additionally, the Newgen SHA provides for procedure for dealing with reserved matters in relation to our Subsidiaries.

The Newgen SHA automatically terminates upon the listing of Equity Shares on a recognised stock exchange in India or other jurisdictions. However, the Newgen SHA provides for survival of certain rights, including tag-along rights, liquidation preference and information rights, until the time that any of Ascent Capital or IDGVI continues to hold Equity Shares in excess of 3.00% of our paid-up equity share capital or SAP V continues to hold at least 180,125 Equity Shares. For further details of the shareholding of Ascent Capital, IDGVI and SAP, in our Company, see "***Capital Structure***" on page 74.

The Newgen SHA was modified pursuant to an addendum executed by and among our Company, the Promoters, Priyadarshini Nigam and Usha Varadarajan, Ascent Capital, IDGVI, SAP, Newgen ESOP Trust and Pandara Trust, wherein the parties to the Newgen SHA and Pandara Trust agreed to extend the period for completion of our Company's initial public offering from March 31, 2017 to March 31, 2018.

Further, our Company, the Promoters, Priyadarshini Nigam and Usha Varadarajan, Ascent Capital, Pandara Trust, IDGVI, SAP V, Newgen ESOP Trust and Newgen Employees Trust have entered into an amendment agreement dated July 7, 2017 ("**Newgen SHA Amendment**") to the Newgen SHA, pursuant to which the rights of the Ascent Capital and IDGVI, including those pertaining to determining composition of the committees of our Board, quorum requirements for meetings of our Board and information rights have been amended and modified with effect from the date of the Newgen SHA Amendment and certain other rights such as the surviving provisions in the event Ascent Capital, IDGVI and Pandara Trust, collectively, or SAP V continue to hold the threshold shareholding, will be terminated with effect from the date of listing of the Equity Shares on the Stock Exchanges. In terms of the Newgen SHA Amendment, all special rights conferred on IDGVI (including any rights that Pandara Trust may have), Ascent Capital and SAP V will fall away on listing of the Equity Shares on the Stock Exchanges.

Share purchase agreement dated March 27, 2014 ("Pandara SPA") by and among IDG Ventures India Fund II LLC, Vistra ITCL Limited (formerly known as IL&FS Trust Limited) acting as the trustee for Pandara Trust Scheme I, a scheme of Pandara Trust (managed by Nishaavritra Investment Manager LLP) and our Company

Pursuant to the Pandara SPA, Pandara Trust agreed to purchase 64,326 0.01% CCPS and 24,992 Equity Shares, constituting 0.85% of the then equity share capital of our Company, on a fully diluted basis, from IDGVI for an aggregate consideration of ₹ 48.31 million. Further, pursuant to the terms of the Pandara SPA, IDGVI assigned its rights relating to such Equity Shares and CCPS under the Newgen SHA to Pandara Trust, including its pre-emptive rights, right of first refusal and liquidation preference amongst others.

Other material agreements

Our Company has not entered into any material contract other than in the ordinary course of business carried on or intended to be carried on by our Company in the two years preceding the date of this Red Herring Prospectus.

Holding Company

As on the date of this Red Herring Prospectus, our Company does not have any holding company.

Subsidiaries of our Company

As on the date of this Red Herring Prospectus, our Company has five wholly owned Subsidiaries, of which, one Subsidiary is situated in India and four Subsidiaries are incorporated outside of India.

Indian Subsidiary

Newgen Computers Technologies Limited ("NCTL"')

NCTL was incorporated on January 20, 1993 as Newgen Computer Technologies Private Limited. It was converted into a deemed public limited company on March 31, 2000 under the Companies Act 1956. Its CIN is U74899DL1993PLC051791 and its registered office is situated at A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi 110 067, India. While NCTL is currently not engaged in any business operations, it is authorised under its constitutional documents to develop, implement, export, import, purchase, sale and lease and otherwise deal in software and otherwise as dealers and representatives for all types of software and firmware.

The authorised share capital of NCTL is ₹ 5,000,000 divided into 500,000 equity shares of ₹ 10 each and the paid-up share capital is ₹ 2,100,000 divided into 210,000 equity shares of ₹ 10 each. Our Company holds 100% of the equity share capital of NCTL, including 10 equity shares held by T.S. Varadarajan and one equity share each held by Diwakar Nigam, Tarun Nandwani, Surender Jeet Raj, Virender Jeet and A.K. Sharan, as nominees of our Company.

There are no accumulated profits or losses of NCTL not accounted for by our Company.

Foreign Subsidiaries

Newgen Software Inc. USA

Newgen USA was incorporated under the laws of Delaware on October 10, 1997, with the State of Delaware. Its registration number is 2806856 and its registered office is located at 251 Little Falls Drive, Wilmington, Delaware, United Sates of America. Newgen USA is presently engaged in the business of providing information technology services and software to our Company's clients and marketing support services to our Company.

The authorised share capital of Newgen USA is USD 2 million divided into 10,000 shares of common stock at USD 200 each and its paid-up share capital is USD 1.2 million divided into 6,000 common shares of USD 200 each. Our Company holds 100% of the ordinary shares of Newgen USA.

There are no accumulated profits or losses of Newgen USA not accounted for by our Company.

Newgen Software Technologies Canada Ltd

Newgen Canada was incorporated under the Canada Business Corporation Act on April 26, 2012. Its corporate identification/registration number is 002325849 and its registered office is located at 199, Bay Street, Suite # 4000, Toronto, Ontario, Canada. Newgen Canada is currently engaged in the business of front ending with our customers for our products and solutions.

The authorised share capital of Newgen Canada is CAD 0.10 million divided into 1,000,000 ordinary shares of CAD 0.10 each and its paid-up share capital is CAD 0.10 million (divided into 1,000,000 ordinary shares of CAD 0.10 each). Our Company holds 100% of the ordinary shares of Newgen Canada.

There are no accumulated profits or losses of Newgen Canada not accounted for by our Company.

Newgen Software Technologies (UK) Ltd. ("Newgen UK")

Newgen UK was incorporated under the United Kingdom Companies Act, 2006 on September 24, 2015. Its registration number is 09792682 and its registered office is situated at 10 Finsbury Square, London EC2A 1AF, United Kingdom. Newgen UK is currently engaged in the business of front ending with our customers for our products and solutions.

The authorised paid-up share capital is GBP 0.20 million divided into 20,000,000 ordinary shares of GBP 0.01 each and its paid-up share capital is GBP 0.20 million (divided into 20,000,000 ordinary shares of GBP 0.01 each). Our Company holds 100% of the ordinary shares of Newgen UK.

There are no accumulated profits or losses of Newgen UK not accounted for by our Company.

Newgen Software Technologies Pte Ltd.

Newgen Singapore was incorporated under the Singapore Companies Act, CAP 50 on April 25, 2012. Its registration number is 201210314H and its registered office is located at 6 Shenton Way #38-01, OUE Downtown, Singapore. Newgen Singapore is currently engaged in the business of front ending with our customers for our products and solutions.

The authorised share capital of Newgen Singapore is SGD 0.25 million divided into 250,000 ordinary shares of SGD 1 each and its paid-up share capital is SGD 0.25 million divided into 250,000 ordinary shares of SGD 1 each. Our Company holds 100% of the share capital of Newgen Singapore.

There are no accumulated profits or losses of Newgen Singapore not accounted for by our Company.

Sale or purchase of shares of our Subsidiaries in the last six months

None of our Promoters, members of our Promoter Group, our Directors and their relatives (as defined under the Companies Act 2013) have sold or purchased equity shares of our Subsidiaries in their personal capacity during the six months preceding the date of this Red Herring Prospectus.

Our Joint Ventures or associate companies

As on the date of this Red Herring Prospectus, our Company does not have any joint venture or associate companies.

Strategic and financial partnerships

As on the date of this Red Herring Prospectus, our Company does not have any strategic or financial partners.

OUR MANAGEMENT

Under the Articles of Association, our Company is authorised to have a minimum of three and a maximum of nine Directors as on the date of this Red Herring Prospectus. As on the date of this Red Herring Prospectus, we have six Directors on our Board, comprising three whole-time Directors and three non-executive, independent Directors. The Chairman of our Board, Diwakar Nigam, is a whole-time Director. Further, we have one woman director on our Board. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act 2013 and SEBI Listing Regulations.

The following table sets forth details regarding our Board as on the date of this Red Herring Prospectus.

Name, designation, address, occupation, nationality, term and DIN	Age (in years)	Other Directorships
Diwakar Nigam *Designation:* Chairman and Managing Director *Address:* J-3, Saket, New Delhi 110 017, India *Occupation*: Business *Nationality:* Indian *Term:* Liable to retire by rotation *DIN:* 00263222	63	*Indian public limited companies* 1. Newgen Computers Technologies Limited *Foreign companies* 1. Newgen Software Inc.; 2. Newgen Software Technologies (UK) Ltd.; 3. Newgen Software Technologies Canada Ltd.; and 4. Newgen Software Technologies Pte. Ltd.
T.S. Varadarajan *Designation:* Whole-time Director *Address:* D-162, Saket, New Delhi 110 017, India *Occupation*: Business *Nationality:* Indian *Term:* Liable to retire by rotation *DIN:* 00263115	65	*Indian public limited companies* 1. Newgen Computers Technologies Limited *Indian private limited companies* 1. Jnanaadri Technovations Private Limited *Foreign companies* 1. Newgen Software Inc.; 2. Newgen Software Technologies (UK) Limited; 3. Newgen Software Technologies Canada Ltd.; and 4. Newgen Software Technologies Pte. Ltd.
Priyadarshini Nigam *Designation:* Whole-time Director *Address:* J-3, Saket, New Delhi 110 017, India *Occupation*: Business *Nationality:* Indian *Term:* Liable to retire by rotation *DIN:* 00267100	60	*Indian public limited companies* 1. Newgen Computers Technologies Limited
Kaushik Dutta *Designation:* Non-executive, independent Director *Address:* 843-A, Block Lavy Pinto, Asiad Village, New Delhi 110 049, India *Occupation*: Business *Nationality:* Indian *Term:* Five years with effect from July 9, 2014.	55	*Indian public limited companies* 1. Digilife Distribution and Marketing Services Limited; 2. HCL Infosystems Limited; 3. HCL Services Limited; 4. NDTV Convergence Limited; 5. NDTV Labs Limited; 6. NDTV Lifestyle Holdings Limited; 7. NDTV Networks Limited; and 8. New Delhi Television Limited. *Indian private limited companies*

Name, designation, address, occupation, nationality, term and DIN	Age (in years)	Other Directorships
DIN: 03328890		1. Applect Learning Systems Private Limited; 2. Centennial Development Advisory Services India Private Limited; 3. NSL Renewable Power Private Limited; 4. Thought Arbitrage Research Institute; and 5. Zomato Media Private Limited.
Saurabh Srivastava *Designation:* Additional independent Director *Address:* C-482, Defence Colony, New Delhi 110 024 India *Occupation*: Business *Nationality:* Indian *Term:* Until the date of next annual general meeting *DIN:* 00380453	71	*Indian Public Limited Companies* 1. Dr. Lal Pathlabs Limited; 2. Info Edge (India) Limited; 3. Digital India Corporation (earlier known as Media Lab Asia); 4. Naukri Internet Services Limited; 5. Yes Bank Limited; and 6. Global Edge Software Limited. *Indian private limited companies* 1. Indian Angel Network Services Private Limited; 2. Kaleidoscope Entertainment Private Limited; 3. Rajasthan Asset Management Company Private Limited; and 4. Robhatah Robotics Solutions Private Limited.
Subramaniam Ramnath Iyer *Designation:* Additional independent Director *Address:* B-2/131, Safdarjung Enclave, New Delhi 110 029 India *Occupation*: Business *Nationality:* Indian *Term:* Until the date of next annual general meeting *DIN:* 00524187	59	*Indian private limited companies* 1. Amtrak Consultants Private Limited.

In compliance with Section 152 of the Companies Act 2013, not less than two-thirds of our non-independent Directors are liable to retire by rotation.

Relationship between Directors

Except Diwakar Nigam and Priyadarshini Nigam, who are related to each other as husband and wife, respectively, none of our other Directors are related to each other.

Brief profiles of our Directors

Diwakar Nigam, aged 63 years, is the Chairman and Managing Director of our Company. He holds a bachelor’s degree in science from the University of Allahabad; master’s degree in science (mathematics) from the Indian Institute of Technology, Delhi and a master’s degree in technology (computer science) from the Indian Institute of Technology, Madras. Mr. Diwakar Nigam was one of the founding members of National Association of Software and Services Company (“**NASSCOM**”). He was also a member of the anti-piracy task force of NASSCOM. Prior to joining our Company, he promoted a company, Softek Private Limited and had been associated with the company for a period of 12 years. Diwakar Nigam has been on our Board since April 1, 1993 and has more than 35 years of experience in the IT industry.

T.S. Varadarajan, aged 65 years, is a whole-time Director of our Company. He holds a bachelor's degree in science from the Bangalore University; a bachelor's degree in engineering (electrical technology) from the Indian Institute of Science, Bengaluru and a master's degree in technology (computer science) from the Indian Institute of Technology, Madras. Prior to promoting our Company, he promoted a company, Softek Private Limited and had been associated with the company for a period of 12 years. T.S. Varadarajan has been on our Board since its incorporation. He has more than 35 years of experience in the field of software designing and development.

Priyadarshini Nigam, aged 60 years, is a whole-time Director of our Company. She holds a bachelor's and master's degree in economics. Priyadarshini Nigam has been on our Board since September 20, 1997. She has previously been a freelance journalist and has published articles in South- North News Service and Depthnews Press Foundation Asia. She has more than 10 years of experience in the field of journalism.

Kaushik Dutta, aged 55 years, is a non-executive, independent Director of our Company. He holds a bachelor's degree in commerce from St. Xavier's College, University of Calcutta. He is a qualified chartered accountant and a fellow member of ICAI. He has previously worked as a partner with Lovelock and Lewes, Bengaluru and Price Waterhouse, Bangalore. Kaushik Dutta has also worked as an expert on corporate governance with the Indian Institute of Corporate Affairs and as an expert consultant in the field of financial analysis, with the Serious Fraud Investigation Office of the MCA. He is also the founder and co-director of Thought Arbitrage Research Institute. He has more than 22 years of experience in the field of finance and accounting.

Saurabh Srivastava, aged 71 years, is an additional independent Director of our Company. He is an alumnus of the Indian Institute of Technology, Kanpur and the Harvard University, USA. He is a founder director of Indian Angel Network and has also been a former chairman of NASSCOM. He has also been awarded Padma Shri by the Government of India. He has several years of experience in the field of information technology.

Subramaniam Ramnath Iyer, aged 59 years, holds a bachelor's degree in commerce from University of Delhi. He is a qualified chartered accountant, company secretary and cost accountant. He has previously worked with DCM Limited as an assistant accounts manager and with Subros Limited as a finance manager and a company secretary. He is the sole proprietor of S.R. Iyer & Associates, Chartered Accountants. He has approximately 27 years of experience in the field of finance and accounting.

Terms of Appointment of our Whole-time Directors

<u>Diwakar Nigam</u>

Diwakar Nigam was appointed as a Director pursuant to a resolution of our shareholders on April 1, 1993. Subsequently, he was appointed as our Managing Director with effect from April 1, 2007 by a resolution dated March 30, 2007 of our shareholders and was last reappointed as our Managing Director with effect from June 1, 2016 pursuant to a resolution of our shareholders dated August 22, 2016. His term is for a period of three years, until May 31, 2019. Further, by a resolution dated June 14, 2017 of our Board, he was appointed as the Chairman thereof for a term coinciding with his term as our Director, unless otherwise decided by our Board.

Further, pursuant to a resolution dated June 14, 2017 of our Board and a resolution dated July 28, 2017 of our shareholders and subject to applicable law, his remuneration was revised with effect from June 1, 2017. In terms of such resolutions, Diwakar Nigam is entitled to a monthly gross remuneration not exceeding ₹ 1.45 million, subject to an annual increase of 10.00%, with effect from June 1 of each year. However, his aggregate annual remuneration is subject to a limit of 5.00% of the net profit of our Company in such fiscal. Further, should the total managerial remuneration payable to the Managing Director and all Whole-time Directors exceed 10.00% of our net profit in any fiscal, calculated in accordance with the applicable provisions of Companies Act 2013, necessary adjustments will be made in his remuneration, on a *pro-rata* basis, to bring such aggregate remuneration within the prescribed limit.

Diwakar Nigam is also entitled to perquisites as per the policies of the Company including, but not limited to, medical re-imbursement, insurance coverage and club membership. The value of aforesaid perquisites is restricted to ₹ 0.50 million per annum. Additionally, the use of car, telephone, cell phone and computer / laptop provided for official purpose will not be treated as perquisites. He is also entitled for reimbursement of entertainment expenses incurred for the business of the Company, at actuals.

His appointment as Managing Director may be terminated by him or our Company by giving notice in advance of three months of such termination or payment of salary in lieu thereof or by their mutual consent.

T.S. Varadarajan

T.S. Varadarajan has been on our Board since the incorporation of our Company and was appointed as a whole-time Director with effect from April 1, 2007 by a resolution passed by our shareholders on March 31, 2007 and was last reappointed as a whole-time Director with effect from June 1, 2016 pursuant to a resolution of our shareholders dated August 22, 2016. His term is for a period of three years, until May 31, 2019.

Further, pursuant to a resolution dated June 14, 2017 of our Board and a resolution dated July 28, 2017, of our shareholders and subject to applicable law, his remuneration was revised with effect from June 1, 2017. In term of such resolutions, T.S. Varadarajan is entitled to a monthly gross remuneration not exceeding ₹ 0.69 million, subject to an annual increase of 10.00%, with effect from June 1 of each year. However, his aggregate annual remuneration is subject to a limit of 5.00% of the net profit of our Company in such fiscal. Further, should the total managerial remuneration payable to the Managing Director and all Whole-time Directors exceed 10.00% of our net profit in any fiscal, calculated in accordance with applicable provisions of Companies Act 2013, necessary adjustments will be made in his remuneration, on a *pro-rata* basis, to bring such aggregate remuneration within the prescribed limit.

T.S. Varadarajan is also entitled to perquisites as per the policies of the Company, including but not limited, to medical re-imbursement, insurance coverage and club membership. The value of aforesaid perquisites is restricted to ₹ 0.50 million per annum. Additionally, the use of car, telephone, cell phone and computer / laptop provided for official purpose will not be treated as perquisites. He is also entitled for reimbursement of entertainment expenses incurred for the business of the Company, at actuals.

His appointment as a Whole-time Director may be terminated by him or the Company by giving notice in advance of three months of such termination or payment of salary in lieu thereof or by their mutual consent.

Priyadarshini Nigam

Priyadarshini Nigam was appointed as an additional Director on our Board pursuant to a resolution of our Board on September 20, 1997 and subsequently, her appointment was regularised pursuant to a resolution of our shareholders on September 30, 1997. She was appointed as our whole-time Director with effect from December 4, 2008 pursuant to a resolution passed by our shareholders on December 5, 2008. She was last reappointed as a whole-time director with effect from June 1, 2016 pursuant to a resolution of our shareholders dated August 22, 2016. Her term is for a period of three years, until May 31, 2019.

Further, pursuant to a resolution dated June 14, 2017 of our Board and a resolution dated July 28, 2017 of our shareholders and subject to applicable law, Priyadarshini Nigam is entitled to a gross monthly remuneration that does not exceed ₹ 0.34 million, with effect from June 1, 2017, subject to an annual increase of 10.00%, with effect from June 1 of each year.

The aggregate annual remuneration of Priyadarshini Nigam, is subject to a limit of 2.00% of the net profit of our Company in such fiscal. Further, should the total managerial remuneration payable to the Managing Director and all Whole-time Directors exceed 10.00% of our net profit in any fiscal, calculated in accordance with Section 197 of Companies Act 2013, necessary adjustments will be made in her remuneration, on a *pro-rata* basis, to bring such aggregate remuneration within the prescribed limit.

Priyadarshini Nigam is also entitled to reimbursement of entertainment expenses incurred in relation to the business of the Company, at actuals.

Her appointment as a Whole-time Director may be terminated by her or our Company by giving notice in advance of three months of such termination or payment of salary in lieu thereof or by their mutual consent.

Compensation paid to our Whole-time Directors

The gross remuneration received by our whole-time Directors in fiscal 2017 are as follows:

(₹ *in million*)

Name of Director	Gross remuneration
Diwakar Nigam	8.54
T.S. Varadarajan	4.23
Priyadarshini Nigam	3.06

Compensation paid to our non-executive, independent Directors

Pursuant to a resolution dated September 18, 2017 of our Board, our non-executive, independent Directors are entitled to receive a maximum sitting fee of ₹ 0.10 million for attending each meeting of our Board and/ or a committee thereof.

Our non-executive, independent Directors are entitled to reimbursement of all travelling, hotel and other incidental expenses incurred by them in the performance of their duties in accordance with the Companies Act.

The gross remunerations received by our non-executive, independent Directors in fiscal 2017 are as follows:

(₹ *in million*)

Name of Director	Gross remuneration
Kaushik Dutta	1.00
Saurabh Srivastava	Nil*
Subramaniam Ramnath Iyer	Nil*

**As Saurabh Srivastava and Subramaniam Ramnath Iyer were appointed on August 30, 2017 and November 22, 2017, respectively, they were not paid any remuneration in fiscal 2017.*

Remuneration paid or payable from our Subsidiaries

No remuneration was paid or is or was payable to our Directors by any of our Subsidiaries in fiscal 2017.

Loans to Directors

No loans have been availed by the Directors from our Company.

None of our Directors are related to the sundry debtors of our Company.

Bonus or profit sharing plan for the Directors

Our Company does not have a bonus or profit sharing plan for our Directors.

Shareholding of our Directors in our Company

Our Articles of Association do not require the Directors to hold any qualification shares.

For details of Equity Shares and employee stock options held by our Directors on the date of this Red Herring Prospectus, see "***Capital Structure** – **Shareholding of our Directors and Key Managerial Personnel in our Company***" and "***Capital Structure – Employee Stock Option Scheme***" on pages 89 and 77, respectively.

Shareholding of Directors in Subsidiaries

Name of Director	Name of Subsidiary	No. of Equity Shares	% of Equity Share capital
Diwakar Nigam*	NCTL	1	Negligible
T.S. Varadarajan*	NCTL	10	0.005

**He holds shares as a nominee of our Company.*

Service contracts with Directors

There are no service contracts entered into with any Directors, which provide for benefits upon termination of employment.

Interest of Directors

All our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them.

Our Directors may also be interested to the extent of Equity Shares and to the extent of any dividend payable to them, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer.

For further details regarding the shareholding of our Directors, see "***Capital Structure – Shareholding of our Directors and Key Managerial Personnel in our Company***" and "***Capital Structure – Employee Stock Option Scheme***" on pages 89 and 77, respectively.

Appointment of relatives to a place of profit

Except as stated below, none of the relatives of the Directors have been appointed to an office or place of profit in our Company or its Subsidiaries:

Name of Director(s)	Name of relative	Relationship with Director	Company in which the relative is engaged	Designation
Diwakar Nigam and Priyadarshini Nigam	Rajiv Chandra	Priyadarshini Nigam's brother and Diwakar Nigam's brother-in-law	Newgen Singapore	Non-executive director
	Shubhi Nigam	Diwakar Nigam's and Priyadarshini Nigam's daughter	Newgen USA	Manager-product and solutions
	Sonali Nigam		Newgen USA	Head COE- life science and healthcare solutions

Interest in property

Our Directors are not interested in any property acquired by our Company within two years of the date of this Red Herring Prospectus, or presently intended to be acquired by it.

Interest in promotion of our Company

Except Diwakar Nigam and T.S. Varadarajan, who are Promoters of our Company and Priyadarshini Nigam who is a member of our Promoter Group, our Directors have no interest in the promotion of our Company, as on the date of this Red Herring Prospectus. For more details, see "***Our Promoters, Promoter Group and Group Companies***" on page 171.

Confirmations

Our Directors are not, and during the five years prior to the date of this Red Herring Prospectus, have not been on the board of any listed company whose shares have been/were suspended from being traded on BSE or NSE.

Except as disclosed below, none of our Directors has been or is a director on the board of any listed companies which have been or were delisted from any stock exchange.

Saurabh Srivastava was a director on the board of IIS Infotech Limited, which was delisted from the Over the Counter Exchange of India, details of which are set forth below.

Name of company	IIS Infotech Limited
Listed on (name of the stock exchange)	Over the Counter Exchange of India
Date of delisting on the stock exchange(s)	November 1999
Compulsory/voluntary delisting	Voluntary

Reasons for delisting	Acquired by another company
Whether relisted (Yes/No. If yes, date of re-listing on the stock exchange(s))	No
Term (along with relevant dates) of director in the above company	N.A.

Except for Saurabh Srivastava, who is a director on the board of directors of Rajasthan Asset Management Company Private Limited, which is the fund manager for RVCF Fund I and SME TECH FUND – RVCF Trust II (both of which are registered with SEBI as venture capital funds), none of our Directors are associated with the securities market. Further, to the best of our knowledge, SEBI has not initiated any action against Rajasthan Asset Management Company Private Limited or RVCF Fund I or SME TECH FUND – RVCF Trust II as on the date of this Red Herring Prospectus.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Red Herring Prospectus are set forth below.

Name of Director	Date of Change	Reasons
Mohit Goyal	March 27, 2015	Appointment as a non-executive, independent Director
Sudhir Kumar Sethi	May 11, 2016	Change in designation from non-executive Director to nominee Director of IDGVI
Sunil Kumar Kolangara	May 11, 2016	Change in designation from non-executive Director to nominee Director of Ascent Capital
Saurabh Srivastava	August 30, 2017	Appointment as an additional independent Director
Sudhir Kumar Sethi	September 18, 2017	Cessation as a nominee Director of IDGVI
Sunil Kumar Kolangara	September 18, 2017	Cessation as a nominee Director of Ascent Capital
Mohit Goyal	November 22, 2017	Resignation from the Board
Subramaniam Ramnath Iyer	November 22, 2017	Appointment as an additional independent Director

Borrowing Powers

Pursuant to our Articles of Association, subject to applicable laws and pursuant to the Board resolution dated July 22, 2016 and the special resolution passed by our shareholders on August 22, 2016, our Board has been authorised to borrow sums of money with or without security, which, together with the monies borrowed by our Company (excluding temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business) shall not exceed the amount of ₹ 1,250.00 million over and above the aggregate of the paid-up share capital and free reserves of our Company.

Corporate Governance

As on the date of this Red Herring Prospectus, there are six Directors on our Board, comprising three whole-time Directors and three non-executive, independent Directors. The chairman of our Board, Diwakar Nigam, is our Promoter and a whole-time Director. Further, we have one woman director on our Board. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act 2013 in relation to the composition of our Board and constitution of committees thereof.

Our Company undertakes to take all necessary steps to continue to comply with all the applicable requirements of SEBI Listing Regulations and the Companies Act 2013.

Board committees

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act 2013:

(a) Audit Committee;
(b) Nomination and Remuneration Committee;

(c) Stakeholders' Relationship Committee; and
(d) Corporate Social Responsibility Committee

Audit Committee

Our Audit Committee was constituted by a resolution of the Board dated November 18, 2002 and was last re-constituted by a resolution of our Board dated November 22, 2017 and is in compliance with Section 177 of the Companies Act 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

1. Kaushik Dutta – Non-executive, independent Director (*Chairperson*);
2. Subramaniam Ramnath Iyer – Non-executive, additional independent Director (*Member*); and
3. Saurabh Srivastava – Non-executive, additional independent Director (*Member*).

The Company Secretary shall act as the secretary to the Audit Committee.

Scope and terms of reference: The terms of reference of the Audit Committee are as set forth below:

A. The Audit Committee shall have the powers, including the following:

   (a) To investigate any activity within its terms of reference;
   (b) To seek information from any employee;
   (c) To obtain outside legal or other professional advice; and
   (d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

B. The role of the Audit Committee shall include the following:

   (a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
   (b) Recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
   (c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
   (d) Reviewing, the financial statements with respect to its unlisted Subsidiary(ies), in particular investments made by such Subsidiary(ies);
   (e) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

      i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms clause (c) of sub-section 3 of Section 134 of the Companies Act 2013;
      ii. Changes, if any, in accounting policies and practices and reasons for the same;
      iii. Major accounting entries involving estimates based on the exercise of judgment by management;
      iv. Significant adjustments made in the financial statements arising out of audit findings;
      v. Compliance with listing and other legal requirements relating to financial statements;
      vi. Disclosure of any related party transactions; and
      vii. Modified opinion(s) in the draft audit report.

   (f) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
   (g) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
   (h) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
   (i) Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

   Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause*

2(zc) of the SEBI Listing Regulations and/or the applicable accounting standards and/or the Companies Act 2013.

(j) Scrutiny of inter-corporate loans and investments;
(k) Valuation of undertakings or assets of the Company, wherever it is necessary;
(l) Evaluation of internal financial controls and risk management systems;
(m) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
(n) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
(o) Discussion with internal auditors of any significant findings and follow up thereon;
(p) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
(q) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
(r) Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
(s) Recommending to the Board the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
(t) Reviewing the functioning of the whistle blower mechanism;
(u) Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and Directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
(v) Approval of appointment of the chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
(w) Reviewing the security and control aspects of the information technology and connectivity systems;
(x) Reviewing compliance with internal and statutory audit reports and examine reasons for substantial defaults and delays in implementing audit recommendations;
(y) Review of statutory compliances and legal cases; and
(z) Carrying out any other functions required to be carried out by the Audit Committee in terms of applicable law.

C. The Audit Committee shall mandatorily review the following information:

(a) Management discussion and analysis of financial condition and results of operations;
(b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
(c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
(d) Internal audit reports relating to internal control weaknesses;
(e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
(f) statement of deviations in terms of the SEBI Listing Regulations:

i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchanges in terms of the SEBI Listing Regulations;
ii. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.

Nomination and Remuneration Committee

Our Remuneration Committee was constituted pursuant to a resolution passed by our Board on November 18, 2002 as the remuneration committee. It was renamed as the Nomination and Remuneration Committee on June 12, 2014 and was last reconstituted on November 22, 2017. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

1. Subramaniam Ramnath Iyer – Non-executive, additional independent Director (*Chairperson*);
2. Kaushik Dutta – Non-executive, independent Director (*Member*); and
3. Saurabh Srivastava – Non-executive, additional independent Director (*Member*).

Scope and terms of reference: The terms of reference of Nomination and Remuneration Committee are set forth below.

(a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(b) Formulation of criteria for evaluation of independent Directors and the Board;
(c) Devising a policy on Board diversity;
(d) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance (including independent Director);
(e) Whether to extend or continue the term of appointment of the independent Director(s), on the basis of the report of performance evaluation of Directors;
(f) Carrying out any other functions required to be undertaken by the Nomination and Remuneration Committee under applicable law; and
(g) To administer and implement the NEWGEN ESOP 2014 of the Company, including:

i. Delegation of duties and powers in whole or in part as it determines, to one or more officers of the Company and/or to any one or more sub-committees in respect of Newgen ESOP schemes;
ii. To choose eligible employees for grant of options and formulate the detailed terms and conditions of the scheme;
iii. To meet at such intervals as may be required for consideration of grant of options and for giving options to exercise;
iv. To take decision about the criteria of employees to whom Equity Shares, under NEWGEN ESOP 2014, to be directly issued or through transfer of Equity Shares from Newgen ESOP Trust as may be set up under the NEWGEN ESOP 2014; and
v. To do all such other acts and matters as may be provided in the NEWGEN ESOP 2014 and empowered by the Board of Directors from time to time.

Stakeholders' Relationship Committee

Our Stakeholders' Relationship Committee was constituted by a resolution of our Board dated June 14, 2017 and was last reconstituted on November 22, 2017, in compliance with Section 178 of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises:

1. Subramaniam Ramnath Iyer – Non-executive, additional independent Director (*Chairperson*)
2. Diwakar Nigam – Chairman (*Member)*
3. T.S. Varadarajan - Whole-time Director (*Member*)

Scope and terms of reference: The terms of reference of Stakeholders' Relationship Committee are as follows:

(a) Considering and resolving grievances of shareholders, and other security holders;

(b) Redressal of grievances of the security holders of the Company, including complaints in respect of allotment of Equity Shares, transfer of Equity Shares, non-receipt of declared dividends, annual reports, balance sheets of the Company, etc.;
(c) Allotment of Equity Shares;
(d) Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
(e) Carrying out any other functions required to be undertaken by the Stakeholders' Relationship Committee under applicable law.

Corporate Social Responsibility Committee

Our Corporate Social Responsibility Committee was constituted by a resolution of the Board dated June 12, 2014 and its composition and terms of reference are in compliance with Section 135 of the Companies Act 2013. The Corporate Social Responsibility Committee currently comprises:

1. Priydarshini Nigam - whole-time Director (*Chairperson*);
2. Kaushik Dutta - Non-executive, independent Director (*Member*); and
3. T.S. Varadarajan – whole-time Director (*Member*).

Scope and terms of reference: The terms of reference of the Corporate Social Responsibility Committee are as follows:

(a) Formulation and recommending to the Board, a corporate social responsibility policy ("**CSR Policy**") which will indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013;
(b) Recommending the amount of expenditure to be incurred on activities referred in the laws;
(c) Monitoring the CSR Policy of the Company from time to time; and
(d) Taking decisions and spending the amount in corporate social responsibility activities and projects as defined in the CSR Policy.

Additionally, we have constituted the following committees:

IPO Committee

Our IPO Committee was constituted by a resolution of the Board dated September 18, 2017. The IPO Committee has been authorised to approve and decide upon all activities in connection with the Offer, including, but not limited to, to approve the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus, to decide the terms and conditions of the Offer, including the Price Band and the Offer Price, to appoint various intermediaries, negotiating and executing Offer related agreements and to submit applications and documents to relevant statutory and other authorities from time to time. The IPO Committee currently comprises:

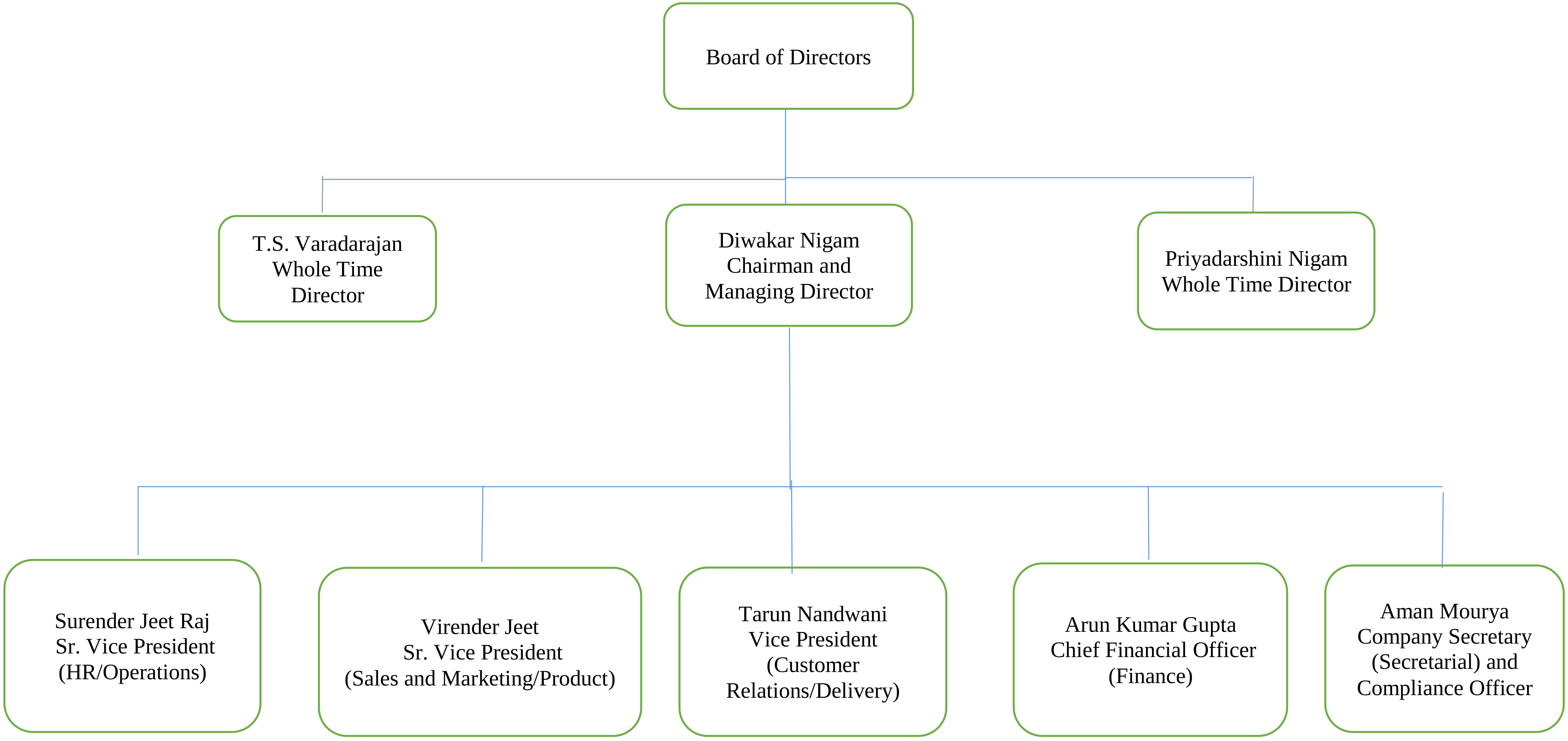
1. Diwakar Nigam – Managing Director (*Chairperson*);
2. T.S. Varadarajan – whole-time Director (*Member*); and
3. Priyadarshini Nigam – whole-time Director (*Member*).

Selling Shareholder Committee

Our Selling Shareholder Committee was constituted by a resolution of the Board dated September 18, 2017. The Selling Shareholder Committee has been constituted to decide on matters pertaining to timing and pricing of the Equity Shares offered pursuant to the Offer and the appointment of intermediaries in relation to the Offer. The Selling Shareholder Committee currently comprises:

1. Sudhir Sethi – Selling Shareholder's representative;
2. Sunil Kumar Kolangara - Selling Shareholder's representative; and
3. Diwakar Nigam – Promoters' representative.

Management Organisation Structure



Key Managerial Personnel

In addition to our whole-time Directors, each of whose details are provided in "***– Brief Profiles of our Directors***" above, the details of our other Key Managerial Personnel as on the date of this Red Herring Prospectus are set forth below.

Surender Jeet Raj, aged 60 years is our senior vice-president (human resources operations). He holds a bachelor's degree and a master's degree in arts with specialization in social works from the Jamia Millia Islamia University, New Delhi. He was appointed as the manager, human resources department and administration with effect from June 7, 1993 and as the senior vice-president (human resources operations) with effect from April 1, 2006. He has previously also worked with Eicher Goodearth Limited, SRF Nippondenso Limited, PCS Data Products Limited and Semiconductor Complex Limited. He has more than 30 years of experience in the field of human resources development. He is responsible for our human resources strategy, global operations and programs aligned human resource strategy. In fiscal 2017, he received a gross remuneration of ₹ 8.58 million.

Virender Jeet, aged 48 years is our senior vice-president (sales and marketing/product). He holds a bachelor's degree in engineering from the Savitribai Phule Pune University. He was appointed as a software engineer in our Company with effect from November 7, 1992. Virender Jeet has led the filing of more than 25 patents in India on behalf of our Company, of which four have been granted. He has more than 20 years of experience in the field of technology development. Virender Jeet manages the overall strategic and operational responsibility for the entire portfolio of our offerings. He oversees the key functions of product development, global sales and marketing and business enabling functions. In fiscal 2017, he received a gross remuneration of ₹ 9.10 million.

Tarun Nandwani, aged 45 years is our vice-president (customer relations/ delivery). He holds a bachelor's degree in engineering from the University of Delhi. He was appointed as a software engineer in our Company with effect from January 18, 1993. He has more than 20 years of experience in the field of development and sale of software. Tarun Nandwani is responsible for implementation of our products and solutions across industry segments, improving implementation processes, systems, policies, talent management and leadership development with a focus on customer relationship management, delivery management and development centre management. In fiscal 2017, he received a gross remuneration of ₹ 7.68 million.

Arun Kumar Gupta, aged 49 years is our Chief Financial Officer. He holds a bachelor's degree in science from the University of Calcutta. He is a qualified chartered accountant, cost and works accountant and a company secretary. Arun Kumar Gupta has been associated with our Company since October 15, 2010. He was appointed as the chief financial officer and company secretary of our Company with effect from December 10, 2014 and resigned from the post of company secretary with effect from July 17, 2015. He has previously also worked with Interra Infotech (India) Private Limited, Maersk Global Services (India) Private Limited, Thermax Limited, Bhaskar Tea & Industries Limited and the Assam Company Limited. He has 15 years of experience in the field of finance. Arun Kumar Gupta is responsible for finance functions of our Company and overseeing global compliances. In fiscal 2017, he received a gross remuneration of ₹ 5.35 million.

Aman Mourya, aged 29 years is our Company Secretary and compliance officer. He holds a bachelor's degree in commerce from the University of Delhi and a bachelor's degree in law from the Chaudhary Charan Singh University, Meerut. Aman Mourya is a qualified company secretary. He has been associated with our Company since February 3, 2014. He was appointed as our Company Secretary with effect from July 17, 2015 and as the compliance officer of our Company with effect from June 14, 2017. He has previously also worked with Seli Hydro Electric Power Company Limited, Moser Baer Projects and Madras Aluminium Company Limited (Vedanta Group). He has more than eight years of experience in legal and secretarial activities. He is responsible for ensuring secretarial and corporate governance compliances as well as redressal of investor grievances. In fiscal 2017, he received a gross remuneration of ₹ 0.87 million.

All the Key Managerial Personnel are permanent employees of our Company.

Relationship among Key Managerial Personnel

Except as disclosed under "- ***Relationship between our Directors***" above, none of our Key Managerial Personnel are related to each other or to any other Director.

Bonus or profit sharing plan for the Key Managerial Personnel

Our Company makes bonus payments, which is in accordance with their terms of appointment. Additionally, our Company has an incentive scheme for the senior management staff pursuant to which, certain of our Key Managerial Personnel are allocated and paid certain percentage of our Company's profit as their annual incentives. However, the overall payout as per the scheme does not exceed 5.00% of the Company's profit before tax.

Shareholding of Key Managerial Personnel

For details of the shareholding of our Key Managerial Personnel, see "***Capital Structure – Shareholding of our Directors and Key Managerial Personnel***" on page 89.

Service Contracts with Key Managerial Personnel

Our Key Managerial Personnel have not entered into any service contracts with our Company.

Loans to and deposits from Key Managerial Personnel

There is no amount outstanding as of March 31, 2017 under any loan given by our Company or deposit taken by our Company, to the benefit of any Key Managerial Personnel.

Interest of Key Managerial Personnel

None of our Key Managerial Personnel has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business, any annual incentive paid to them as part of our incentive scheme for senior management and employee stock options that may be granted to them from time to time under the NEWGEN ESOP 2014. Our Key Managerial Personnel may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer. Further, for details of interests of Diwakar Nigam and T.S. Varadarajan, who are also our Promoters and Priyadarshini Nigam, who is our Whole-time Director and a member of the Promoter Group, see "***Our Promoters, Promoter Group and Group Companies – Interests of our Promoters and Related Party Transactions***" on page 171 and "***- Interest of our Directors***" above.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel nor Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or any other person.

Changes in Key Managerial Personnel during the last three years

The changes in our Key Managerial Personnel during the three years immediately preceding the date of this Red Herring Prospectus are set forth below.

Name	Date	Reason
Arun Kumar Gupta	December 10, 2014	Appointed as the Chief Financial Officer and Company Secretary
Arun Kumar Gupta	July 17, 2015	Resigned as the Company Secretary
Aman Mourya	July 17, 2015	Appointed as the Company Secretary

Employee stock option and stock purchase schemes

For details of the employee stock option plan of our Company, which is currently in force, see "***Capital Structure- Employee Stock Option Scheme"*** on page 77.

Payment of non-salary related benefits to officers of our Company

No amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS, PROMOTER GROUP AND GROUP COMPANIES

The Promoters of our Company are Diwakar Nigam and T.S. Varadarajan. As on the date of this Red Herring Prospectus, our Promoters hold, in the aggregate, 33,431,712 Equity Shares, which constitutes 51.15% of our Company's pre-offer paid-up equity share capital. For details of the build-up of our Promoters' shareholding in our Company, see "***Capital Structure – Notes to Capital Structure***" on page 74.

I. Details of our Promoters

Diwakar Nigam, aged 63 years, is our Chairman and Managing Director and one of our Promoters.

Residential Address: J-3, Saket, New Delhi 110 017, India

Driver's license number: DL-0319910271380

Voter identification number: UBV1144971

For a brief profile of Diwakar Nigam, see "***Our Management – Brief Profiles of our Directors***" on page 158.

T.S. Varadarajan, aged 65 years, is a Whole-time Director and one of our Promoters.

Residential Address: D-162, Saket, New Delhi 110 017, India

Driver's license number: DL-0319970334538

Voter identification number: XKR0018028

For a brief profile of T.S. Varadarajan, see "***Our Management– Brief Profiles of our Directors***" on page 158.

Our Company confirms that the PAN, passport number and bank account number of each of our Promoters have been submitted to the Stock Exchanges at the time of submission of the Draft Red Herring Prospectus with them.

Interests of our Promoters and Related Party Transactions

Interest of our Promoters in the Promotion of our Company

Our Promoters are interested in our Company to the extent of their respective shareholdings in our Company and dividend or other distributions payable, if any, by our Company in relation thereto. For further details of our Promoters' shareholding, see "***Capital Structure – Notes to Capital Structure***" on page 74. Additionally, Diwakar Nigam is also interested in our Company as our Chairman and Managing Director and as a Key Managerial Personnel and T.S. Varadarajan is interested in our Company as a Whole-time Director and as a Key Managerial Personnel and any remuneration payable to them in such capacity, respectively. For details, see "***Our Management – Terms of Appointment of Whole-time Directors***" and "***Our Management – Key Managerial Personnel***" on pages 159 and 169, respectively.

Our Promoters are not interested as members of any firm or any company and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Interest of Promoters in the Property of our Company

Our Promoters do not have any interest in any property acquired by our Company during the two years immediately preceding the date of the Draft Red Herring Prospectus and until date or any property proposed to be acquired by our Company or in any transaction including the acquisition of land, construction of building or supply of machinery.

For further details on interest of our Promoters, see *"**Our Management – Interest of Directors**"* on page 162.

Related Party Transactions

For details of related party transactions entered into by our Company, see "***Annexure XX – Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Statements – Related Party Disclosure***" and "***Annexure XIX – Restated Summary Statement of Other Significant Notes to the Restated Consolidated Financial Statements – Related Party Disclosure***" on pages 218 and 283, respectively.

Payment of Benefits and Guarantees

Other than the remuneration paid to Diwakar Nigam and T.S. Varadarajan in their capacity as the Managing Director and Whole-time Director, respectively, and any dividends paid on the Equity Shares held by them, no benefits have been paid to our Promoters during the two years preceding the date of this Red Herring Prospectus. Further, we have paid remuneration to Priyadarshini Nigam, a member of our Promoter Group, in the capacity of our Whole-time Director and dividends on the Equity Shares held by her. Additionally, Shubhi Nigam and Sonali Nigam, members of our Promoter Group, receive remuneration in their capacity as Manager – Products and Solutions, Head COE- Life Science and Healthcare Solutions and non-executive director from our Subsidiaries. For details of the remuneration paid to our whole time Directors and the appointment of two of our Promoter Group members in places of profit, see "***Our Management – Terms of Appointment of Whole-time Directors***" and "***Our Management – Interest of Directors***" on pages 159 and 162, respectively.

Confirmations

Our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

As on the date of this Red Herring Prospectus, none of our sundry debtors are related to our Promoters. Further, none of our Promoters are related to any beneficiary of loans and advances provided by our Company.

Our Promoters, their respective relatives and other members of the Promoter Group have not been declared as wilful defaulters as defined under the SEBI ICDR Regulations, and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against our Promoters as on the date of this Red Herring Prospectus.

As on the date of this Red Herring Prospectus, our Promoters and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reason. Further, our Promoters were not and are not promoters or persons in control of any other company that is or has been debarred from accessing capital markets under any order or direction made by SEBI or any other authority.

Common Pursuits of our Promoters

Except as disclosed below and in relation to our Subsidiaries, our Promoters are not involved with any venture which is in the same line of activity or business as us.

Jnanaadri Technovations Private Limited ("**JTPL**") and Sosaley Technologies Private Limited ("**STPL**"), our Promoter Group entities are authorised to carry on the business in the software industry. Our Promoter, T.S. Varadarajan holds 100.00% and 94.30% of the share capital of JTPL and STPL, respectively. However, our Company has entered into a non-compete agreement, dated September 18, 2017 with our Promoters, pursuant to which, they have agreed not to act against the interests of our Company, including in relation to using, or authorizing the use of, the names or marks, "Newgen" or any other similar mark or service mark and/or any component or variation thereof and directing any business opportunities to persons or entities other than to our Board, during the period when each of the Promoters individually or jointly with the other Promoter holds more than 25.00% of the fully diluted share capital of our Company. Our Promoters, pursuant to the non-compete agreement, have further agreed not to, whether directly or indirectly (through a holding company or through members of their family or otherwise except through any mutual fund, venture capital fund, private equity or any other similar fund), promote, invest in, operate and/ or control any business, including any individual proprietorship, partnership, corporation, joint venture, or any other form of business entity, whether as a sole proprietor, partner, shareholder, joint venturer, officer, director, consultant, finder, broker, employee, or in any other manner whatsoever (except on behalf of the Company), if such business is, or if such entity is engaged in whole or in part in any business similar to the business of our Company.

Disassociation by our Promoters in the preceding three years

There has been no disassociation by our Promoters from any venture during the three years immediately preceding the date of the Draft Red Herring Prospectus and the date of this Red Herring Prospectus.

II. Promoter Group

Set forth below are details of our Promoter Group.

A. Natural persons who are part of the Promoter Group

S. No.	Name of member of the Promoter Group
Diwakar Nigam	
1.	R.P. Nigam (father)
2.	Priyadarshini Nigam (spouse)
3.	Meenakshi Nigam Issar (sister)
4.	Sonali Nigam (daughter)
5.	Shubhi Nigam (daughter)
6.	Rajiv Chandra (spouse's brother)
7.	Ragini Goorha (spouse's sister)
T.S. Varadarajan	
1.	Usha Varadarajan (spouse)
2.	T.S. Devanathan (brother)
3.	T.S.S. Deshikan (brother)
4.	T.S. Amruthavalli (sister)
5.	Ujjwal Varadarajan (son)
6.	V. Divya (daughter)
7.	V. Vidula (daughter)
8.	Nadadur Srinivasa Varadan Saoja (spouse's mother)
9.	N.S. Aravamudhan (spouse's brother)
10.	N.S. Krishnamachary (spouse's brother)
11.	S.Srikanthan (spouse's brother)
12.	Sudha Sairaj (spouse's sister)

B. Entities forming part of the Promoter Group:

The entities forming a part of the Promoter Group are as follows:

S. No.	Name of member of the Promoter Group
T.S. Varadarajan	
1.	Jnanaadri Technovations Private Limited
2.	KRIOS Technologies Private Limited
3.	Sosaley Technologies Private Limited

C. Shareholding and other confirmation of our Promoter Group

For details of the shareholding of the members of our Promoter Group in our Company and various confirmations in relation to the members of our Promoter Group, see "***Capital Structure – Shareholding of our Promoters and our Promoter Group***" and "***Other Regulatory and Statutory Disclosures***" on pages 82 and 343, respectively.

III. Group Companies

As per the SEBI ICDR Regulations for the purpose of identification of group companies, our Company has considered companies covered under the applicable accounting standard, i.e., Accounting Standard 18 issued by the ICAI ("**AS 18**") as per the Restated Consolidated Financial Statements for the six months period ended

September 30, 2017 and the fiscals ended March 31, 2017, 2016, 2015, 2014 and 2013, and other companies as per the Materiality Policy adopted by our Board through its resolution dated September 18, 2017, for the purpose of disclosure in connection with the Offer. Accordingly, a company shall be considered material and disclosed as a Group Company if it:

(i) is a member of the Promoter Group and has entered into one or more transactions with our Company in the most recent audited fiscal which, individually or in the aggregate, exceed 10% of the total consolidated revenue of our Company for such fiscal; and

(ii) companies which, subsequent to the date of the last audited consolidated financial statements of our Company, would require disclosure in the consolidated financial statements of our Company for subsequent periods as entities covered under AS 18 in addition to/ other than those companies covered under AS 18 in the consolidated financial statements of our Company included in this Red Herring Prospectus.

For avoidance of doubt, it is clarified that our Subsidiaries have not been considered as 'Group Companies'. Based on the above, as on the date of this Red Herring Prospectus, there are no Group Companies of our Company.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board and approved by our shareholders at their discretion, subject to the provisions of our Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial condition of our Company. In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing documents we may enter into from time to time. For more information on restrictive covenants under our loan agreements, see "***Financial Indebtedness – Facilities availed by us***" on page 332. As on the date of this Red Herring Prospectus, our Company has no formal dividend policy. Our Board may also, from time to time, pay interim dividends.

The dividends declared by our Company on the Equity Shares during the six months ended September 30, 2017 and during fiscals 2017, 2016, 2015, 2014 and 2013 are set forth below:

Particulars	As on September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Face value per Equity Share (₹)	10	10	10	10	10	10
Dividend (₹ in million)	96.46*	54.01*	81.02*	65.96*	43.97	17.59
Dividend (in ₹ per Equity Share)	1.50	1.00	1.50	7.50	5.00	2.00
Equity Share Capital (₹ in million)	653.58	540.14	540.14	87.95	87.95	87.95
Rate of dividend (%)	15	10	15	75	50	20

**This includes a dividend of ₹ 180, ₹ 120, ₹ 180 and ₹ 150 respectively, paid to the shareholders holding DVRs.*

The dividends declared by our Company on the CCPS during fiscals 2017, 2016, 2015, 2014 and 2013 are set forth below. Our Company has not declared any dividend on the CCPS during the six months ended September 30, 2017.

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Face value per CCPS (₹)	10	10	10	10	10
Dividend (₹ in million)*	10.38	15.53	12.95	6.92	2.79
Dividend (in ₹ per CCPS)	1.01	1.51	7.55	5.03	2.03
CCPS Capital (₹ in million)	102.94	102.94	17.16	13.75	13.75
Rate of dividend (%)	10	15	75**	50**	20

**This includes the preferential dividend @ 0.01% on invested amount as per the terms of the CCPS*
***Adjusted for bonus issue*

However, our dividend history is not necessarily indicative of our dividend payments, if any, or our dividend policy, in the future. We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. For more details of the conversion of CCPS and the expiry of special rights attached to the DVR, see "***Capital Structure***" on page 74. Also see, "***Risk Factors – Our Company may not be able to pay dividends in the future.***" on page 32.

SECTION V – FINANCIAL INFORMATION
FINANCIAL STATEMENTS

EXAMINATION REPORT ON RESTATED STANDALONE FINANCIAL INFORMATION

The Board of Directors
Newgen Software Technologies Limited
A-6, Satsang Vihar Marg,
Qutab Institutional Area,
New Delhi – 110067, India.

Dear Sirs,

1) We have examined the attached Restated Standalone Financial Information of Newgen Software Technologies Limited (the "**Company**") comprising Restated Standalone Summary Statement of Assets and Liabilities, Restated Standalone Summary Statement of Profit and Loss, Restated Standalone Summary Statement of Cash Flows and Other Restated Financial Information as explained in paragraph 5 below, as at and for the six months period ended 30 September 2017, and for the financial years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 together with the Annexures thereto, as approved by the Board of Directors of the Company at their meeting held on 24 November 2017 for the purpose of inclusion in the Offer Document prepared by the Company in connection with its proposed Initial Public Offer ("IPO") of equity shares, including an offer for sale by certain existing shareholders and prepared by the Company in terms of the requirements of:

   a) Section 26 of part 1 of Chapter III of the Companies Act, 2013 ("**the Act**") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"); and

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("SEBI ICDR Regulations").

   The preparation of the Restated Standalone Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 9 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and SEBI ICDR Regulations.

2) We have examined such Restated Standalone Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 23 October 2017 in connection with the proposed issue of equity shares of the Company; and

   b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India ("ICAI") hereafter referred to as "the Guidance Note".

3) These Restated Standalone Financial Information have been compiled by the management from the Audited Standalone Financial Statements of the Company as at and for the six months period ended 30 September 2017, and for the financial years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 which have been approved by the Board of directors at their meetings held on 24 November 2017,14 June 2017, 22 July 2016, 17 July 2015,

12 June 2014 and 14 June 2013 respectively. Audit for the financial years ended 31 March 2014 and 31 March 2013 was conducted by B S S R & Co, Chartered Accountants, one of the other member entity of B S R & Affiliates, a network registered with the ICAI, and accordingly reliance has been placed on the financial statements audited by them for the said years. We have audited the financial statements of the Company for the six months period ended 30 September 2017, and the years ended 31 March 2017, 31 March 2016 and 31 March 2015.

4) Based on our examination and in accordance with the requirements of Section 26 of part 1 of Chapter III of the Act read with the Rules, the SEBI ICDR Regulations and the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we report that:

   (a) We have examined the attached Restated Standalone Summary Statement of Assets and Liabilities of the Company as at 30 September 2017, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 as set out in **Annexure I** to the Restated Standalone Financial Information. These are after making adjustments and regroupings as in our opinion, were appropriate and more fully described in the Standalone Summary Statement of Adjustments to the Audited Standalone Financial Statements as enclosed to the Restated Standalone Financial Information as Annexure V. As a result of these adjustments, the amounts reported in the above-mentioned statement are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant period/financial years.

   (b) We have examined the attached Restated Standalone Summary Statement of Profit and Loss of the Company for the six months period ended 30 September 2017, and the financial years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 as set out in **Annexure II** to the Restated Standalone Financial Information. These are after making adjustments and regroupings as in our opinion, were appropriate and more fully described in the Standalone Summary Statement of Adjustments to the Audited Standalone Financial Statements as enclosed to the Restated Standalone Financial Information as Annexure V. As a result of these adjustments, the amounts reported in the above-mentioned statement are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant period/financial years.

   (c) We have examined the attached Restated Standalone Summary Statement of Cash Flows of the Company for the six months period ended 30 September 2017, and the financial years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 as set out in **Annexure III** to the Restated Standalone Financial Information. These are after making adjustments and regroupings as in our opinion, were appropriate and more fully described in the Standalone Summary Statement of Adjustments to the Audited Standalone Financial Statements as enclosed to the Restated Standalone Financial Information as Annexure V. As a result of these adjustments, the amounts reported in the above-mentioned statement are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant period/financial years.

   (d) Based on the above, and based on the reliance placed on the Standalone Financial Statements audited by M/s B S S R & Co, Chartered Accountants, one of the other member entity of B S R & Affiliates, a network registered with the ICAI for the years ended 31 March 2014 and 31 March 2013, we further report that the Restated Standalone Financial Information, extracted by the management of the Company and approved by its Board of Directors, has been made after incorporating the following:

      i. adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting years based on the significant accounting policies adopted by the Company as at 30 September 2017;

ii. prior period and other material amounts have been adjusted in the Restated Standalone Financial Information in the respective financial years to which they relate;

iii. there are no qualifications in the Auditor’s Report and other remarks/ comments in the Companies (Auditor’s Report) Order, 2003 issued by the Central Government of India under sub-section (4A) of Section 227 of Companies Act 1956 / Companies (Auditor's Report) Order, 2015 / Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the 2013 Act (together referred to as 'CARO') which require any corrective adjustments in the Restated Standalone Financial Information; and

iv. there are no extraordinary items, which need to be disclosed separately in the Restated Standalone Financial Information in the respective period/financial years.

5) We have also examined the following Other Restated Standalone Financial Information as set out in Annexures prepared by the management based on the Restated Standalone Financial Information and approved by the Board of Directors, relating to the Company for the six months period ended 30 September 2017, and the financial years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013:

i. Restated Standalone Summary Statement of Share Capital as appearing in **Annexure VI** to the Restated Standalone Financial Information;
ii. Restated Standalone Summary Statement of Reserves and Surplus as appearing in **Annexure VII** to the Restated Standalone Financial Information;
iii. Restated Standalone Summary Statement of Other Long-Term Liabilities, Short-Term Borrowings, Trade Payables and Other Current Liabilities as appearing in **Annexure VIII** to the Restated Standalone Financial Information;
iv. Restated Standalone Summary Statement of Long-term and Short-Term Provisions as appearing in **Annexure IX** to the Restated Standalone Financial Information;
v. Restated Standalone Summary Statement of Property, Plant and Equipment, Intangible Assets and Capital Work-In-Progress as appearing in **Annexure X** to the Restated Standalone Financial Information;
vi. Restated Standalone Summary Statement of Non-Current Investments and Deferred Tax Assets as appearing in **Annexure XI** to the Restated Standalone Financial Information;
vii. Restated Standalone Summary Statement of Long-Term and Short-Term Loans and Advances and Other Non-Current and Current Assets as appearing in **Annexure XII** to the Restated Standalone Financial Information;
viii. Restated Standalone Summary Statement of Current Investments, Inventories, Trade Receivables and Cash and Bank Balances as appearing in **Annexure XIII** to the Restated Standalone Financial Information;
ix. Restated Standalone Summary Statement of Revenue From Operations and Other Income as appearing in **Annexure XIV** to the Restated Standalone Financial Information;
x. Restated Standalone Summary Statement of Purchase Of Stock-In-Trade, Changes In Inventories of Stock-In-Trade, Employee Benefits, Finance Costs, Depreciation and Amortisation and Other Expenses as appearing in **Annexure XV** to the Restated Standalone Financial Information;
xi. Restated Standalone Summary Statement of Tax Shelter as appearing in **Annexure XVI** to the Restated Standalone Financial Information;
xii. Restated Standalone Summary Statement of Accounting Ratios as appearing in **Annexure XVII** to the Restated Standalone Financial Information;
xiii. Restated Standalone Summary Statement of Capitalisation as appearing in **Annexure XVIII** to the Restated Standalone Financial Information;
xiv. Restated Standalone Summary Statement of Dividend Paid as appearing in **Annexure XIX** to the Restated Standalone Financial Information; and

xv. Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Information as appearing in **Annexure XX** to the Restated Standalone Financial Information.

6) According to the information and explanations given to us, in our opinion, the above Restated Standalone Financial Information contained in **Annexure I to Annexure XX** accompanying this report read along with the Standalone Summary Statement of Significant Accounting Policies and Standalone Summary Statement of Adjustments to the Audited Standalone Financial Statements, after making adjustments and regroupings as considered appropriate and as set out in para 4(d) above, have been prepared in accordance with Section 26 of part I of Chapter III of the Act read with the Rules, SEBI ICDR Regulations and the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement as agreed with you.

7) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firms of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

8) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

9) Our report is intended solely for the use of management for inclusion in the Offer Document to be filed with Securities and Exchange Board of India, BSE Limited and the National Stock Exchange of India Limited and Registrar of Companies in connection with the proposed issue of equity shares of the Company by way of fresh issue and/ or offer for sale by certain existing shareholders. Our report should not be used, referred to or distributed for any other purpose, except with our prior written consent.

For **B S R & Associates LLP**
Chartered Accountants
Firm Registration No: 11631W /W-100024

Rakesh Dewan
Partner
Membership No.: 092212

Place: Gurugram
Date: 24 November 2017

Newgen Software Technologies Limited

Annexure I

Restated Standalone Summary Statement of Assets and Liabilities
(All amounts are in INR Millions, except per share data and unless otherwise stated)

	Annexure	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
EQUITY AND LIABILITIES							
Shareholders' funds							
Share capital	VI	636.22	633.83	630.94	630.64	102.16	96.74
Reserves and surplus	VII	2,042.88	2,086.97	1,647.68	1,483.89	1,671.64	1,111.15
		2,679.10	2,720.80	2,278.62	2,114.53	1,773.80	1,207.89
Non-current liabilities							
Other long-term liabilities	VIII	88.52	102.43	131.69	-	-	-
Long-term provisions	IX	159.71	144.30	112.16	82.50	65.13	49.25
		248.23	246.73	243.85	82.50	65.13	49.25
Current liabilities							
Short-term borrowings	VIII	662.85	522.62	588.31	445.84	392.26	-
Trade payables	VIII						
- Total outstanding dues to micro enterprises and small enterprises		-	-	-	-	-	-
- Total outstanding dues to creditors other than micro and small enterprises		172.41	171.43	141.68	127.15	74.22	68.57
Other current liabilities	VIII	684.50	646.77	520.08	380.95	314.72	250.44
Short-term provisions	IX	25.91	23.37	18.99	31.33	33.14	11.70
		1,545.67	1,364.19	1,269.06	985.27	814.34	330.71
Total		**4,473.00**	**4,331.72**	**3,791.53**	**3,182.30**	**2,653.27**	**1,587.85**
ASSETS							
Non-current assets							
Fixed assets							
Property, plant and equipment	X	531.90	536.44	552.86	216.56	177.25	159.72
Intangible assets	X	5.37	7.04	10.30	7.55	9.67	20.34
Capital work-in-progress	X	174.77	110.83	60.46	47.57	28.73	28.73
Non-current investments	XI	88.51	88.51	70.78	75.91	75.91	75.91
Deferred tax assets (net)	XI	123.47	101.25	85.46	59.85	35.26	22.54
Long-term loans and advances	XII	217.08	127.23	109.60	70.83	89.02	57.47
Other non-current assets	XII	21.30	15.52	15.79	10.44	9.57	3.10
		1,162.40	986.82	905.25	488.71	425.41	367.81
Current assets							
Current investments	XIII	490.85	482.43	450.17	597.83	550.00	-
Inventories	XIII	-	-	-	-	-	0.41
Trade receivables	XIII	1,742.63	2,252.63	1,943.84	1,729.19	1,341.79	1,005.58
Cash and bank balances	XIII	335.27	280.17	200.99	154.02	189.78	95.46
Short-term loans and advances	XII	83.60	68.78	50.77	54.08	27.92	31.64
Other current assets	XII	658.25	260.89	240.51	158.47	118.37	86.95
		3,310.60	3,344.90	2,886.28	2,693.59	2,227.86	1,220.04
Total		**4,473.00**	**4,331.72**	**3,791.53**	**3,182.30**	**2,653.27**	**1,587.85**

Note: The above statement should be read with Annexure VI to XX, Standalone Summary Statement of Significant Accounting Policies as appearing in Annexure IV, Standalone Summary Statement of Adjustments to the Audited Standalone Financial Statements as appearing in Annexure V.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm Registration No.: 116231W / W-100024

Rakesh Dewan
Partner
Membership No.: 092212

Place: Gurgaon
Date: 24 November 2017

For and on behalf of the Board of Directors of
Newgen Software Technologies Limited

Diwakar Nigam	**T.S.Varadarajan**	**Arun Kumar Gupta**	**Aman Mourya**
Managing Director	Whole Time Director	Chief Financial Officer	Company Secretary
DIN: 00263222	DIN: 00263115		Membership No: 27299
Place: New Delhi	Place: New Delhi	Place: New Delhi	Place: New Delhi
Date: 24 November 2017	Date: 24 November 2017	Date: 24 November 2017	Date: 24 November 2017

Newgen Software Technologies Limited

Annexure II

Restated Standalone Summary Statement of Profit and Loss
(All amounts are in INR Millions, except per share data and unless otherwise stated)

	Annexure	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Revenue							
Revenue from operations	XIV	1,827.76	3,831.15	3,128.05	2,785.15	2,336.02	1,902.96
Other income	XIV	28.60	66.64	26.57	78.01	77.16	43.93
Total revenue		**1,856.36**	**3,897.79**	**3,154.62**	**2,863.16**	**2,413.18**	**1,946.89**
Expenses							
Purchases of stock-in-trade	XV	-	-	-	1.73	28.24	2.83
Changes in inventories of stock-in-trade	XV	-	-	-	-	0.41	0.54
Employee benefits	XV	1,052.36	1,859.66	1,634.65	1,305.78	1,073.83	889.09
Finance costs	XV	18.99	42.62	34.27	21.36	14.84	12.18
Depreciation and amortisation	XV	27.15	47.39	43.18	42.98	34.45	37.28
Other expenses	XV	686.10	1,303.69	1,107.37	940.43	755.45	568.41
Total expenses		**1,784.60**	**3,253.36**	**2,819.47**	**2,312.28**	**1,907.22**	**1,510.33**
Profit before tax		**71.76**	**644.43**	**335.15**	**550.88**	**505.96**	**436.56**
Tax expense							
Current tax		37.47	158.66	84.24	147.51	112.93	89.16
MAT for the year							
MAT credit entitlement		-	-	-	-	(14.34)	(9.45)
Deferred tax credit	XI	(22.22)	(15.79)	(25.61)	(24.59)	(12.72)	(4.60)
Profit after tax for the period/year		**56.51**	**501.56**	**276.52**	**427.96**	**420.09**	**361.45**
Earnings per equity share (face value of Rs. 10 per share)	XX						
Basic earning per share		0.96	10.11	5.36	8.67	8.74	7.77
Diluted earning per share		0.93	10.09	4.66	7.31	7.29	6.61

Note: The above statement should be read with Annexure VI to XX, Standalone Summary Statement of Significant Accounting Policies as appearing in Annexure IV, Standalone Summary Statement of Adjustments to the Audited Standalone Financial Statements as appearing in Annexure V.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm Registration No.: 116231W / W-100024

Rakesh Dewan
Partner
Membership No.: 092212

Place: Gurgaon
Date: 24 November 2017

For and on behalf of the Board of Directors of
Newgen Software Technologies Limited

Diwakar Nigam	**T.S.Varadarajan**	**Arun Kumar Gupta**	**Aman Mourya**
Managing Director	Whole Time Director	Chief Financial Officer	Company Secretary
DIN: 00263222	DIN: 00263115		Membership No: 27299
Place: New Delhi	Place: New Delhi	Place: New Delhi	Place: New Delhi
Date: 24 November 2017	Date: 24 November 2017	Date: 24 November 2017	Date: 24 November 2017

Newgen Software Technologies Limited

Annexure III

Restated Standalone Summary Statement of Cash Flows
(All amounts are in INR Millions, except per share data and unless otherwise stated)

		For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
A. Cash flow from operating activities:							
Net profit before tax		71.76	644.43	335.15	550.88	505.96	436.56
Adjustments for:							
Depreciation and amortisation		27.15	47.39	43.18	42.98	34.45	37.28
Net loss/(gain) on sale of property, plant and equipment		0.29	0.07	1.22	(0.18)	0.10	0.09
Provision for doubtful trade receivables		41.29	127.83	63.20	48.83	32.84	9.06
Loans and advances written off		-	0.66	0.34	-	-	-
Bad debts written off		-	-	1.86	0.87	0.02	3.66
Provision for loans and deposits		-	-	0.22	0.50	-	-
Employee stock compensation expense		2.83	-	0.50	-	0.72	1.18
Diminution in market value of current investments		0.17	0.63	2.52	2.17	-	-
Unrealised foreign exchange difference (net)		(7.60)	13.02	(8.32)	(13.38)	0.26	(21.01)
Finance costs		18.98	42.62	34.27	21.36	14.84	12.18
Dividend income on mutual fund investments		(4.43)	(0.17)	(0.54)	-	(7.46)	-
Interest income on government bond investment		(6.41)	(3.51)	-	-	-	-
Profit on sale on current investments		(4.30)	(58.99)	(18.14)	(56.82)	(9.03)	-
Interest income on bank deposits		(6.49)	(2.42)	(2.96)	(4.82)	(3.03)	(0.77)
Operating cash flows before working capital changes		133.24	811.56	452.50	592.39	569.67	478.23
Adjustments for working capital changes:							
Increase/(decrease) in trade payables		0.93	32.39	13.33	52.92	5.65	(41.40)
Increase in other current and non current liabilities		(1.93)	113.50	104.98	69.55	67.58	36.54
Increase in provisions		17.96	36.52	40.17	21.00	9.04	13.59
Decrease in inventories		-	-	-	-	0.41	0.54
(Increase) in trade receivables		484.60	(469.23)	(266.38)	(420.11)	(380.55)	(116.40)
(Increase)/decrease in loans and advances		(22.33)	(32.82)	5.84	(34.46)	0.42	(11.01)
(Increase) in other current and non-current assets		(395.54)	(22.60)	(77.02)	(38.99)	(31.69)	(29.71)
Cash generated from operating activities		216.93	469.32	273.42	242.30	240.53	330.38
Income taxes paid (net of refund)		(100.40)	(162.14)	(164.86)	(127.39)	(82.36)	(89.55)
Net cash provided by operating activities	**(A)**	**116.53**	**307.18**	**108.56**	**114.91**	**158.17**	**240.83**
B. Cash flows from investing activities:							
Purchase of property, plant and equipment, intangible assets and capital work-in-progress including capital advances		(79.49)	(94.94)	(216.96)	(101.44)	(60.92)	(31.84)
Sale proceeds of fixed assets		0.69	0.20	0.56	0.32	-	0.36
Investment in subsidiaries		-	(17.73)	-	-	-	(16.46)
Purchase of current investments		(104.17)	(868.02)	(218.07)	(600.00)	(1,100.00)	-
Proceeds from sale of current investments		104.30	894.30	378.14	606.82	559.03	-
Dividend income on current investments		4.57	2.81	0.54	-	7.46	-
Interest received		5.71	3.22	1.72	4.57	2.71	0.42
Investment in bank deposits (net)		(5.00)	2.41	(1.85)	(1.73)	(1.56)	(1.00)
Net cash used by investing activities	**(B)**	**(73.39)**	**(77.75)**	**(55.92)**	**(91.46)**	**(593.28)**	**(48.52)**

Newgen Software Technologies Limited

Annexure III

Restated Standalone Summary Statement of Cash Flows

C. Cash flow from financing activities:						
Proceeds from issue of 0.01% compulsory convertible preference shares	-	-	-	-	201.00	-
Proceeds from borrowings (net)	130.51	(48.55)	138.79	50.85	401.17	(71.51)
Share issue expenses	-	-	-	-	(9.78)	-
Loan repaid by Newgen ESOP Trust	15.06	18.21	1.95	5.10	13.40	0.68
Dividend paid (including corporate dividend distribution tax)	(116.10)	(77.58)	(116.31)	(92.33)	(59.54)	(23.69)
Finance cost paid	(18.98)	(43.22)	(29.45)	(21.36)	(14.85)	(12.17)
Net cash used in financing activities (C)	**10.49**	**(151.14)**	**(5.02)**	**(57.74)**	**531.40**	**(106.69)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**53.63**	**78.29**	**47.62**	**(34.29)**	**96.29**	**85.62**
Amount transferred consequent to amalgamation of subsidiary (refer note 13 on annexure XX)	-	-	0.67	-	-	-
Effect of exchange differences on cash and cash equivalent held in foreign currency	1.47	0.89	(1.32)	(1.47)	2.36	-
Cash and cash equivalents at the beginning of the period/year	280.17	200.99	154.02	189.78	91.13	5.51
Cash and cash equivalents at the end of the period/year (refer annexure XIII)	**335.27**	**280.17**	**200.99**	**154.02**	**189.78**	**91.13**

Note 1. The above Cash Flow Statement has been prepared in accordance with the 'Indirect Method' specified in Accounting Standard 3, Cash Flow Statements, as per Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.

2. The above statement should be read with Annexure VI to XX, Standalone Summary Statement of Significant Accounting Policies as appearing in Annexure IV, Standalone Summary Statement of Adjustments to the Restated Standalone Financial Statements as appearing in Annexure V.

3. Corporate social responsibility expenses (Refer annexure XX)

The notes referred to above form an integral part of the restated standalone financial statements

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm Registration No.: 116231W / W-100024

Rakesh Dewan
Partner
Membership No.: 092212

Place: Gurgaon
Date: 24 November 2017

For and on behalf of the Board of Directors of
Newgen Software Technologies Limited

Diwakar Nigam	**T.S.Varadarajan**	**Arun Kumar Gupta**	**Aman Mourya**
Managing Director	Whole Time Director	Chief Financial Officer	Company Secretary
DIN: 00263222	DIN: 00263115		Membership No: 27299
Place: New Delhi	Place: New Delhi	Place: New Delhi	Place: New Delhi
Date: 24 November 2017	Date: 24 November 2017	Date: 24 November 2017	Date: 24 November 2017

Newgen Software Technologies Limited
Annexure IV

Standalone Summary Statement of Significant Accounting Policies
(All amounts are in INR Millions, except per share data and unless otherwise stated)

1 Background

Newgen Software Technologies Limited (hereinafter referred to as 'Newgen' or the 'Company') is a global software Company and is engaged in the business of software product development including designing and delivering end-to-end software solutions covering the entire spectrum of software services from Workflow Automation to Document Management to Imaging. Newgen provides a complete range of software that helps automate business processes. Newgen's solutions enable document intensive organizations /industries such as Finance and Banking, Insurance and Government Departments to improve productivity through better document management and workflow implementation.

2 Significant accounting policies

a) Basis of preparation

The Restated Standalone Summary Statement of Assets and Liabilities of the Company in Annexure I as at 30 September 2017, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 and the Restated Standalone Summary Statement of Profit and Loss in Annexure II and the Restated Standalone Summary Statement of Cash Flows in Annexure III for the six months period ended 30 September 2017 and financial years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 along with Annexure IV to XX (collectively referred to as the "Restated Standalone Financial Information" have been prepared by applying necessary adjustments as considered appropriate and as set out in Annexure IV to the Restated Standalone Financial Information of the Company, in terms of requirements of Section 26 of the Companies Act, 2013 ("theAct") read with The Companies (Prospectus and Allotment of Securities Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI Regulations") and the 'Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India ("ICAI") to the extent applicable ("Guidance Note") in connection with the proposed initial public offering ("the Issue") of equity shares of the Company.)

This Restated Standalone Financial Information was approved by the Board of Directors of the Company in their meeting held on 24 November 2017.

The Restated Standalone Financial Information have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) including accounting standards specified under section 133 of the Companies Act, 2013, as applicable, pronouncements of the Institute of Chartered Accountants of India and other accounting principles generally accepted in India, to the extent applicable and in particular Accounting Standard(AS)25, 'Interim Financial Reporting'. The Restated Standalone Financial Information are presented in INR million, unless otherwise stated and comply in all material respects with the requirements of Chapter III to the Act and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.

The Restated Standalone Financial Information have been extracted by the management from audited financial statements of the Company for respective years ("Financial Statements"), after applying necessary adjustments. The Financial Statements comprise of the Balance Sheet as at period/year end, the Statement of Profit and Loss, the Cash Flow Statement for the period/year then ended, and a summary of significant accounting policies and other explanatory information.

These Restated Standalone Financial Information have been prepared so as to contain information/disclosures and incorporating adjustments set out below in accordance with the SEBI Regulations:

(a) Adjustments for audit qualification requiring corrective adjustment in the Restated Standalone Financial Information, if any;
(b) Adjustments for the material amounts in respective periods/years to which they relate, if any;
(c)Adjustmentsforpreviousyearsidentifiedandadjustedinarrivingattheprofitsoftheyearstowhichtheyrelateirrespectiveoftheyearinwhichtheeventtriggering the profit or loss occurred, if any;
(d)Adjustment to the profits or losses of the earlier years and of the year in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years, if any;
(e) The resultant impact of tax due to the aforesaid adjustments, if any.

Accounting policies have been consistently applied by the Company to the years presented in the Restated Standalone Financial Information.

Appropriate re-classifications/ adjustments have been made in the Restated Standalone Financial Information wherever required, by re-classification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the Financial Statements of the Company and the requirement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.

The audited standalone financial statements of the Company were prepared in INR lakhs for the six months period ended 30 September 2017 and financial years ended 31 March 2017, 2016, 2015, 2014 and 2013 whereas, for the purpose of better presentation, the Restated Standalone Financial Information are presented in INR millions.

b) Current–non-current classification

All assets and liabilities are classified into current and non-current.

Assets
An asset is classified as current when it satisfies any of the following criteria:
i) it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
ii) it is held primarily for the purpose of being traded;
iii) it is expected to be realised within 12 months after the reporting date; or
iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.
All other assets are classified as non-current.

Liabilities
A liability is classified as current when it satisfies any of the following criteria:
i) it is expected to be settled in the company's normal operating cycle;
ii) it is held primarily for the purpose of being traded;
iii) it is due to be settled within 12 months after the reporting date; or
iv) the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.
All other liabilities are classified as non-current.

Operating cycle
Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

c) Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of such estimates include relative fair value of goods and services, provisions of future obligation under employee retirement benefit plans, estimated useful life of property, plant and equipment, provision for doubtful debts and loans and advances and provision for income-tax. Actual results could differ from these estimates. Any revisions to estimates are recognised prospectively in current and future periods.

d) Property, plant and equipment and capital work-in-progress

Property, plant and equipment (except freehold land which is carried at cost) are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost of acquisition includes freight inward, duties, taxes and other directly attributable expenses incurred to bring the assets to their working condition for its intended use, any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of Property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Property, plant and equipment under construction are disclosed as capital work-in-progress.

e) Intangible assets

Intangible assets comprising of computer softwares, are stated at cost of acquisition less accumulated amortization and impairment loss, if any. Intangible assets are capitalized where they are expected to provide future enduring economic benefits. Capitalization costs include license fees and cost of implementation/system integration services. The costs are capitalised in the year in which the software is fully implemented for use.

f) Depreciation and amortisation

The management has determined the estimated useful lives of the assets based on the consideration of useful lives as prescribed under part C of Schedule II of the Act and the period over which the Company expects to derives estimated economic benefits from the use of such assets. The estimated useful lives of asset are as follows:

Category of property, plant and equipment	Estimated useful life (Years)
Property, plant and equipment	
Buildings	60
Leasehold improvements #	3
Plant and machinery	15
Office equipments*	10
Furniture and fixtures	10
Vehicles	8
Computers and servers	
- Server and networks	6
- Computers*	3-5
Intangible assets	
Computer software	3-4

* For these class of assets, based on internal assessment and technical evaluation, management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Act.

Leasehold improvements are depreciated over the period of lease terms of the respective property or 3 years, whichever is lower.

The Company is depreciating/amortising all property, plant and equipment and intangible assets on straight line method (SLM) over the estimated useful life of each asset as determined by the management. Leasehold land is amortised over lease period i.e. 90 years.

g) Impairment of assets

The management assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

h) Investments

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long term investments which is expected to be realised within 12 months after the reporting date is presented under ‘current assets’ in consonance with the current/ non-current classification as per the Schedule III of the Act.

Long-term investments (including current portion thereof) are carried at cost less any other-than-temporary diminution in value, determined separately for each individual investment. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments i.e. mutual funds, bonds etc.

Any reduction in carrying amount and any reversals of such reductions are charged or credited to Summary Restated Statement of Profit and Loss.

i) Inventories

Cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Inventories of stock-in-trade have been valued at the lower of cost and net realisable value. Cost of stock-in-trade is determined using the first-in-first-out (FIFO) basis.

j) Revenue recognition

Revenue from sale of licenses for software products is recognised on transfer of title to the customer, which coincides with delivery of license to the customer.

When a fixed price sales arrangement contains multiple-elements, such as sale of licenses for software products, implementation services and other services, revenue for each element is based on revenue arrangements in which a customer may purchase a combination of its services. Revenue from multiple- element arrangements is recognized, for each respective element, based on (1) the attainment of the delivery criterion; (2) its fair value, which is determined using the selling price hierarchy of vendor-specific objective evidence ("VSOE") of fair value, third-party evidence or best estimated selling price, as applicable, and (3) its allocated selling price, which is based on the relative sales price method except where fair value of delivered component is not determinable residual method is followed.

The revenues from fixed price contracts for software development is recognized based on proportionate completion method and foreseeable losses on the completion of contract, if any, are recognised immediately.

Revenue with respect to time and material contracts is recognized, as related services are performed on a man month basis.

Revenue from digitisation services is recognized as services are rendered to the customer.

Revenue from annual technical service and maintenance (ATS/AMC) contracts is recognised on a pro rata basis over the period in which such product up gradation and services are rendered.

Software-as-a-Service (SaaS), that is, a right to use software functionality in a cloud-based-infrastructure provided by Company. Revenue is recognized monthly/periodically based on the number of users right given to customers.

Amounts received or billed in advance of services performed are recorded as advance from customers/unearned revenue. Unbilled revenue represents amounts recognized based on services performed in advance of billing in accordance with contract terms.

Revenues are reported net of service tax and applicable discounts and allowances. Reimbursements of out-of-pocket expenses received from customers have been netted off with expense.

k) Other income

Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend from investments is recognized when right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.

Profit on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sales price and the carrying value of the investment.

l) Trade receivables

The Company maintains provision for doubtful debts for estimated losses inherent in its trade receivable portfolio. In establishing the required provision, management considers historical losses adjusted to take into account current market conditions and its customers' financial condition, the amount of trade receivables in dispute and the current ageing and current payment patterns. Trade receivable account balances are charged off against the provision after all means of collection have been exhausted and the potential for recovery is considered remote.

m) Foreign currency transactions

Foreign exchange transactions are recorded using the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the period/year are recognised in the Statement of Profit and Loss for the period/year. Monetary assets and liabilities denominated in foreign currencies as at the Balance Sheet date are translated at the exchange rates on that date and the resultant exchange differences are recognised in the Statement of Profit and Loss. Non-monetary items denominated in a foreign currency, i.e., investments, are carried at historical cost and are stated at the exchange rate at the date of transaction.

The financial statements of an integral foreign operations (Dubai branch operations) are translated into Indian rupees as if the transactions of the foreign operations were those of the Company itself.

n) Leases

Operating leases

Assets acquired under leases other than finance leases are classified as operating leases. The total lease rental (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the Statement of Profit and Loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit.

Assets given by the Company under operating leases are included in property, plant and equipment. Lease income from operating leases is recognised in the Summary Restated Statement of Profit and Loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern in which benefit derived from the leased asset is diminished. Costs, including depreciation, incurred in earning the lease income are recognised as expenses.

o) Provisions, contingent liabilities and contingent assets

A provision is recognised when as a result of past events, the Company has a present obligation, that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognized at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resource is remote.

The Company does not recognise assets which are of contingent nature. However, if it has become virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the financial statements of the period in which the change occurs.

p) Employee benefits

Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short- term employee benefits. Benefits such as salaries, wages, bonus etc. are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

Post employment benefits

Defined contribution plans

The Company’s provident fund is a defined contribution plan under which the Company makes specified monthly contribution towards employee provident fund scheme which is a defined contribution plan. The Company’s contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined benefit plans
The Company's gratuity plan is a defined benefit plan. Present value of obligations under such defined benefit plan is determined based on an actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

Other long-term benefits
The obligation in respect of compensated absences is provided on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government bonds as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

q) Employee share based compensation

The Company calculates the employee stock compensation expense based on the intrinsic value method wherein the excess of fair value of underlying equity shares as on the date of the grant of options over the exercise price of the options given to employees under the Employee Stock Option Scheme of the Company, is regarded as employee compensation expense and recognised on a graded vesting basis over the vesting period in accordance with the "Guidance Note on Accounting for Employee Share-based Payments", issued by the Institute of Chartered Accountants of India. The Company has set up a trust to administer the ESOP Plan under which options have been granted to employees.

r) Segment accounting policies

The accounting principles consistently used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments. The accounting policies in relation to segment accounting are as under:

i) Segment assets and liabilities

All segment assets and liabilities have been allocated to the various segments on the basis of specific identification. Segment assets consist principally of property, plant and equipment, intangible assets, capital work in progress, trade receivables, loans and advances and service income accrued but not billed. Segment assets do not include unallocated advance tax, deferred tax assets and other assets not specifically identifiable with a segment.
Segment liabilities include sundry creditors, other liabilities and staff benefits. Segment liabilities do not include share capital, reserves and surplus, provision for income tax and other liabilities not specifically identifiable with a segment.

ii) Segment revenue and expenses

Segment revenue and expenses are directly attributable to the segment and have been allocated to various segments on the basis of specific identification. Segment revenue does not include interest income and miscellaneous income in respect of non-segmental activities. Segment expenses do not include depreciation on unallocated corporate property, plant and equipment, amortisation on intangible assets, finance costs, tax expense and other expense in respect of non- segmental activities.

iii) Unallocated assets, liabilities, revenue and expenses

Certain assets, liabilities, revenue and expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company believes that it is not practicable to provide segment disclosures relating to such assets, liabilities, revenue and expenses and accordingly such assets, liabilities, revenue and expenses are separately disclosed as 'unallocated'.

s) Taxation

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the applicable tax rates and tax laws. Deferred tax is recognized in respect of timing differences between taxable income and accounting income i.e. differences that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognised using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

Deferred tax in respect of timing differences which originate during the tax holiday period but reverse after the tax holiday period is recognised in the period in which the timing differences originate. For this purpose, reversal of timing difference is determined using FIFO method.

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

t) Earnings per share

The Company reports basic and diluted earnings / (loss) per equity share in accordance with Accounting Standard 20, "Earnings Per Share" specified under section 133 of the Companies Act, 2013 as applicable. The basic earnings / (loss) per share is computed by dividing the net profit / (loss) attributable to equity shareholders for the period/year by the weighted average number of equity shares outstanding during the period/year. Dilutive earnings per share is computed and disclosed after adjusting the effects of all dilutive potential equity shares, if any, except when the results will be anti-dilutive.

u) Cash and cash equivalents

Cash and cash equivalents include cash on hand, balances/deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

Newgen Software Technologies Limited

Annexure V

Standalone Summary Statement of Adjustments to the Audited Standalone Financial Statements
(All amounts are in INR Millions, except per share data and unless otherwise stated)

I The summary of results of restatements made in the standalone audited financial statements for the respective years, and its impact on the reported results of the Company is as follows:

Particulars	Note	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Net profit as per audited standalone statement of profit and loss		**56.51**	**480.00**	**285.62**	**489.96**	**408.16**	**319.19**
Increase/(Decrease) in profit on account of:							
Change in depreciation method and estimated useful life of property, plant and equipment	1	-	-	-	(56.59)	7.18	5.73
Prior period items	2	-	-	-	(9.00)	6.99	43.33
Liabilities no longer required written back	3	-	-	-	-	-	(3.66)
Bad debts recovered	4	-	-	(0.19)	0.19	(0.04)	(1.54)
Service tax expense on account of unrealised exports	7	-	13.54	(5.03)	(4.43)	(2.77)	(1.30)
Total Adjustments		**-**	**13.54**	**(5.22)**	**(69.83)**	**11.36**	**42.56**
Current tax	5	-	8.02	(3.88)	(8.88)	2.49	0.93
Deferred tax	5	-	-	-	16.71	(1.92)	(1.23)
Net profit for the period/year, as restated		**56.51**	**501.56**	**276.52**	**427.96**	**420.09**	**361.45**

II Restatement adjustments made in the audited standalone opening balance figures in the surplus in the statement of profit and loss at 1 April 2012

Net surplus as at 1 April 2012, as per audited standalone financial statements		**349.73**
adjustments, on account of:		
Change in depreciation method & estimated useful life of fixed assets	1	38.30
Prior period items	2	(41.32)
Liabilities written back	3	3.66
Bad debts recovered	4	1.57
Current tax	5	1.30
Deferred tax	5	(11.74)
Proposed dividend	6	23.68
Net surplus as at 1 April 2012, as restated		**365.18**

Notes

1) **Depreciation -**

a) Change in accounting policy - During the year ended 31 March 2015, the Company changed its accounting policy for providing depreciation on fixed assets from written down value method to the straight line method to better represent the financial position. For the purposes of standalone restated financial information, this impact has now been recorded in respective years.

b) Change in estimated useful lives of fixed assets - Pursuant to the notification of Schedule II of the Companies Act, 2013 ("the Act"), by the Ministry of Corporate Affairs effective 1 April 2014, the management internally reassessed and changed, wherever necessary the useful lives to compute depreciation, to conform to the requirements of the Act. Consequently, the carrying amount as at 1 April 2014 is being depreciated over the revised remaining useful life of the asset. The carrying value of Rs. INR 53.82 related to assets with expired life as at 1 April 2014 was charged to retained earning net of deferred tax for the year ended 31 March 2015. The same has been adjusted in the years in which the life of respective asset was expired.

2) **Prior Period Adjustments:-**

In the Financial Statements for the years ended 31 March 2015, 31 March 2014 and 31 March 2013, various expenses/income have been disclosed as prior period items. For the purpose of the Restated Standalone Financial Information, such prior period items have been adjusted in the respective financial statement captions, in the years to which the prior period items pertains. For the adjustments pertaining to the years prior to financial year 2012-2013, such prior period items have been appropriately adjusted in opening reserves as at 1 April 2012.

3) **Liabilities no longer required written back:-**

In the Financial Statements for the year ended 31 March 2013, certain liabilities, which were recorded in earlier years, were written back. For the purpose of this Restated Standalone Financials Information, the said liabilities have been adjusted in the respective financial statement captions, in the years in which the same were originally recorded. For the adjustments pertaining to the years prior to financial year 2012-13, such liabilities have been adjusted in the opening reserves as at 1 April 2012.

4) **Bad Debts Recovered:-**

During the years ended 31 March 2016, 31 March 2014 and 31 March 2013, the Company had recovered certain bad debts which were relating to earlier years. For the purpose of this Restated Standalone Financial Information, the said recovery have been adjusted in the respective financial statement captions, in the year in which the bad debts were originally recorded. For the adjustments pertaining to years prior to financial year 2012-13, such recovery have been appropriately adjusted in the opening reserves as at 1 April 2012.

5) **Current and deferred tax:-**

Current tax has been computed on adjustments as detailed in Annexure V and has been adjusted in the Restated Standalone Summary Statement of Profit and Loss for the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014, 31 March 2013 and the balance brought forward in the Restated Summary Statement of Profit and Loss as at 1 April 2012. Moreover, certain components of deferred tax have been adjusted in Restated Standalone Financial Information for the years ended 31 March 2015, 31 March 2014, 31 March 2013 and in opening reserves as on 1 April 2012.

Tax pertaining to earlier years:-

The Statement of Profit and Loss for certain financial years includes amounts paid/ provided for, in respect of shortfall/ excess current tax arising upon filing of tax returns, assessments etc. which have now been adjusted in the respective years to which they relate.

6) **Dividend:-**

Final equity and preference dividend proposed by the Board of Directors for years ended 31 March 2013, 31 March 2014, 31 March 2015 and 31 March 2016 has been considered as non-adjusting event as at respective year ends and has been adjusted against opening reserves and surplus as at 1 April 2012 and reserves and surplus for the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 respectively as per requirement of Revised Accounting Standard 4.

7) **Service tax expense on account of unrealised exports:-**

In the Financial Statements for the year ended 31 March 2017, service tax recoverable, recorded in earlier years, was written off. For the purpose of this Restated Standalone Financials Information, the said service tax expense have been appropriately adjusted in the respective financial statement captions, in the years in which the same were originally recorded.

8) Related party disclosures include salary and other benefits paid to Shubhi Nigam relative of Managing Director and one of the directors of the Company amounting to Rs. 1.25, Rs. 1.19, Rs. 0.33 and Rs. 0.15 during the years ended 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2013 respectively which had not been disclosed in the Audited Standalone Financial Statements of the Company.

III Regrouping

Appropriate adjustments have been made in the Restated Standalone Financial Information, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flow in order to bring them in line with the groupings as per the audited financial Statements of the Company as at and for the years ended 31 March 2017, prepared in accordance with Schedule III of the Companies Act, 2013 ('the Act') and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

IV Movement in Reserves and surplus is given below:

Particulars	Audited Amount	Adjustments/ Rectifications	Restated amount
Balance of surplus as at 1 April 2012	**349.73**	**15.45**	**365.18**
Profit for the year	319.19	42.26	361.45
Appropriations			
Proposed dividend on equity shares	43.97	(26.38)	17.59
Dividend distribution tax on proposed dividend on equity shares	7.47	(4.62)	2.85
Proposed dividend on preference shares	6.92	(4.13)	2.79
Dividend distribution tax on proposed dividend on preference shares	1.18	(0.73)	0.45
Transfer to general reserve	31.92	-	31.92
Balance of surplus as at 31 March 2013	**577.46**	**93.57**	**671.03**
Profit for the year	408.16	11.93	420.09
Appropriations			
Proposed dividend on equity shares	65.96	(21.99)	43.97
Dividend distribution tax on proposed dividend on equity shares	11.21	(3.74)	7.47
Proposed dividend on preference shares	12.95	(6.04)	6.91
Dividend distribution tax on proposed dividend on preference shares	2.20	(1.03)	1.17
Transfer to general reserve	40.82	-	40.82
Balance of surplus as at 31 March 2014	**852.48**	**138.30**	**990.78**
Profit for the year	489.96	(62.00)	427.96
Less: Adjustment of Depreciation due to Change in useful Life (net of Deferred tax of Rs. 1.82 Million)	3.56	(3.56)	-
Appropriations			
Proposed dividend on equity shares	81.02	(15.06)	65.96
Dividend distribution tax on proposed dividend on equity shares	16.59	(5.38)	11.21
Proposed dividend on preference shares	15.53	(2.57)	12.96
Dividend distribution tax on proposed dividend on preference shares	3.18	(0.98)	2.20
Transfer to general reserve	49.00	-	49.00
Balance of surplus as at 31 March 2015	**1,173.56**	**103.85**	**1,277.41**
Profit for the year	285.62	(9.10)	276.52
Add: Adjustment on account of amalgamation (Refer annexure XX)	6.06	-	6.06
Appropriations			
Proposed dividend on equity shares	54.01	27.00	81.01
Dividend distribution tax on proposed dividend on equity shares	11.06	5.53	16.59
Proposed dividend on preference shares	10.38	5.15	15.53
Dividend distribution tax on proposed dividend on preference shares	2.13	1.05	3.18
Transfer to general reserve	28.56	-	28.56
Balance of surplus as at 31 March 2016	**1,359.10**	**56.02**	**1,415.12**
Profit for the year	480.00	21.56	501.56
Appropriations			
Proposed dividend on equity shares	-	54.01	54.01
Dividend distribution tax on proposed dividend on equity shares	-	11.06	11.06
Proposed dividend on preference shares	-	10.38	10.38
Dividend distribution tax on proposed dividend on preference shares	-	2.13	2.13
Transfer to general reserve	-	-	-
Balance of surplus as at 31 March 2017	**1,839.10**	**-**	**1,839.10**
Profit for the period	56.51	-	56.51
Appropriations		-	-
Proposed dividend on equity shares	96.46	-	96.46
Dividend distribution tax on proposed dividend on equity shares	19.64	-	19.64
Proposed dividend on preference shares	-	-	-
Dividend distribution tax on proposed dividend on preference shares	-	-	-
Transfer to general reserve	-	-	-
Balance of surplus as at 30 September 2017	**1,779.51**	**-**	**1,779.51**

Security Premium account			
Balance as at 1 April 2012	**376.05**	**-**	**376.05**
Add: Issue of shares to Newgen ESOP Trust	7.53	-	7.53
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees (refer annexure XX)	0.07	-	0.07
Total	**383.65**	**-**	**383.65**
Less: Recoverable from Newgen ESOP Trust (refer annexure XX)	13.54	-	13.54
Balance as at 31 March 2013	**370.11**	**-**	**370.11**
Add: Share premium on fresh issue of compulsory convertible preference shares	197.58	-	197.58
Add: Share premium on fresh issue of equity shares with differential voting rights	0.01	-	0.01
Less: Share issue expenses written off	9.78	-	9.78
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees (refer annexure XX)	0.27	-	0.27
Total	**571.73**	**-**	**571.73**
Less: Recoverable from Newgen ESOP Trust (refer annexure XX)	2.15	-	2.15
Balance as at 31 March 2014	**569.58**	**-**	**569.58**
Add: Issue of shares to Newgen ESOP Trust	65.99	-	65.99
Less: Amount utilised for issuance of bonus shares (refer note IV on annexure VI)	525.53	-	525.53
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees (refer annexure XX)	0.46	-	0.46
Total	**112.65**	**-**	**112.65**
Less: Recoverable from Newgen ESOP Trust (refer annexure XX)	65.99	-	65.99
Balance as at 31 March 2015	**46.66**	**-**	**46.66**
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees (refer annexure XX)	0.66	-	0.66
Total	**113.31**	**-**	**113.31**
Less: Recoverable from Newgen ESOP Trust (refer annexure XX)	64.34	-	64.34
Balance as at 31 March 2016	**48.97**	**-**	**48.97**
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees (refer annexure XX)	0.27	-	0.27
Total	**113.58**	**-**	**113.58**
Less: Recoverable from Newgen ESOP Trust (refer annexure XX)	49.03	-	49.03
Balance as at 31 March 2017	**64.55**	**-**	**64.55**
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees (refer annexure XX)	1.00	-	1.00
Add: Issue of shares to Newgen ESOP Trust	55.65	-	55.65
Total	**170.23**	-	**170.23**
Less: Recoverable from Newgen ESOP Trust (refer annexure XX)	92.01	-	92.01
Balance of surplus as at 30 September 2017	**78.22**	-	**78.22**
General Reserve			
Balance as at 1 April 2012	**27.02**	-	**27.02**
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer annexure XX)	**-**	-	**-**
Less: Adjustment on account of amalgamation (Refer annexure XX)	**-**	-	**-**
Add: Transferred from statement of Profit and Loss	31.92	-	31.92
Balance as at 1 April 2013	**58.94**	**-**	**58.94**
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer annexure XX)	0.30	-	0.30
Less: Adjustment on account of amalgamation (Refer annexure XX)	-	-	-
Add: Transferred from statement of Profit and Loss	40.82	-	40.82
Balance as at 1 April 2014	**100.06**	**-**	**100.06**
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer annexure XX)	0.14	-	0.14
Less: Adjustment on account of amalgamation (Refer annexure XX)	**-**	-	-
Add: Transferred from statement of Profit and Loss	49.00	-	49.00

Balance as at 1 April 2015	**149.20**	**-**	**149.20**
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer annexure XX)	0.02	-	0.02
Less: Adjustment on account of amalgamation (Refer annexure XX)	4.63	-	4.63
Add: Transferred from statement of Profit and Loss	28.56	-	28.56
Balance as at 1 April 2016	**173.15**	**-**	**173.15**
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer annexure XX)	0.07	-	0.07
Less: Adjustment on account of amalgamation (Refer annexure XX)	-	-	-
Add: Transferred from statement of Profit and Loss	-	-	-
Balance as at 1 April 2017	**173.22**	**-**	**173.22**
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer annexure XX)	-	-	-
Less: Adjustment on account of amalgamation (Refer annexure XX)	-	-	-
Add: Transferred from statement of Profit and Loss	-	-	-
Balance of surplus as at 30 September 2017	**173.22**	**-**	**173.22**
Balance of Capital redemption reserve as at 1 April 2012	**8.79**	**-**	**8.79**
Balance of Capital redemption reserve as at 31 March 2013	**8.79**	**-**	**8.79**
Balance of Capital redemption reserve as at 31 March 2014	**8.79**	**-**	**8.79**
Balance of Capital redemption reserve as at 31 March 2015	**8.79**	**-**	**8.79**
Balance of Capital redemption reserve as at 31 March 2016	**8.79**	**-**	**8.79**
Balance of Capital redemption reserve as at 31 March 2017	**8.79**	**-**	**8.79**
Balance of Capital redemption reserve as at 30 September 2017	**8.79**	**-**	**8.79**
Employee stock options outstanding			
Balance as at 1 April 2012	**0.34**	**0.83**	**1.17**
Add: Employee stock compensation expense	2.01	(0.83)	1.18
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XX)	-	-	-
Less: Transferred to securities premium account on exercise of stock options issued to employees	0.07	-	0.07
Balance as at 31 March 2013	**2.28**	**-**	**2.28**
Add: Employee stock compensation expense	0.72	-	0.72
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XX)	0.30	-	0.30
Less: Transferred to securities premium account on exercise of stock options issued to employees	0.27	-	0.27
Balance as at 31 March 2014	**2.43**	**-**	**2.43**
Add: Employee stock compensation expense	-	-	-
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XX)	0.14	-	0.14
Less: Transferred to securities premium account on exercise of stock options issued to employees	0.46	-	0.46
Balance as at 31 March 2015	**1.83**	**-**	**1.83**
Add: Employee stock compensation expense	0.50	-	0.50
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XX)	0.02	-	0.02
Less: Transferred to securities premium account on exercise of stock options issued to employees	0.66	-	0.66
Balance as at 31 March 2016	**1.65**	**-**	**1.65**
Add: Employee stock compensation expense	-	-	-
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XX)	0.07	-	0.07
Less: Transferred to securities premium account on exercise of stock options issued to employees	0.27	-	0.27
Balance as at 31 March 2017	**1.31**	**-**	**1.31**
Add: Employee stock compensation expense	2.83	-	2.83
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XX)	-	-	-
Less: Transferred to securities premium account on exercise of stock options issued to employees	1.00	-	1.00
Balance as at 30 September 2017	**3.14**	**-**	**3.14**

Total Reserves and surplus as at 31 March 2013	**1,017.58**	**93.57**	**1,111.15**
Total Reserves and surplus as at 31 March 2014	**1,533.34**	**138.30**	**1,671.64**
Total Reserves and surplus as at 31 March 2015	**1,380.04**	**103.85**	**1,483.89**
Total Reserves and surplus as at 31 March 2016	**1,591.66**	**56.02**	**1,647.68**
Total Reserves and surplus as at 31 March 2017	**2,086.97**	**-**	**2,086.97**
Total Reserves and surplus as at 30 September 2017	**2,042.88**	**-**	**2,042.88**

Newgen Software Technologies Limited

Annexure VI

Restated Standalone Summary Statement of Share Capital
(All amounts are in INR Millions, except per share data and unless otherwise stated)

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
I Share capital												
Authorised												
Equity shares of Rs. 10 each	98,000,000	980.00	64,400,000	644.00	63,050,000	630.50	63,000,000	630.00	12,999,800	129.99	13,000,000	130.00
Equity share capital with differential voting rights of Rs.	200	0.00 #	200	0.00 #	200	0.00 #	200	0.00 #	200	0.00 #	-	-
0.01% Compulsory convertible preference shares of Rs. 10 each	11,999,800	120.00	11,999,800	120.00	11,999,800	120.00	11,999,800	120.00	2,000,000	20.00	2,000,000	20.00
	110,000,000	**1,100**	**76,400,000**	**764.00**	**75,050,000**	**750.50**	**75,000,000**	**750.00**	**15,000,000**	**150.00**	**15,000,000**	**150.00**

Amount in absolute terms as at 30 September 2017, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 is Rs. 2,000, Rs. 2,000, Rs. 2,000 and Rs. 2,000 respectively.

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Issued, subscribed and paid up												
Equity shares of Rs. 10 each, fully paid up												
At the beginning of the period/year	64,308,150	643.08	54,013,800	540.14	54,013,800	540.14	8,794,800	87.95	8,794,800	87.95	8,794,800	87.95
Add: Issue of bonus shares	-	-	-	-	-	-	43,974,000	439.74	-	-	-	-
Add: Preference shares conversion to equity shares	-	-	10,294,230	102.94	-	-	-	-	-	-	-	-
Add: Equity shares with differential voting rights conversion to equity shares	-	-	120	0.00 #	-	-	-	-	-	-	-	-
Add: Issued to Newgen ESOP Trust	1,050,000	10.50	-	-	-	-	1,245,000	12.45	-	-	-	-
At the end of the period/year	65,358,150	653.58	64,308,150	643.08	54,013,800	540.14	54,013,800	540.14	8,794,800	87.95	8,794,800	87.95
Less: Recoverable from Newgen ESOP Trust (refer annexure XX)	1,736,000	17.36	925,000	9.25	1,214,048	12.14	1,245,000	12.45	294,970	2.95	496,230	4.96
	63,622,150	**636.22**	**63,383,150**	**633.83**	**52,799,752**	**528.00**	**52,768,800**	**527.69**	**8,499,830**	**85.00**	**8,298,570**	**82.99**

Amount in absolute terms as at 31 March 2017 is Rs. 1,200.

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Equity share capital with Differential voting rights (DVR) of Rs. 10 each, fully paid up												
At the beginning of the period/year	-	-	120	0.00 #	120	0.00 #	20	0.00 #	-	-	-	-
Add: Equity share capital with differential voting rights	-	-	-	-	-	-	-	-	20	0.00 #		-
Add: Issue of bonus shares	-	-	-	-	-	-	100	0.00 *	-	-	-	-
Less: Equity shares with differential voting rights conversion to equity shares	-	-	120	0.00 #	-	-	-	-	-	-	-	-
At the end of the period/year	**-**	**-**	**-**	**-**	**120**	**-**	**120**	**-**	**20**	**-**	**-**	**-**

Amount in absolute terms as at 31 March 2017 and 31 March 2016, 31 March 2015 and 31 March 2014 is Rs. 1,200, Rs. 1,200, Rs. 200 and Rs. 200 respectively.
* Amount in absolute terms Rs. 1,000

Newgen Software Technologies Limited

Annexure VI

Restated Standalone Summary Statement of Share Capital

0.01% Compulsory convertible preference shares of Rs. 10 each, fully paid up												
At the beginning of the period/year	-	-	10,294,230	102.94	10,294,230	102.94	1,715,705	17.16	1,375,035	13.75	1,375,035	13.75
Add: Issued during the year	-	-	-	-	-	-	-	-	340,670	3.41	-	-
Add: Issue of bonus shares	-	-	-	-	-	-	8,578,525	85.79	-	-	-	-
Less: Preference shares conversion to equity shares	-	-	10,294,230	102.94	-	-	-	-	-	-	-	-
At the end of the period/year	-	-	-	-	**10,294,230**	**102.94**	**10,294,230**	**102.95**	**1,715,705**	**17.16**	**1,375,035**	**13.75**
	63,622,150	**636.22**	**63,383,150**	**633.83**	**63,094,102**	**630.94**	**63,063,150**	**630.64**	**10,215,555**	**102.16**	**9,673,605**	**96.74**

II Terms/rights attached to equity shares

The Company has two classes of equity shares i.e. equity shares having a par value of Rs.10 per share and equity shares with differential voting rights having par value of Rs.10 per share.

Equity shares:

In case of equity shares, each equity shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their respective shareholding.

Equity shares with differential voting rights (DVR):

In case of equity shares with differential voting rights, each of the shareholders holding DVR were entitled to such differential voting rights as specified below:

Shareholder	No. of Shares	No. of Votes
As at 30 September 2017		
Unit Trust of India Investment Advisory Services Limited, A/C Ascent India Fund III (referred as "Ascent")	-	-
IDG Ventures India Fund II LLC (referred as "IDGVI")	-	-
As at 31 March 2017		
Ascent	-	-
IDGVI	-	-
As at 31 March 2016*		
Ascent	60	5,375,952
IDGVI	60	2,756,898
As at 31 March 2015*		
Ascent	60	5,375,952
IDGVI	60	2,756,898
As at 31 March 2014		
Ascent	10	895,992
IDGVI	10	459,483
As at 31 March 2013		
Ascent	-	-
IDGVI	-	-

Each of the shareholder with differential voting rights shall, at all times up to the conversion thereof, are entitled to a fixed preferential and cumulative dividend of one-hundredth percent (0.01%) of the investment amount and resolved to be so distributed as such dividend in respect of each financial year or other accounting period of the Company, in accordance with applicable law. In addition, the Ascent DVR and the IDGVI DVR shall be entitled to participate in any distribution of the profits of the Company (including, as regards any dividends declared) on a pro-rata share and as-if-converted basis vis-à-vis the other shareholders.

*Adjusted for bonus issue (refer note IV).

Expiration of differential rights:

Pursuant to the shareholder subscription agreement dated 31 October 2013, each Ascent DVR and an IDGVI DVR shall be compulsorily converted at no cost to the Investors, into equity shares in the ratio of 1:1 at any time as may be determined by the investors in their sole discretion. Upon conversion of the Ascent DVR and the IDGVI DVR , such differential voting and dividend rights, as mentioned above, on the shares held by each of the investors shall automatically expire. Subsequent thereto, the investors, as a holder of the Equity shares shall have the right to vote pro-rata to their respective shareholding on a fully diluted basis. In the event of a part conversion of the Ascent DVR and the IDGVI DVR, the differential voting and dividend rights shall be reduced proportionately to ensure that such rights automatically apply only to the shareholding percentage represented by the unconverted Ascent DVR and the IDGVI DVR.

During the FY 2016-17, pursuant to the Articles of Association and shareholders agreement, these compulsorily convertible preference shares have been converted into equity shares, at no cost to the investors, in the ratio of 1:1 and accordingly all the differential voting and dividend rights have expired on 27 March 2017. Subsequent thereto, investors, as holder of equity shares shall have the right to vote pro-rata to their respective shareholding on a fully diluted basis.

III Terms/rights attached to preference shares

During the years ended 31 March 2008 and 31 March 2009, the Company had issued 1,014,785 compulsorily convertible preference shares (hereinafter referred to as “CCPS”) of Rs. 10 each fully paid up to HAV2 (Mauritius) Limited and 360,250 CCPS of Rs. 10 each fully paid up to SAPV (Mauritius). During the financial year 2013-14, HAV2 (Mauritius) Limited, exited from the Company and two new investors namely Unit Trust of India Investment Advisory Services Limited, A/C Ascent India Fund III ("Ascent") and IDG Ventures India Fund II LLC ("IDGVI") made investment in the Company. During the year ended 31 March 2014, all the CCPS held by HAV2 (Mauritius) Limited, were acquired by Ascent (670,790 CCPS) and IDGVI (343,995 CCPS). Further, during the year ended 2014-15, the Company has also allotted 225,192 number of CCPS to Ascent and 115,478 number of CCPS to IDGVI.

Pursuant to Shareholders agreement executed on 31 October 2013, between Newgen Software Technologies Ltd and Ascent, IDGVI, SAPV (Mauritius) (individually referred as investor and together referred to as investor group), Newgen Employees Trust and Mr. Diwakar Nigam, Mr. T.S. Varadarajan, Mrs. Priyadarshini Nigam and Mrs. Usha Varadarajan, and Share purchase cum Subscription agreement dated 31 October 2013, between Newgen Software Technologies Ltd, Ascent, IDGVI, SAPV (Mauritius), Mr. Diwakar Nigam, Mr. T.S. Varadarajan, Mrs. Priyadarshini Nigam and Mrs. Usha Varadarajan, the investor group were entitled to receive dividends in preference to any dividends on the equity shares of the Company at the rate of 0.01% (Zero point Zero One Per cent) per annum on the investors subscription consideration, pro rata on a fully diluted basis. In addition, investor group shall also be entitled to participate in any dividends paid on the equity shares on a fully diluted basis. Upon occurrence of a liquidity event, the investor group members shall, subject to applicable Law, be entitled to first (in priority to any other holders of Equity Securities) receive an amount from the liquidation amount equivalent to the higher of the following:

(a) such amount as would be distributed to such investor group member in proportion to its shareholding percentage in the Company; or

(b) for each Equity Security held by the Investor, the price at which each Investor subscribed to it or acquired it from the respective sellers and for each SAPV Security, the price at which SAPV subscribed to such SAPV Security.

Each CCPS shall be compulsorily converted at no cost to the Investor, into Equity Shares in the ratio of 1:1 at any time as may be determined by the Investor at their sole discretion. Subject to applicable Law, the conversion of the Shares and the HAV2 (Mauritius) Limited Sale of Shares will take place within the maximum time period prescribed under applicable Law for such conversion.

Each CCPS shall be compulsorily converted at no cost to the Investor, into Equity Shares in the ratio of 1:1 at any time as may be determined by the Investor at their sole discretion. Subject to applicable Law, the conversion of the Shares and the HAV2 (Mauritius) Limited Sale of Shares will take place within the maximum time period prescribed under applicable Law for such conversion.

Conversion of Compulsory convertible preference shares into equity

Pursuant to the Shareholders Agreement executed on 31 October 2013 as aforesaid, during the year ended 31 March 2017, all issued 10,294,230 CCPS of Rs.10/- each have been converted into 10,294,230 equity shares of Rs.10/- each in the ratio of 1:1, at no cost to the investors. Equity shares of the Company allotted upon conversion of the CCPS, rank pari passu in all respects including as to dividend, voting rights, with the existing fully paid up equity shares of face value of Rs. 10/- each of the Company.

IV Aggregate number of bonus shares issued during the period of five years six months immediately preceding the reporting date:

During ended year 2014-15, the Company had issued bonus shares in proportion of five shares for every one existing share pursuant to resolution passed by the shareholders on 18 September 2014. Accordingly, the company allotted 43,974,000 equity shares, 8,578,525 compulsorily convertible preference shares and 100 equity shares (with differential voting rights) of face value Rs. 10 each as fully paid up bonus shares by transfer of Rs. 525.53 to Share Capital Account on record date 9 July 2014 by ultilisation of security premium account.

Newgen Software Technologies Limited

Annexure VI

Restated Standalone Summary Statement of Share Capital

V Shareholders holding more than 5% equity shares of the Company:

(i) **Equity shares of Rs.10 each, fully paid up held by:**

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares
Mr. Diwakar Nigam	18,422,406	28.19%	18,422,406	28.65%	18,422,406	34.11%	18,422,406	34.08%	3,063,001	34.83%	3,127,500	35.56%
Mr. T.S. Varadarajan	15,009,306	22.96%	15,009,306	23.34%	15,009,306	27.79%	15,009,306	27.77%	2,556,948	29.07%	2,654,100	30.18%
Mrs. Priyadarshini Nigam	7,968,906	12.19%	7,968,906	12.39%	7,968,906	14.75%	7,968,906	14.74%	1,328,151	15.10%	1,379,000	15.68%
Mrs. Usha Varadarajan	4,528,320	6.93%	4,528,320	7.04%	4,528,320	8.38%	4,528,320	8.38%	754,720	8.58%	754,720	8.58%
Unit Trust of India Investment Advisory Services Limited, A/C, Ascent India Fund III	7,464,510	11.61%	7,464,510	11.61%	-	-	-	-	-	-	496,230	5.64%

(ii) **Equity shares with Differential voting Rights of Rs.10 each, fully paid up held by:**

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	No. of shares	% holding in the shares	No. of shares	% holding in the shares	No. of shares	% holding in the shares	No. of shares*	% holding in the shares	No. of shares	% holding in the shares	No. of shares	% holding in the shares
Unit Trust of India Investment Advisory Services Limited, A/C Ascent India Fund III	-	-	-	-	60	50.00%	60	50.00%	10	50.00%	-	-
IDG Ventures India Fund II LLC	-	-	-	-	60	50.00%	60	50.00%	10	50.00%	-	-

(iii) **0.01% Compulsory Convertible Preference Shares of Rs.10 each, fully paid up held by:**

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	No. of shares	% holding in the shares	No. of shares	% holding in the shares	No. of shares	% holding in the shares	No. of shares*	% holding in the shares	No. of shares	% holding in the shares	No. of shares	% holding in the shares
SAPV (Mauritius)	-	-	-	-	2,161,500	21.00%	2,161,500	21.00%	360,250	21.00%	360,250	26.20%
Unit Trust of India Investment Advisory Services Limited, A/C Ascent India Fund III	-	-	-	-	5,375,892	52.22%	5,375,892	52.22%	895,982	52.22%	-	-
IDG Ventures India Fund II LLC	-	-	-	-	2,150,334	20.89%	2,150,334	20.89%	459,473	26.78%	-	-
HAV 2 (Mauritius) Limited	-	-	-	-	-	-	-	-	-	-	1,014,785	73.80%
Pandara Trust Scheme- 1	-	-	-	-	606,504	5.89%	606,504	5.89%	-	-	-	-

* Adjusted for bonus issue (refer note IV).

VI Shares reserved for issue under option

For details of shares reserved for issue under the employee stock option plan of the Company, refer annexure XX.

Newgen Software Technologies Limited

Annexure VII

Restated Standalone Summary Statement of Reserves and Surplus
(All amounts are in INR Millions, except per share data and unless otherwise stated)

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Capital redemption reserve						
At the beginning and end of the period/year	**8.79**	**8.79**	**8.79**	**8.79**	**8.79**	**8.79**
Securities premium account						
At the beginning of the period/year	113.58	113.31	112.65	571.73	383.65	376.05
Add: Issue of shares to Newgen ESOP Trust	55.65	-	-	65.99	-	7.53
Add: Share premium on fresh issue of compulsory convertible preference shares	-	-	-	-	197.58	-
Add: Share premium on fresh issue of equity shares with differential voting rights	-	-	-	-	0.01	-
Less: Share issue expenses written off	-	-	-	-	9.78	-
Less: Amount utilised for issuance of bonus shares (refer note IV on annexure VI)	-	-	-	525.53	-	-
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees (refer annexure XX)	1.00	0.27	0.66	0.46	0.27	0.07
	170.23	113.58	113.31	112.65	571.73	383.65
Less: Recoverable from Newgen ESOP Trust (refer annexure XX)	92.01	49.03	64.34	65.99	2.15	13.54
At the end of the period/year	**78.22**	**64.55**	**48.97**	**46.66**	**569.58**	**370.11**
Employee stock options outstanding (refer annexure XX)						
At the beginning of the period/year	1.31	1.65	1.83	2.43	2.28	1.17
Add: Employee stock compensation expense	2.83	-	0.50	-	0.72	1.18
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XX)	-	0.07	0.02	0.14	0.30	-
Less: Transferred to securities premium account on exercise of stock options issued to employees	1.00	0.27	0.66	0.46	0.27	0.07
At the end of the period/year	**3.14**	**1.31**	**1.65**	**1.83**	**2.43**	**2.28**
General reserve						
At the beginning of the period/year	173.22	173.15	149.20	100.06	58.94	27.02
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer annexure XX)	-	0.07	0.02	0.14	0.30	-
Less: Adjustment on account of amalgamation (Refer annexure XX)	-	-	4.63	-	-	-
Add: Transferred from Statement of Profit and Loss	-	-	28.56	49.00	40.82	31.92
At the end of the period/year	**173.22**	**173.22**	**173.15**	**149.20**	**100.06**	**58.94**
Surplus of Statement of Profit and Loss						
At the beginning of the period/year	1,839.10	1,415.12	1,277.41	990.78	671.03	365.18
Add: Profit for the period/year	56.51	501.56	276.52	427.96	420.09	361.45
Add: Adjustment on account of amalgamation (Refer annexure XX)	-	-	6.06	-	-	-
Less: Appropriations						
Dividend on equity shares	96.46	54.01	81.01	65.96	43.97	17.59
Dividend distribution tax on dividend on equity shares	19.64	11.06	16.59	11.21	7.47	2.85
Dividend on preference shares	-	10.38	15.53	12.96	6.91	2.79
Dividend distribution tax on dividend on preference shares	-	2.13	3.18	2.20	1.17	0.45
Transfer to general reserve	-	-	28.56	49.00	40.82	31.92
At the end of the period/year	**1,779.51**	**1,839.10**	**1,415.12**	**1,277.41**	**990.78**	**671.03**
	2,042.88	**2,086.97**	**1,647.68**	**1,483.89**	**1,671.64**	**1,111.15**

Newgen Software Technologies Limited

Annexure VIII

Restated Standalone Summary Statement of Other Long-Term Liabilities, Short-Term Borrowings, Trade Payables and Other Current Liabilities
(All amounts are in INR Millions, except per share data and unless otherwise stated)

I Other long-term liabilities

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Deferred liability for leasehold land*	117.06	131.69	160.95	-	-	-
Less: Current maturities of deferred liability for leasehold land (refer note IV)	29.26	29.26	29.26	-	-	-
Lease equilisation reserve	0.72					
	88.52	**102.43**	**131.69**	**-**	**-**	**-**

***** Deferred payment liability relates to leasehold land purchased from 'Yamuna Expressway Industrial Development Authority (YEIDA)' during the year ended 31 March 2016. The amount is payable in '12 half yearly installments' over the period of 6 years from the date of purchase which carries interest rate of 12% per annum.

II Short-term borrowings

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Loans from banks (secured)*						
Pre-shipment loans	662.85	522.62	588.31	445.84	392.26	-
	662.85	**522.62**	**588.31**	**445.84**	**392.26**	**-**

* Pre-shipment loans are foreign currency short term loans taken from Standard Chartered Bank and Citi Bank having maturity varying from 3-6 months which carries interest ranging from FY 2013-17 between 2% - 3% computed on monthly basis on the outstanding amount and are repayable on demand. These are secured by way of an exclusive charge created on all present and future other assets and trade receivables of the Company and equitable mortgage over certain immovable properties of the Company.

III Trade payables

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Trade payables						
- Total outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-
- Total outstanding dues to creditors other than micro and small enterprises	172.41	171.43	141.68	127.15	74.22	68.57
	172.41	**171.43**	**141.68**	**127.15**	**74.22**	**68.57**

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on the information currently available with the Company, there are no amounts payable to micro and small enterprises.

IV Other current liabilities

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Current maturities of long-term borrowings	-	-	-	-	-	0.06
Current maturities of deferred liability for leasehold land	29.26	29.26	29.26	-	-	-
Deferred revenue	275.91	302.93	258.68	184.78	145.27	119.41
Other payables						
- employee related payables	230.57	241.18	170.24	147.54	117.45	97.03
- statutory dues payable	101.85	52.70	51.09	42.88	43.10	23.71
- advance from customers	1.60	0.94	0.75	0.82	3.78	1.92
- earnest money deposits	0.35	0.05	-	-	-	-
- creditor in respect of retention money	2.98	2.81	-	-	-	-
- dues in respect of purchase/construction of fixed assets	38.24	12.67	1.75	1.68	5.01	8.31
- interest accrued but not due	3.74	4.23	8.31	3.25	0.11	-
	684.50	**646.77**	**520.08**	**380.95**	**314.72**	**250.44**

Newgen Software Technologies Limited

Annexure IX

Restated Standalone Summary Statement of Long-term and Short-Term Provisions
(All amounts are in INR Millions, except per share data and unless otherwise stated)

Particulars	Long-term						Short-term					
	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Provision for employee benefits (refer annexure XX)												
Provision for gratuity	119.65	111.32	86.52	62.78	46.77	36.38	17.64	16.53	13.47	5.17	2.94	5.98
Provision for compensated absences	40.06	32.98	25.64	19.72	18.36	12.87	8.27	6.84	5.52	3.31	1.91	5.72
	159.71	**144.30**	**112.16**	**82.50**	**65.13**	**49.25**	**25.91**	**23.37**	**18.99**	**8.48**	**4.85**	**11.70**
Other provisions												
Provision for income-tax [net of advance tax]	-	-	-	-	-	-	-	-	-	22.85	28.29	-
Total	**159.71**	**144.30**	**112.16**	**82.50**	**65.13**	**49.25**	**25.91**	**23.37**	**18.99**	**31.33**	**33.14**	**11.70**

Newgen Software Technologies Limited

Annexure X

Restated Standalone Summary Statement of Property, Plant and Equipment, Intangible Assets and Capital Work-In-Progress
(All amounts are in INR Millions, except per share data and unless otherwise stated)

I Property, plant and equipment and Intangible assets

Particulars	Property, plant and equipment										Intangible assets		Grand Total
	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and machinery	Furniture and fixtures	Office equipments	Vehicles	Computers and servers	Total	Computer software	Total	
Gross block													
Balance as at 1 April 2011	0.43	5.39	62.25	13.31	21.78	18.92	18.65	12.00	88.39	**241.12**	46.34	**46.34**	**287.46**
Additions	-	-	-	5.24	4.78	1.28	6.14	-	19.52	36.96	9.65	9.65	46.61
Disposals during the year	-	-	-	3.24	3.53	-	2.30	-	1.67	10.74	-	-	10.74
Balance as at 1 April 2012	**0.43**	**5.39**	**62.25**	**15.31**	**23.03**	**20.20**	**22.49**	**12.00**	**106.24**	**267.34**	**55.99**	**55.99**	**323.33**
Additions	-	-	-	-	2.52	2.81	5.78	-	17.00	28.11	12.83	12.83	40.94
Disposals	-	1.40	-	-	0.22	0.08	0.11	2.20	-	4.01	-	-	4.01
Balance as at 31 March 2013	**0.43**	**3.99**	**62.25**	**15.31**	**25.33**	**22.93**	**28.16**	**9.80**	**123.24**	291.44	**68.82**	**68.82**	**360.26**
Additions	-	-	-	-	2.82	0.46	6.42	7.41	21.38	38.49	2.92	2.92	41.41
Disposals	-	-	-	-	0.14	-	0.01	-	-	0.15	-	-	0.15
Balance as at 31 March 2014	**0.43**	**3.99**	**62.25**	**15.31**	**28.01**	**23.39**	**34.57**	**17.21**	**144.62**	**329.78**	**71.74**	**71.74**	**401.52**
Additions	-	-	40.11	-	0.45	0.53	3.78	4.96	27.66	77.49	2.81	2.81	80.30
Disposals	-	-	-	-	-	-	-	1.29	-	1.29	-	-	1.29
Balance as at 31 March 2015	**0.43**	**3.99**	**102.36**	**15.31**	**28.46**	**23.92**	**38.35**	**20.88**	**172.28**	405.98	**74.55**	**74.55**	**480.53**
Addition on account of amalgamation*	0.04	-	2.15	-	-	-	-	-	-	2.19	-	-	2.19
Additions	-	280.21	18.93	-	10.28	15.32	13.04	3.59	32.23	373.60	8.34	8.34	381.94
Disposals	-	-	2.15	-	2.06	1.04	2.75	0.39	4.84	13.23	-	-	13.23
Balance as at 31 March 2016	**0.47**	**284.20**	**121.29**	**15.31**	**36.68**	**38.20**	**48.64**	**24.08**	**199.67**	**768.54**	**82.89**	**82.89**	**851.43**
Additions	-	1.25	3.41	-	2.07	1.02	1.69	-	15.84	25.28	2.66	2.66	27.94
Disposals	-	-	-	-	4.26	0.19	2.36	0.87	26.65	34.33	-	-	34.33
Balance as at 31 March 2017	**0.47**	**285.45**	**124.70**	**15.31**	**34.49**	**39.03**	**47.97**	**23.21**	**188.86**	**759.49**	**85.55**	**85.55**	**845.04**
Additions	-	-	-	-	1.25	0.45	3.33	1.05	14.80	20.88	1.02	1.02	21.90
Disposals	-	-	-	5.24	0.93	0.78	1.16	-	-	8.11	-	-	8.11
Balance as at 30 September 2017	**0.47**	**285.45**	**124.70**	**10.07**	**34.81**	**38.70**	**50.14**	**24.26**	**203.66**	**772.26**	**86.57**	**86.57**	**858.83**

Particulars	Property, plant and equipment										Intangible assets		Grand Total
	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and machinery	Furniture and fixtures	Office equipments	Vehicles	Computers and servers	Total	Computer software	Total	
Accumulated depreciation													
Balance as at 1 April 2011	**-**	**0.58**	**16.46**	**10.09**	**12.30**	**12.55**	**8.94**	**8.85**	**61.92**	**131.69**	**24.48**	**24.48**	**156.17**
Additions	-	0.05	2.29	1.77	1.64	1.65	1.92	0.82	14.94	25.08	9.50	9.50	34.58
Disposals during the year	-	-	-	2.57	2.32	-	1.14	-	1.35	7.38	-	-	7.38
Balance as at 31 March 2012	**-**	**0.63**	**18.75**	**9.29**	**11.62**	**14.20**	**9.72**	**9.67**	**75.51**	**149.39**	**33.98**	**33.98**	**183.37**
Restated adjustment - policy	-	-	(10.57)	-	(5.60)	(8.68)	(5.83)	(2.15)	(19.54)	(52.37)	-	-	(52.37)
Restated adjustment - life	-	-	-	-	2.61	-	0.21	0.49	10.77	14.08	-	-	14.08
Balance as at 1 April 2012	**-**	**0.63**	**8.18**	**9.29**	**8.63**	**5.52**	**4.10**	**8.01**	**66.74**	**111.10**	**33.98**	**33.98**	**145.08**
Additions	-	0.05	1.61	2.33	1.26	1.29	1.17	0.83	14.24	22.78	14.50	14.50	37.28
Disposals	-	-	-	-	0.17	0.07	0.07	1.85	-	2.16	-	-	2.16
Balance as at 31 March 2013	**-**	**0.68**	**9.79**	**11.62**	**9.72**	**6.74**	**5.20**	**6.99**	**80.98**	**131.72**	**48.48**	**48.48**	**180.20**
Additions	-	-	1.02	2.33	1.08	1.48	1.45	0.85	12.65	20.86	13.59	13.59	34.45
Disposals	-	-	-	-	0.05	-	-	-	-	0.05	-	-	0.05
Balance as at 31 March 2014	**-**	**0.68**	**10.81**	**13.95**	**10.75**	**8.22**	**6.65**	**7.84**	**93.63**	**152.53**	**62.07**	**62.07**	**214.60**
Additions	-	0.04	1.61	0.76	3.00	4.68	6.31	2.34	19.31	38.05	4.93	4.93	42.98
Disposals	-	-	-	-	-	-	0.01	1.16	(0.01)	1.16	-	-	1.16
Balance as at 31 March 2015	**-**	**0.72**	**12.42**	**14.71**	**13.75**	**12.90**	**12.95**	**9.02**	**112.95**	**189.42**	**67.00**	**67.00**	**256.42**
Addition on account of amalgamation*	-	-	0.12	-	-	-	-	-	-	0.12	-	-	0.12
Additions	-	1.12	3.94	-	2.58	2.78	4.12	1.86	21.19	37.59	5.59	5.59	43.18
Disposals	-	-	2.15	-	1.76	0.71	1.62	0.39	4.82	11.45	-	-	11.45
Balance as at 31 March 2016	**-**	**1.84**	**14.33**	**14.71**	**14.57**	**14.97**	**15.45**	**10.49**	**129.32**	**215.68**	**72.59**	**72.59**	**288.27**
Additions	-	3.17	2.02	0.60	3.04	3.24	4.53	2.07	22.80	41.47	5.92	5.92	47.39
Disposals	-	-	-	-	4.22	0.19	2.35	0.87	26.47	34.10	-	-	34.10
Balance as at 31 March 2017	**-**	**5.01**	**16.35**	**15.31**	**13.39**	**18.02**	**17.63**	**11.69**	**125.65**	**223.05**	**78.51**	**78.51**	**301.56**
Additions	-	1.59	1.04	-	1.85	2.36	2.95	1.15	13.51	24.45	2.69	2.69	27.14
Disposals	-	-	-	5.24	0.28	0.48	1.14	-	-	7.14	-	-	7.14
Balance as at 30 September 2017	**-**	**6.60**	**17.39**	**10.07**	**14.96**	**19.90**	**19.44**	**12.84**	**139.16**	**240.36**	**81.20**	**81.20**	**321.56**

Particulars	Property, plant and equipment										Intangible assets		Grand Total
	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and machinery	Furniture and fixtures	Office equipments	Vehicles	Computers and servers	Total	Computer software	Total	
Net block													
As at 31 March 2013	0.43	3.31	52.46	3.69	15.61	16.19	22.96	2.81	42.26	159.72	20.34	20.34	180.06

As at 31 March 2014	0.43	3.31	51.44	1.36	17.26	15.17	27.92	9.37	50.99	177.25	9.67	9.67	186.92
As at 31 March 2015	0.43	3.27	89.94	0.60	14.71	11.02	25.40	11.86	59.33	216.56	7.55	7.55	224.11
As at 31 March 2016	0.47	282.36	106.96	0.60	22.11	23.23	33.19	13.59	70.35	552.86	10.30	10.30	563.16
As at 31 March 2017	0.47	280.44	108.35	-	21.10	21.01	30.34	11.52	63.21	536.44	7.04	7.04	543.48
As at 30 September 2017	0.47	278.85	107.31	-	19.85	18.80	30.70	11.42	64.50	531.90	5.37	5.37	537.27

* Refer note 13 on Annexure XX

Annexure X

Restated Standalone Summary Statement of Property, Plant and Equipment, Intangible Assets and Capital Work-In-Progress
(All amounts are in INR Millions, except per share data and unless otherwise stated)

II Capital work-in-progress

Particulars	Amount
As at 1 April 2012	**30.23**
Add: Additions during the year	-
Less: Capitalisation during the year	1.50
As at 31 March 2013	**28.73**
Add: Additions during the year	-
Less: Capitalisation during the year	-
As at 31 March 2014	**28.73**
Add: Additions during the year	18.84
Less: Capitalisation during the year	-
As at 31 March 2015	**47.57**
Add: Additions during the year	57.57
Less: Capitalisation during the year	44.68
As at 31 March 2016	**60.46**
Add: Additions during the year	50.37
Less: Capitalisation during the year	-
As at 31 March 2017	**110.83**
Add: Additions during the period	63.94
Less: Capitalisation during the period	-
As at 30 September 2017	**174.77**

Newgen Software Technologies Limited

Annexure XI

Restated Standalone Summary Statement of Non-Current Investments and Deferred Tax Assets
(All amounts are in INR Millions, except per share data and unless otherwise stated)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
I Non-current investments						
(valued at cost unless stated otherwise)						
Long-term and unquoted investment in equity instruments of wholly owned subsidiaries						
Trade investments						
6,000 equity shares of USD 200 each, fully paid up of Newgen Software Inc. USA.	49.68	49.68	49.68	49.68	49.68	49.68
1,000,000 equity shares of CAD 0.10 each, fully paid up of Newgen Software Technologies Canada, Limited.	5.33	5.33	5.33	5.33	5.33	5.33
250,000 equity shares of SGD 1 each, fully paid up of Newgen Software Technologies Pte. Limited.	11.12	11.12	11.12	11.12	11.12	11.12
210,000 equity shares of Rs.10 each, fully paid up of Newgen Computers Technologies Limited	4.65	4.65	4.65	4.65	4.65	4.65
5,000 equity shares of Rs.100 each, fully paid up of Sundeep Import Export Limited*	-	-	-	5.13	5.13	5.13
20,000,000 equity shares of GBP 0.01 each, fully paid up of Newgen Software Technologies (UK) Ltd.	17.73	17.73	-	-	-	-
	88.51	**88.51**	**70.78**	**75.91**	**75.91**	**75.91**
Aggregate amount of unquoted investments		88.51	70.78	75.91	75.91	75.91

* Subsidiary has been merged with the Company w.e.f. 1 April 2015 (refer annexure XX)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
II Deferred tax assets (net)						
Deferred tax asset on:						
Provision for gratuity	45.84	42.59	33.40	22.63	15.87	13.28
Provision for compensated absences	15.46	12.53	12.11	9.00	6.09	5.50
Bonus payable	0.79	0.79	1.74	0.08	0.09	0.10
Provision for doubtful trade receivables	81.62	68.49	58.94	44.79	27.41	17.94
Provision for doubtful loans and advances	0.98	4.26	4.27	4.20	3.95	3.80
ESOP expense	4.26	-	-	-	-	-
Others	0.06	1.10	1.83	0.75	1.03	-
	149.01	**129.76**	**112.29**	**81.45**	**54.44**	**40.62**
Less: Deferred tax liability on:						
Difference in written down value of fixed assets under Income Tax Act, 1961 and books of accounts	25.54	28.51	26.83	21.60	19.18	18.08
	25.54	**28.51**	**26.83**	**21.60**	**19.18**	**18.08**
	123.47	**101.25**	**85.46**	**59.85**	**35.26**	**22.54**

Newgen Software Technologies Limited

Annexure XII

Restated Standalone Summary Statement of Long-Term and Short-Term Loans and Advances and Other Non-Current and Current Assets
(All amounts are in INR Millions, except per share data and unless otherwise stated)

I Loans and advances *(unsecured and considered good, unless stated otherwise)*	**Long-term**						**Short-term**					
	As at 30 September 2017	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014**	**As at 31 March 2013**	**As at 30 September 2017**	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014**	**As at 31 March 2013**
To parties other than related parties												
Capital advances	19.40	-	-	15.71	16.75	0.55	-	-	-	-	-	-
Security deposits	38.88	32.05	26.46	25.82	19.32	16.74	5.27	1.72	-	-	-	-
Advances to vendors	-	-	-	-	-	-	2.40	1.79	0.89	9.01	1.02	0.72
Loans to employees	-	-	-	-	-	0.13	-	2.66	3.50	1.09	0.48	1.14
Octroi charges recoverable	-	-	-	-	-	-	2.08	-	0.13	-	-	-
Advance to employees	-	-	-	-	-	-	-	11.74	3.51	8.15	5.83	8.01
Prepaid expenses	2.58	2.49	-	-	-	-	9.85	31.68	26.16	23.86	12.41	11.95
Advance income tax [net of provision]	148.16	85.23	79.80	21.51	25.82	26.57	44.15	-	-	-	-	-
MAT credit entitlement	-	-	1.95	2.68	23.92	11.13	-	-	-	-	-	-
	209.02	**119.77**	**108.21**	**65.72**	**85.81**	**55.12**	**63.75**	**49.59**	**34.19**	**42.11**	**19.74**	**21.82**
Balances with statutory authorities					-	-						
- Service tax recoverable	-	-	-	-	-	-	19.85	19.19	15.15	11.97	8.18	9.82
	-	**-**	**-**	**-**	**-**	**-**	**19.85**	**19.19**	**15.15**	**11.97**	**8.18**	**9.82**
Earnest money deposits		-	-	-	-	-						
- considered good	7.96	7.36	1.29	5.01	3.21	2.35	-	-	1.43	-	-	-
- considered doubtful	12.32	12.32	12.35	12.13	11.63	11.73	-	-	-	-	-	-
	20.28	19.68	13.64	17.14	14.84	14.08	-	-	1.43	-	-	-
Less: provision for doubtful deposits	12.32	12.32	12.35	12.13	11.63	11.73	-	-	-	-	-	-
	7.96	**7.36**	**1.29**	**5.01**	**3.21**	**2.35**	**-**	**-**	**1.43**	**-**	**-**	**-**
To related parties												
Loans and advances to related party												
- Newgen ESOP Trust	0.10	0.10	0.10	0.10	-	-	-	-	-	-	-	-
	0.10	0.10	0.10	0.10	-	-	-	-	-	-	-	-
	217.08	**127.23**	**109.60**	**70.83**	**89.02**	**57.47**	**83.60**	**68.78**	**50.77**	**54.08**	**27.92**	**31.64**

II Other assets *(Unsecured and considered good, unless stated otherwise)*	**Non Current**						**Current**					
	As at 30 September 2017	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014**	**As at 31 March 2013**	**As at 30 September 2017**	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014**	**As at 31 March 2013**
Bank deposits due to mature after 12 months from the reporting date												
- pledged with tax authorities	0.23	0.23	0.23	0.43	0.43	0.43	-	-	-	-	-	-
- held as margin money *	18.15	13.15	15.56	10.01	8.28	2.39	-	-	-	-	-	-
Unbilled revenue												
- other than related parties	-	-	-	-	-	-	412.53	250.04	227.43	149.28	118.29	86.60
- related parties	-	-	-	-	-	-	196.33	6.86	6.86	8.00	-	-
Interest accrued on deposits	2.92	2.14	-	-	0.86	0.28	-	0.07	3.01	1.19	0.08	0.35
Interest accrued but not due on government bonds	-	-	-	-	-	-	5.75	3.92	3.21	-	-	-
IPO Expense	-	-	-	-	-	-	43.64	-	-	-	-	-
	21.30	**15.52**	**15.79**	**10.44**	**9.57**	**3.10**	**658.25**	**260.89**	**240.51**	**158.47**	**118.37**	**86.95**

* Balances with banks held as margin money represents the margin money on account of guarantees issued to government customers.

Newgen Software Technologies Limited

Annexure XIII

Restated Standalone Summary Statement of Current Investments, Inventories, Trade Receivables and Cash and Bank Balances
(All amounts are in INR Millions, except per share data and unless otherwise stated)

		As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
I	**Current investments (refer annexure XX)**						
	(Valued at cost or market value whichever is less)						
	Quoted						
	Investment in arbitrage funds	-	-	235.31	297.83	-	-
	Investment in debt security mutual funds	304.79	316.98	170.00	300.00	550.00	-
	Investment in government bond	186.06	165.45	44.86	-	-	-
		490.85	**482.43**	**450.17**	**597.83**	**550.00**	**-**
	Quoted current investment						
	Aggregate book value	490.85	482.43	450.17	597.83	550.00	-
	Aggregate market value	502.04	486.65	451.87	599.43	552.38	-
II	**Inventories**						
	(At lower of cost and net realizable value)						
	Stock-in-trade	-	-	-	-	-	0.41
		-	**-**	**-**	**-**	**-**	**0.41**
III	**Trade receivables**						
	(Unsecured, unless stated otherwise)						
	Trade receivables						
	Outstanding for a period exceeding six months from the date they become due for payment						
	- considered good	484.58	527.70	470.69	368.95	273.08	191.86
	- considered doubtful	245.13	203.84	170.31	129.46	80.63	55.30
		729.71	731.54	641.00	498.41	353.71	247.16
	Less: Provision for doubtful debts	245.13	203.84	170.31	129.46	80.63	55.30
		484.58	527.70	470.69	368.95	273.08	191.86
	Other trade receivables	1,258.05	1,724.93	1,473.15	1,360.24	1,068.71	813.72
		1,742.63	**2,252.63**	**1,943.84**	**1,729.19**	**1,341.79**	**1,005.58**

Newgen Software Technologies Limited

Annexure XIII

Restated Standalone Summary Statement of Current Investments, Inventories, Trade Receivables and Cash and Bank Balances
(All amounts are in INR Millions, except per share data and unless otherwise stated)

IV Cash and bank balances

Cash and cash equivalents						
- Cash on hand	0.51	0.63	0.45	0.22	0.45	0.24
- Balances with banks						
on current accounts*	254.76	199.54	200.54	151.75	69.33	90.89
on deposit accounts (original maturity of 3 months or less)	80.00	80.00	-	-	120.00	-
Other bank balances						
- on other deposit accounts	-	-	-	-	-	4.33
- held as margin money#	-	-	-	2.05	-	-
	335.27	**280.17**	**200.99**	**154.02**	**189.78**	**95.46**

*Current account balances with banks include Rs. 3.56, Rs. 3.67, Rs. 4.11, Rs. 5.43, Rs. 3.79 and Rs. 0.59 as on 30 September 2017, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 respectively held at a foreign branch.

Balance with Banks held as margin money Rs. 2.05 Million as on 31 March 2015 represents the margin money on account of guarantees issued to sales tax department and government customers.

Details of bank balances/deposits

Bank balances/deposits available on demand with original maturity of 3 months or less included under 'Cash and bank balances'	80.00	80.00	-	-	120.00	-
Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances'	-	-	-	2.05	-	4.33
Bank deposits due to mature after 12 months of the reporting date included under 'Other non-current assets'	18.38	13.38	15.79	10.44	8.71	2.82
	98.38	**93.38**	**15.79**	**12.49**	**128.71**	**7.15**

Newgen Software Technologies Limited

Annexure XIV

Restated Standalone Summary Statement of Revenue From Operations and Other Income
(All amounts are in INR Millions, except per share data and unless otherwise stated)

	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
I Revenue from operations						
Sale of products - softwares	468.02	1,094.69	670.54	716.64	492.25	413.58
Sale of stock-in-trade	-	-	0.13	2.60	22.77	4.92
Annuity based revenue	359.44					
ATS/AMC	502.17	706.07	563.19	442.47	373.10	304.59
Support	41.30	802.66	686.02	598.20	581.23	497.21
SaaS Revenue	-	19.74	10.69	1.52	3.26	3.20
Sale of services						
Implementation	361.92	1,038.12	1,016.07	883.28	736.57	563.90
Scanning	94.91	169.87	181.41	140.44	126.84	115.56
	1,827.76	**3,831.15**	**3,128.05**	**2,785.15**	**2,336.02**	**1,902.96**
II Other income						
Interest income on bank deposits	6.49	2.42	2.96	4.82	3.03	0.77
Interest on income tax refund	-	-	-	5.48	-	-
Dividend income on mutual fund investment	4.43	0.17	0.54	-	7.46	-
Interest income on government bond investment	6.41	3.51	-	-	-	-
Profit on sale on mutual fund investment	4.30	58.99	18.14	56.82	9.03	-
Net foreign exchange fluctuation gain	6.31	-	3.77	10.20	57.27	42.55
Excess liabilities/provisions no longer required, written bacl	-	-	-	-	-	-
Bad debts recovered	-	-	-	-	-	-
Miscellaneous income	0.66	1.55	1.16	0.51	0.37	0.61
Net gain on sale of property, plant and equipment	-	-	-	0.18	-	-
	28.60	**66.64**	**26.57**	**78.01**	**77.16**	**43.93**

Newgen Software Technologies Limited

Annexure XV

Restated Standalone Summary Statement of Purchase Of Stock-In-Trade, Changes In Inventories of Stock-In-Trade, Employee Benefits, Finance Costs, Depreciation and Amortisation and Other Expenses

(All amounts are in INR Millions, except per share data and unless otherwise stated)

		For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
I	**Purchases of stock-in-trade**						
	Scanners	-	-	-	-	-	1.66
	Third party software	-	-	-	-	23.16	-
	Others	-	-	-	1.73	5.08	1.17
		-	**-**	**-**	**1.73**	**28.24**	**2.83**
II	**Changes in inventories of stock-in-trade**						
	Traded goods						
	Opening stock	-	-	-	-	0.41	0.95
	Less: Closing stock	-	-	-	-	-	0.41
		-	**-**	**-**	**-**	**0.41**	**0.54**
III	**Employee benefits**						
	Salaries, wages and bonus	970.93	1,706.03	1,480.81	1,188.75	985.68	813.91
	Contribution to provident fund and other funds	32.79	60.94	59.33	47.16	39.70	33.29
	Employee stock compensation expense (refer annexure XX	2.83	-	0.50	-	0.72	1.18
	Compensated absences (refer annexure XX)	10.72	22.82	19.11	16.64	9.02	9.84
	Gratuity (refer annexure XX)	13.00	32.57	36.09	22.59	15.14	11.38
	Staff welfare expenses	22.09	37.30	38.81	30.64	23.57	19.49
		1,052.36	**1,859.66**	**1,634.65**	**1,305.78**	**1,073.83**	**889.09**
IV	**Finance costs**						
	Interest expense:						
	Interest expense on borrowings	7.78	15.68	12.57	12.50	7.15	4.21
	Interest on income taxes	-	-	-	-	-	1.96
	Interest on deferred liability for leasehold land	7.50	17.56	15.36	-	-	-
	Net foreign currency loss attributable to the foreign currenc	-	-	-	-	-	-
	Other finance costs	3.71	9.38	6.34	8.86	7.69	6.01
		18.99	**42.62**	**34.27**	**21.36**	**14.84**	**12.18**
V	**Depreciation and amortisation (refer annexure X)**						
	Depreciation on property, plant and equipment	24.46	41.47	37.59	38.05	20.86	22.78
	Amortisation on intangible assets	2.69	5.92	5.59	4.93	13.59	14.50
		27.15	**47.39**	**43.18**	**42.98**	**34.45**	**37.28**
VI	**Other expenses**						
	Rent (refer annexure XX)	74.82	124.47	108.59	60.70	58.84	49.59
	Travelling and conveyance	260.05	440.44	365.74	354.01	299.66	211.11
	Legal and professional	85.96	137.87	110.18	98.83	83.16	73.32
	Digitisation (scanning) charges	24.43	49.37	56.29	44.96	45.22	45.52
	Advertisement and publicity	18.92	43.58	34.91	60.49	29.88	15.25
	Insurance	11.51	23.46	18.98	14.02	13.86	9.48
	Brokerage and commission	14.44	48.34	72.37	50.93	24.80	30.06
	Repairs and maintenance:						
	- buildings	3.39	6.58	7.56	7.45	5.11	4.33
	- computers	5.92	10.15	26.59	10.41	8.28	6.12
	- others	6.66	12.95	13.11	10.40	10.75	6.06
	Rates and taxes	6.79	11.87	10.17	8.07	10.26	3.21
	Recruitment	9.73	13.79	11.08	11.37	11.20	7.32
	Donation	0.67	2.82	2.82	3.23	2.07	2.63
	Office maintenance expense	24.27	45.44	39.95	27.84	27.72	14.83
	Communication	16.81	32.41	29.17	29.47	22.90	23.17
	CSR Expenditure (refer annexure XX)	2.69	10.51	4.88	2.48	-	-
	Electricity and water	18.85	30.78	31.41	26.28	25.92	21.98
	Auditors' remuneration						
	- Statutory audit fee	2.00	2.00	2.00	1.50	1.50	1.50
	- Group audit fee	-	1.40	1.40	1.20	-	-
	- Reimbursement of expenses	-	0.10	0.15	0.13	0.10	-
	Provision for doubtful trade receivables	41.29	127.83	63.20	48.83	32.84	9.06
	Bad debt written off	-	-	1.86	0.87	0.02	3.66
	Loans and advances written off	-	0.66	0.34	-	-	-
	Provision for loans and advances	-	-	0.22	0.50	-	-
	Membership and subscription	23.98	37.52	30.80	19.28	16.81	10.20
	Security charges	9.47	15.62	14.83	12.73	11.18	9.10
	Equipment hiring charges	1.56	2.89	3.14	3.38	2.90	2.33
	Software and license maintenance expense	15.51	37.03	30.56	22.74	5.74	3.08
	Printing and stationery	5.71	9.46	7.67	5.04	4.02	4.65
	Net loss on sale of property, plant and equipment	0.29	0.07	1.22	-	0.10	0.09
	Diminution in market value of current investment (refer anr	0.17	0.63	2.52	2.17	-	-
	Net foreign exchange fluctuation loss	-	18.95	-	-	-	-
	Miscellaneous expenses	0.21	4.70	3.66	1.12	0.61	0.76
		686.10	**1,303.69**	**1,107.37**	**940.43**	**755.45**	**568.41**

Newgen Software Technologies Limited

Annexure XVI

Restated Standalone Summary Statement of Tax Shelter
(All amounts are in INR Millions, except per share data and unless otherwise stated)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Restated profit before tax (A)	**71.76**	644.43	335.15	550.88	505.96	436.56
Tax rates (including surcharge and education cess)						
Normal income tax rates (B)	34.61%	34.61%	33.99%	33.99%	33.99%	32.45%
Short term capital gain - at special tax rate (C)	-	-	17.00%	-	-	-
Minimum alternate tax rate (MAT) (D)	21.34%	21.34%	20.96%	20.96%	20.96%	20.01%
Permanent differences						
Disallowance under Section 14A of the Income-tax Act, 1962 ("the IT Act")	2.06	2.86	0.26	0.05	0.12	0.16
Disallowance under Section 37 of the IT Act including CSR expenditure	3.37	13.76	7.84	5.98	8.38	17.32
Disallowance under Section 40 of the IT Act	0.03	-	2.13	-	-	0.30
Dividend income exempt under Section 10 of the IT Act	-	(0.17)	(0.54)	-	-	-
Interest income exempt under Section 10 of the IT Act	-	-	-	-	-	-
Capital gain/(loss) and interest income to be treated separately	(15.13)	(59.24)	(18.14)	(56.82)	(9.03)	(1.03)
Interest income to be treated separately	-	(3.51)	-	-	(7.46)	(0.77)
Others	2.83	-	0.50	-	6.64	3.04
Total impact of Permanent differences (E)	**(6.84)**	**(46.30)**	**(7.96)**	**(50.79)**	**(1.36)**	**19.02**
Timing differences						
Difference between book WDV and tax WDV	9.97	(1.59)	(17.15)	0.48	(2.66)	(1.44)
Disallowances under Section 43B of the IT Act	8.51	(1.03)	14.47	8.39	1.67	4.56
Disallowances under Section 40 of the IT Act	9.45	27.85	32.05	18.23	7.36	8.95
Disallowances under Section 36 of the IT Act	41.46	34.13	43.59	51.49	25.34	6.40
Other disallowances	0.29	1.99	2.21	0.18	0.10	0.09
Total impact of timing differences (F)	**69.68**	**61.36**	**75.16**	**78.77**	**31.80**	**18.56**
Total net adjustments (G=E+F)	**62.85**	**15.06**	**67.20**	**27.98**	**30.44**	**37.57**
Business Income taxable at normal income tax rates (H=A+G)	**134.61**	**659.49**	**402.35**	**578.86**	**536.40**	**474.13**
Income under head Capital Gain						
Long term capital gain - exempt income	-	26.24	-	-	-	1.03
Short term capital gain taxable at normal income tax rates	4.30	28.06	16.60	56.82	9.03	-
Short term capital gain taxable at special income tax rates	-	-	1.54	-	-	-
Total income under Capital Gain head (I)	**4.30**	**54.30**	**18.14**	**56.82**	**9.03**	**1.03**
Income under head Other Sources						
Exempted dividend income from Mutual Fund	4.43	0.17	0.54	-	7.46	-
Others	6.41	3.51	-	-	-	0.77
Total income under head Other Sources (J)	**10.83**	**3.69**	**0.54**	**-**	**7.46**	**0.77**
Gross total income (K=H+I+J)	**149.74**	**717.47**	**421.04**	**635.68**	**552.89**	**475.93**
Deductions						
Deduction under section 80-G	0.18	0.83	0.84	1.09	0.75	0.78
Mutual Fund income u/s 10(35)	4.43	0.17	0.54	-	7.46	-
Long term capital gain - exempt income	-	26.24	-	-	-	1.03
Total deductions (L)	**4.61**	**27.25**	**1.39**	**1.09**	**8.21**	**1.81**
Total Income (M=K-L)	**145.13**	**690.23**	**419.65**	**634.60**	**544.68**	**474.12**
Income exempt under section 10(AA)	49.82	231.77	171.07	200.57	254.26	228.14
Total taxable income	**95.31**	**458.46**	**248.58**	**434.02**	**290.42**	**245.98**
Income taxable at normal income tax rates (N)	95.31	458.46	247.04	434.02	290.42	245.98
Short term capital gain taxable at special income tax rates (O)	-	-	1.54	-	-	-
Tax on (including surcharge and cess)						
Normal profits - at normal income tax rates (N*B)	32.98	158.66	83.98	147.51	98.71	79.81
Short term capital gains - at Special tax rates (O*C)	-	-	0.26	-	-	-
Total tax	**32.98**	**158.66**	**84.24**	**147.51**	**98.71**	**79.81**
Adjusted book profits as per Minimum Alternate Tax (MAT) calculated under Section 115 JB of the IT Act (P)	110.90	656.78	380.58	599.71	538.80	445.63
Tax as per MAT under Section 115 JB of the IT Act (P*D)	23.67	140.17	79.77	125.70	112.93	89.16
Tax provision as per restated financials	32.98	158.66	84.24	147.51	112.93	89.16

Notes:

1. The aforesaid tax shelter has been prepared as per the Restated Standalone Statement of Profit and Loss of the Company.
2. The permanent/timing differences have been computed considering the income-tax computation prepared at the time of preparation of financial statements for the relevant period/years.

Newgen Software Technologies Limited

Annexure XVII

Restated Standalone Summary Statement of Accounting Ratios
(All amounts are in INR Millions, except per share data and unless otherwise stated)

Particulars	**For the six months period ended 30 September 2017**	**For the year ended 31 March 2017**	**For the year ended 31 March 2016**	**For the year ended 31 March 2015**	**For the year ended 31 March 2014**	**For the year ended 31 March 2013**
Restated profit after tax (A)	56.51	501.56	276.52	427.96	420.09	361.45
Restated net Profit attributable to equity shareholders (refer annexure XX)						
For calculation of basic earning per share (B)	56.51	489.05	257.81	412.80	412.01	358.21
For calculation of diluted earning per share (C)	56.51	501.56	276.52	427.96	420.09	361.45
Weighted average number of equity shares outstanding during the period/year (refer annexure XX)						
For calculation of basic earnings per share (D)	59,136,855	48,384,319	48,063,569	47,599,705	47,145,450	46,125,032
For calculation of diluted earnings per share (E)	60,856,543	49,721,556	59,375,659	58,553,886	57,602,126	54,667,427
Equity share capital (F)	636.22	633.83	528.00	527.69	85.00	82.99
Compulsory convertible preference share capital (G)	-	-	102.94	102.95	17.16	13.75
Reserves and surplus (H)	2,042.88	2,086.97	1,647.68	1,483.89	1,671.64	1,111.15
Net worth, as restated (I=F+G+H)	2,679.10	2,720.80	2,278.62	2,114.53	1,773.80	1,207.89
Net asset value (J=I-G)	2,679.10	2,720.80	2,175.68	2,011.58	1,756.64	1,194.14
Number of equity shares outstanding at the end of the period/year (K)	63,622,150	63,383,150	52,799,872	52,768,920	50,999,100	49,791,420
Accounting ratios						
Basic earning per share (Rs.) (B/D)	0.96	10.11	5.36	8.67	8.74	7.77
Diluted earning per share (Rs.) (C/E)	0.93	10.09	4.66	7.31	7.29	6.61
Return on net worth % (A/I*100)	2.11%	18.43%	12.14%	20.24%	23.68%	29.92%
Net asset value per equity share (Rs.) (J/K)	42.11	42.93	41.21	38.12	34.44	23.98

Notes:

1) The above ratios are calculated as under:

i) Basic earning per share = Net profit attributable to equity shareholders / weighted average number of shares outstanding during the period/year

ii) Diluted earning per share = Net profit attributable to equity shareholders / weighted average number of equity and dilutive equity shares outstanding during the period/year

iii) Return on net worth (%) = Net profit after tax / net worth as at the end of period/year. Net worth means the aggregate of the paid up share capital, securities premium account, and other reserves and surplus (excluding revaluation reserve). The Company does not have any revaluation reserve

iv) Net asset value per equity share (Rs) = Net worth (excluding compulsory convertible preference shares) at the end of the period/year / Total number of equity shares outstanding as at the end of period/year.

2) The figures disclosed above are based on the Restated Standalone Financial Information of Newgen Software Technologies Limited.

3) Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share" ("AS 20") as notified under section 133 of the Companies Act 2013, read together with rules thereunder.

4) The Company has issued five shares for every one existing share pursuant to resolution passed by the shareholders on 18 September 2014. The same has been considered for calculation of basic and diluted EPS for the years presented in accordance with Accounting Standard - 20 Earnings Per Share.

Newgen Software Technologies Limited

Annexure XVIII

Restated Standalone Summary Statement of Capitalisation
(All amounts are in INR Millions, except per share data and unless otherwise stated)

Particulars		**Pre-Issue As at 30 September 2017**	**Post Issue (As adjusted for IPO*)**
Borrowings:			
Short term borrowings (Annexure VIII)		662.85	
Long term borrowings	(A)	-	
Total borrowings	(B)	**662.85**	
Restated Shareholders' funds			
Equity share capital (Refer annexure VI)		636.22	
Reserves and surplus, as restated			
Capital redemption reserve (Refer annexure VII)		8.79	
General reserve (Refer annexure VII)		173.22	
Securities premium account (Refer annexure VII)		78.22	
Employee stock options outstanding (Refer annexure VII)		3.14	
Surplus in the summary restated statement of profit and loss (Refer annexure VII)		1,779.51	
Restated Total shareholders' funds	(C)	**2,679.10**	
Long-term Borrowings / Equity ratio	(A/C)	**0.00%**	
Total Borrowings / Equity ratio	(B/C)	**24.74%**	

* The post issue Share capital, Reserves and Surplus and Debt Equity Ratio can be calculated only on the conclusion of the Book Building Process.

Notes:

1) Short-term borrowings is considered as borrowing due within 12 months from the balance sheet date.
2) Long-term borrowings is considered as borrowing other than short-term borrowing, as defined above and also includes the current maturities of long-term borrowings.

3) The figures disclosed above are based on the Restated Standalone Financial Information of the Company.

Newgen Software Technologies Limited

Annexure XIX

Restated Standalone Summary Statement of Dividend Paid

(All amounts are in INR Millions, except per share data and unless otherwise stated)

Particulars	Unit	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Equity Shares							
Issued number of shares	Number	64,308,150	54,013,800	54,013,800	8,794,800	8,794,800	8,794,800
Face value per share	Rupee	10	10	10	10	10	10
Rate of dividend	Percentage	15%	10%	15%	75%	50%	20%
Amount of dividend	Million	96.46	54.01	81.01	65.96	43.97	17.59
Corporate dividend tax	Million	19.64	11.06	16.59	11.21	7.47	2.85
Equity share capital with Differential voting rights (DVR)							
Issued number of shares	Number	-	120	120	20	-	-
Face value per share	Rupee	-	10	10	10	-	-
Rate of dividend	Percentage	-	10%	15%	75%	-	-
Amount of dividend #	Million	-	0.00	0.00	0.00	-	-
Corporate dividend tax*	Million	-	0.00	0.00	0.00	-	-
0.01% Compulsory convertible preference shares							
Issued number of shares	Number	-	10,294,230	10,294,230	1,715,705	1,375,035	1,375,035
Face value per share	Rupee	-	10	10	10	10	10
Rate of dividend	Percentage	-	10%	15%	76%	50%	20%
Amount of dividend	Million	-	10.38	15.53	12.96	6.91	2.79
Corporate dividend tax	Million	-	2.13	3.18	2.20	1.17	0.45

Amount in absolute term Rs. 120, Rs. 180 and Rs. 150 for the year ended 31 March 2017, 2016 and 2015.
* Amount in absolute term Rs. 24.57, Rs. 36.85 and Rs. 25.49 for the year ended 31 March 2017, 2016 and 2015.

Final equity and preference dividend proposed by the Board of Directors for years ended 31 March 2013, 31 March 2014, 31 March 2015 and 31 March 2016 has been considered as non-adjusting event as at respective year ends and has been adjusted against opening reserves and surplus as at 1 April 2012 and reserves and surplus for the years ended 31 March 2013, 31 March 2014, 31 March 2015, 31 March 2016 and 31 March 2017 respectively as per requirement of Revised Accounting Standard 4.

Newgen Software Technologies Limited

Annexure XX

Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

1. Contingent Liabilities and Commitments

Particulars	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Claims against the Company under income-tax matters not acknowledged as debts #	-	-	-	-	-	1.60
Estimated amount of contracts remaining to be executed on capital account (net of capital advances) and not provided for in the financial statements.	184.85	173.30	57.50	285.36	42.75	3.91
Non-cancellable contractual commitments on account of operating leases and not provided for in the financial statements	-	-	-	-	763.70	1,128.22

The amounts shown above represent the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been initiated by the Company or the claimants as the case may be and therefore cannot be predicted accurately.

Newgen Software Technologies Limited

Annexure XX

Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

2. Employee benefits

a) Defined contribution plan
The Company makes contributions, determined as a specified percentage of the employee salaries in respect of qualifying employees towards provident fund, which is a defined contribution plan. The amounts recognised in the Restated Statement of Profit and Loss pertaining to employer's contribution to provident fund recognised as an expense and included in Employee benefits in Annexure XV are as follows:

Particulars	**30 September 2017**	**31 March 2017**	**31 March 2016**	**31 March 2015**	**31 March 2014**	**31 March 2013**
Employer's Contribution to Provident Fund	32.79	60.94	59.33	47.16	39.70	33.29

b) Defined benefit plan

Gratuity scheme - This is an unfunded defined benefit plan and it entitles an employee, who has rendered at least 5 years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit.

Particulars	**30 September 2017**	**31 March 2017**	**31 March 2016**	**31 March 2015**	**31 March 2014**	**31 March 2014**
Movement in present value of obligation						
Present value of defined obligation at the beginning of the period/year	127.85	99.99	67.95	49.71	42.36	33.41
Current service cost	8.75	16.33	13.86	9.97	7.81	6.65
Interest cost	4.70	7.50	5.44	4.23	3.60	2.84
Actuarial loss	(0.45)	8.74	16.79	8.39	3.73	1.89
Benefits paid	(3.55)	(4.71)	(4.05)	(4.35)	(7.79)	(2.43)
Present value of obligation at the end of the period/year	137.29	127.85	99.99	67.95	49.71	42.36
Liability recognised in the summary restated financial statements	137.29	127.85	99.99	67.95	49.71	42.36
Current	17.64	111.32	86.52	62.78	46.77	36.38
Non Current	119.65	16.53	13.47	5.17	2.94	5.98
Expense recognised in the Summary Restated Statement of Profit and Loss						
Current service cost	8.75	16.33	13.86	9.97	7.81	6.65
Interest cost	4.70	7.50	5.44	4.23	3.60	2.84
Actuarial loss	(0.45)	8.74	16.79	8.39	3.73	1.89
Expense recognised in the Summary Restated Statement of Profit and Loss	13.00	32.57	36.09	22.59	15.14	11.38

Newgen Software Technologies Limited

Annexure XX

Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

Principal actuarial assumptions used for gratuity and compensated absences at the balance sheet date are as follows:

Particulars	**30 September 2017**	**31 March 2017**	**31 March 2016**	**31 March 2015**	**31 March 2014**	**31 March 2013**
Economic assumptions:						
Discount rate*	7.28%	7.35%	7.95%	8.00%	8.50%	8.50%
Expected future salary increase**	7.00%	7.00%	7.00%	6.00%	5.50%	5.50%
Average remaining working lives of employees (years)	31.00	30.43	30.48	28.62	28.50	28.58
Demographic assumptions:						
Retirement age	60 years	60 years	60 years	58 years	58 years	58 years
Mortality table	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (1994-96)
Withdrawal rates:						
- Upto 30 years	21%	21%	21%	21%	8%	8%
- 31 to 40 years	15%	15%	15%	5%	5%	5%
- Above 40 years	5%	5%	5%	1%	1%	1%

* The discount rate is based on the prevailing market yields of Indian government bonds as at the balance sheet date for the estimated term of the obligations.
** The expected rate of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as demand and supply in the employment market.

Experience adjustment:

Particulars	**30 September 2017**	**31 March 2017**	**31 March 2016**	**31 March 2015**	**31 March 2014**	**31 March 2013**
Present value of defined benefit obligation at the end of the period/year	137.29	127.85	99.99	67.95	49.71	42.34
Net liability recognised in balance sheet	(137.29)	(127.85)	(99.99)	(67.95)	(49.71)	(42.34)
Experience adjustment on plan liabilities (loss) / gain	1.13	(3.57)	0.06	(1.82)	(3.70)	0.33

c) Other long term benefits

Particulars	**30 September 2017**	**31 March 2017**	**31 March 2016**	**31 March 2015**	**31 March 2014**	**31 March 2013**
Amount pertaining to compensated absences recognised as an expense and included in "Employee benefits expense" in Annexure XV.	10.72	22.82	19.11	16.64	9.02	9.84

Newgen Software Technologies Limited

Annexure XX

Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

3. Leases

Operating leases as lessee

The Company has taken various cancellable and non-cancellable leases for office premises and residential accommodation for some of its employees. The Lease rental is charged to Summary Restated Statement of Profit & Loss on a straight line basis over lease term. Lease rental expenses charged to Summary Restated Statement of Profit and Loss in respect of operating leases are as below:

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016*	For the year ended 31 March 2015*	For the year ended 31 March 2014*	For the year ended 31 March 2013
Lease rental expenses charged to Summary Restated Statement of Profit and Loss	74.82	124.47	108.59	60.70	58.84	49.59

* Amount shown is net of recovery from lessor amounting Rs. 14.16 and Rs. 4.25 for the year ended 31 March 2015 and 31 March 2014 respectively

The future minimum lease payments under the non-cancellable leases as at year end are as below:

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Not later than one year	114.33	90.96	81.96	79.76	37.82	37.19
Later than one year and not later than five years	184.88	204.17	207.71	72.38	38.55	75.64
Later than five years	-	-	-	-	-	-
Total	**299.21**	**295.13**	**289.67**	**152.14**	**76.37**	**112.83**

Operating leases as lessor

Company has given certain office equipments on lease to a customer for service delivery. The lease arrangements range for a period between 12 and 36 months and are cancellable in nature. Rental income recognised in the Summary Restated Statement of Profit and Loss is as follows:

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Lease rental income recognised to Summary Restated Statement of Profit and Loss	-	-	-	1.43	4.06	4.06

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Annexure XX

Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

4. Segment Reporting

The Company recognizes India, Europe, Middle East and Africa ('EMEA'), Asia Pacific ('APAC') and United States of America ('USA') segments as its primary segment based on location of its customers.

The above segments have been identified and reported taking into account the differing risks and returns, nature of regulatory environment and the current internal financial reporting structure. In view of the management, risk and returns for the Company is affected by the economic condition of various geographies. Accordingly, the geographical segments have been considered as primary reportable segments.

Financial information relating to the primary segments is presented below:

	For the six months period ended 30 September 2017				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment revenue	735.43	594.73	164.32	333.28	1,827.76
Segment result	6.26	31.18	25.43	30.44	93.31
Unallocated income					28.60
Less: Unallocated expenditure					50.15
Profit before tax					71.76
Tax expense					15.25
Profit for the period					56.51

Assets and liabilities of reportable primary segment are as follows:

	As at 30 September 2017				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment assets by location	1,102.24	892.14	165.41	412.86	2,572.65
Unallocated assets					1,900.35
Total assets					4,473.00
Segment liabilities by location	518.33	252.71	41.21	86.56	898.81
Capital employed					2,679.10
Unallocated liabilities					895.09
Total liabilities					4,473.00

Secondary segment is not applicable.

A listing of capital expenditure, depreciation and amortisation and other non-cash expenditure of the reportable primary segment are set out below:

	For the period ended 30 September 2017					
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Unallocated**	**Total**
Capital expenditure	-	-	-	-	21.90	21.90
Depreciation and amortisation	-	-	-	-	27.15	27.15
Provision for doubtful debts	23.65	15.12	2.52	-	-	41.29

Newgen Software Technologies Limited

Annexure XX

Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

	For the the year ended 31 March 2017				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment revenue	1,692.31	1,148.05	272.85	717.94	3,831.15
Segment result	319.44	159.65	64.30	144.34	687.73
Unallocated income					66.64
Less: Unallocated expenditure					109.94
Profit before tax					644.43
Tax expense					142.87
Profit for the year					501.56

Assets and liabilities of reportable primary segment are as follows:

	As at 31 March 2017				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment assets by location	982.54	1,114.73	216.15	376.21	2,689.63
Unallocated assets					1,642.09
Total assets					4,331.72
Segment liabilities by location	433.00	310.29	55.39	85.48	884.16
Capital employed					2,720.80
Unallocated liabilities					726.76
Total liabilities					4,331.72

Secondary segment is not applicable.

A listing of capital expenditure, depreciation and amortisation and other non-cash expenditure of the reportable primary segment are set out below:

	For the year ended 31 March 2017					
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Unallocated**	**Total**
Capital expenditure	-	-	-	-	27.94	27.94
Depreciation and amortisation	-	-	-	-	47.39	47.39
Provision for doubtful debts	42.57	76.56	8.70	-	-	127.83

	For the year ended 31 March 2016				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment revenue	1,135.00	1,154.43	214.25	624.37	3,128.05
Segment result	87.64	161.19	37.77	122.21	408.81
Unallocated income					26.57
Less: Unallocated expenditure					100.23
Profit before tax					335.15
Tax expense					58.63
Profit for the year					276.52

Newgen Software Technologies Limited

Annexure XX

Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

Assets and liabilities of reportable primary segment are as follows:

	As at 31 March 2016				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment assets by location	1,859.21	1,071.49	199.03	302.52	3,432.25
Unallocated assets					359.28
Total assets					3,791.53
Segment liabilities by location	479.07	289.80	38.88	62.28	870.03
Capital employed					2,278.62
Unallocated liabilities					642.88
Total liabilities					3,791.53

Secondary segment is not applicable.

A listing of capital expenditure, depreciation and amortisation and other non-cash expenditure of the reportable primary segment are set out below:

	For the year ended 31 March 2016					
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Unallocated**	**Total**
Capital expenditure	-	-	-	-	381.96	381.96
Depreciation and amortisation	-	-	-	-	43.18	43.18
Provision for doubtful debts	34.71	25.97	4.38	-	-	65.06
Provision for doubtful loans and advances	0.22	-	-	-	-	0.22

	For the year ended 31 March 2015				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment revenue	1,036.28	997.63	136.70	614.54	2,785.15
Segment result	186.01	209.20	10.85	128.01	534.07
Unallocated income					78.01
Less: Unallocated expenditure					61.20
Profit before tax					550.88
Tax expense					122.92
Profit for the year					427.96

Assets and liabilities of reportable primary segment are as follows:

	As at 31 March 2015				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment assets by location	1,061.25	834.13	109.68	265.45	2,270.51
Unallocated assets					911.79
Total assets					3,182.30
Segment liabilities by location	246.55	205.20	36.46	64.73	552.94
Capital employed					2,114.53
Unallocated liabilities					514.83
Total liabilities					3,182.30

Secondary segment is not applicable.

Newgen Software Technologies Limited

Annexure XX

Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

A listing of capital expenditure, depreciation and amortisation and other non-cash expenditure of the reportable primary segment are set out below:

	For the year ended 31 March 2015					
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Unallocated**	**Total**
Capital expenditure	-	-	-	-	80.28	80.28
Depreciation and amortisation	-	-	-	-	42.98	42.98
Provision for doubtful debts	33.56	8.57	7.57	-	-	49.70
Provision for doubtful loans and advances	0.50	-	-	-	-	0.50

	For the year ended 31 March 2014				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment revenue	851.92	757.81	92.53	633.76	2,336.02
Segment result	114.97	157.05	1.15	204.83	478.00
Unallocated income					77.16
Less: Unallocated expenditure					49.20
Profit before tax					505.96
Tax expense					85.87
Profit for the year					420.09

Assets and liabilities of reportable primary segment are as follows:

	As at 31 March 2014				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment assets by location	1,380.50	586.23	107.60	252.94	2,327.27
Unallocated assets					326.00
Total assets					2,653.27
Segment liabilities by location	190.88	155.78	18.09	50.85	415.60
Capital employed					1,773.80
Unallocated liabilities					463.87
Total liabilities					2,653.27

Secondary segment is not applicable.

A listing of capital expenditure, depreciation and amortisation and other non-cash expenditure of the reportable primary segment are set out below:

	For the year ended 31 March 2014					
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Unallocated**	**Total**
Capital expenditure	-	-	-	-	41.41	41.41
Depreciation and amortisation	-	-	-	-	34.45	34.45
Provision for doubtful debts	32.86	-	-	-	-	32.86
Provision for doubtful loans and advances	-	-	-	-	-	-

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Annexure XX

Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

	For the year ended 31 March 2013				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment revenue	729.78	617.19	63.03	492.96	1,902.96
Segment result	127.18	156.55	9.81	193.53	487.07
Unallocated income					43.93
Less: Unallocated expenditure					94.44
Profit before tax					436.56
Tax expense					75.11
Profit for the year					361.45

Assets and liabilities of reportable primary segment are as follows:

	As at 31 March 2013				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment assets by location	762.05	377.99	65.39	278.16	1,483.59
Unallocated assets					104.26
Total assets					1,587.85
Segment liabilities by location	203.28	84.57	6.58	0.88	295.31
Capital employed					1,207.89
Unallocated liabilities					84.65
Total liabilities					1,587.85

Secondary segment is not applicable.

A listing of capital expenditure, depreciation and amortisation and other non-cash expenditure of the reportable primary segment are set out below:

	For the year ended 31 March 2013					
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Unallocated**	**Total**
Capital expenditure	-	-	-	-	40.94	40.94
Depreciation and amortisation	-	-	-	-	37.28	37.28
Provision for doubtful debts	4.57	4.49	-	-	-	9.06

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5. Earnings per share

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Profit for the year as per Restated Statement of Profit and Loss (A)	56.51	501.56	276.52	427.96	420.09	361.45
Less: Dividend on compulsory convertible 0.01% preference share and dividend distribution tax thereon	-	12.51	18.71	15.16	8.08	3.24
Restated net profit attributable to equity shareholders (B)	56.51	489.05	257.81	412.80	412.01	358.21
Weighted average number of equity shares outstanding during the period/year used in computing basic earnings per share* (C)	59,136,855	48,384,319	48,063,569	47,599,705	47,145,450	46,125,032
Dilutive impact of compulsory convertible preference shares* (D)	-	-	10,294,230	10,294,230	10,294,230	8,250,210
Dilutive impact of employee stock options* (E) #	1,719,688	1,337,237	1,017,860	659,951	162,446	292,185
Weighted average number of equity shares outstanding during the period/year used in computing dilutive earning per share* [(F) = (C) + (D) + (E)]	60,856,543	49,721,556	59,375,659	58,553,886	57,602,126	54,667,427
Earnings per share in rupees (face value per equity share Rs. 10 each)*						
- Basic [(B)/(C)]	0.96	10.11	5.36	8.67	8.74	7.77
- Diluted [(A)/(F)]	0.93	10.09	4.66	7.31	7.29	6.61

*Adjusted for bonus issue (Refer note IV on Annexure VI)
The fair value of the Company's shares for the purpose of calculating the dilutive impact of stock options was based on independent valuer report for the period during which the options were outstanding.

Reconciliation of weighted average number of equity shares for the six months period ended 30 September 2017:

Particulars	Number of equity shares*	Weighted average number of shares
Equity shares of face value of Rs. 10 per share:		
Equity shares outstanding for calculation of basic earning per share as at 1 April 2017	58,738,166	58,738,166
Add: ESOP exercised during the year (Refer note 6)	678,044	398,689
Equity shares outstanding for calculation of basic Earning per share as at 30 September 2017	59,416,210	59,136,855
Add: Equity shares held by ESOP Trust with respect to options not granted/exercised by employees but outstanding	4,205,940	
Total equity shares outstanding as at 30 September 2017	63,622,150	

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Reconciliation of weighted average number of equity shares for the year ended 31 March 2017:

Particulars	**Number of equity shares***	**Weighted average number of shares**
Equity shares of face value of Rs. 10 per share:		
Equity shares outstanding for calculation of basic earning per share as at 1 April 2016	48,215,265	48,215,265
Add: ESOP exercised during the year (Refer note 6)	228,671	28,037
Add: Compulsory Convertible Preference Shares converted into equity shares during the year	10,294,230	141,017
Equity shares outstanding for calculation of basic Earning per share as at 31 March 2017	58,738,166	48,384,319
Add: Equity shares held by ESOP Trust with respect to options not granted/exercised by employees but outstanding	4,644,984	
Total equity shares outstanding as at 31 March 2017	63,383,150	

Reconciliation of weighted average number of equity shares for the year ended 31 March 2016:

Particulars	**Number of equity shares**	**Weighted average number of shares**
Equity shares of face value of Rs. 10 per share:		
Equity shares outstanding for calculation of basic earning per share as at 1 April 2015	47,974,440	47,974,440
Add: ESOP exercised during the year	240,825	89,129
Equity shares outstanding for calculation of basic Earning per share as at 31 March 2016	48,215,265	48,063,569
Add: Shares held by ESOP Trust with respect to options not granted/exercised by employees but outstanding	4,584,607	
Total equity shares outstanding as at 31 March 2016	52,799,872	

Reconciliation of weighted average number of equity shares for the year ended 31 March 2015:

Particulars	**Number of equity shares***	**Weighted average number of shares***
Equity shares of face value of Rs. 10 per share:		
Equity shares outstanding for calculation of basic earning per share as at 1 April 2014	47,424,180	47,424,180
Add: ESOP exercised during the year (Refer note 6)	550,260	175,525
Add: Equity DVR Primary Issue during the year	-	-
Equity shares outstanding for calculation of basic Earning per share as at 31 March 2015	47,974,440	47,599,705
Add: Shares held by ESOP Trust with respect to options not granted/exercised by employees but outstanding	4,794,480	
Total equity shares outstanding as at 31 March 2015	52,768,920	

Reconciliation of weighted average number of equity shares for the year ended 31 March 2014:

Particulars	**Number of equity shares***	**Weighted average number of shares***
Equity shares of face value of Rs. 10 per share:		
Equity shares outstanding for calculation of basic earning per share as at 1 April 2013	46,216,500	46,216,500
ESOP Issued(Exercised) during the year	1,207,560	928,914
Equity DVR Primary Issue during the year	120	36
Equity shares outstanding for calculation of basic Earning per share as at 31 March 2014	47,424,180	47,145,450

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Add: Shares held by ESOP Trust with respect to options not granted/exercised by employees but outstanding	3,574,920	
Total equity shares outstanding as at 31 March 2014	50,999,100	

Reconciliation of weighted average number of equity shares for the year ended 31 March 2013:

Particulars	**Number of equity shares***	**Weighted average number of shares***
Equity shares of face value of Rs. 10 per share:		
Equity shares outstanding for calculation of basic earning per share as at 1 April 2012	46,109,100	46,109,100
Issued during the year (Refer note 6)	107,400	15,932
Equity shares outstanding for calculation of basic Earning per share as at 31 March 2013	46,216,500	46,125,032
Add: Shares held by ESOP Trust with respect to options not granted/exercised by employees but outstanding	3,574,920	
Total equity shares outstanding as at 31 March 2013	49,791,420	

*Adjusted for bonus issue (Refer note IV on annexure VI)

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6. Employee Stock Option Plan (ESOP)

a) The Company had established Employees Stock Option Plan-1999 (ESOP 1999) and Employees Stock Option Plan-2000 (ESOP 2000), administered through 'Newgen Employees Trust' (ESOP Trust) set-up for this purpose, for a total grant of 293,160 and 600,000 options respectively, at an Exercise Price of Rs.80 and Rs. 40 per option respectively, to the employees of the Company. Under the terms of the original plans, these options are vested on a graded vesting basis over a maximum period of Four (4) years from the date of grant and are to be exercised either in part(s) or full, within a maximum period of five and four years respectively from the date of last vesting. During the year ended 31 March 2000, 586,320 equity shares were issued to ESOP Trust as bonus shares in the ratio of 1:2. Further, 4,093,350 equity shares were also issued to ESOP Trust as bonus shares in the ratio of 1:5 during the year ended 31 March 2015.

The Board of Directors of the Company time to time extended the maximum exercise period for ESOP 1999 and ESOP 2000. During the year 2014-15, the Board of Directors of the Company in their meeting dated 24 December 2014 extended the maximum exercise period for ESOP 1999 and ESOP 2000 to five years and four year respectively from the last vesting date or 31 December 2018, whichever is later. During the six months period ended 30 September 2017, all the outstanding options under okan ESOP 1999 and ESOP 2000 have been exercised by the employees and according scheme ESOP 1999 and ESOP 2000 have been closed.

b) The Company established Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014) in the year 2014-15, administered through a new Trust 'Newgen ESOP Trust'. The maximum numbers of grants under this Scheme shall be limited to 3,783,800 options with underlying equity shares of the Company. Pursuant to the scheme, during the year 2014-15, the Company has granted 3,653,525 options at an exercise price of Rs. 63 per option, to the employees of the Company. During the six months period ended 30 September 2017, the Company has further granted 353,300 options under Grant II and 130,000 options under Grant III at an exercise price of Rs. 63 per option, to the employees of the Company. These options were granted through Newgen ESOP Trust. Under the terms of the plans, these options are vested on a graded vesting basis over a maximum period of four years from the date of grant and are to be exercised either in part(s) or full, within a maximum period of five from the date of last vesting.

c) The Company had given loan of Rs. 78.44 to the Newgen ESOP trust in connection with the issue of shares in the year ended 31 March 2015 of Rs. 10 each at a price of Rs.63 per equity share (including a share premium of Rs. 53). Consequently, share capital and securities premium of the Company includes Rs.12.45 and Rs.65.99 respectively against the equity shares of Rs. 10 each issued to the Newgen ESOP Trust. During the six months period ended 30 September 2017, the Company has given further loan amounting to Rs. 66.15 to the Newgen ESOP trust for the issue of shares during the year FY 2017-18 of Rs. 10 each at a price of Rs.63 per equity share (including a share premium of Rs. 53). Consequently, share capital and securities premium of the Company includes Rs.10.50 and Rs.55.65 respectively against the equity shares of Rs. 10 each issued to the Newgen ESOP Trust. The amounts collected by the trust as exercise price on exercise of stock options by the employees will be transferred to the Company and such receipts are adjusted from the advances recoverable from ESOP Trust. In accordance with the "Guidance Note on Accounting for Employee Share-based Payments" issued by the Institute of Chartered Accountants of India, the amount recoverable from Newgen ESOP Trust as at 30 September 2017 amounting to Rs. 109.37 given to the trust to acquire 2,295,000 equity shares has been reduced from the share capital and securities premium account with respect to Newgen ESOP 2014 schemes.

Loan given to Newgen employee trust for the Employee Stock option plan 1999 and Employee stock option plan 2000 has already been recovered by the Company in the earlier years.

e) Reconciliation of outstanding share options

Particulars	Weighted average exercise price	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
1999 plan							
Outstanding at the beginning of period/year	4.45	52,600	57,600	57,600	14,880	36,900	39,900
Bonus granted during the period/year		-	-	-	66,150	-	-
Granted during the period/year		-	-	-	-	-	-
Forfeited during the period/year		-	-	-	-	-	-
Exercised during the period/year	4.45	52,600	5,000	-	5,430	22,020	3,000
Expired during the period/year		-	-	-	18,000	-	-
Outstanding at the end of period/year		**-**	**52,600**	**57,600**	**57,600**	**14,880**	**36,900**
Exercisable as at period/year end		-	52,600	57,600	57,600	14,880	36,900

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2000 plan							
Outstanding at the beginning of period/year	6.67	386,700	483,800	678,180	211,160	402,300	433,200
Bonus granted during the period/year		-	-	-	697,300	-	-
Granted during the period/year		-	-	-	-	-	-
Forfeited during the period/year		-	-	-	-	-	-
Exercised during the period/year	6.67	386,700	67,100	184,780	183,330	175,240	14,900
Expired during the period/year		-	30,000	9,600	46,950	15,900	16,000
Outstanding at the end of period/year		**-**	**386,700**	**483,800**	**678,180**	**211,160**	**402,300**
Exercisable as at period/year end		-	386,700	483,800	414,180	210,160	306,450
2014 plan							
Outstanding at the beginning of period/year	63	3,061,209	3,384,305	3,653,525	-	-	-
Bonus granted during the period/year		-	-	-	-	-	-
Granted during the period/year	63	483,300	-	-	3,653,525	-	-
Forfeited during the period/year	63	71,463	-	-	-	-	-
Exercised during the period/year	63	238,744	156,571	56,045	-	-	-
Expired during the period/year		-	166,525	213,175	-	-	-
Outstanding at the end of period/year	**63**	**3,234,302**	**3,061,209**	**3,384,305**	**3,653,525**	**-**	**-**
Exercisable as at period/year end	63	523,262	777,170	288,188	-	-	-
Outstanding at the end of period/year		**3,234,302**	**3,500,509**	**3,925,705**	**4,389,305**	**226,040**	**439,200**
Exercisable as at period/year end		**523,262**	**1,216,470**	**829,588**	**471,780**	**225,040**	**343,350**

f) In accordance with the "Guidance Note on Accounting for Employee Share-based Payments", the Company has valued the Employee Stock Options granted during the year, on Intrinsic Value Method, i.e., the excess of the fair market value of the underlying equity shares as of the date of the grant of the options over the exercise price of the option. Such excess, if any is recognized as stock compensation cost and has been amortised in accordance with the requirements of Guidance note.

g) Stock compensation expense under the Fair Value Method has been determined based on fair value of the stock options. The fair value of stock options was determined using the Black Scholes option pricing model with the following assumptions:

Particulars	**Employee Stock Option Scheme 2014**			**Employee Stock Option Scheme 2000**
	Grant-I	**Grant-II**	**Grant-III**	
Expected volatility	-	55.59%	55.59%	-
Risk free interest rate	8.04%	6.57% to 6.88%	6.57% to 6.88%	6.75% to 8.36%
Exercise price (Rs.)	63.00	63.00	63.00	40.00
Expected dividend yield	1.34%	0.00%	0.00%	0.99% to 5.29%
Life of options	9 years	9 years	9 years	1 to 8 years
Fair value of options as at the grant date (Rs.)	15.41	100.23	100.23	0.00 to 34.42
Share price at grant date	63.00	134.53	134.53	6.67

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The following table illustrates the effect on earnings per share if the Company had applied the fair value method to stock-based employee compensation:

Particulars	For the period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Profit for the year as reported in the Statement of Profit and Loss (A)	56.51	501.56	276.52	427.96	420.09	361.45
Net profit attributable to equity shareholders (Refer note 5) (B)	56.51	489.05	257.81	412.80	412.01	358.21
Add: Stock-based employee compensation expense included in reported net profit (C)	2.83	-	0.50	-	0.72	1.18
Less: Stock-based employee compensation expense determined under fair value based method (D)	9.63	21.13	5.81	7.40	1.32	12.98
Proforma net profit [(E) = (B) + (C) - (D)]	49.71	467.91	252.49	405.39	411.40	346.40
Proforma net profit - diluted [(F) = (A) + (C) - (D)]	49.71	480.42	271.20	420.55	419.48	349.64
Weighted average number of equity shares outstanding during the period/year used in computing basic earnings per share (G)	59,136,855	48,384,319	48,063,569	47,599,705	47,145,450	46,125,032
Weighted average number of equity shares outstanding during the period/year used in computing dilutive earning per share (H)	60,856,543	49,721,556	59,375,659	58,553,886	57,602,126	54,667,427
Earnings per share - as reported (INR per share)						
- Basic [(B)/(G)]	0.96	10.11	5.36	8.67	8.74	7.77
- Diluted [(A)/(H)]	0.93	10.09	4.66	7.31	7.29	6.61
Earnings per share - adjusted pro forma (INR per share)						
- Basic [(E)/(G)]	0.84	9.67	5.25	8.52	8.73	7.51
- Diluted [(F)/(H)]	0.82	9.66	4.57	7.18	7.28	6.40

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7. Related Party Disclosure

a) Parties where control exists whether or not transactions have taken place during the period/year:

List of Related Parties	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Wholly owned subsidiaries	Newgen Software Inc., USA Newgen Software Technologies Canada, Limited Newgen Software Technologies Pte. Limited, Singapore Newgen Computers Technologies Limited, India Newgen Software Technologies (UK) Ltd.	Newgen Software Inc., USA Newgen Software Technologies Canada, Limited Newgen Software Technologies Pte. Limited, Singapore Newgen Computers Technologies Limited, India Newgen Software Technologies (UK) Ltd.	Newgen Software Inc., USA Newgen Software Technologies Canada, Limited Newgen Software Technologies Pte. Limited, Singapore Newgen Computers Technologies Limited, India Newgen Software Technologies (UK) Ltd.	Newgen Software Inc., USA Newgen Software Technologies Canada, Limited Newgen Software Technologies Pte. Limited, Singapore Newgen Computers Technologies Limited, India Sundeep Import Export Pvt. Limited, India (Refer note 13)	Newgen Software Inc., USA Newgen Software Technologies Canada, Limited Newgen Software Technologies Pte. Limited, Singapore Newgen Computers Technologies Limited, India Sundeep Import Export Pvt. Limited, India	Newgen Software Inc., USA Newgen Software Technologies Canada, Limited Newgen Software Technologies Pte. Limited, Singapore Newgen Computers Technologies Limited, India Sundeep Import Export Pvt. Limited, India

b) Other related parties with whom transactions have taken place during the period/year:

(i)	Individuals having substantial interest in voting power	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director
(ii)	Enterprises over which any person described in (i) above is able to exercise significant influence	Newgen Employees Trust	Newgen Employees Trust	Newgen Employees Trust	Newgen Employees Trust	Newgen Employees Trust	Newgen Employees Trust
(iii)	Key management personnel	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director Priyadarshini Nigam - Whole Time Director Arun Kumar Gupta - Chief Financial Officer Aman Mourya - Company Secretary	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director Priyadarshini Nigam - Whole Time Director Arun Kumar Gupta - Chief Financial Officer Aman Mourya - Company Secretary	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director Priyadarshini Nigam - Whole Time Director Arun Kumar Gupta - Chief Financial Officer Aman Mourya - Company Secretary	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director Priyadarshini Nigam - Whole Time Director Arun Kumar Gupta-Chief Financial Officer and Company Secretary	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director Priyadarshini Nigam - Whole Time Director	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director Priyadarshini Nigam - Whole Time Director
(iv)	Relatives of key management personnel	Shubhi Nigam	Shubhi Nigam	Shubhi Nigam	Shubhi Nigam	-	Shubhi Nigam

c) Transactions with related parties during the period/year:

Nature of transaction	Name of related party	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Sale of products and services	Newgen Software Inc.	275.38	652.08	485.99	530.20	567.52	452.97
	Newgen Software Technologies Canada, Ltd.	21.27	56.23	80.84	99.86	65.37	9.01
	Newgen Software Technologies Pte. Ltd.	28.42	11.49	-	9.21	13.74	3.90
	Newgen Software Technologies (UK) Ltd.	-	24.31	-	-	-	-
Rent expense	Newgen Computers Technologies Limited	0.36	0.72	0.60	0.60	0.60	0.48
	Sundeep Import Export Pvt. Limited#	-	-	-	0.90	0.90	0.72
Expenses Paid on behalf of Subsidiaries	Newgen Computers Technologies	0.07	0.06	0.32	-	0.88	0.05
	Sundeep Import Export Pvt. Limited#	-	-	-	0.17	0.14	0.12
Loan received back	Newgen Employees Trust	-	-	1.95	5.10	13.40	0.68
Salary and other benefits*	Diwakar Nigam - Managing Director	7.30	8.54	7.32	7.32	7.11	6.08
	T.S. Varadarajan - Whole Time Director	3.45	4.23	3.59	3.59	3.50	3.01
	Priyadarshini Nigam – Whole Time Director	1.89	3.06	2.63	2.63	2.56	2.20
	Arun Kumar Gupta-Chief Financial officer	2.55	5.35	5.73	4.24	-	-
	Aman Mourya-Company Secretary	0.48	0.87	0.67	-	-	-
	Shubhi Nigam	0.09	1.25	1.19	0.33	-	0.15
Club membership fees paid on behalf of directors and recovered later during the year	Diwakar Nigam - Managing Director	-	0.31	-	-	-	-
	T.S. Varadarajan - Whole Time Director	-	0.17	-	-	-	-
					-		
Bonus issue of shares	Diwakar Nigam - Managing Director	-	-	-	153.52	-	-
	T.S. Varadarajan - Whole Time Director	-	-	-	125.08	-	-
	Priyadarshini Nigam – Whole Time Director	-	-	-	66.41	-	-
	Newgen Employees Trust	-	-	-	11.13	-	-
Investment in Subsidiary	Newgen Software Technologies (UK) Ltd.	-	17.73	-	-	-	-

* excludes provision for gratuity and leave encashment, as these are determined on the basis of actuarial valuation for the Company as a whole.

Refer note 13

d) Outstanding balances as at period/year end

Particulars	Name of related party	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Trade receivables	Newgen Software Inc.	107.70	244.52	186.12	224.64	169.62	209.19
	Newgen Software Technologies	2.94	36.82	24.99	23.72	37.96	9.08
	Newgen Software Technologies Pte.	-	11.19	5.49	9.62	5.72	3.94
	Newgen Software Technologies (UK)	16.91	23.68	-	-	-	-
Investment in subsidiaries	Newgen Software Inc. USA	49.68	49.68	49.68	49.68	49.68	49.68
	Newgen Software Technologies	5.33	5.33	5.33	5.33	5.33	5.33
	Newgen Software Technologies Pte.	11.12	11.12	11.12	11.12	11.12	11.12
	Newgen Computers Technologies	4.65	4.65	4.65	4.65	4.65	4.65
	Sundeep Import Export Pvt. Limited *	-	-	-	5.13	5.13	5.13
	Newgen Software Technologies (UK)	17.73	17.73	-	-	-	-
Other receivables	Newgen Computers Technologies Limited	-	-	-	-	0.56	-
Unbilled revenue	Newgen Software Inc.	146.64	6.86	6.86	8.00	-	-
	Newgen Software Technologies Canada, Ltd.	21.27	-	-	-	-	-

	Newgen Software Technologies Pte. Ltd.	28.42	-	-	-	-	-
Loans and advances	Newgen Employees Trust	-	-	-	-	5.10	18.50
Salary and other benefits payable	Diwakar Nigam - Managing Director	1.00	0.50	0.61	0.61	-	0.35
	T.S. Varadarajan - Whole Time Director	0.47	0.24	0.28	0.28	0.19	0.19
	Priyadarshini Nigam – Whole Time Director	0.22	0.18	0.22	0.22	0.14	0.24
	Arun Kumar Gupta-Chief Financial officer	0.23	0.22	0.05	0.19	-	-
	Aman Mourya-Company Secretary	0.08	0.08	0.13	-	-	-

Refer note 13

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8. Disclosure of Foreign currency exposures that are not hedged by derivatives instruments or otherwise

Particulars	Currency	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
		Amount in foreign currency	Amount in local currency	Amount in foreign currency	Amount in local currency	Amount in foreign currency	Amount in local currency	Amount in foreign currency	Amount in local currency	Amount in foreign currency	Amount in local currency	Amount in foreign currency	Amount in local currency
Trade Receivables	USD	16.36	1,065.49	21.92	1,421.01	19.35	1,283.47	15.85	992.17	12.20	733.05	10.45	570.04
	AED	0.01	0.13	0.35	6.25	0.05	0.94	0.05	0.84	0.05	0.79	0.32	4.64
	CAD	0.06	2.94	0.76	36.82	0.49	24.99	0.48	23.72	0.69	37.24	0.17	9.08
	EUR	0.20	15.40	0.19	12.97	0.21	15.46	0.45	30.60	0.16	13.41	0.10	7.04
	GBP	0.25	22.02	0.37	30.03	0.16	14.82	0.10	9.39	0.04	4.39	0.11	9.20
	SAR	0.64	11.08	0.74	12.80	0.85	14.96	0.64	10.58	0.54	8.45	-	-
	SGD	-	-	0.24	11.19	0.11	5.49	0.21	9.62	0.13	6.25	0.11	4.57
Trade Payable	USD	0.09	6.11	0.16	10.77	0.48	20.29	0.48	23.69	-	-	-	-
	AED	-	-	-	-	0.20	3.56	0.23	2.33	-	-	-	-
	CAD	-	-	-	-	0.01	0.15	0.06	1.97	-	-	-	-
	GBP	-	-	0.00	0.24	0.00	0.36	0.00	0.12	-	-	-	-
	SGD	-	-	-	-	0.01	0.23	0.00	0.19	-	-	-	-
	EURO	-	-	0.00	0.23	0.01	0.12	-	-	-	-	-	-
Brokerage and commission	USD	0.81	52.51			0.80	51.09	0.46	28.28	-	-	-	-
				1.00	65.08								
	SAR	0.14	2.50	0.13	2.20	-	-	-	-	-	-		
Short-term borrowings	USD	8.06	662.85	8.06	522.62	8.87	588.32	7.12	445.84	-	-	-	-
Salaries and bonus	AED	-	-	-	-	0.09	1.71	0.12	2.07	-	-	-	-
Bank balance-Dubai	AED	0.20	3.55	0.21	3.67	0.23	4.11	-	-	-	-	-	-
EEFC bank balance	USD	0.08	5.31	-	-	-	-	-	-	-	-	-	-
				-	-								
Travelling Advance to employees	USD	0.09	5.84			0.05	3.40	-	-	-	-	-	-
				0.16	10.46								
	AED	0.11	1.98	0.06	1.10	0.01	0.29	-	-	-	-	-	-
	CAD	0.01	0.29	0.00	0.09	0.00	0.19	-	-	-	-	-	-
	GBP	0.00	0.09	-	-	0.00	0.07	-	-	-	-	-	-
	SGD	0.00	0.06	-	-	0.00	0.17	-	-	-	-	-	-
	EURO	0.01	0.92	0.00	0.20	0.00	0.32	-	-	-	-	-	-

Newgen Software Technologies Limited

Annexure XX

Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

9 Expenditure in foreign currency:

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Travelling expense (net of reimbursements)	127.09	208.45	153.75	140.94	116.35	79.51
Membership and subscription	12.34	23.01	18.19	17.23	14.81	11.03
Salaries and bonus	20.43	36.62	36.48	22.79	15.50	10.18
Brokerage and commission	13.44	47.89	68.55	48.91	24.71	28.88
Legal and professional	16.12	37.95	40.16	38.88	24.88	15.00
Software Maintenance	2.75	6.80	3.11	-	-	-
Advertisement and Exhibition	8.40	15.41	7.14	8.61	-	-
Rent	2.73	3.37	5.99	5.08	-	-
Dubai Branch Expenses	5.45	13.92	12.48	-	-	-
Others	1.77	2.31	1.14	11.16	15.09	2.12

10 Earnings in foreign currency:

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Export of software products and services	1,055.37	2,136.38	1,991.16	1,794.10	1,479.92	1,173.16

11 Dividend remittances in foreign currency:

Particulars	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Year to which the dividend relates	Financial year 2016-17	Financial year 2015-16	Financial year 2014-15	Financial year 2013-14	Financial year 2012-13	Financial year 2011-12
Amount remitted during the period/year	7.72	5.18	7.75	6.85	6.92	2.79
Number of non-resident shareholders	0.20	2.00	2.00	2.00	2.00	2.00
Number of shares on which dividend was due *	5,147,340	5,147,340	5,147,340	908,929	1,375,035	1,375,035

* Adjusted for bonus issue (Refer note IV on Annexure VI)

Newgen Software Technologies Limited

Annexure XX

Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

12 Disclosure of current investments

12 Investments in Indian money market mutual funds - (At cost or market value which ever is less)

Particulars	Number of Units as at						Amount as at					
	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Investment in debt security mutual funds												
Birla Sunlife Fixed Term Plan	-	-	-	-	3,000,000.00	-		-	-	-	30.00	-
UTI FTIF - Series XVII	-	-	-	-	6,000,000.00	-		-	-	-	60.00	-
Tata Fixed maturity Plan Series 46 Scheme	-	-	-	-	6,000,000.00	-		-	-	-	60.00	-
J P Morgan Short Term Income Fund	-	-	-	-	5,780,265.85	-		-	-	-	80.00	-
Templeton India Short Term Income Fund	-	-	-	-	29,326.91	-		-	-	-	75.00	-
Birla Sun Life Dynamic Bond Fund- Retail	-	-	-	-	2,172,500.19	-		-	-	-	45.00	-
Tata Short Term Bond Fund	-	-	-	-	2,978,622.00	-		-	-	-	70.00	-
Reliance Regular Savings Fund	-	-	-	-	3,505,635.31	-		-	-	-	60.00	-
DSP Blackrock Income Opportunities fund	-	-	-	-	1,491,765.46	-		-	-	-	30.00	-
IDFC all season bond fund	-	-	-	-	1,023,640.99	-		-	-	-	20.00	-
Sundaram Mutual Fund Account - online a/c	-	-	-	-	995,564.76	-		-	-	-	20.00	-
BNP Paribas Medium Term Income Fund	-	-	-	1,788,973	-	-		-	-	20.00	-	-
Franklin India Short Term Income Plan	-	-	-	13,963	-	-		-	-	40.00	-	-
Reliance Dynamic Bond Fund	-	-	-	1,319,032	-	-		-	-	25.00	-	-
UTI-Dynamic Bond Fund	-	-	-	1,587,816	-	-		-	-	25.00	-	-
Franklin India Income Builder Account- Plan A	-	-	-	622,252	-	-		-	-	30.00	-	-
ICICI Prudential Income Plan	-	-	-	800,915	-	-		-	-	35.00	-	-
IDFC Super Saver Income Fund - Investment Plan	-	-	-	882,997	-	-		-	-	30.00	-	-
DSP Blackrock bond Fund	-	-	-	453,732	-	-		-	-	20.00	-	-
HSBC Income Fund - Short Term Plan	-	-	784,326	650,474	-	-		-	20.00	15.00	-	-
BNP Paribas Flexi Debt Fund	-	-	770,208	1,037,594	-	-		-	20.00	25.00	-	-
Birla Sun Life Dynamic Bond Fund	-	-	1,694,757	614,890	-	-		-	45.00	15.00	-	-
Reliance Regular Savings Fund	-	-	970,116	1,055,114	-	-		-	20.00	20.00	-	-
Kotak Bond Fund- Growth	-	-	465,943	-	-	-		-	20.00	-	-	-
UTI Bond Fund -Growth	-	-	441,319	-	-	-		-	20.00	-	-	-
IDFC Dynamic Bond Fund	-	-	1,366,352	-	-	-		-	25.00	-	-	-
Tata Short Term Fund	-	1,273,800	-	-	-	-	-	40.00	-	-	-	-
Reliance Short Term Fund	634,842	634,842	-	-	-	-	20.00	20.00	-	-	-	-
UTI Short Term Income Fund	-	1,974,451	-	-	-	-	-	40.00	-	-	-	-
ICICI Prudential Short Term Plan	860,077	860,077	-	-	-	-	30.00	30.00	-	-	-	-
UTI Income Opportunities Fund	3,844,137	3,748,856	-	-	-	-	42.95	41.89	-	-	-	-
Kotak Income Opportunities Fund	4,067,851	3,948,263	-	-	-	-	42.99	41.79	-	-	-	-
BNP Paribas Medium Term Income Fund	4,235,110	4,137,952	-	-	-	-	42.36	41.38	-	-	-	-
L&T Income Opportunities Fund Direct Plan	3,833,890	3,734,193	-	-	-	-	43.12	41.92	-	-	-	-
IIFL Cash Opportunities Fund	-	1,817,389	-	-	-	-	-	20.00	-	-	-	-
Tata Short Term Fund	2,668,549	-	-	-	-	-	41.67					
UTI Short Term Income Fund	3,832,913	-	-	-	-	-	41.69					
							304.79	**316.98**	**170.00**	**300.00**	**550.00**	**-**

Investment in arbitrage funds												
HDFC Balanced Fund	-	-	413,056	413,056	-	-	-	-	43.92	44.38	-	-
Tata Balanced Fund	-	-	259,035	259,035	-	-	-	-	42.38	44.32	-	-
DSP BR Balanced Fund	-	-	413,307	413,307	-	-	-	-	44.00	44.30	-	-
ICICI Prudential Equity Income Fund	-	-	3,417,969	3,417,969	-	-	-	-	35.00	35.00	-	-
ICICI Prudential Balanced Advantage Fund	-	-	1,374,705	1,374,705	-	-	-	-	35.00	34.86	-	-
JPMorgan India Equity Income Fund	-	-	3,285,737	3,285,737	-	-	-	-	35.00	34.97	-	-
IDFC arbitrage fund	-	-	-	2,191,937	-	-	-	-	-	40.00	-	-
Edelweiss Arbitrage Fund	-	-	-	1,935,584	-	-	-	-	-	20.00	-	-
							-	**-**	**235.30**	**297.83**	**-**	**-**
Investments in debentures or bonds												
8.40% Indian Railway Finance Corporation Limited	40,000	40,000	40,000	-	-	-	44.86	44.86	44.86	-	-	-
IIFL Perpetual Debt Product	200	200	-	-	-	-	20.00	20.00	-	-	-	-
11% Bank of India Perpetual Bond	10	10	-	-	-	-	10.23	10.46	-	-	-	-
10.40% Vijaya Bank Perpetual Bonds [Series II]	40	40	-	-	-	-	40.25	40.21	-	-	-	-
7.35% National Highways Authority of India	45,000	45,000	-	-	-	-	49.92	49.92	-	-	-	-
IIFL SUB DEBT 9.25%	20	-	-	-	-	-	21					
							186.06	**165.45**	**44.86**	**-**	**-**	**-**
							490.85	**482.43**	**450.16**	**597.83**	**550.00**	**-**

12 Quoted current investment

Particulars	30 September 201	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Aggregate book value	490.85	482.43	454.85	600.00	550.00	-
Aggregate market value	502.04	486.65	451.87	599.43	552.38	-

Restated Summary Statement of Other Significant Notes to the Restated Standalone Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

13 Amalgamation

The Company filed an application for sanctioning a scheme of arrangement (‘the Scheme’) under Section 391 to 394 of the Companies Act, 1956 for merger of its subsidiary Company, Sundeep Import Export Private Limited (Transferor Company). The scheme was sanctioned by the Honorable High Court of Delhi *vide* its order dated 30 May 2016. The Scheme had become operative as on 20 June 2016 upon filing of certified copy of the order of the Honorable High Court with the Registrar of Companies with an appointed date of 1 April 2015. Consequently in accordance with the terms of the Scheme:

a) The assets and liabilities of the transferor company and its operating results have been incorporated in the transferee Company’s books with effect from 1 April 2015 i.e. the appointed date.
b) The transferor companies has been dissolved without undergoing the process of winding up with effect from 20 June 2016.
c) Pursuant to the terms of the Scheme, with effect from the appointed date, the transferee Company has given effect to the following accounting treatment in its books of account:

1 The amalgamation shall be accounted for in the books of account of Newgen Software Technologies Limited ("the Transferee Company") according to the “pooling of interests” method in accordance with Accounting Standard (AS) 14, ‘Accounting for Amalgamations’ prescribed by the Central Government under section 211 (3C) of the Company Act, 1956 and under section 133 of the Company Act, 2013.

2 The transferee Company has recorded all the assets of the transferor company that have been transferred and vested in the Company at their respective book value and appearing in the Transferor Company’s books of accounts on the appointed date;

3 The transferee Company has recorded all the liabilities, if any, of the transferor company that has been transferred and vested in Company at their book values as specified in the books of accounts of the transferor Company;

4 The transferee Company has aggregated all the reserves, if any, that has vested in it pursuant to the transfer at their respective book values as specified in the books of accounts of the transferor Company and continue to treat them as such in its books of accounts;

5 The balance in the profit and loss account and other surpluses appearing in the financial statements of the Transferor Company has been aggregated with the balance in the profit and loss account or surplus appearing in the financial statements of the Transferee Company.

6 Since the transferor Company was a wholly owned subsidiary of the Transferee Company, no consideration has been paid by the transferee Company to the Transferor Company and accordingly, the amount of investments appearing in the books of accounts of the Company shall stand cancelled.

7 The Authorized Share Capital of the Transferor Company has merged to form new Authorized Share Capital of the Transferee Company;

8 Any inter-company balances, investments and guarantees, either inter-segment amongst the transferor company or vis-à-vis the transferee Company have been squared off;

9 Any impact due to alignment of accounting policies or changes in estimates has been adjusted against the general reserve account created pursuant to the Scheme.

d) Adjustment in general reserve due to merger Scheme

Pursuant to the term of the scheme the difference between investment held in subsidiary company and share capital of subsidiary has been adjusted against general reserve. Summary of impact of amalgamation has been given below :

Particulars	**Amount**
Assets of the transferor company at their cost	7.19
Less: liabilities of the transferor company at respective book	0.64
Less: Reserves of the transferor company at respective book values	6.06
Net assets transferred from transferor Company	**0.49**
Less: Company's investment in transferor stand cancelled	5.12
Net adjustment in general reverse	**(4.63)**

e) Alignment of accounting policies and changes in estimates

In accordance with the Scheme, the Company has carried out necessary adjustments to align the accounting policies of the Transferor Companies with that of the Company.

14 Following are the gross foreign currency receivables and foreign currency receivables outstanding for more than 9 months.

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Gross foreign currency receivables	1,117.06	1,531.08	1,434.48	1,152.76	-	-
Foreign currency receivables outstanding more than 9 months	683.54	425.38	375.49	236.80	-	-

As per Foreign Exchange Management (Current Account) Rules, 2000 read with Master Circular No. 14/ 2014-15 dated 1 July 2014, receipt for export goods should be realized within a period of 9 months from the date of export. In case of receivables not being realised within 15 months from the date of export, prior approval from Reserve Bank of India (RBI) is required. As per the requirements of Foreign Exchange Management Act, in one calendar year, the Company is allowed to seek extension for an amount equivalent to 10% of the average collection of the last 3 years only and pursuant to the same, the Company has filed the extension for foreign currency receivables amounting to Rs. 141.45 Millions during the financial year 2016-17. For remaining receivables, the Company is in the process of applying for approval to seek extension of time time beyond 9 months from export date. The management is of the view that the Company will be able to obtain approvals from the authorities for realising such funds beyond the stipulated timeline without levy of any penalties as it had bonafide reasons that caused the delays in realization.

15 As per Section 135 of the Companies Act, 2013, a CSR Committee has been formed by the Board of directors . The areas for CSR activities are promoting education, health care, sanitation, digital literacy and livelihood enhancement and participation on SOS Children's Village Projects in Faridabad. CSR budget & expenditure of the company is as follows:-

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
CSR expenditure required to be spent	10.61	9.70	10.06	7.28	Not applicable	Not applicable
Actual CSR expenditure spent	2.69	10.51	4.88	2.48	Not applicable	Not applicable

16 The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company has got the updated documentation for the international transactions entered into with the associated enterprises during the financial year. Accordingly, the management believes that there has been no change in the nature of its international transactions with the associated enterprises during the six months period ended 30 September 2017, year ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013. Further, the management is of the opinion that its international transactions are at arm’s length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm Registration No.: 116231W / W-100024

Rakesh Dewan
Partner
Membership No.: 092212

Place: Gurgaon
Date: 24 November 2017

For and on behalf of the Board of Directors of
Newgen Software Technologies Limited

Diwakar Nigam	**T.S.Varadarajan**	**Arun Kumar Gupta**	**Aman Mourya**
Managing Director	Whole Time Director	Chief Financial Officer	Company Secretary
DIN: 00263222	DIN: 00263115		Membership No: 27299
Place: New Delhi	Place: New Delhi	Place: New Delhi	Place: New Delhi
Date: 24 November 2017	Date: 24 November 2017	Date: 24 November 2017	Date: 24 November 2017

EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Newgen Software Technologies Limited
A-6, Satsang Vihar Marg,
Qutab Institutional Area,
New Delhi – 110067, India.

Dear Sirs,

1) We have examined the attached Restated Consolidated Financial Information of Newgen Software Technologies Limited (the "**Company**") and its subsidiaries viz. Newgen Software Inc. USA, Newgen Software Technologies Canada, Limited, Newgen Software Technologies Pte. Limited, Singapore, Newgen Computers Technologies Limited, India and Newgen Software Technologies (UK), Ltd. (collectively referred to as the '**Group**') comprising Restated Consolidated Summary Statement of Assets and Liabilities, Restated Consolidated Summary Statement of Profit and Loss, Restated Consolidated Summary Statement of Cash Flows and Other Restated Consolidated Financial Information as explained in paragraph 5 below as at and for the six months period ended 30 September 2017, and for the financial years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 together with the Annexures thereto, as approved by the Board of Directors of the Company at their meeting held on 24 November 2017 for the purpose of inclusion in the Red Herring Prospectus prepared by the Company in connection with its proposed Initial Public Offer ("IPO") of equity shares, including an offer for sale by certain existing shareholders and prepared by the Company in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("**the Act**") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"); and

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("SEBI ICDR Regulations").

   The preparation of the Restated Consolidated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 9 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and SEBI ICDR Regulations.

2) We have examined such Restated Consolidated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 23 October 2017 in connection with the proposed issue of equity shares of the Company; and

   b) The Guidance Note on Report in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India ("ICAI") hereafter referred to as the "Guidance Note".

3) These Restated Consolidated Financial Information have been compiled by the management from the audited consolidated financial statements of the Group as at and for the six months period ended 30 September 2017 and financial years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and

31 March 2013 which have been approved by the Board of directors at their meetings held on 24 November 2017, 14 June 2017, 22 July 2016, 17 August 2015, 14 August 2015 and 15 September 2017 respectively. We have audited the consolidated financial statements of the Group for the six months period ended 30 September 2017, and the year ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013.

The Standalone Financial Statements of Newgen Software Technologies Limited for the financial year ended 31 March 2014 and 31 March 2013 were audited by B S S R & Co, Chartered Accountants, one of the other member entity of B S R & Affiliates, a network registered with the ICAI, whose reports thereon have been furnished to us, and accordingly, reliance has been placed on the financial statements audited by them.

We did not audit the financial statements of certain subsidiaries which have been audited by other auditors, whose report has been furnished to us, and our opinion on the consolidated financial statements as at and for the six months period ended 30 September 2017, and financial years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 in so far as it relates to the amounts included in the consolidated financial statements is based solely on the report of the other auditors. The Group's share of total assets, total revenues and, net cash flows pertaining to certain subsidiaries in the Restated Consolidated Financial Information for the relevant years/period not audited by us is tabulated below:

(All amounts *in INR Millions)*

Name of the Subsidiary	**Year/Period ended (YE/PE)**	**Total assets as included in consolidated financial information**	**Net movement in cash and cash equivalents included in consolidated financial information**	**Total revenue from operations as included in consolidated financial information**	**Name of the auditors**
Newgen Software Technologies Canada, Limited	31 March 2013	53.39	10.79	10.33	Leung Luo Pang LLP, Chartered Accountants
	31 March 2014	43.01	1.12	74.84	
	31 March 2015	30.37	(3.17)	118.74	
	31 March 2016	32.96	0.52	99.79	
	31 March 2017	45.77	2.09	89.50	
	30 September 2017	37.77	3.22	38.76	
Newgen Software Technologies Pte. Limited, Singapore	31 March 2013	23.66	10.53	6.58	KPMG LLP
	31 March 2014	28.06	5.23	27.53	
	31 March 2015	29.00	(4.16)	30.10	
	31 March 2016	27.61	(5.40)	21.22	
	31 March 2017	37.01	9.27	39.40	
	30 September 2017	54.32	9.57	44.32	Akber Ali & Co./ AAA ASSURANCE PAC
Newgen Computers Technologies Limited, India	31 March 2013	5.23	0.35	-	A. Kaistha & Co., Chartered Accountants
	31 March 2014	5.35	(0.58)	-	
	31 March 2015	5.14	0.34	-	
	31 March 2016	5.18	0.07	-	
	31 March 2017	5.54	0.44	-	
	30 September 2017	5.81	0.32	0.38	
Newgen Software Technologies (UK), Ltd.	31 March 2017	43.41	15.95	41.41	Kingston Smith LLP
	30 September 2017	37.95	10.47	8.72	

4) Based on our examination and in accordance with the requirements of Section 26 of part I of Chapter III of the Act read with the Rules, the SEBI ICDR Regulations and the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we report that:

   (a) We have examined the attached Restated Consolidated Summary Statement of Assets and Liabilities of the Group as at 30 September 2017, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 as set out in **Annexure I** to the Restated Consolidated Financial Information. These are after making adjustments and regroupings as in our opinion were appropriate and more fully described in the Consolidated Summary Statement of Adjustments to the Audited Consolidated Financial Statements as enclosed to the Restated Consolidated Financial Information as Annexure V. As a result of these adjustments, the amounts reported in the above-mentioned statement are not necessarily the same as those appearing in the audited consolidated financial statements of the group for the relevant period/financial years.

   (b) We have examined the attached Restated Consolidated Summary Statement of Profit and Loss of the Group for the six months period ended 30 September 2017, and the financial years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 as set out in **Annexure II** to the Restated Consolidated Financial Information. These are after making adjustments and regroupings as in our opinion, were appropriate and more fully described in the Consolidated Summary Statement of Adjustments to the Audited Consolidated Financial Statements as enclosed to the Restated Consolidated Financial Information as Annexure V. As a result of these adjustments, the amounts reported in the above-mentioned statement are not necessarily the same as those appearing in the audited consolidated financial statements of the group for the relevant period/financial years.

   (c) We have examined the attached Restated Consolidated Summary Statement of Cash Flows of the Group for the six months period ended 30 September 2017, and the financial years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013, as set out in **Annexure III** to the Restated Consolidated Financial Information. These are after making adjustments and regroupings as in our opinion, were appropriate and more fully described in the Consolidated Summary Statement of Adjustments to the Audited Consolidated Financial Statements as enclosed to the Restated Consolidated Financial Information as Annexure V. As a result of these adjustments, the amounts reported in the above-mentioned statement are not necessarily the same as those appearing in the audited consolidated financial statements of the group for the relevant period/financial years.

   (d) For our examination of the Restated Consolidated Financial Information, we have relied on the financial statements of the Company and its subsidiaries listed in para 3 above, which were audited by the respective auditors, and whose audit reports have been furnished to us and our opinion in so far as it relates to the amounts included in these Restated Consolidated Summary Statement of Assets and Liabilities, Restated Consolidated Summary Statement of Profit and Loss, Restated Consolidated Summary Statement of Cash Flows, are based solely on the audit reports of such auditors.

   (e) Based on the above and according to the information and explanations given to us and as per reliance placed on the reports on financial statements audited by other auditors, we further report that the Restated Consolidated Financial Information, extracted by the management of the Company and approved by its Board of Directors, has been made after incorporating the following:

      i. adjustments for the changes in accounting policies retrospectively in respective period/financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period/years based on the significant accounting policies adopted by the Group as at 30 September 2017;

      ii. prior period and other material amounts have been adjusted in the Restated Consolidated Financial Information in the respective financial years to which they relate;

      iii. there are no qualifications in the Auditor's Report, emphasis of matters and other remarks/ comments in the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India under sub-section (4A) of Section 227 of Companies Act 1956 / Companies (Auditor's Report) Order, 2015 / Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the 2013 Act (together referred to as 'CARO') which require any corrective adjustments in Restated Consolidated Financial Information; and

iv. there are no extraordinary items, which need to be disclosed separately in the Restated Consolidated Financial Information in the respective period/financial years.

5) We have also examined the following Other Restated Consolidated Financial Information, as set out in Annexures prepared by the management based on the Restated Consolidated Financial Information and approved by the Board of Directors, relating to the Group for the six months period ended 30 September 2017, and the financial years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013:

i. Restated Consolidated Summary Statement of Share Capital as appearing in **Annexure VI** to the Restated Consolidated Financial Information;

ii. Restated Consolidated Summary Statement of Reserves and Surplus as appearing in **Annexure VII** to the Restated Consolidated Financial Information;

iii. Restated Consolidated Summary Statement of Deferred Tax Assets/Liabilities (net) as appearing in **Annexure VIII** to the Restated Consolidated Financial Information;

iv. Restated Consolidated Summary Statement of Other Long-Term Liabilities, Short-Term Borrowings, Trade Payables and Other Current Liabilities as appearing in **Annexure IX** to the Restated Consolidated Financial Information;

v. Restated Consolidated Summary Statement of Long-Term and Short-Term Provisions as appearing in **Annexure X** to the Restated Consolidated Financial Information;

vi. Restated Consolidated Summary Statement of Property, Plant and Equipment, Intangible Assets and Capital Work-In-Progress as appearing in **Annexure XI** to the Restated Consolidated Financial Information;

vii. Restated Consolidated Summary Statement of Long-Term and Short-Term Loans and Advances and Other Non-Current and Current Assets as appearing in **Annexure XII** to the Restated Consolidated Financial Information;

viii. Restated Consolidated Summary Statement of Current Investments, Inventories, Trade Receivables and Cash and Bank Balances as appearing in **Annexure XIII** to the Restated Consolidated Financial Information;

ix. Restated Consolidated Summary Statement of Revenue from Operations and Other Income as appearing in **Annexure XIV** to the Restated Consolidated Financial Information;

x. Restated Consolidated Summary Statement of Purchase of Stock-In-Trade, Changes In Inventories of Stock-In-Trade, Employee Benefits, Finance Costs, Depreciation and Amortisation and Other Expenses as appearing in **Annexure XV** to the Restated Consolidated Financial Information;

xi. Restated Consolidated Summary Statement of Accounting Ratios as appearing in **Annexure XVI** to the Restated Consolidated Financial Information;

xii. Restated Consolidated Summary Statement of Capitalisation as appearing in **Annexure XVII** to the Restated Consolidated Financial Information;

xiii. Restated Consolidated Summary Statement of Dividend Paid as appearing in **Annexure XVIII** to the Restated Consolidated Financial Information; and

xiv. Restated Summary Statement of Other Significant Notes to the Restated Consolidated Financial Information as appearing in **Annexure XIX** to the Restated Consolidated Financial Information.

6) According to the information and explanations given to us, in our opinion, the above Restated Consolidated Financial Information contained in **Annexure I to Annexure XIX** accompanying this report read along with the Consolidated Summary Statement of Significant Accounting Policies and Consolidated Summary Statement of Adjustments to the Audited Consolidated Financial Statements, after making adjustments and regroupings as considered appropriate and as set out in para 4(e) above, have been prepared in accordance with Section 26 of

part 1 of Chapter III of the Act, read with the Rules, SEBI ICDR Regulations and the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement as agreed with you.

7) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firms of Chartered Accountants, nor should this report be construed as new opinion on any of the financial statements referred to herein.

8) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

9) Our report is intended solely for the use of management and for inclusion in the Offer Document to be filed with Securities and Exchange Board of India, BSE Limited, the National Stock Exchange of India Limited and Registrar of Companies in connection with the proposed issue of Equity Shares of the Company by way of fresh issue and/ or offer for sale by the certain existing shareholders. Our report should not be used, referred to or distributed for any other purpose, except with our prior written consent.

For **B S R & Associates LLP**
Chartered Accountants
Firm Registration No: 11631W /W-100024

Rakesh Dewan
Partner
Membership No.: 092212

Place: Gurugram
Date: 24 November 2017

Newgen Software Technologies Limited

Annexure I

Restated Consolidated Summary Statement of Assets and Liabilities
(All amounts are in INR millions, except per share data and unless otherwise stated)

	Annexure	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
EQUITY AND LIABILITIES							
Shareholders' funds							
Share capital	VI	636.22	633.83	630.94	630.64	102.16	96.74
Reserves and surplus	VII	2,078.77	2,113.40	1,662.50	1,483.23	1,633.97	1,070.52
		2,714.99	2,747.23	2,293.44	2,113.87	1,736.13	1,167.26
Non-current liabilities							
Deferred tax liabilities (net)	VIII	0.62	1.52	2.47	2.48	-	-
Other long-term liabilities	IX	89.10	103.46	133.61	1.85	1.65	0.75
Long-term provisions	X	159.72	144.30	112.16	82.50	65.13	49.25
		249.44	249.28	248.24	86.83	66.78	50.00
Current liabilities							
Short-term borrowings	IX	662.85	522.62	588.32	445.84	392.26	-
Trade payables	IX						
- Total outstanding dues to micro enterprises and small enterprises		-	-	-	-	-	-
- Total outstanding dues to creditors other than micro and small enterprises		187.35	180.50	148.54	144.09	72.71	70.73
Other current liabilities	IX	763.34	734.66	589.09	419.96	348.81	278.15
Short-term provisions	X	28.20	32.82	24.92	32.82	33.78	11.98
		1,641.74	1,470.60	1,350.87	1,042.71	847.56	360.86
Total		**4,606.17**	**4,467.11**	**3,892.55**	**3,243.41**	**2,650.47**	**1,578.12**
ASSETS							
Non-current assets							
Fixed assets							
Property, plant and equipment	XI	537.63	542.36	559.25	224.52	182.62	166.02
Intangible assets	XI	5.37	7.04	10.30	7.55	9.67	20.80
Capital work-in-progress	XI	174.77	110.83	60.46	47.57	28.73	28.73
Non-current investments	XI						
Deferred tax assets (net)	VIII	123.71	101.25	85.46	59.86	35.29	22.61
Long-term loans and advances	XII	221.58	131.16	116.07	75.91	89.53	57.86
Other non-current assets	XII	21.92	16.13	16.25	14.40	15.08	5.86
		1,084.98	908.77	847.79	429.81	360.92	301.88
Current assets							
Current investments	XIII	490.85	482.43	450.17	597.83	550.00	-
Inventories	XIII	-	-	-	-	-	0.41
Trade receivables	XIII	2,035.38	2,393.58	2,055.06	1,761.07	1,308.57	980.97
Cash and bank balances	XIII	435.65	348.11	235.83	186.75	242.16	134.01
Short-term loans and advances	XII	97.39	80.20	59.92	64.24	35.41	35.15
Other current assets	XII	461.92	254.02	243.78	203.71	153.41	125.70
		3,521.19	3,558.34	3,044.76	2,813.60	2,289.55	1,276.24
Total		**4,606.17**	**4,467.11**	**3,892.55**	**3,243.41**	**2,650.47**	**1,578.12**

Note: The above statement should be read with Annexure VI to XIX, Consolidated Summary Statement of Significant Accounting Policies as appearing in Annexure IV, Consolidated Summary Statement of Adjustments to the Audited Consolidated Financial Statements as appearing in Annexure V.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm Registration No.: 116231W / W-100024

For and on behalf of the Board of Directors of
Newgen Software Technologies Limited

Rakesh Dewan
Partner
Membership No.: 092212

Place: Gurugram
Date: 24 November 2017

Diwakar Nigam
Managing Director
DIN: 00263222

Place: New Delhi
Date: 24 November 2017

T.S.Varadarajan
Whole Time Director
DIN: 00263115

Place: New Delhi
Date: 24 November 2017

Arun Kumar Gupta
Chief Financial Officer

Place: New Delhi
Date: 24 November 2017

Aman Mourya
Company Secretary
Membership No: 27299

Place: New Delhi
Date: 24 November 2017

Newgen Software Technologies Limited

Annexure II

Restated Consolidated Summary Statement of Profit and Loss
(All amounts are in INR millions, except per share data and unless otherwise stated)

	Annexure	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Revenue							
Revenue from operations	XIV	2,072.51	4,270.98	3,468.06	3,084.64	2,484.48	2,011.28
Other income	XIV	27.02	66.67	28.64	77.49	67.17	44.21
Total revenue		**2,099.53**	**4,337.65**	**3,496.70**	**3,162.13**	**2,551.65**	**2,055.49**
Expenses							
Purchases of stock-in-trade	XV	-	-	-	1.73	28.24	2.83
Changes in inventories of stock-in-trade	XV	-	-	-	-	0.41	0.54
Employee benefits	XV	1,176.52	2,096.02	1,832.00	1,432.29	1,155.49	941.59
Finance costs	XV	18.98	42.62	35.14	21.36	14.84	13.65
Depreciation and amortisation	XV	27.68	48.37	43.66	43.69	35.84	38.04
Other expenses	XV	799.76	1,474.94	1,243.51	1,072.54	819.68	613.60
Total expenses		**2,022.94**	**3,661.95**	**3,154.31**	**2,571.61**	**2,054.50**	**1,610.25**
Profit before tax		**76.59**	**675.70**	**342.39**	**590.52**	**497.15**	**445.24**
Tax expense							
Current tax		41.51	167.87	89.80	148.85	113.35	89.61
MAT for the year							
MAT credit entitlement		-	-	-	-	(14.33)	(9.35)
Deferred tax credit	VIII	(23.34)	(15.79)	(25.61)	(22.13)	(12.68)	(4.57)
Profit after tax for the period/year		**58.42**	**523.62**	**278.20**	**463.80**	**410.81**	**369.55**
Earnings per equity share (face value of Rs. 10 per share)	XIX						
Basic earning per share		0.99	10.56	5.40	9.43	8.54	7.94
Diluted earning per share		0.96	10.53	4.69	7.92	7.13	6.76

Note: The above statement should be read with Annexure VI to XIX, Consolidated Summary Statement of Significant Accounting Policies as appearing in Annexure IV, Consolidated Summary Statement of Adjustments to the Audited Consolidated Financial Statements as appearing in Annexure V.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm Registration No.: 116231W / W-100024

For and on behalf of the Board of Directors of
Newgen Software Technologies Limited

Rakesh Dewan
Partner
Membership No.: 092212

Place: Gurugram
Date: 24 November 2017

Diwakar Nigam
Managing Director
DIN: 00263222

Place: New Delhi
Date: 24 November 2017

T.S.Varadarajan
Whole Time Director
DIN: 00263115

Place: New Delhi
Date: 24 November 2017

Arun Kumar Gupta
Chief Financial Officer

Place: New Delhi
Date: 24 November 2017

Aman Mourya
Company Secretary
Membership No: 27299

Place: New Delhi
Date: 24 November 2017

Newgen Software Technologies Limited

Annexure III

Restated Consolidated Summary Statement of Cash Flows
(All amounts are in INR millions, except per share data and unless otherwise stated)

		For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
A. Cash flow from operating activities:							
Net profit before tax		76.59	675.70	342.39	590.52	497.15	445.24
Adjustments for:							
Depreciation and amortisation		27.68	48.37	43.66	43.69	35.84	38.04
Net loss/(gain) on sale of property, plant and equipment		0.29	0.07	1.22	(0.30)	0.10	0.09
Provision for doubtful trade receivables		51.07	148.96	74.57	66.14	32.84	9.06
Advances written off		-	0.66	0.34	-	-	-
Bad debts written off		-	-	1.86	0.87	1.28	4.92
Provision for earnest money deposit		-	-	0.22	0.50	-	-
Employee stock compensation expense		2.83	-	0.50	-	0.72	1.18
Diminution in market value of current investments		0.17	0.63	2.52	2.17	-	-
Unrealised foreign exchange difference (net)		(7.60)	13.83	(7.78)	(13.85)	9.78	(31.02)
Finance costs		18.98	42.62	35.15	21.36	14.85	13.64
Dividend income on mutual fund investments		(4.43)	(0.18)	(0.54)	-	(7.46)	-
Interest income on government bond investment		(6.41)	(3.51)	-	-	-	-
Profit on sale on current investments		(4.30)	(58.99)	(18.14)	(56.82)	(9.03)	-
Interest income on bank deposits		(6.50)	(2.46)	(3.00)	(5.24)	(3.42)	(1.05)
Operating cash flows before working capital changes		148.37	865.70	472.97	649.04	572.65	480.10
Adjustments for working capital changes:							
Increase/(decrease) in trade payables		(0.17)	39.66	9.99	56.86	(1.06)	(33.32)
Increase in other current and non-current liabilities		(12.76)	134.52	130.66	73.56	83.40	52.22
Increase in provisions		17.96	36.52	40.17	20.72	8.98	13.59
Decrease in inventories		-	-	-	-	0.41	0.54
(Increase) in trade receivables		330.04	(536.17)	(350.88)	(479.85)	(381.67)	(98.09)
(Increase)/decrease in loans and advances		(24.60)	(33.38)	6.27	(41.56)	(3.04)	(14.61)
(Increase) in other current and non-current assets		(206.09)	(12.07)	(32.39)	(58.19)	(27.06)	(60.00)
Cash generated from operating activities		252.75	494.78	276.79	220.58	252.61	340.43
Income taxes paid (net of refund)		(111.62)	(168.32)	(165.52)	(127.39)	(82.64)	(89.95)
Net cash provided by operating activities	**(A)**	**141.13**	**326.46**	**111.27**	**93.19**	**169.97**	**250.48**
B. Cash flows from investing activities:							
Purchase of property, plant and equipment, intangible assets and capital work-in-progress including capital advances		(79.81)	(95.51)	(217.76)	(103.85)	(61.57)	(33.45)
Sale proceeds of fixed assets		0.68	0.20	0.56	0.32	-	1.76
Purchase of current investments		(104.17)	(868.02)	(218.07)	(600.00)	(1,100.00)	-
Proceeds from sale of current investments		104.30	894.30	378.14	606.82	559.03	-
Dividend income on current investments		4.57	2.81	0.54	-	-	-
Interest received		5.76	3.26	1.77	7.65	7.46	0.45
Investment in bank deposits (net)		(5.00)	2.41	(1.85)	(0.18)	1.69	3.32
Net cash used by investing activities	**(B)**	**(73.67)**	**(60.55)**	**(56.67)**	**(89.24)**	**(593.39)**	**(27.92)**
C. Cash flow from financing activities:							
Proceeds from issue of 0.01% compulsory convertible preference shares		-	-	-	-	201.00	-
Proceeds from borrowings (net)		130.51	(48.55)	138.79	50.85	401.17	(71.50)
Share issue expenses		-	-	-	-	(9.78)	-
Loan repaid by Newgen ESOP Trust		15.06	18.21	1.95	5.10	13.40	0.68
Dividend paid (including corporate dividend distribution tax)		(116.10)	(77.58)	(116.31)	(92.33)	(59.54)	(23.69)
Finance cost paid		(18.98)	(43.22)	(30.32)	(21.36)	(14.85)	(13.64)
Net cash provided/(used) by financing activities	**(C)**	**10.49**	**(151.14)**	**(5.89)**	**(57.74)**	**531.40**	**(108.15)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)		**77.95**	**114.77**	**48.71**	**(53.79)**	107.98	114.41
Effect of exchange difference on cash and cash equivalent held in foreign currency		9.59	(2.49)	0.37	(1.62)	4.50	1.50
Cash and cash equivalents at the beginning of the period/year		348.11	235.83	186.75	242.16	129.68	13.77
Cash and cash equivalents at the end of the period/year (refer annexure XIII)		**435.65**	**348.11**	**235.83**	**186.75**	**242.16**	**129.68**

Newgen Software Technologies Limited

Annexure III

Restated Consolidated Summary Statement of Cash Flows

Notes:

1. The above Cash Flow Statement has been prepared in accordance with the 'Indirect Method' specified in Accounting Standard 3, Cash Flow Statements, as per Accounting Standards specified under section 133 of the Companies Act, 2013 as applicable.
2. The above statement should be read with Annexure VI to XIX, Consolidated Summary Statement of Significant Accounting Policies as appearing in Annexure IV, Consolidated Summary Statement of Adjustments to the Restated Consolidated Financial Statements as appearing in Annexure V.
3. Corporate social responsibility expenses (Refer annexure XIX)

The notes referred to above form an integral part of the restated consolidated financial statements

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm Registration No.: 116231W / W-100024

Rakesh Dewan
Partner
Membership No.: 092212

Place: Gurugram
Date: 24 November 2017

For and on behalf of the Board of Directors of
Newgen Software Technologies Limited

Diwakar Nigam	**T.S.Varadarajan**	**Arun Kumar Gupta**	**Aman Mourya**
Managing Director	Whole Time Director	Chief Financial Officer	Company Secretary
DIN: 00263222	DIN: 00263115		Membership No: 27299
Place: New Delhi	Place: New Delhi	Place: New Delhi	Place: New Delhi
Date: 24 November 2017	Date: 24 November 2017	Date: 24 November 2017	Date: 24 November 2017

Newgen Software Technologies Limited
Annexure IV

Consolidated Summary Statement of Significant Accounting Policies
(All amounts are in INR millions, except per share data and unless otherwise stated)

1 Background

Newgen Software Technologies Limited (hereinafter referred to as 'Newgen' or the 'Company') is a global software Company and is engaged in the business of software product development including designing and delivering end-to-end software solutions covering the entire spectrum of software services from Workflow Automation to Document Management to Imaging. Newgen provides a complete range of software that helps automate business processes. Newgen's solutions enable document intensive organizations /industries such as Finance and Banking, Insurance and Government Departments to improve productivity through better document management and workflow implementation.

2 Significant accounting policies

a) Basis of preparation

The Restated Consolidated Summary Statement of Assets and Liabilities of the Group in Annexure I as at 30 September 2017, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 and the Restated Consolidated Summary Statement of Profit and Loss in Annexure II and the Restated Consolidated Summary Statement of Cash Flows in Annexure III for the six months period ended 30 September 2017 and financial years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 along with Annexure IV to XIX (collectively referred to as the "Restated Consolidated Financial Information") have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India ("SEBI"), Registrar of Companies ("ROC") and relevant stock exchange/s, as may be required in connection with the proposed Initial Public Offering of equity shares of Rs. 10 each of the Company comprising fresh issue and/or an offer for sale by existing shareholders (the "Proposed Offer")

The Restated Consolidated Financial Information have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) including accounting standards specified under section 133 of the Companies Act, 2013, as applicable and comply in all material respects with the requirements of Chapter III to the Act and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time. The Restated Consolidated Financial Information include the financial statements of the Company and its following subsidiaries:

Name of Subsidiaries	Country of Incorporation	Effective Shareholding (%)
Newgen Software Inc.	U.S.A	100
Newgen Software Technologies Canada, Limited	Canada	100
Newgen Software Technologies PTE, Limited	Singapore	100
Newgen Software Technologies (UK) Limited	United Kingdom	100
Newgen Computer Technologies Limited	India	100
Sundeep Import Export Limited*	India	100

* Subsidiary has been merged with the Company w.e.f. 1 April 2015 (refer annexure XIX)

The Restated Consolidated Financial Information have been extracted by the management from audited consolidated financial statements of the Company for respective period/years ("Financial Statements"), after applying necessary adjustments. The Financial Statements comprise of the Balance Sheet as at period/year end, the Statement of Profit and Loss, the Cash Flow Statement for the period/year then ended, and a summary of significant accounting policies and other explanatory information.

The Restated Consolidated Financial Information have been prepared on the following basis:

The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and unrealized profits in full in accordance with Accounting Standard (AS-21)-"Consolidated Financial Statements". The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase/decrease in the reserves of the consolidated entities.

The excess/deficit of cost to the parent company of its investment over its portion of net worth in the consolidated entities at the respective dates on which investment in such entities was made is recognized in the consolidated financial statements as goodwill/capital reserve. The parent company's portion of net worth in such entities is determined on the basis of book values of assets and liabilities as per the financial statements of the entities as on the date of investment and if not available, the financial statements for the immediately preceding period adjusted for the effects of significant changes.

The financial statements of the foreign non integral subsidiaries (collectively referred to as the 'foreign non integral operations') are translated into Indian rupees as follows:-

i. Share capital and opening reserves and surplus are carried at historical cost.
ii. All assets and liabilities, both monetary and non-monetary, (excluding share capital, opening reserves and surplus) are translated using the year-end rates.
iii. Profit and loss items are translated at the respective weighted average rates or the exchange rate that approximates the actual exchange rate on date of specific transactions.
iv. The resulting net exchange difference is credited or debited to the foreign currency translation reserve.

Accounting policies have been consistently applied by the Group to the period/years presented in the Restated Consolidated Financial Information.

Appropriate re-classifications/ adjustments have been made in the Restated Consolidated Financial Information wherever required, by re-classification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the Consolidated Financial Statements of the Company and the requirement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.

The audited consolidated financial statements of the Group were prepared in INR lakhs for the six months period ended 30 September 17 and financial years ended 31 March 2017, 2016, 2015, 2014 and 2013 whereas, for the purpose of better presentation, the Restated Consolidated Financial Information are presented in INR millions.

b) Current–non-current classification

All assets and liabilities are classified into current and non-current.

Assets
An asset is classified as current when it satisfies any of the following criteria:
i) it is expected to be realised in, or is intended for sale or consumption in, the each entity's normal operating cycle;

ii) it is held primarily for the purpose of being traded;
iii) it is expected to be realised within 12 months after the reporting date; or
iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.
All other assets are classified as non-current.

Liabilities
A liability is classified as current when it satisfies any of the following criteria:
i) it is expected to be settled in the each entity's normal operating cycle;
ii) it is held primarily for the purpose of being traded;
iii) it is due to be settled within 12 months after the reporting date; or
iv) the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.
All other liabilities are classified as non-current.

Operating cycle
Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

c) Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of such estimates include relative fair value of goods and services, provisions of future obligation under employee retirement benefit plans, estimated useful life of property, plant and equipment and intangible assets, provision for doubtful debts and loans and advances and provision for income-tax. Actual results could differ from these estimates. Any revisions to estimates are recognised prospectively in current and future periods.

d) Property, plant and equipment and capital work-in-progress

Property, plant and equipment (except freehold land which is carried at cost) are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost of acquisition includes freight inward, duties, taxes and other directly attributable expenses incurred to bring the assets to their working condition for its intended use, any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Property, plant and equipment under construction are disclosed as capital work-in-progress.

e) Intangible assets

Intangible assets comprising of computer softwares, are stated at cost of acquisition less accumulated amortization and impairment loss, if any. Intangible assets are capitalized where they are expected to provide future enduring economic benefits. Capitalization costs include license fees and cost of implementation/system integration services. The costs are capitalised in the year in which the software is fully implemented for use.

Goodwill that arises on an amalgamation or on the acquisition of a business is presented as an intangible asset. Goodwill arising from amalgamation is measured at cost less accumulated amortisation and any accumulated impairment loss.

f) Depreciation and amortisation

The management has determined the estimated useful lives of the assets based on the consideration of useful lives as prescribed under part C of Schedule II of the Act and the period over which the Group expects to derives estimated economic benefits from the use of such assets. The estimated useful lives of assets are as follows:

Category of property, plant and equipment	Estimated useful life (Years)
Property, plant and equipment	
Building	60
Leasehold improvements #	3
Plant and machinery	15
Office equipment*	10
Furniture and fixtures	10
Vehicles	8
Computers hardware	
- Server and networks	6
- Computers*	3-5
Intangible assets	
Computer software	3-4

* For these class of assets, based on internal assessment and technical evaluation, management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Act.

Leasehold improvements are depreciated over the period of lease terms of the respective property or 3 years, whichever is lower.

Goodwill is amortised over its useful life or five years whichever is less.

The Group is depreciating/amortising all property, plant and equipment and intangible assets on straight line method (SLM) over the estimated useful life of each asset as determined by the management. Leasehold land is amortized over lease period i.e. 90 years.

g) Impairment of assets

The management assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Consolidated Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

h) Investments

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long term investments which is expected to be realised within 12 months after the reporting date is presented under ‘current assets’ in consonance with the current/ non-current classification as per the Schedule III of the Act.

Long-term investments (including current portion thereof) are carried at cost less any other-than-temporary diminution in value, determined separately for each individual investment. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments i.e. mutual funds, bonds etc. Any reduction in carrying amount and any reversal of such reduction are charged or credited to the Consolidated Statement of Profit and Loss.

i) Inventories

Cost of inventories comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Inventories of stock-in-trade have been valued at the lower of cost and net realisable value. Cost of stock-in-trade is determined using the first-in-first-out (FIFO) basis.

j) Revenue recognition

Revenue from sale of licenses for software products is recognised on transfer of title to the customer, which coincides with delivery of license to the customer.

When a fixed price sales arrangement contains multiple-elements, such as sale of licenses for software products, implementation services and other services, revenue for each element is based on revenue arrangements in which a customer may purchase a combination of its services. Revenue from multiple- element arrangements is recognized, for each respective element, based on (1) the attainment of the delivery criterion; (2) its fair value, which is determined using the selling price hierarchy of vendor-specific objective evidence (“VSOE”) of fair value, third-party evidence or best estimated selling price, as applicable, and (3) its allocated selling price, which is based on the relative sales price method except where fair value of delivered component is not determinable residual method is followed.

The revenues from fixed price contracts for software development is recognized based on proportionate completion method and foreseeable losses on the completion of contract, if any, are recognised immediately.

Revenue with respect to time and material contracts is recognized, as related services are performed on a man month basis.

Revenue from digitisation services is recognised as services are rendered to the customer.

Revenue from annual technical service and maintenance (ATS/AMC) contracts is recognised on a pro rata basis over the period in which such product up gradation and services are rendered.

Software-as-a-Service (SaaS), that is, a right to use software functionality in a cloud-based-infrastructure provided by Group. Revenue is recognized monthly/periodically based on the number of users right given to customers.

Amounts received or billed in advance of services performed are recorded as advance from customers/unearned revenue. Unbilled revenue represents amounts recognized based on services performed in advance of billing in accordance with contract terms.

Revenues are reported net of service tax and applicable discounts and allowances. Reimbursements of out-of-pocket expenses received from customers have been netted off with expense.

k) Other income

Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend from investments is recognized when right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.

Profit on sale of investments is recorded on transfer of title from the Group and is determined as the difference between the sales price and the carrying value of the investment.

l) Trade receivables

The Group maintains provision for doubtful debts for estimated losses inherent in its trade receivable portfolio. In establishing the required provision, management considers historical losses adjusted to take into account current market conditions and its customers' financial condition, the amount of trade receivables in dispute and the current ageing and current payment patterns. Trade receivable account balances are charged off against the provision after all means of collection have been exhausted and the potential for recovery is considered remote.

m) Foreign currency transactions

Foreign exchange transactions are recorded using the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Consolidated Statement of Profit and Loss for the year. Monetary assets and liabilities denominated in foreign currencies as at the Balance Sheet date are translated at the exchange rates on that date and the resultant exchange differences are recognised in the Consolidated Statement of Profit and Loss. Non-monetary items denominated in a foreign currency, i.e., investments, are carried at historical cost and are stated at the exchange rate at the date of transaction.

The financial statements of an integral foreign operations (Dubai branch operations) are translated into Indian rupees as if the transactions of the foreign operations were those of the Group itself.

n) Leases

Operating leases

Assets acquired under leases other than finance leases are classified as operating leases. The total lease rental (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the Consolidated Statement of Profit and Loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit.

Assets given by the Company under operating leases are included in property, plant and equipment. Lease income from operating leases is recognised in the Consolidated Statement of Profit and Loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern in which benefit derived from the leased asset is diminished. Costs, including depreciation, incurred in earning the lease income are recognised as expenses.

o) Provisions, contingent liabilities and contingent assets

A provision is recognised when as a result of past events, the Group has a present obligation, that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resource is remote.

The Group does not recognise assets which are of contingent nature. However, if it has become virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the financial statements of the period in which the change occurs.

p) Employee benefits

Short term employee benefits
All employee benefits payable wholly within twelve months of rendering the service are classified as short- term employee benefits. Benefits such as salaries, wages, bonus etc. are recognised in the Consolidated Statement of Profit and Loss in the period in which the employee renders the related service.

Post employment benefits
Defined contribution plans
The Group’s provident fund is a defined contribution plan under which the Group makes specified monthly contribution towards employee provident fund scheme which is a defined contribution plan. The Group’s contribution is recognised as an expense in the Consolidated Statement of Profit and Loss during the period in which the employee renders the related service.

Defined benefit plans
The Group's gratuity plan is a defined benefit plan. Present value of obligations under such defined benefit plan is determined based on an actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Actuarial gains and losses are recognised immediately in the Consolidated Statement of Profit and Loss. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

Other long-term benefits
The obligation in respect of compensated absences is provided on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government bonds as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the Consolidated Statement of Profit and Loss.

q) Employee share based compensation

The Group calculates the employee stock compensation expense based on the intrinsic value method wherein the excess of fair value of underlying equity shares as on the date of the grant of options over the exercise price of the options given to employees under the Employee Stock Option Scheme of the Group, is regarded as employee compensation expense and recognised on a graded vesting basis over the vesting period in accordance with the "Guidance Note on Accounting for Employee Share-based Payments", issued by the Institute of Chartered Accountants of India. The Group has set up a trust to administer the ESOP Plan under which options have been granted to employees.

r) Segment accounting policies

The accounting principles consistently used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments. The accounting policies in relation to segment accounting are as under:

i) Segment assets and liabilities

All segment assets and liabilities have been allocated to the various segments on the basis of specific identification. Segment assets consist principally of property, plant and equipment, intangible assets, capital work in progress, trade receivables, loans and advances and service income accrued but not billed. Segment assets do not include unallocated advance tax, deferred tax assets and other assets not specifically identifiable with a segment.
Segment liabilities include sundry creditors, other liabilities and staff benefits. Segment liabilities do not include share capital, reserves and surplus, provision for income tax and other liabilities not specifically identifiable with a segment.

ii) Segment revenue and expenses

Segment revenue and expenses are directly attributable to the segment and have been allocated to various segments on the basis of specific identification. Segment revenue does not include interest income and miscellaneous income in respect of non-segmental activities. Segment expenses do not include depreciation on unallocated corporate property, plant and equipment, amortisation on intangible assets, finance costs, tax expense and other expense in respect of non- segmental activities.

iii) Unallocated assets, liabilities, revenue and expenses

Certain assets, liabilities, revenue and expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Group believes that it is not practicable to provide segment disclosures relating to such assets, liabilities, revenue and expenses and accordingly such assets, liabilities, revenue and expenses are separately disclosed as ‘unallocated’.

s) Taxation

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the applicable tax rates and tax laws. Deferred tax is recognized in respect of timing differences between taxable income and accounting income i.e. differences that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognised using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

Deferred tax in respect of timing differences which originate during the tax holiday period but reverse after the tax holiday period is recognised in the period in which the timing differences originate. For this purpose, reversal of timing difference is determined using FIFO method.

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as current tax in the Consolidated Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

t) Earnings per share

The Group reports basic and diluted earnings / (loss) per equity share in accordance with Accounting Standard 20, "Earnings Per Share" specified under section 133 of the Companies Act, 2013, as applicable. The basic earnings / (loss) per share is computed by dividing the net profit / (loss) attributable to equity shareholders for the period/year by the weighted average number of equity shares outstanding during the year. Dilutive earnings per share is computed and disclosed after adjusting the effects of all dilutive potential equity shares, if any, except when the results will be anti-dilutive.

u) Cash and cash equivalents

Cash and cash equivalents include cash on hand, balances/deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

Newgen Software Technologies Limited

Annexure V

Consolidated Summary Statement of Adjustments to the Audited Consolidated Financial Statements
(All amounts are in INR millions, except per share data and unless otherwise stated)

I The summary of results of restatements made in the consolidated audited financial statements for the respective period/years, and its impact on the reported results of the Company is as follows:

Particulars	Note	For the period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Net profit as per audited consolidated statement of profit and loss		58.42	**502.07**	**287.30**	**527.47**	**407.77**	**327.29**
Increase/(Decrease) in profit on account of:							
Change in depreciation method and estimated useful life of property, plant and equipment	1	-	-	-	(58.22)	7.20	5.76
Prior period adjustments	2	-	-	-	(9.00)	6.99	43.33
Liabilities no longer required written back	3	-	-	-	-	-	(3.66)
Bad debts recovered	4	-	-	(0.19)	0.19	(0.03)	(1.54)
Service tax expense on account of unrealised exports	7	-	13.53	(5.03)	(4.43)	(2.77)	(1.30)
FCTR impact on intercompany elimination	8	-	-	-	-	(8.88)	-
		-					
Total adjustments		**-**	**13.53**	**(5.22)**	**(71.46)**	**2.51**	**42.59**
Current tax	5	-	8.02	(3.88)	(8.88)	2.49	0.93
Deferred tax	5	-	-	-	16.67	(1.96)	(1.26)
Net profit for the year, as restated		**58.42**	**523.62**	**278.20**	**463.80**	**410.81**	**369.55**

II Restatement adjustments made in the audited consolidated opening balance figures in the surplus in the statement of profit and loss at 1 April 2012

Net surplus as at 1 April 2012, as per audited consolidated financial statements		**295.18**
adjustments, on account of:		
Change in depreciation method and estimated useful life of fixed assets	1	39.88
Prior period adjustments	2	(41.32)
Liabilities no longer required written back	3	3.66
Bad debts recovered	4	1.57
Current tax	5	1.30
Deferred tax	5	(11.62)
Proposed dividend	6	23.69
Net surplus as at 1 April 2012, as restated		**312.34**

Notes

1) **Depreciation -**

a) Change in accounting policy - During the year ended 31 March 2015, the Company decided to change its accounting policy for providing depreciation on fixed assets from written down value method to the straight line method to better represent the financial position. For the purposes of consolidated restated financial information, this impact has now been recorded in respective years.

b) Change in estimated useful lives of fixed assets - Pursuant to the notification of Schedule II of the Companies Act, 2013 ("the Act"), by the Ministry of Corporate Affairs effective 1 April 2014, the management internally reassessed and changed, wherever necessary the useful lives to compute depreciation, to conform to the requirements of the Act. Consequently, the carrying amount as at 1 April 2014 is being depreciated over the revised remaining useful life of the asset. The carrying value of Rs. INR 53.82 related to assets with expired life as at 1 April 2014 was charged to retained earning net of deferred tax for the year ended 31 March 2015. The same has been adjusted in the years in which the life of respective asset was expired.

2) **Prior Period Adjustments:-**

In the Financial Statements for the years ended 31 March 2015, 31 March 2014 and 31 March 2013, various expenses/income have been disclosed as prior period items. For the purpose of the Restated Consolidated Financial Information, such prior period items have been adjusted in the respective financial statement captions, in the years to which the prior period items pertains. For the adjustments pertaining to the years prior to financial year 2012-2013, such prior period items have been adjusted in opening reserves as at 1 April 2012.

3) **Liabilities no longer required written back:-**

In the Financial Statements for the year ended 31 March 2013, certain liabilities, which were recorded in earlier years were written back. For the purpose of this Restated Consolidated Financials Information, the said liabilities have been adjusted in the respective financial statement captions, in the years in which the same were originally recorded. For the adjustments pertaining to the years prior to financial year 2012-13, such liabilities have been adjusted in the opening reserves as at 1 April 2012.

4) **Bad Debts Recovered:-**

During the years ended 31 March 2016, 31 March 2014 and 31 March 2013, the Company had recovered certain bad debts which were relating to earlier years. For the purpose of this Restated Consolidated Financial Information, the said recovery have been adjusted in the respective financial statement captions, in the year in which the bad debts were originally recorded. For the adjustments pertaining to years prior to financial year 2012-13, such recovery have been adjusted in the opening reserves as at 1 April 2012.

5) **Current and deferred tax:-**

Current tax has been computed on adjustments as detailed in Annexure V and has been adjusted in the Restated Consolidated Summary Statement of Profit and Loss for the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014, 31 March 2013 and the balance brought forward in the Restated Summary Statement of Profit and Loss as at 1 April 2012. Moreover, certain components of deferred tax have been adjusted in Restated Consolidated Financial Information for the years ended 31 March 2015, 31 March 2014, 31 March 2013 and in opening reserves as on 1 April 2012.

Tax pertaining to earlier years:-

The Statement of Profit and Loss for certain financial years includes amounts paid/ provided for, in respect of shortfall/ excess current tax arising upon filing of tax returns, assessments etc. which have now been adjusted in the respective years to which they relate.

6) **Dividend:-**

Final equity and preference dividend proposed by the Board of Directors for years ended 31 March 2016, 31 March 2015, 31 March 2013 and 31 March 2013 has been considered as non-adjusting event as at respective year ends and has been adjusted against opening reserves and surplus as at 1 April 2012 and reserves and surplus for the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 respectively as per requirement of Revised Accounting Standard 4.

7) **Service tax expense on account of unrealised exports:-**

In the Financial Statements for the year ended 31 March 2017, service tax recoverable, recorded in earlier years, was written off. For the purpose of this Restated Consolidated Financials Information, the said service tax expense has been adjusted in the respective financial statement captions, in the years in which the same were originally recorded.

8) **Foreign current translation reserve ("FCTR") impact on intercompany elimination**

In the Financial Statements for the year ended 31 March 2016, FCTR impact on intercompany elimination has been reversed, which was pertaining to financial year 2013-14. For the purpose of this Restated Consolidated Financials Information, the said FCTR impact has been adjusted in the respective financial statement caption, in the years in which the same was originally pertaining.

9) Related party disclosures include salary and other benefits paid to Shubhi Nigam and Sonali Nigam relatives of Managing Director and one of the directors of the Company amounting to Rs. 1.25, Rs. 1.19, Rs. 3.83, Rs. 4.97 and Rs. 2.32 during the years ended 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and 31 March 2013 and Rs. 9.00, Rs. 8.53 and Rs. 1.32 during the years ended 31 March 2017, 31 March 2016 and 31 March 2015 respectively which had not been disclosed in the Audited Consolidated Financial Statements of the Group.

III Regrouping

Appropriate adjustments have been made in the Restated Consolidated Financial Information, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flow in order to bring them in line with the groupings as per the audited financial Statements of the Company as at and for the years ended 31 March 2017, prepared in accordance with Schedule III of the Companies Act, 2013 (‘the Act’) and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

IV Movement in Reserves and surplus is given below:

Particulars	Audited Amount	Adjustments/ Rectifications	Restated amount
Balance of surplus as at 1 April 2012	**295.18**	**17.16**	**312.34**
Profit for the year	327.28	42.27	369.55
Appropriations			-
Proposed dividend on equity shares	43.97	(26.38)	17.59
Dividend distribution tax on proposed dividend on equity shares	7.47	(4.62)	2.85
Proposed dividend on preference shares	6.92	(4.13)	2.79
Dividend distribution tax on proposed dividend on preference shares	1.18	(0.73)	0.45
Transfer to general reserve	31.92	-	31.92
Balance of surplus as at 31 March 2013	**531.00**	**95.29**	**626.29**
Profit for the year	407.78	3.03	410.81
Appropriations	-		
Proposed dividend on equity shares	65.96	(21.99)	43.97
Dividend distribution tax on proposed dividend on equity shares	11.21	(3.74)	7.47
Proposed dividend on preference shares	12.95	(6.03)	6.92
Dividend distribution tax on proposed dividend on preference shares	2.20	(1.02)	1.18
Transfer to general reserve	40.82	-	40.82
Balance of surplus as at 31 March 2014	**805.64**	**131.10**	**936.74**
Profit for the year	527.47	(63.67)	463.80
Less: Adjustment of Depreciation due to Change in useful Life (net of Deferred tax of Rs. 1.82 Million)	3.56	(3.56)	-
Appropriations			
Proposed dividend on equity shares	81.02	(15.06)	65.96
Dividend distribution tax on proposed dividend on equity shares	16.59	(5.38)	11.21
Proposed dividend on preference shares	15.53	(2.58)	12.95
Dividend distribution tax on proposed dividend on preference shares	3.18	(0.98)	2.20
Transfer to general reserve	49.00	-	49.00
Balance of surplus as at 31 March 2015	**1,164.23**	**94.99**	**1,259.22**
Profit for the year	287.30	(9.10)	278.20
Add: Adjustment on account of amalgamation (Refer annexure note 9 on annexure XIX)	4.63	-	4.63
Less: Adjustment of foreign currency translation reserve relating to previous year	8.88	(8.88)	-
Appropriations	-		
Proposed dividend on equity shares	54.01	27.01	81.02
Dividend distribution tax on proposed dividend on equity shares	11.06	5.53	16.59
Proposed dividend on preference shares	10.38	5.15	15.53
Dividend distribution tax on proposed dividend on preference shares	2.13	1.05	3.18
Transfer to general reserve	28.56	-	28.56
Balance of surplus as at 31 March 2016	**1,341.14**	**56.03**	**1,397.17**
Profit for the year	502.07	21.55	523.62
Appropriations	-		
Proposed dividend on equity shares	-	54.01	54.01
Dividend distribution tax on proposed dividend on equity shares	-	11.06	11.06
Proposed dividend on preference shares	-	10.38	10.38
Dividend distribution tax on proposed dividend on preference shares	-	2.13	2.13
Transfer to general reserve	-	-	-
Balance of surplus as at 31 March 2017	**1,843.21**	**-**	**1,843.21**
Profit for the year	58.42	-	58.42
Appropriations			
Proposed dividend on equity shares	96.46	-	96.46
Dividend distribution tax on proposed dividend on equity shares	19.64	-	19.64
Proposed dividend on preference shares	-	-	-
Dividend distribution tax on proposed dividend on preference shares	-	-	-
Transfer to general reserve			
Balance of surplus as at 30 September 2017	**1,785.53**	**-**	**1,785.53**

Security Premium account			
Balance as at 1 April 2012	**376.05**	**-**	**376.05**
Add: Issue of shares to Newgen ESOP Trust	7.53	-	7.53
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees (refer annexure XIX)	0.07	-	0.07
Total	**383.65**	**-**	**383.65**
Less: Recoverable from Newgen ESOP Trust (refer annexure XIX)	13.54	-	13.54
Balance as at 31 March 2013	**370.11**	**-**	**370.11**
Add: Share premium on fresh issue of compulsory convertible preference shares	197.59	-	197.59
Add: Share premium on fresh issue of equity shares with differential voting rights	0.01	-	0.01
Less: Share issue expenses written off	9.78	-	9.78
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees (refer annexure XIX)	0.27	-	0.27
Total	**571.74**	**-**	**571.74**
Less: Recoverable from Newgen ESOP Trust (refer annexure XIX)	2.15	-	2.15
Balance as at 31 March 2014	**569.59**	**-**	**569.59**
Add: Issue of shares to Newgen ESOP Trust	65.99	-	65.99
Less: Amount utilised for issuance of bonus shares (refer note IV on annexure VI)	525.53	-	525.53
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees (refer annexure XIX)	0.46	-	0.46
Total	**112.66**	**-**	**112.66**
Less: Recoverable from Newgen ESOP Trust (refer annexure XIX)	65.99	-	65.99
Balance as at 31 March 2015	**46.67**	**-**	**46.67**
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees (refer annexure XIX)	0.66	-	0.66
Total	**113.32**	**-**	**113.32**
Less: Recoverable from Newgen ESOP Trust (refer annexure XIX)	64.34	-	64.34
Balance as at 31 March 2016	**48.98**	**-**	**48.98**
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees (refer annexure XIX)	0.27	-	0.27
Total	**113.59**	**-**	**113.59**
Less: Recoverable from Newgen ESOP Trust (refer annexure XIX)	49.02	-	49.02
Balance as at 31 March 2017	**64.57**	**-**	**64.57**
Add: Issue of shares to Newgen ESOP Trust	55.65	-	55.65
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees	1.00	-	1.00
Total	**170.24**	**-**	**170.24**
Less: Recoverable from Newgen ESOP Trust (refer annexure XIX)	92.01	-	92.01
Balance of surplus as at 30 September 2017	**78.23**	**-**	**78.23**
General Reserve			
Balance as at 1 April 2012	**27.02**	**-**	**27.02**
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer annexure XIX)	-	-	-
Less: Adjustment on account of amalgamation (refer note 9 on annexure XIX)	-	-	**-**
Add: Transferred from statement of Profit and Loss	31.92	-	31.92
Balance as at 1 April 2013	**58.94**	**-**	**58.94**
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer annexure XIX)	0.30	-	**0.30**
Less: Adjustment on account of amalgamation (refer note 9 on annexure XIX)	-	-	**-**
Add: Transferred from statement of Profit and Loss	40.82	-	**40.82**
Balance as at 1 April 2014	**100.06**	**-**	**100.06**
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer annexure XIX)	0.14	-	**0.14**
Less: Adjustment on account of amalgamation (refer note 9 on annexure XIX)	-	-	**-**
Add: Transferred from statement of Profit and Loss	49.00	-	**49.00**

Balance as at 1 April 2015	**149.20**	**-**	**149.20**
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer annexure XIX)	0.02	-	**0.02**
Less: Adjustment on account of amalgamation (refer note 9 on annexure XIX)	4.63	-	**4.63**
Add: Transferred from statement of Profit and Loss	28.56	-	**28.56**
Balance as at 1 April 2016	**173.15**	**-**	**173.15**
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer annexure XIX)	0.07	-	**0.07**
Less: Adjustment on account of amalgamation (Refer annexure XIX)	-	-	**-**
Add: Transferred from statement of Profit and Loss	-	-	**-**
Balance as at 1 April 2017	**173.22**	**-**	**173.22**
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer	-		**-**
Less: Adjustment on account of amalgamation (Refer annexure XIX)	-		**-**
Add: Transferred from statement of Profit and Loss	-		**-**
Balance as at 30 September 2017	**173.22**	**-**	**173.22**
Balance of Capital redemption reserve as at 1 April 2012	**8.79**	**-**	**8.79**
Balance of Capital redemption reserve as at 31 March 2013	**8.79**	**-**	**8.79**
Balance of Capital redemption reserve as at 31 March 2014	**8.79**	**-**	**8.79**
Balance of Capital redemption reserve as at 31 March 2015	**8.79**	**-**	**8.79**
Balance of Capital redemption reserve as at 31 March 2016	**8.79**	**-**	**8.79**
Balance of Capital redemption reserve as at 31 March 2017	**8.79**	**-**	**8.79**
Balance of Capital redemption reserve as at 30 September 2017	**8.79**	**-**	**8.79**
Employee stock options outstanding			
Balance as at 1 April 2012	**0.34**	**0.83**	**1.17**
Add: Employee stock compensation expense	2.01	(0.83)	1.18
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XIX)	0.07	-	0.07
Less: Transferred to securities premium account on exercise of stock options issued to employees	-	-	-
Balance as at 31 March 2013	**2.28**	**-**	**2.28**
Add: Employee stock compensation expense	0.72	-	0.72
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XIX)	0.30	-	0.30
Less: Transferred to securities premium account on exercise of stock options issued to employees	0.27	-	0.27
Balance as at 31 March 2014	**2.43**	**-**	**2.43**
Add: Employee stock compensation expense	-	-	-
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XIX)	0.14	-	0.14
Less: Transferred to securities premium account on exercise of stock options issued to employees	0.46	-	0.46
Balance as at 31 March 2015	**1.83**	**-**	**1.83**
Add: Employee stock compensation expense	0.50	-	0.50
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XIX)	0.02	-	0.02
Less: Transferred to securities premium account on exercise of stock options issued to employees	0.66	-	0.66
Balance as at 31 March 2016	**1.65**	**-**	**1.65**
Add: Employee stock compensation expense	-	-	-
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XIX)	0.07	-	0.07
Less: Transferred to securities premium account on exercise of stock options issued to employees	0.27	-	0.27
Balance as at 31 March 2017	**1.31**	**-**	**1.31**

Add: Employee stock compensation expense	2.83	-	2.83
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XIX)	-	-	-
Less: Transferred to securities premium account on exercise of stock options issued to employees	1.00	-	1.00
Balance as at 30 September 2017	**3.14**	**-**	**3.14**
Foreign Currency Translation Reserve			
Balance as at 1 April 2012	**12.94**	**-**	**12.94**
Movement during the year	(8.85)	-	(8.85)
Balance as at 31 March 2013	**4.09**	**-**	**4.09**
Movement during the year	3.37	8.88	12.25
Balance as at 31 March 2014	**7.46**	**8.88**	**16.34**
Movement during the year	1.16	-	1.16
Balance as at 31 March 2015	**8.62**	**8.88**	**17.50**
Movement during the year	24.12	(8.88)	15.24
Balance as at 31 March 2016	**32.74**	**-**	**32.74**
Movement during the year	(10.46)	-	(10.46)
Balance as at 31 March 2017	**22.28**	**-**	**22.28**
Movement during the year	7.56	-	7.56
Balance as at 30 September 2017	**29.84**	**-**	**29.84**
Balance of Capital reserve as at 1 April 2012	**0.02**	**-**	**0.02**
Balance of Capital reserve as at 31 March 2013	**0.02**	**-**	**0.02**
Balance of Capital reserve as at 31 March 2014	**0.02**	**-**	**0.02**
Balance of Capital reserve as at 31 March 2015	**0.02**	**-**	**0.02**
Balance of Capital reserve as at 31 March 2016	**0.02**	**-**	**0.02**
Balance of Capital reserve as at 31 March 2017	**0.02**	**-**	**0.02**
Balance of Capital reserve as at 30 September 2017	**0.02**	**-**	**0.02**
Total Reserves and surplus as at 31 March 2013	**975.23**	**95.29**	**1,070.52**
Total Reserves and surplus as at 31 March 2014	**1,493.99**	**139.98**	**1,633.97**
Total Reserves and surplus as at 31 March 2015	**1,379.36**	**103.87**	**1,483.23**
Total Reserves and surplus as at 31 March 2016	**1,606.47**	**56.03**	**1,662.50**
Total Reserves and surplus as at 31 March 2017	**2,113.40**	**-**	**2,113.40**
Total Reserves and surplus as at 31 March 2017	**2,078.77**	**-**	**2,078.77**

Newgen Software Technologies Limited

Annexure VI

Restated Consolidated Summary Statement of Share Capital
(All amounts are in INR millions, except per share data and unless otherwise stated)

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
I Share capital												
Authorised												
Equity shares of Rs. 10 each	98,000,000	980.00	64,400,000	644.00	63,050,000	630.50	63,000,000	630.00	12,999,800	130.00	13,000,000	130.00
Equity share capital with differential voting rights of Rs. 10 each	200	0.00 #	200	0.00 #	200	0.00 #	200	0.00 #	200	0.00 #	-	-
0.01% Compulsory convertible preference shares of Rs. 10 each	11,999,800	120.00	11,999,800	120.00	11,999,800	120.00	11,999,800	120.00	2,000,000	20.00	2,000,000	20.00
	110,000,000	**1,100.00**	**76,400,000**	**764.00**	**75,050,000**	**750.50**	**75,000,000**	**750.00**	**15,000,000**	**150.00**	**15,000,000**	**150.00**

Amount in absolute terms as at 30 September 2017, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 is Rs. 2000, Rs. 2000, Rs. 2000, Rs. 2000 and Rs. 2000 respectively.

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Issued, subscribed and paid up												
Equity shares of Rs. 10 each, fully paid up												
At the beginning of the period/year	64,308,150	643.08	54,013,800	540.14	54,013,800	540.14	8,794,800	87.95	8,794,800	87.95	8,794,800	87.95
Add: Issue of bonus equity shares	-	-	-	-	-	-	43,974,000	439.74	-	-	-	-
Add: Preference shares conversion to equity shares	-	-	10,294,230	102.94	-	-	-	-	-	-	-	-
Add: Equity shares with differential voting rights conversion to equity shares	-	-	120	0.00 #	-	-	-	-	-	-	-	-
Add: Issued to Newgen ESOP Trust	1,050,000	10.50	-	-	-	-	1,245,000	12.45	-	-	-	-
At the end of the period/year	65,358,150	653.58	64,308,150	643.08	54,013,800	540.14	54,013,800	540.14	8,794,800	87.95	8,794,800	87.95
Less: Recoverable from Newgen ESOP Trust (refer annexure XIX)	1,736,000	17.36	925,000	9.25	1,214,048	12.14	1,245,000	12.45	294,970	2.95	496,230	4.96
	63,622,150	**636.22**	**63,383,150**	**633.83**	**52,799,752**	**528.00**	**52,768,800**	**527.69**	**8,499,830**	**85.00**	**8,298,570**	**82.99**

Amount in absolute terms is Rs. 1,200.

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Equity share capital with Differential voting rights (DVR) of Rs. 10 each, fully paid up												
At the beginning of the period/year	-	-	120	0.00 #	120	0.00 #	20	0.00 #	-	-	-	-
Add: Equity share capital with differential voting rights	-	-	-	-	-	-	-	-	20	0.00 #	-	-
Add: Issue of bonus equity shares	-	-	-	-	-	-	100	0.00 *	-	-	-	-
Less: Equity shares with differential voting rights conversion to equity shares	-	-	120	0.00 #								
At the end of the period/year	**-**	**-**	**-**	**-**	**120**	**0.00 #**	**120**	**0.00 #**	**20**	**0.00 #**	**-**	**-**

Amount in absolute terms as at 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 is Rs. 1,200, Rs. 1,200, Rs. 200 and Rs. 200 respectively.
* Amount in absolute terms is Rs. 1,000.

Newgen Software Technologies Limited

Annexure VI

Restated Consolidated Summary Statement of Share Capital

0.01% Compulsory convertible preference shares of Rs. 10 each, fully paid up												
At the beginning of the period/year	-	-	10,294,230	102.94	10,294,230	102.94	1,715,705	17.16	1,375,035	13.75	1,375,035	13.75
Add: Issue of bonus preference shares	-	-	-	-	-	-	8,578,525	85.79	-	-	-	-
Add: Issue of preference shares	-	-	-	-	-	-	-	-	340,670	3.41	-	-
Less: Preference shares conversion to equity shares	-	-	10,294,230	102.94	-	-	-	-	-	-	-	-
At the end of the period/year	**-**	**-**	**-**	**-**	**10,294,230**	**102.94**	**10,294,230**	**102.95**	**1,715,705**	**17.16**	**1,375,035**	**13.75**
Total share capital	**63,622,150**	**636.22**	**63,383,150**	**633.83**	**63,094,102**	**630.94**	**63,063,150**	**630.64**	**10,215,555**	**102.16**	**9,673,605**	**96.74**

II Terms/rights attached to equity shares

The Company has two classes of equity shares i.e. equity shares having a par value of Rs.10 per share and equity shares with differential voting rights having par value of Rs.10 per share.

Equity shares:

In case of equity shares, each equity shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their respective shareholding.

Equity shares with differential voting rights (DVR):

In case of equity shares with differential voting rights, each of the shareholders holding DVR shall be entitled to such differential voting rights as specified below:

Shareholder	Number of Shares	Number of Votes
As at 30 September 2017		
Unit Trust of India Investment Advisory Services Limited, A/C Ascent India Fund III (referred as "Ascent")	-	-
IDG Ventures India Fund II LLC (referred as "IDGVI")	-	-
As at 31 March 2017		
Ascent	-	-
IDGVI	-	-
As at 31 March 2016*		
Ascent	60	5,375,952
IDGVI	60	2,756,898
As at 31 March 2015*		
Ascent	60	5,375,952
IDGVI	60	2,756,898
As at 31 March 2014		
Ascent	10	895,992
IDGVI	10	459,483
As at 31 March 2013		
Ascent	-	-
IDGVI	-	-

Each of the shareholder with differential voting rights shall, at all times up to the conversion thereof, are entitled to a fixed preferential and cumulative dividend of one-hundredth percent (0.01%) of the investment amount and resolved to be so distributed as such dividend in respect of each financial year or other accounting period of the Company, in accordance with applicable law. In addition, the Ascent DVR and the IDGVI DVR shall be entitled to participate in any distribution of the profits of the Company (including, as regards any dividends declared) on a pro-rata share and as-if-converted basis vis-à-vis the other shareholders.

*Adjusted for bonus issue (refer note IV).

Newgen Software Technologies Limited

Annexure VI

Restated Consolidated Summary Statement of Share Capital

Expiration of differential rights:

Pursuant to the shareholder subscription agreement dated 31 October 2013, each Ascent DVR and an IDGVI DVR shall be compulsorily converted at no cost to the Investors, into equity shares in the ratio of 1:1 at any time as may be determined by the investors in their sole discretion. Upon conversion of the Ascent DVR and the IDGVI DVR , such differential voting and dividend rights, as mentioned above, on the shares held by each of the investors shall automatically expire. Subsequent thereto, the investors, as a holder of the Equity shares shall have the right to vote pro-rata to their respective shareholding on a fully diluted basis. In the event of a part conversion of the Ascent DVR and the IDGVI DVR, the differential voting and dividend rights shall be reduced proportionately to ensure that such rights automatically apply only to the shareholding percentage represented by the unconverted Ascent DVR and the IDGVI DVR.

During the financial year 2016-17, pursuant to the Articles of Association and shareholders agreement, these compulsorily convertible preference shares have been converted into equity shares, at no cost to the investors, in the ratio of 1:1 and accordingly all the differential voting and dividend rights have expired on 27 March 2017. Subsequent thereto, investors, as holder of equity shares shall have the right to vote pro-rata to their respective shareholding on a fully diluted basis.

III Terms/rights attached to preference shares

During the years ended 31 March 2008 and 31 March 2009, the Company had issued 1,014,785 compulsorily convertible preference shares (hereinafter referred to as "CCPS") of Rs. 10 each fully paid up to HAV2 (Mauritius) Limited and 360,250 CCPS of Rs. 10 each fully paid up to SAPV (Mauritius) respectively. During the financial year 2013-14, HAV2 (Mauritius) Limited, exited from the Company and two new investors namely Unit Trust of India Investment Advisory Services Limited, A/C Ascent India Fund III ("Ascent") and IDG Ventures India Fund II LLC ("IDGVI") made investment in the Company. During the year ended 31 March 2014, all the CCPS held by HAV2 (Mauritius) Limited, were acquired by Ascent (670,790 CCPS) and IDGVI (343,995 CCPS). Further, during the year ended 2014-15, the Company has also allotted 225,192 number of CCPS to Ascent and 115,478 number of CCPS to IDGVI.

Pursuant to Shareholders agreement executed on 31 October 2013, between Newgen Software Technologies Ltd and Ascent, IDGVI, SAPV (Mauritius) (individually referred as investor and together referred to as investor group), Newgen Employees Trust and Mr. Diwakar Nigam, Mr. T.S. Varadarajan, Mrs. Priyadarshini Nigam and Mrs. Usha Varadarajan, and Share purchase cum Subscription agreement dated 31 October 2013, between Newgen Software Technologies Ltd, Ascent, IDGVI, SAPV (Mauritius), Mr. Diwakar Nigam, Mr. T.S. Varadarajan, Mrs. Priyadarshini Nigam and Mrs. Usha Varadarajan, the investor group were entitled to receive dividends in preference to any dividends on the equity shares of the Company at the rate of 0.01% (Zero point Zero One Per cent) per annum on the investors subscription consideration, pro rata on a fully diluted basis. In addition, investor group shall also be entitled to participate in any dividends paid on the equity shares on a fully diluted basis. Upon occurrence of a liquidity event, the investor group members shall, subject to applicable Law, be entitled to first (in priority to any other holders of Equity Securities) receive an amount from the liquidation amount equivalent to the higher of the following:

(a) such amount as would be distributed to such investor group member in proportion to its shareholding percentage in the Company; or

(b) for each Equity Security held by the Investor, the price at which each Investor subscribed to it or acquired it from the respective sellers and for each SAPV Security, the price at which SAPV subscribed to such SAPV Security.

Each CCPS shall be compulsorily converted at no cost to the Investor, into Equity Shares in the ratio of 1:1 at any time as may be determined by the Investor at their sole discretion. Subject to applicable Law, the conversion of the Shares and the HAV2 (Mauritius) Limited Sale of Shares will take place within the maximum time period prescribed under applicable Law for such conversion.

During the financial year 2014-15, IDVG transferred 606,540 (adjusted for bonus issue) to Pandara Trust Scheme-I.

Each CCPS shall be compulsorily converted at no cost to the Investor, into Equity Shares in the ratio of 1:1 at any time as may be determined by the Investor at their sole discretion. Subject to applicable Law, the conversion of the Shares and the HAV2 (Mauritius) Limited Sale of Shares will take place within the maximum time period prescribed under applicable Law for such conversion.

Conversion of Compulsory convertible preference shares into equity

Pursuant to the Shareholders Agreement executed on 31 October 2013 as aforesaid, during the current year ended 31 March 2017, all issued 10,294,230 CCPS of Rs.10/- each have been converted into 10,294,230 equity shares of Rs.10/- each in the ratio of 1:1, at no cost to the investors. Equity shares of the Company allotted upon conversion of the CCPS, rank pari passu in all respects including as to dividend, voting rights, with the existing fully paid up equity shares of face value of Re. 10/- each of the Company.

IV Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date:

During ended year 2014-15, the Company had issued bonus shares in proportion of five shares for every one existing share pursuant to resolution passed by the shareholders on 18 September 2014. Accordingly, the company allotted 43,974,000 equity shares, 8,578,525 compulsorily convertible preference shares and 100 equity shares (with differential voting rights) of face value Rs. 10 each as fully paid up bonus shares by transfer of Rs. 525.53 to Share Capital Account on record date 9 July 2014 by ultilisation of Security Premium Account.

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Annexure VI

Restated Consolidated Summary Statement of Share Capital

V Shareholders holding more than 5% equity shares of the Company:

Equity shares of Rs.10 each, fully paid up held by:

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares
Equity shares of Rs.10 each, fully paid up held by:												
- Mr. Diwakar Nigam	18,422,406	28.19%	18,422,406	28.65%	18,422,406	34.11%	18,422,406	34.08%	3,063,001	34.83%	3,127,500	35.56%
- Mr. T.S. Varadarajan	15,009,306	22.96%	15,009,306	23.34%	15,009,306	27.79%	15,009,306	27.77%	2,556,948	29.07%	2,654,100	30.18%
- Mrs. Priyadarshini Nigam	7,968,906	12.19%	7,968,906	12.39%	7,968,906	14.75%	7,968,906	14.74%	1,328,151	15.10%	1,379,000	15.68%
- Mrs. Usha Varadarajan	4,528,320	6.93%	4,528,320	7.04%	4,528,320	8.38%	4,528,320	8.38%	754,720	8.58%	754,720	8.58%
- Unit Trust of India Investment Advisory Services Limited, A/C, Ascent India Fund III	7,464,510	11.42%	7,464,510	11.61%	-	-	-	-	-	-	496,230	5.64%

Equity shares with Differential voting Rights of Rs.10 each, fully paid up held by:

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares
Unit Trust of India Investment Advisory Services Limited, A/C Ascent India Fund III	-	-	-	-	60	50.00%	60	50.00%	10	50.00%	-	-
IDG Ventures India Fund II LLC	-	-	-	-	60	50.00%	60	50.00%	10	50.00%	-	-

0.01% Compulsory Convertible Preference Shares of Rs.10 each, fully paid up held by:

	As at 30 September 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015		As at 31 March 2014		As at 31 March 2013	
	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares	Number of shares	Percentage holding in the shares
SAPV (Mauritius)	-	-	-	-	2,161,500	21.00%	2,161,500	21.00%	360,250	21.00%	360,250	26.20%
Unit Trust of India Investment Advisory Services Limited, A/C Ascent India Fund III	-	-	-	-	5,375,892	52.22%	5,375,892	52.22%	895,982	52.22%	-	-
IDG Ventures India Fund II LLC	-	-	-	-	2,150,334	20.89%	2,150,334	20.89%	459,473	26.78%	-	-
HAV 2 (Mauritius) Limited	-	-	-	-	-	-	-	-	-	-	1,014,785	73.80%
Pandara Trust Scheme- 1	-	-	-	-	606,504	5.89%	606,504	5.89%	-	-	-	-

* Adjusted for bonus issue (refer note IV) of annexure VI.

VI Shares reserved for issue under option

For details of shares reserved for issue under the employee stock option plan of the Company, refer annexure XIX(6).

Newgen Software Technologies Limited

Annexure VII

Restated Consolidated Summary Statement of Reserves and Surplus
(All amounts are in INR millions, except per share data and unless otherwise stated)

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Capital redemption reserve						
At the beginning and end of the period/year	8.79	8.79	8.79	8.79	8.79	8.79
	8.79	**8.79**	**8.79**	**8.79**	**8.79**	**8.79**
Capital Reserve						
At the beginning and end of the period/year	**0.02**	0.02	0.02	0.02	0.02	0.02
	0.02	**0.02**	**0.02**	**0.02**	**0.02**	**0.02**
Securities premium account						
At the beginning of the period/year	113.59	113.32	112.66	571.74	383.65	376.05
Add: Issue of shares to Newgen ESOP Trust	55.65	-	-	65.99	-	7.53
Add: Share premium on fresh issue of compulsory convertible preference shares	-	-	-	-	197.59	-
Add: Share premium on fresh issue of equity shares with differential voting rights	-	-	-	-	0.01	-
Less: Share issue expenses written off	-	-	-	-	9.78	-
Less: Amount utilized for issuance of bonus shares (refer note IV on annexure VI)	-	-	-	525.53	-	-
Add: Transferred from employee stock options outstanding account on exercise of stock options issued to employees (refer annexure XIX)	1.00	0.27	0.66	0.46	0.27	0.07
	170.24	113.59	113.32	112.66	571.74	383.65
Less: Recoverable from Newgen ESOP Trust (refer annexure XIX)	92.01	49.02	64.34	65.99	2.15	13.54
At the end of the period/year	**78.23**	**64.57**	**48.98**	**46.67**	**569.59**	**370.11**
Employee stock options outstanding (refer annexure XIX)						
At the beginning of the period/year	1.31	1.65	1.83	2.43	2.28	1.17
Add: Employee stock compensation expense	2.83	-	0.50	-	0.72	1.18
Less: Transferred to general reserve on account of lapse of stock options issued to employees (refer annexure XIX)	-	0.07	0.02	0.14	0.30	-
Less: Transferred to securities premium account on exercise of stock options issued to employees	1.00	0.27	0.66	0.46	0.27	0.07
At the end of the period/year	**3.14**	**1.31**	**1.65**	**1.83**	**2.43**	**2.28**
General reserve						
At the beginning of the period/year	173.22	173.15	149.20	100.06	58.94	27.02
Add: Transferred from employee stock options outstanding account on lapse of stock options issued to employees (refer annexure XIX)	-	0.07	0.02	0.14	0.30	-
Less: Adjustment on account of amalgamation (refer note 9 on annexure XIX)	-	-	4.63	-	-	-
Add: Transferred from statement of Profit and Loss	-	-	28.56	49.00	40.82	31.92
At the end of the period/year	**173.22**	**173.22**	**173.15**	**149.20**	**100.06**	**58.94**

Foreign Currency Translation Reserve						
At the beginning of the period/year	22.28	32.74	17.50	16.34	4.09	12.94
Add: Movement during the period/year	7.56	(10.46)	15.24	1.16	12.25	(8.85)
At the end of the period/year	**29.84**	**22.28**	**32.74**	**17.50**	**16.34**	**4.09**
Surplus of Statement of Profit and Loss						
At the beginning of the period/year	1,843.21	1,397.17	1,259.22	936.74	626.29	312.34
Add: Profit for the period/year	58.42	523.62	278.20	463.80	410.81	369.55
Add: Adjustment on account of amalgamation (Refer note 9 on annexure XIX)	-	-	4.63	-	-	-
Less: Appropriations	-					
Proposed dividend on equity shares #	96.46	54.01	81.02	65.96	43.97	17.59
Dividend distribution tax on dividend on equity shares #	19.64	11.06	16.59	11.21	7.47	2.85
Proposed dividend on preference shares #	-	10.38	15.53	12.95	6.92	2.79
Dividend distribution tax on dividend on 0.01% compulsory convertible preference shares #	-	2.13	3.18	2.20	1.18	0.45
Transfer to general reserve	-	-	28.56	49.00	40.82	31.92
At the end of the period/year	**1,785.53**	**1,843.21**	**1,397.17**	**1,259.22**	**936.74**	**626.29**
	2,078.77	**2,113.40**	**1,662.50**	**1,483.23**	**1,633.97**	**1,070.52**

refer note 6 on Annexure V of the Restated Consolidated Financial Information.

Newgen Software Technologies Limited

Annexure VIII

Restated Consolidated Summary Statement of Deferred Tax Assets/Liabilities (net)
(All amounts are in INR millions, except per share data and unless otherwise stated)

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Deferred tax assets (net)						
Deferred tax asset on:						
Provision for gratuity	45.85	42.59	33.39	22.63	15.87	13.28
Provision for compensated absences	15.46	12.53	12.11	9.00	6.09	5.50
Expenditure covered by section 43B of the Income Tax Act, 1961	0.79	0.79	1.74	0.08	0.09	0.10
Provision for doubtful trade receivables	81.62	68.49	58.94	44.80	27.41	17.94
Provision for doubtful loans and advances	4.26	4.26	4.27	4.20	3.95	3.80
ESOP expense	0.98	-	-	-	-	-
Others	0.29	1.10	1.83	0.75	1.02	-
	149.25	**129.76**	**112.28**	**81.46**	**54.43**	**40.62**
Deferred tax liability on:						
Difference in written down value of fixed assets under Income Tax Act,	25.54	28.51	26.82	21.60	19.14	18.01
	25.54	**28.51**	**26.82**	**21.60**	**19.14**	**18.01**
Deferred tax assets (net)	**123.71**	**101.25**	**85.46**	**59.86**	**35.29**	**22.61**
Deferred tax liabilities (net)- Newgen Software Inc. (Subsidiary)						
Deferred tax asset on:						
Net operating losses carried forward losses and unabsorbed depreciation	-	-	-	0.64	5.23	-
		-	**-**	**0.64**	**5.23**	**-**
Deferred tax liability on:						
Difference in written down value of fixed assets as per books of accounts	0.62	0.71	0.86	0.83	**0.80**	-
Others	-	0.81	1.61	2.29	**2.93**	-
	0.62	**1.52**	**2.47**	**3.12**	**3.73**	**-**
Deferred tax liabilities (net)	**0.62**	**1.52**	**2.47**	**2.48**	**-**	**-**

Newgen Software Technologies Limited

Annexure IX

Restated Consolidated Summary Statement of Other Long-Term Liabilities, Short-Term Borrowings, Trade Payables and Other Current Liabilities
(All amounts are in INR millions, except per share data and unless otherwise stated)

I Other long-term liabilities

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Deferred liability for leasehold land*	117.05	131.68	160.95	-	-	-
Less: Current maturities of deferred liability for leasehold land	29.26	29.26	29.26	-	-	-
	87.79	102.42	131.69	-	-	-
Lease equalisation reserve	1.31	1.04	1.92	1.85	1.65	0.75
	89.10	**103.46**	**133.61**	**1.85**	**1.65**	**0.75**

***** Deferred payment liability relates to leasehold land purchased from 'Yamuna Expressway Industrial Development Authority (YEIDA)' during the year ended 31 March 2016. The amount is payable in '12 half yearly installments' over the period of 6 years from the date of purchase which carries interest rate of 12% per annum.

II Short-term borrowings

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Loans from banks (secured)*						
Pre-shipment loans	662.85	522.62	588.32	445.84	392.26	-
	662.85	**522.62**	**588.32**	**445.84**	**392.26**	**-**

* Pre-shipment loans are foreign currency short term loans taken from Standard Chartered Bank and Citi Bank having maturity varying from 3-6 months which carries interest ranging from financial year 2012-13 to financial year 2016-17 between 2% - 3% computed on monthly basis on the outstanding amount and are repayable on demand. These are secured by way of an exclusive charge created on all present and future other assets and trade receivables of the Company and equitable mortgage over certain immovable properties of the Company.

III Trade payables

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Trade payables						
- Total outstanding dues to micro enterprises and small enterprises*	-	-	-	-	-	-
- Total outstanding dues to creditors other than micro and small enterprises	187.35	180.50	148.54	144.09	72.71	70.73
	187.35	**180.50**	**148.54**	**144.09**	**72.71**	**70.73**

* 'The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on the information currently available with the Company, there are no amounts payable to micro and small enterprises.

IV Other current liabilities

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Current maturities of long-term borrowings	-	-	-	-	-	0.06
Current maturities of deferred liability for leasehold land	29.26	29.26	29.26	-	-	-
Deferred revenue	344.56	385.66	326.41	222.73	178.58	144.05
Other payables	-					
- employee related payables	234.31	244.55	181.29	153.57	122.08	98.77
- statutory dues payable	108.30	54.49	41.32	37.91	39.25	24.58
- advance from customers	1.60	0.94	0.75	0.82	3.78	1.92
- earnest money deposits	0.35	0.05	-	-	-	-
- creditor in respect of retention money	2.98	2.81	-	-	-	-
- dues in respect of purchase/construction of property plant and equipment	38.24	12.67	1.75	1.68	5.01	8.77
- interest accrued but not due on deferred liability for leasehold land	3.74	4.23	8.31	3.25	0.11	-
	763.34	**734.66**	**589.09**	**419.96**	**348.81**	**278.15**

Newgen Software Technologies Limited

Annexure X

Restated Consolidated Summary Statement of Long-Term and Short-Term Provisions
(All amounts are in INR millions, except per share data and unless otherwise stated)

Provisions	**Long-term**						**Short-term**					
	As at 30 September 2017	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014**	**As at 31 March 2013**	**As at 30 September 2017**	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014**	**As at 31 March 2013**
Provision for employee benefits (refer annexure XIX)												
Provision for gratuity	119.66	111.32	86.52	62.78	46.77	36.38	17.64	16.53	13.47	5.17	2.94	5.98
Provision for compensated absences	40.06	32.98	25.64	19.72	18.36	12.87	8.27	6.84	5.52	3.31	1.91	5.72
	159.72	**144.30**	**112.16**	**82.50**	**65.13**	**49.25**	**25.91**	**23.37**	**18.99**	**8.48**	**4.85**	**11.70**
Other provisions												
Provision for income-tax [net of advance tax]	-	-	-	-	-	-	2.29	9.45	5.93	24.34	28.93	0.28
	-	**-**	**-**	**-**	**-**	**-**	**2.29**	**9.45**	**5.93**	**24.34**	**28.93**	**0.28**
Total	**159.72**	**144.30**	**112.16**	**82.50**	**65.13**	**49.25**	**28.20**	**32.82**	**24.92**	**32.82**	**33.78**	**11.98**

Newgen Software Technologies Limited

Annexure XI

Restated Consolidated Summary Statement of Property, Plant and Equipment, Intangible Assets and Capital Work-In-Progress
(All amounts are in INR millions, except per share data and unless otherwise stated)

I Property, plant and equipment and Intangible Fixed Assets

Particulars	Property, plant and equipment										Intangible assets			Grand Total
	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and machinery	Furniture and fixtures	Office equipments	Vehicles	Computers and servers	Total	Computer software	Goodwill	Total	
Gross block														
Balance as at 1 April 2012	**0.47**	**5.39**	**67.41**	**15.31**	**23.02**	**20.52**	**22.49**	**12.00**	**107.46**	**274.07**	**55.99**	**4.67**	60.66	334.73
Additions	-	-	-	-	2.52	4.47	5.78	-	17.38	30.15	12.83	-	12.83	42.98
Disposals	-	1.40	-	-	0.22	0.08	0.11	2.20	-	4.01	-	-	-	4.01
Balance as at 31 March 2013	**0.47**	**3.99**	**67.41**	**15.31**	**25.32**	**24.91**	**28.16**	**9.80**	**124.84**	**300.21**	**68.82**	**4.67**	73.49	373.70
Additions	-	-	-	-	2.82	0.46	6.43	7.40	21.38	38.49	2.92	-	2.92	41.41
Disposals	-	-	-	-	0.14	-	0.01	-	-	0.15	-	-	-	0.15
Balance as at 31 March 2014	**0.47**	**3.99**	**67.41**	**15.31**	**28.00**	**25.37**	**34.58**	**17.20**	**146.22**	**338.55**	**71.74**	**4.67**	76.41	414.96
Additions	-	-	41.81	-	0.45	0.53	3.78	4.97	27.98	79.52	2.81	-	2.81	82.33
Disposals	-	-	-	-	-	-	-	1.29	-	1.29	-	-	-	1.29
Balance as at 31 March 2015	**0.47**	**3.99**	**109.22**	**15.31**	**28.45**	**25.90**	**38.36**	**20.88**	**174.20**	**416.78**	**74.55**	**4.67**	79.22	496.00
Additions	-	280.21	18.93	-	10.28	15.70	13.04	3.59	32.82	374.57	8.34	-	8.34	382.91
Disposals	-	-	2.15	-	2.06	1.03	2.75	0.39	4.84	13.22	-	-	-	13.22
Balance as at 31 March 2016	**0.47**	**284.20**	**126.00**	**15.31**	**36.67**	**40.57**	**48.65**	**24.08**	**202.18**	**778.13**	**82.89**	**4.67**	87.56	865.69
Additions	-	1.25	3.40	-	2.08	1.02	1.69	-	16.37	25.81	2.66	-	2.66	28.47
Disposals	-	-	-	-	4.27	0.19	2.36	0.87	26.66	34.35	-	-	-	34.35
Balance as at 31 March 2017	**0.47**	**285.45**	**129.40**	**15.31**	**34.48**	**41.40**	**47.98**	**23.21**	**191.89**	**769.59**	**85.55**	**4.67**	90.22	859.81
Additions	-	-	-	-	1.25	0.45	3.33	1.05	15.14	21.22	1.02	-	1.02	22.24
Disposals	-	-	-	5.24	0.93	0.78	1.16	-	-	8.11	-	-	-	8.11
Balance as at 30 September 2017	**0.47**	**285.45**	**129.40**	**10.07**	**34.80**	**41.07**	**50.15**	**24.26**	**207.03**	**782.70**	**86.57**	**4.67**	91.24	873.94

Particulars	Property, plant and equipment										Intangible assets			Grand Total
	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and machinery	Furniture and fixtures	Office equipments	Vehicles	Computers and servers	Total	Computer software	Goodwill	Total	
Accumulated depreciation/amortisation														
Balance as at 1 April 2012	**-**	**0.63**	**21.62**	**(2.84)**	**8.63**	**6.28**	**4.10**	**8.01**	**66.85**	**113.28**	**33.98**	**3.74**	**37.72**	**151.00**
Additions	-	0.05	2.89	1.14	1.25	1.43	1.17	0.83	14.31	23.07	14.50	0.47	14.97	38.04
Disposals	-	-	-	-	0.17	0.07	0.07	1.85	-	2.16	-	-	-	2.16
Balance as at 31 March 2013	**-**	**0.68**	**24.51**	**(1.70)**	**9.71**	**7.64**	**5.20**	**6.99**	**81.16**	**134.19**	**48.48**	**4.21**	**52.69**	**186.88**
Additions	-	-	2.17	1.25	1.09	1.69	1.45	0.85	13.29	21.79	13.59	0.46	14.05	35.84
Disposals	-	-	-	-	0.05	-	-	-	-	0.05	-	-	-	0.05
Balance as at 31 March 2014	**-**	**0.68**	**26.68**	**(0.45)**	**10.75**	**9.33**	**6.65**	**7.84**	**94.45**	**155.93**	**62.07**	**4.67**	**66.74**	**222.67**
Additions	-	0.04	(11.73)	15.16	3.00	4.38	6.31	2.35	19.25	38.76	4.93	-	4.93	43.69
Disposals	-	-	-	-	1.26	-	-	1.15	0.02	2.43	-	-	-	2.43
Balance as at 31 March 2015	**-**	**0.72**	**14.95**	**14.71**	**12.49**	**13.71**	**12.96**	**9.04**	**113.68**	**192.26**	**67.00**	**4.67**	**71.67**	**263.93**
Additions	-	1.12	4.01	-	2.58	2.76	4.12	1.86	21.62	38.07	5.59	-	5.59	43.66
Disposals	-	-	2.15	-	1.76	0.71	1.62	0.39	4.82	11.45	-	-	-	11.45
Balance as at 31 March 2016	**-**	**1.84**	**16.81**	**14.71**	**13.31**	**15.76**	**15.46**	**10.51**	**130.48**	**218.88**	**72.59**	**4.67**	**77.26**	**296.14**
Additions	-	3.17	2.10	0.60	3.04	3.57	4.53	2.07	23.37	42.45	5.92	-	5.92	48.37
Disposals	-	-	-	-	4.22	0.19	2.35	0.87	26.47	34.10	-	-	-	34.10
Balance as at 31 March 2017	**-**	**5.01**	**18.91**	**15.31**	**12.13**	**19.14**	**17.64**	**11.71**	**127.38**	**227.23**	**78.51**	**4.67**	83.18	310.41
Additions	-	1.59	1.08	-	1.85	2.52	2.95	1.15	13.83	24.97	2.69	-	2.69	27.66
Disposals	-	-	-	5.24	0.28	0.48	1.13	-	-	7.13	-	-	-	7.13
Balance as at 30 September 2017	**-**	**6.60**	**19.99**	**10.07**	**13.70**	**21.18**	**19.46**	**12.86**	**141.21**	**245.07**	**81.20**	**4.67**	85.87	330.94

Particulars	Property, plant and equipment										Intangible assets			Grand Total
	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and machinery	Furniture and fixtures	Office equipments	Vehicles	Computers and servers	Total	Computer software	Goodwill	Total	
Net block														
As at 31 March 2013	0.47	3.31	42.90	17.01	15.61	17.27	22.96	2.81	43.68	166.02	20.34	0.46	20.80	186.82
As at 31 March 2014	0.47	3.31	40.73	15.76	17.25	16.04	27.93	9.36	51.77	182.62	9.67	-	9.67	192.29
As at 31 March 2015	0.47	3.27	94.27	0.60	15.96	12.19	25.40	11.84	60.52	224.52	7.55	-	7.55	232.07
As at 31 March 2016	0.47	282.36	109.19	0.60	23.36	24.81	33.19	13.57	71.70	559.25	10.30	-	10.30	569.55
As at 31 March 2017	0.47	280.44	110.49	-	22.35	22.26	30.34	11.50	64.51	542.36	7.04	-	7.04	549.40
As at 30 September 2017	0.47	278.85	109.41	-	21.10	19.89	30.69	11.40	65.82	537.63	5.37	-	5.37	543.00

Newgen Software Technologies Limited

Annexure XI

Restated Consolidated Summary Statement of Property, Plant and Equipment, Intangible Assets and Capital Work-In-Progress
(All amounts are in INR Millions, except per share data and unless otherwise stated)

II Capital work-in-progress

Particulars	Amount
As at 1 April 2012	**30.23**
Add: Additions during the year	-
Less: Capitalisation during the year	1.50
As at 31 March 2013	**28.73**
Add: Additions during the year	-
Less: Capitalisation during the year	-
As at 31 March 2014	**28.73**
Add: Additions during the year	18.84
Less: Capitalisation during the year	-
As at 31 March 2015	**47.57**
Add: Additions during the year	57.57
Less: Capitalisation during the year	44.68
As at 31 March 2016	**60.46**
Add: Additions during the year	50.37
Less: Capitalisation during the year	-
As at 31 March 2017	**110.83**
Add: Additions during the period	63.94
Less: Capitalisation during the period	-
As at 30 September 2017	**174.77**

Newgen Software Technologies Limited

Annexure XII

Restated Consolidated Summary Statement of Long-Term and Short-Term Loans and Advances and Other Non-Current and Current Assets
(All amounts are in INR millions, except per share data and unless otherwise stated)

I	**Loans and advances** *(unsecured and considered good, unless stated otherwise)*	**Long-term**						**Short-term**					
		As at 30 September 2017	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014**	**As at 31 March 2013**	**As at 30 September 2017**	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014**	**As at 31 March 2013**
	To parties other than related parties												
	Capital advances	19.40	-	-	15.71	16.75	0.55	-	-	-	-	-	-
	Security deposits	43.42	36.00	32.93	30.89	19.74	17.12	5.27	1.72	-	-	-	0.55
	Advances to suppliers	-	-	-	-	-	-	3.22	2.61	1.71	13.43	1.84	0.72
	Loans to employees	-	-	-	-	-	0.13	2.08	2.66	3.50	1.09	0.48	1.96
	Octroi charges recoverable	-	-	-	-	-	-	-	-	0.13	-	-	-
	Advance to employees	-	-	-	-	-	-	11.42	13.12	3.78	8.56	5.86	9.13
	Prepaid expenses	2.58	2.50	-	-	-	-	55.33	37.47	31.49	28.83	18.71	12.97
	Advance income tax [net of provision]	148.12	85.20	79.80	21.52	25.90	26.57	-	-	-	-	-	-
	MAT credit entitlement	-	-	1.95	2.68	23.93	11.14	-	-	-	-	-	-
		213.52	**123.70**	**114.68**	**70.80**	**86.32**	**55.51**	**77.32**	**57.58**	**40.61**	**51.91**	**26.89**	**25.33**
	Balances with statutory authorities												
	- Service tax refundable/adjustable	-	-	-	-	-	-	20.07	22.62	17.88	12.33	8.52	9.82
		-	**-**	**-**	**-**	**-**	**-**	**20.07**	**22.62**	**17.88**	**12.33**	**8.52**	**9.82**
	Earnest money deposits												
	- considered good	7.96	7.36	1.29	5.01	3.21	2.35	-	-	1.43	-	-	-
	- considered doubtful	12.32	12.32	12.35	12.13	11.63	11.73	-	-	-	-	-	-
		20.28	19.68	13.64	17.14	14.84	14.08	-	-	1.43	-	-	-
	Less: provision for doubtful deposits	12.32	12.32	12.35	12.13	11.63	11.73	-	-	-	-	-	-
		7.96	**7.36**	**1.29**	**5.01**	**3.21**	**2.35**	**-**	**-**	**1.43**	**-**	**-**	**-**
	To related parties												
	Loans and advances to related party							-	-	-	-	-	-
	- Newgen ESOP Trust	0.10	0.10	0.10	0.10	-	-	-	-	-	-	-	-
		0.10	**0.10**	**0.10**	**0.10**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
		221.58	**131.16**	**116.07**	**75.91**	**89.53**	**57.86**	**97.39**	**80.20**	**59.92**	**64.24**	**35.41**	**35.15**

II	**Other assets** *(Unsecured and considered good, unless stated otherwise)*	**Non-current**						**Current**					
		As at 30 September 2017	**As at 31 March 2016**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014**	**As at 31 March 2013**	**As at 30 September 2017**	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**	**As at 31 March 2014**	**As at 31 March 2013**
	Bank deposits due to mature after 12 months from the reporting date												
	- fixed deposits	0.58	-	-	-	-	-						
	- pledged with tax authorities	0.23	0.23	0.23	0.43	0.43	0.43	-	-	-	-	-	-
	- held as margin money*	18.15	13.73	16.02	13.97	13.79	5.15	-	-	-	-	-	-
	Unbilled revenue												
	- other than related parties	-	-	-	-	-	-	412.53	250.03	237.34	201.86	150.37	124.89
	Interest accrued on deposits	2.96	2.17	-	-	0.86	0.28	-	0.07	3.12	1.85	3.04	0.81
	Interest accrued but not due on government bonds	-	-	-	-	-	-	5.75	3.92	3.21	-	-	-
	Other current assets	-	-	-	-	-	-	-	-	0.11	-	-	-
	IPO expenses	-	-	-	-	-	-	43.64	-	-	-	-	-
		21.92	**16.13**	**16.25**	**14.40**	**15.08**	**5.86**	**461.92**	**254.02**	**243.78**	**203.71**	**153.41**	**125.70**

* Balances with banks held as margin money represents the margin money on account of guarantees issued to government customers.

Newgen Software Technologies Limited

Annexure XIII

Restated Consolidated Summary Statement of Current Investments, Inventories, Trade Receivables and Cash and Bank Balances
(All amounts are in INR millions, except per share data and unless otherwise stated)

		As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
I	**Current investments (refer annexure XIX)** *(Valued at cost or market value whichever is less)*						
	Quoted						
	Investment in arbitrage funds	-	-	235.31	297.83	-	-
	Investment in debt security mutual funds	304.79	316.98	170.00	300.00	550.00	-
	Investment in government bond	186.06	165.45	44.86	-	-	-
		490.85	**482.43**	**450.17**	**597.83**	**550.00**	**-**
	Quoted current investment						
	Aggregate book value	490.85	482.43	450.17	597.83	550.00	-
	Aggregate market value	502.04	486.65	451.87	599.43	552.38	-
II	**Inventories** *(At lower of cost and net realizable value)*						
	Stock-in-trade	-	-	-	-	-	0.41
		-	**-**	**-**	**-**	**-**	**0.41**
III	**Trade receivables** *(Unsecured, unless stated otherwise)*						
	Trade receivables						
	Outstanding for a period exceeding six months from the date they become due for payment						
	- considered good	581.06	540.75	581.91	412.56	273.07	191.87
	- considered doubtful	285.79	234.73	181.83	142.44	81.89	55.30
		866.85	775.48	763.74	555.00	354.96	247.17
	Less: Provision for doubtful debts	285.79	234.73	181.83	142.44	81.89	55.30
		581.06	540.75	581.91	412.56	273.07	191.87
	Other trade receivables	1,454.32	1,852.83	1,473.15	1,348.51	1,035.50	789.10
		2,035.38	**2,393.58**	**2,055.06**	**1,761.07**	**1,308.57**	**980.97**
IV	**Cash and bank balances**						
	Cash and cash equivalents						
	- Cash on hand	0.51	0.67	1.44	1.17	1.37	1.06
	- Balances with banks	-					
	on current accounts*	355.14	267.44	234.39	183.53	120.79	128.62
	on deposit accounts (original maturity of 3 months or less)	80.00	80.00	-	-	120.00	-
	Other bank balances						
	- on other deposit accounts	-	-	-	-	-	4.33
	- held as margin money #	-	-	-	2.05	-	-
		435.65	**348.11**	**235.83**	**186.75**	**242.16**	**134.01**

*Current account balances with banks include Rs. 3.56, 3.67, Rs. 4.11, Rs. 37.05 and Rs. 55.01 as on 30 September 2017, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 respectively held at a foreign branch.

Balance with Banks held as margin money Rs. 2.05 Million as on 31 March 2015 represents the margin money on account of guarantees issued to sales tax department and government customers.

Details of bank balances/deposits

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Bank balances/deposits available on demand with original maturity of 3 months or less included under ‘Cash and bank balances’	80.00	80.00	-	-	120.00	-
Bank deposits due to mature within 12 months of the reporting date included under ‘Other bank balances’	-	-	-	2.05	-	4.33
Bank deposits due to mature after 12 months of the reporting date included under ‘Other non-current assets'	18.96	13.96	16.25	14.40	14.22	5.58
	98.96	**93.96**	**16.25**	**16.45**	**134.22**	**9.91**

Newgen Software Technologies Limited

Annexure XIV

Restated Consolidated Summary Statement of Revenue from Operations and Other Income
(All amounts are in INR millions, except per share data and unless otherwise stated)

	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
I Revenue from operations						
Sale of products - softwares	508.16	1,168.15	676.72	753.95	502.87	422.93
Sale of stock-in-trade	-	-	0.13	2.60	22.77	4.92
Annuity Based Revenue						
ATS/AMC	409.96	736.90	587.05	465.67	385.61	310.43
Support	591.13	941.71	802.86	723.99	639.92	534.99
SaaS Revenue	40.69	28.44	14.90	2.27	3.98	3.94
Sale of services						
Implementation	427.66	1,225.91	1,204.99	995.72	802.49	618.51
Scanning	94.91	169.87	181.41	140.44	126.84	115.56
	2,072.51	**4,270.98**	**3,468.06**	**3,084.64**	**2,484.48**	**2,011.28**
II Other income						
Interest income on bank deposits	6.50	2.46	3.00	5.24	3.42	1.05
Interest income on income tax refund	-	-	-	5.48	-	-
Dividend income on mutual fund investment	4.43	0.18	0.54	-	7.46	-
Interest income on government bond investment	6.41	3.51	-	-	-	-
Profit on sale on mutual fund investment(net)	4.30	58.99	18.14	56.82	9.03	-
Net foreign exchange fluctuation gain(net)	4.61	-	1.96	9.14	46.86	42.55
Net gain on sale of property, plant and equipment	-	-	-	0.30	-	-
Miscellaneous income	0.77	1.53	5.00	0.51	0.40	0.61
	27.02	**66.67**	**28.64**	**77.49**	**67.17**	**44.21**

Newgen Software Technologies Limited

Annexure XV

Restated Consolidated Summary Statement of Purchase of Stock-In-Trade, Changes In Inventories of Stock-In-Trade, Employee Benefits, Finance Costs, Depreciation and Amortisation and Other Expenses
(All amounts are in INR millions, except per share data and unless otherwise stated)

		For the six months period ended 30 September 2017	For the year ended 31 March 2016	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
I	**Purchases of stock-in-trade**						
	Scanners	-	-	-	-	-	1.66
	Third party software	-	-	-	-	23.16	-
	Others	-	-	-	1.73	5.08	1.17
		-	-	-	1.73	28.24	2.83
II	**Changes in inventories of stock-in-trade**						
	Traded goods						
	Opening stock	-	-	-	-	0.41	0.95
	Less: Closing stock	-	-	-	-	-	0.41
		-	-	-	-	0.41	0.54
III	**Employee benefit expense**						
	Salaries, wages and bonus	1,095.88	1,942.39	1,678.15	1,315.21	1,067.34	866.41
	Contribution to provident fund and other funds	31.91	60.94	59.33	47.16	39.70	33.29
	Employee stock compensation expense (refer annexure XIX)	2.83	-	0.50	-	0.72	1.18
	Compensated absences (refer annexure XIX)	10.72	22.82	19.11	16.64	9.02	9.84
	Gratuity (refer annexure XIX)	13.00	32.57	36.09	22.59	15.14	11.38
	Staff welfare expenses	22.18	37.30	38.82	30.69	23.57	19.49
		1,176.52	2,096.02	1,832.00	1,432.29	1,155.49	941.59
IV	**Finance costs**						
	Interest expense:						
	Interest expense on borrowings	7.77	15.68	12.57	12.50	7.15	4.20
	Interest on income taxes	-	-	-	-	-	1.99
	Interest on deferred liability for leasehold land	7.50	17.56	15.36	-	-	-
	Net foreign currency loss attributable to the foreign currency loa	-	-	-	-	-	-
	Other finance costs	3.71	9.38	7.21	8.86	7.69	7.46
		18.98	42.62	35.14	21.36	14.84	13.65
V	**Depreciation and amortisation**						
	Depreciation on property, plant and equipment	24.99	42.45	38.07	38.76	21.79	23.07
	Amortisation on intangible assets	2.69	5.92	5.59	4.93	14.05	14.97
		27.68	48.37	43.66	43.69	35.84	38.04
VI	**Other expenses**						
	Rent (refer annexure XIX)	84.10	141.74	121.07	69.26	66.83	53.95
	Travelling and conveyance	282.79	477.48	390.90	373.76	304.00	218.37
	Legal and professional	101.70	157.21	135.05	123.83	103.00	85.15
	Digitisation (scanning) charges	24.43	49.37	56.29	44.96	45.22	45.52
	Advertisement and publicity	32.11	53.95	39.90	77.90	38.27	18.01
	Insurance	28.14	52.39	45.79	30.54	22.14	14.37
	Brokerage and commission	23.95	52.30	73.92	54.20	26.79	31.55
	Repairs and maintenance:						
	- buildings	3.39	6.58	7.78	7.52	5.13	4.33
	- computers	5.92	10.15	27.01	10.42	8.28	6.12
	- others	6.66	12.95	13.16	10.40	10.75	6.14
	Rates and taxes	6.89	16.32	12.39	9.33	11.83	3.24
	Recruitment	13.00	16.36	18.25	21.10	12.70	10.22
	Donation	0.67	2.82	2.82	3.23	2.07	2.63
	Office maintenance expense	26.29	49.65	42.50	27.84	29.21	14.83
	Communication	20.84	40.26	35.66	32.43	26.65	26.04
	CSR Expenditure (refer annexure XIX)	2.69	10.51	4.88	2.48	-	-
	Electricity and water	18.85	30.78	31.41	26.28	25.92	21.98
	Auditor's remuneration						
	- Statutory audit fee	2.00	2.00	2.00	1.50	1.53	3.90
	- for certification work	-	-	-	-	-	-
	- Group audit fee	-	1.40	1.40	2.00	-	-
	- Reimbursement of expenses	-	0.10	0.15	0.25	0.10	-
	Provision for doubtful trade receivables	51.07	148.98	74.57	66.14	32.84	9.06
	Bad debt written off	-	-	1.86	0.87	1.28	4.92
	Loans and advances written off	-	0.66	0.34	-	-	-
	Provision for loans and advances	-	-	0.22	0.50	-	-
	Membership and subscription	30.45	48.75	40.30	27.29	20.30	12.64
	Security charges	9.47	15.62	14.83	12.73	11.18	9.10
	Equipment hiring charges	1.56	2.89	3.14	3.38	2.90	2.33
	Software and license maintenance expense	15.51	37.03	30.56	24.30	5.74	3.08
	Printing and stationery	5.54	9.17	7.67	5.04	4.02	4.65
	Net loss on sale of property, plant and equipment	0.29	0.01	1.22	-	0.10	0.09
	Diminution in market value of current investment (refer annexui	0.17	0.63	2.52	2.17	-	-
	Net foreign exchange fluctuation loss	-	19.81	-	-	-	-
	Miscellaneous expenses	1.28	7.07	3.95	0.89	0.90	1.38
		799.76	1,474.94	1,243.51	1,072.54	819.68	613.60

Newgen Software Technologies Limited

Annexure XVI

Restated Consolidated Summary Statement of Accounting Ratios
(All amounts are in INR Millions, except per share data and unless otherwise stated)

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Restated profit after tax (A)	58.42	523.62	278.20	463.80	410.81	369.55
Restated net Profit attributable to equity shareholders (refer annexure XIX)						
For calculation basic earning per share (B)	58.42	511.11	259.49	448.65	402.71	366.31
For calculation of diluted earning per share (C)	58.42	523.62	278.20	463.80	410.81	369.55
Weighted average number of equity shares outstanding during the period/year (refer annexure XIX)						
For calculation of basic earnings per share (D)	59,136,855	48,384,319	48,063,569	47,599,705	47,145,450	46,125,032
For calculation of diluted earnings per share (E)	60,856,543	49,721,556	59,375,659	58,553,886	57,602,126	54,667,427
Equity share capital (F)	636.22	633.83	528.00	527.69	85.00	82.99
Compulsory convertible preference share capital (G)	-	-	102.94	102.95	17.16	13.75
Reserves and surplus (H)	2,078.77	2,113.40	1,662.50	1,483.23	1,633.97	1,070.52
Net worth, as restated (I=F+G+H)	2,714.99	2,747.23	2,293.44	2,113.87	1,736.13	1,167.26
Net asset value (J=I-G)	2,714.99	2,747.23	2,190.50	2,010.92	1,718.97	1,153.51
Number of equity shares outstanding at the end of the period/year (K)	63,622,150	63,383,150	52,799,872	52,768,920	50,999,100	49,791,420
Accounting ratios						
Basic earning per share (Rs.) (B/D)	0.99	10.56	5.40	9.43	8.54	7.94
Diluted earning per share (Rs.) (C/E)	0.96	10.53	4.69	7.92	7.13	6.76
Return on net worth % (A/I*100)	2.15%	19.06%	12.13%	21.94%	23.66%	31.66%
Net asset value per equity share (Rs.) (J/K)	42.67	43.34	41.49	38.11	33.71	23.17

Notes:

1) The above ratios are calculated as under:

i) Basic earning per share = Net profit attributable to equity shareholders / weighted average number of equity shares outstanding during the period/year

ii) Diluted earning per share = Net profit attributable to equity shareholders / weighted average number of equity and dilutive equity shares outstanding during the period/year

iii) Return on net worth (%) = Net profit after tax / net worth as at the end of period/year. Net worth means the aggregate of the paid up share capital, securities premium account, and other reserves and surplus (excluding revaluation reserve). The Company does not have any revaluation reserve

iv) Net asset value per equity share (Rs) = Net worth (excluding compulsory convertible preference shares) at the end of the period/year / Total number of equity shares outstanding as at the end of period/year.

2) The figures disclosed above are based on the Restated Consolidated Financial Information of Newgen Software Technologies Limited.

3) Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share" ("AS 20") as notified under section 133 of the Companies Act 2013, read together with rules thereunder.

4) The Company has issued five shares for every one existing share pursuant to resolution passed by the shareholders on 18 September 2014. The same has been considered for calculation of basic and diluted EPS for the years presented in accordance with Accounting Standard - 20 Earnings Per Share.

Newgen Software Technologies Limited

Annexure XVII

Restated Consolidated Summary Statement of Capitalisation

(All amounts are in INR Millions, except per share data and unless otherwise stated)

Particulars		Pre-Issue As at 30 September 2017	Post Issue (As adjusted for IPO*)
Borrowings:			
Short term borrowings (Refer annexure IX)		662.85	
Long term borrowings	(A)	-	
Total borrowings	(B)	**662.85**	
Restated Shareholders' funds			
Share capital (Refer annexure VI)		636.22	
Reserves and surplus as restated			
Capital redemption reserve (Refer annexure VII)		8.79	
Capital reserve (Refer annexure VII)		0.02	
General reserve (Refer annexure VII)		173.22	
Securities premium account (Refer annexure VII)		78.23	
Employee stock options outstanding (Refer annexure VII)		3.14	
Foreign Currency Translation Reserve (Refer annexure VII)		29.84	
Surplus in the statement of profit and loss (Refer annexure VII)		1,785.53	
Restated Total shareholders' funds	(C)	**2,714.99**	
Long-term Borrowings / Equity ratio	(A/C)	**0.00%**	
Total Borrowings / Equity ratio	(B/C)	**24.41%**	

* The post issue Share Capital, Reserves and Surplus and Debt Equity Ratio can be calculated only on the conclusion of the Book Building Process.

Notes:

1) Short-term borrowings is considered as borrowing due within 12 months from the balance sheet date.
2) Long-term borrowings is considered as borrowing other than short-term borrowing, as defined above and also includes the current maturities of long-term borrowings.
3) The figures disclosed above are based on the Restated Consolidated Financial Information of the Group.

Newgen Software Technologies Limited

Annexure XVIII

Restated Consolidated Summary Statement of Dividend Paid

(All amounts are in INR Millions, except per share data and unless otherwise stated)

Particulars	Unit	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Equity Shares							
Issued number of shares	Number	65,358,150	54,013,800	54,013,800	8,794,800	8,794,800	8,794,800
Face value per share	Rupee	10	10	10	10	10	10
Rate of dividend	Percentage	15%	10%	15%	75%	50%	20%
Amount of dividend	Million	96.46	54.01	81.02	65.96	43.97	17.59
Corporate dividend tax	Million	19.64	11.06	16.59	11.21	7.47	2.85
Equity share capital with Differential voting rights (DVR)							
Issued number of shares	Number	-	120	120	20	-	-
Face value per share	Rupee	-	10	10	10	-	-
Rate of dividend	Percentage	-	10%	15%	75%	-	-
Amount of dividend #	Million	-	0.00	0.00	0.00	-	-
Corporate dividend tax*	Million	-	0.00	0.00	0.00	-	-
0.01% Compulsory convertible preference shares							
Issued number of shares	Number	-	10,294,230	10,294,230	1,715,705	1,375,035	1,375,035
Face value per share	Rupee	-	10	10	10	10	10
Rate of dividend	Percentage	-	10%	15%	75%	50%	20%
Amount of dividend	Million	-	10.38	15.53	12.95	6.92	2.79
Corporate dividend tax	Million	-	2.13	3.18	2.20	1.18	0.45

In absolute amount Rs. 120, 180 and 150 for the year ended 31 March 2017, 31 March 2016 and 31 March 2015.

* In absolute amount Rs. 24.57, 36.85 and 25.49 for the year ended 31 March 2017, 31 March 2016 and 31 March 2015.

Final equity and preference dividend proposed by the Board of Directors for years ended 31 March 2013, 31 March 2014, 31 March 2015 and 31 March 2016 has been considered as non-adjusting event as at respective year ends and has been adjusted against opening reserves and surplus as at 01 April 2012 and reserves and surplus for the years ended 31 March 2013, 31 March 2014, 31 March 2015, 31 March 2016 and 31 March 2017 respectively as per requirement of Revised Accounting Standard 4.

Newgen Software Technologies Limited

Annexure XIX

Restated Summary Statement of Other Significant Notes to the Restated Consolidated Financial Information
(All amounts are in INR millions, except per share data and unless otherwise stated)

1 Contingent Liabilities and Commitments

Particulars	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Claims against the Company under income-tax matters not acknowledged as debts #	-	-	-	-	-	1.60
Estimated amount of contracts remaining to be executed on capital account (net of capital advances) and not provided for in the financial statements.	184.85	173.30	57.50	285.36	42.75	3.91
Non-cancellable contractual commitments on account of operating leases and not provided for in the financial statements	-	-	-	-	76.37	112.82

The amounts shown above represent the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been initiated by the Company or the claimants as the case may be and therefore cannot be predicted accurately.

Newgen Software Technologies Limited

Annexure XIX

Restated Summary Statement of Other Significant Notes to the Restated Consolidated Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

2 Employee benefits

a) Defined contribution plan

The Company makes contributions, determined as a specified percentage of the employee salaries in respect of qualifying employees towards provident fund, which is a defined contribution plan. The amounts recognised in the Restated Statement of Profit and Loss pertaining to employer's contribution to provident fund recognised as an expense and included in Employee benefits in Annexure XV are as follows:

Particulars	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Employer's Contribution to Provident Fund	32.79	60.94	59.33	47.16	39.70	33.29

b) Defined benefit plan

Gratuity scheme - This is an unfunded defined benefit plan and it entitles an employee, who has rendered at least 5 years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit.

Particulars	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Movement in present value of defined obligation						
Present value of defined benefit obligation at the beginning of the period/year	127.85	99.99	67.95	49.71	42.36	33.41
Current service cost	8.75	16.33	13.85	9.98	7.80	6.65
Interest cost	4.70	7.50	5.44	4.23	3.60	2.84
Actuarial (gain) / loss	(0.45)	8.74	16.79	8.39	3.73	1.89
Benefits paid	(3.55)	(4.71)	(4.04)	(4.36)	(7.78)	(2.43)
Present value of obligation at the end of the period/year	137.29	127.85	99.99	67.95	49.71	42.36
Current	17.64	111.32	86.52	62.78	46.77	36.38
Non Current	119.65	16.53	13.47	5.17	2.94	5.98
Expense recognised in the Statement of Profit and Loss						
Current service cost	8.75	16.33	13.85	9.98	7.80	6.65
Interest cost	4.70	7.50	5.44	4.23	3.60	2.84
Actuarial (gain) / loss	(0.45)	8.74	16.79	8.39	3.73	1.89
Expense recognised in the Statement of Profit and Loss	13.00	32.57	36.08	22.60	15.13	11.38

Principal actuarial assumptions used for gratuity and compensated absences at the balance sheet date are as follows:

Particulars	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Economic assumptions:						
Discount rate*	7.28%	7.35%	7.95%	8.00%	8.50%	8.50%
Expected future salary increase**	7.00%	7.00%	7.00%	6.00%	5.50%	5.50%
Average remaining working lives of employees (years)	31.00	30.43	30.48	28.62	28.50	28.58
Demographic assumptions:						
Retirement age	60 years	60 years	60 years	58 years	58 years	58 years
Mortality table	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (1994-96)
Withdrawal rates:						
- Upto 30 years	21%	21%	21%	21%	8%	8%
- 31 to 40 years	15%	15%	15%	5%	5%	5%
- Above 40 years	5%	5%	5%	1%	1%	1%

* The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.
** The expected rate of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as demand and supply in the employment market.

Experience adjustment:

Particulars	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Present value of defined benefit obligation as at the period/year end	137.29	127.85	99.99	67.95	49.71	42.34
Net liability recognised in balance sheet	(137.29)	(127.85)	(99.99)	(67.95)	(49.71)	(42.34)
Experience adjustment on plan liabilities (loss) / gain	1.13	(3.57)	0.06	(1.82)	(3.70)	0.33

c) Other long term benefits

Particulars	For the period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Amount pertaining to compensated absences recognised as an expense and included in "Employee benefits expense" in Annexure XV.	10.72	22.82	19.11	16.64	9.02	9.84

Newgen Software Technologies Limited

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Restated Summary Statement of Other Significant Notes to the Restated Consolidated Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

3 Leases

Operating leases as lessee
The Company has taken various cancellable and non-cancellable leases for office premises and residential accommodation for some of its employees. The Lease rental is charged to Restated Statement of Profit & Loss on a straight line basis over lease term. Lease rental expenses charged to Restated Statement of Profit & Loss in respect of operating leases are as below:

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015*	For the year ended 31 March 2014*	For the year ended 31 March 2013
Lease rental expenses charged to restated Statement of Profit & Loss	84.10	141.74	121.07	69.26	66.83	53.95

* Amount shown is net of recovery from lessor amounting Rs. 14.16 and 4.25 for the year ended 31 March 2015 and 31 March 2014 respectively

The future minimum lease payments under the non-cancellable leases as at year end are as below:

Particulars	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Not later than one year	125.63	102.43	93.50	85.27	42.84	42.41
Later than one year and not later than five years	223.15	211.38	223.63	83.93	54.93	94.99
Later than five years	-	-	-	-	-	-
Total	**348.77**	**313.81**	**317.13**	**169.20**	**97.77**	**137.40**

Operating leases as lessor
Company has given certain office equipments on lease to a customer for service delivery. The lease arrangements range for a period between 12 and 36 months and are cancellable in nature. Rental income recognised in the Restated Statement of Profit and Loss is as follow:

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Lease rental income recognised in Restated Statement of Profit and Loss	-	-	-	1.43	4.06	4.06

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Restated Summary Statement of Other Significant Notes to the Restated Consolidated Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

4 Segmental Reporting

The Company recognizes India, Europe, Middle East and Africa (‘EMEA’), Asia Pacific (‘APAC’) and United States of America (‘USA’) segments as its primary segment based on location of its customers.

The above segments have been identified and reported taking into account the differing risks and returns, nature of regulatory environment and the current internal financial reporting structure. In view of the management, risk and returns for the Company is affected by the economic condition of various geographies. Accordingly, the geographical segments have been considered as primary reportable segments.

Financial information relating to the primary segments is presented below:

	For the six months period ended 30 September 2017				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment revenue	735.43	603.79	209.73	523.56	2,072.51
Segment result	6.53	28.08	26.05	37.49	98.15
Unallocated income					28.59
Less: Unallocated expenditure					50.15
Profit before tax					76.59
Tax expense					18.17
Profit for the year					58.42

Assets and liabilities of reportable primary segment are as follows:

	As at 30 September 2017				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment assets by location	695.34	930.07	219.91	860.53	2,705.85
Unallocated assets					1,900.32
Total assets					4,606.17
Segment liabilities by location	518.54	258.36	48.52	170.68	996.10
Capital employed					2,715.00
Unallocated liabilities					895.07
Total liabilities					4,606.17

Secondary segment is not applicable.

A listing of capital expenditure, depreciation and amortisation and other non-cash expenditure of the reportable primary segment are set out below:

	For the six months period ended 30 September 2017					
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Unallocated**	**Total**
Capital expenditure	-	-	-	0.34	21.90	22.24
Depreciation and amortisation	-	0.02	0.03	0.43	27.19	27.68
Provision for doubtful debts	23.65	15.12	2.52	9.78	-	51.07

	For the year ended 31 March 2017				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment revenue	1,692.30	1,165.14	300.75	1,112.79	4,270.98
Segment result	319.99	162.18	66.56	170.27	719.00
Unallocated income					66.67
Less: Unallocated expenditure					109.97
Profit before tax					675.70
Tax expense					152.08
Profit for the year					523.62

Assets and liabilities of reportable primary segment are as follows:

	As at 31 March 2017				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment assets by location	998.93	1,111.40	230.86	499.34	2,840.53
Unallocated assets					1,626.58
Total assets					4,467.11
Segment liabilities by location	433.13	312.95	64.50	182.64	993.22
Capital employed					2,747.23
Unallocated liabilities					726.66
Total liabilities					4,467.11

Secondary segment is not applicable.

A listing of capital expenditure, depreciation and amortisation and other non-cash expenditure of the reportable primary segment are set out below:

	For the year ended 31 March 2017					
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Unallocated**	**Total**
Capital expenditure	-	0.13	0.08	0.30	27.95	28.46
Depreciation and amortisation	-	0.02	0.07	0.84	47.44	48.37
Provision for doubtful debts	41.50	77.66	13.35	16.47	-	148.98

	For the year ended 31 March 2016				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment revenue	1,135.00	1,154.43	235.48	943.15	3,468.06
Segment result	83.00	161.19	38.34	128.51	411.04
Unallocated income					28.64
Less: Unallocated expenditure					97.29
Profit before tax					342.39
Tax expense					64.19
Profit for the year					278.20

Assets and liabilities of reportable primary segment are as follows:

	As at 31 March 2016				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment assets by location	1,569.99	1,071.21	226.67	665.13	3,533.00
Unallocated assets					359.55
Total assets					3,892.55
Segment liabilities by location	479.10	289.49	45.76	141.61	955.96
Capital employed					2,293.44
Unallocated liabilities					643.15
Total liabilities					3,892.55

Secondary segment is not applicable.

A listing of capital expenditure, depreciation and amortisation and other non-cash expenditure of the reportable primary segment are set out below:

	For the year ended 31 March 2016					
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Unallocated**	**Total**
Capital expenditure	-	-	-	-	381.93	381.93
Depreciation and amortisation	-	-	0.02	0.39	43.25	43.66
Provision for doubtful debts	32.85	25.97	5.13	10.62	-	74.57
Provision for doubtful loans and advances	0.22	-	-	-	-	0.22

	For the year ended 31 March 2015				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment revenue	1,036.28	997.64	157.58	893.14	3,084.64
Segment result	187.90	209.20	12.82	165.01	574.93
Unallocated income					77.49
Less: Unallocated expenditure					61.90
Profit before tax					590.52
Tax expense					126.72

Profit for the year					463.80

Assets and liabilities of reportable primary segment are as follows:

	As at 31 March 2015				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment assets by location	1,073.71	834.13	129.06	370.61	2,407.51
Unallocated assets					835.90
Total assets					3,243.41
Segment liabilities by location	248.71	205.16	41.70	119.14	614.72
Capital employed					2,113.87
Unallocated liabilities					514.82
Total liabilities					3,243.41

Secondary segment is not applicable.

A listing of capital expenditure, depreciation and amortisation and other non-cash expenditure of the reportable primary segment are set out below:

	For the year ended 31 March 2015					
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Unallocated**	**Total**
Capital expenditure	-	-	0.09	0.65	81.57	82.31
Depreciation and amortisation	-	-	0.02	0.61	43.06	43.69
Provision for doubtful debts	32.69	8.57	8.46	16.42	-	66.14
Provision for doubtful loans and advances	0.50	-	-	-	-	0.50

	For the year ended 31 March 2014				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment revenue	851.91	757.81	106.32	768.43	2,484.48
Segment result	149.58	140.82	6.62	181.06	478.08
Unallocated income					67.17
Less: Unallocated expenditure					48.10
Profit before tax					497.15
Tax expense					86.34
Profit for the year					410.81

Assets and liabilities of reportable primary segment are as follows:

	As at 31 March 2014				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment assets by location	813.45	587.36	119.63	252.27	1,772.71
Unallocated assets					877.76
Total assets					2,650.47
Segment liabilities by location	174.71	161.70	28.41	85.76	450.58
Capital employed					1,736.13
Unallocated liabilities					463.76
Total liabilities					2,650.47

Secondary segment is not applicable.

A listing of capital expenditure, depreciation and amortisation and other non-cash expenditure of the reportable primary segment are set out below:

	For the year ended 31 March 2014					
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Unallocated**	**Total**
Capital expenditure	-	-	-	0.59	40.85	41.44
Depreciation and amortisation	-	-	-	0.74	35.10	35.84
Provision for doubtful debts	27.28	6.84	-	-	-	34.12

	For the year ended 31 March 2013				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment revenue	729.78	617.19	69.95	594.35	2,011.28
Segment result	128.57	156.55	10.13	200.48	495.73
Unallocated income					44.21
Less: Unallocated expenditure					94.70
Profit before tax					445.24
Tax expense					75.69
Profit for the year					369.55

Assets and liabilities of reportable primary segment are as follows:

	As at 31 March 2013				
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Total**
Segment assets by location	473.34	377.99	89.04	531.31	1,471.68
Unallocated assets					106.44
Total assets					1,578.12
Segment liabilities by location	345.90	84.57	15.09	20.31	465.87
Capital employed					1,167.26
Unallocated liabilities					(55.01)
Total liabilities					1,578.12

Secondary segment is not applicable.

A listing of capital expenditure, depreciation and amortisation and other non-cash expenditure of the reportable primary segment are set out below:

	For the year ended 31 March 2013					
Particulars	**India**	**EMEA**	**APAC**	**USA**	**Unallocated**	**Total**
Capital expenditure	-	-	-	2.04	40.91	42.95
Depreciation and amortisation	-	-	-	0.69	37.35	38.04
Provision for doubtful debts	4.57	4.49	-	-	-	9.06

Note: The above statement should be read with Annexure I to Annexure VI of the Restated Consolidated Financial Information.

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5 Earnings per share

Particulars	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Profit for the period/year as per Statement of Profit and Loss (A)	58.42	523.62	278.20	463.80	410.81	369.55
Less: Dividend on compulsory convertible 0.01% preference share and dividend distribution tax thereon	-	12.51	18.71	15.15	8.10	3.24
Net profit attributable to equity shareholders (B)	58.42	511.11	259.49	448.65	402.71	366.31
Weighted average number of equity shares outstanding during the period/year used in computing basic earnings per share* (C)	59,136,855	48,384,319	48,063,569	47,599,705	47,145,450	46,125,032
Dilutive impact of compulsory convertible preference shares* (D)	-	-	10,294,230	10,294,230	10,294,230	8,250,210
Dilutive impact of employee stock options* (E) #	1,719,688	1,337,237	1,017,860	659,951	162,446	292,185
Weighted average number of equity shares outstanding during the period/year used in computing dilutive earning per share* [(F) = (C) + (D) + (E)]	60,856,543	49,721,556	59,375,659	58,553,886	57,602,126	54,667,427
Earnings per share in rupees (face value per equity share Rs. 10 each)*						
- Basic [(B)/(C)]	0.99	10.56	5.40	9.43	8.54	7.94
- Diluted [(A)/(F)]	0.96	10.53	4.69	7.92	7.13	6.76

*Adjusted for bonus issue (Refer note IV on annexure VI)

The fair value of the Company's shares for the purpose of calculating the dilutive impact of stock options was based on independent valuer report for the period during which the options were outstanding.

Reconciliation of weighted average number of equity shares for the period/year ended 30 September 2017:

Particulars	Number of equity shares*	Weighted average number of equity shares
Equity shares of face value of Rs. 10 per share:		
Equity shares outstanding for calculation of basic earning per share as at 1 April 2017	58,738,166	58,738,166
Add: ESOP exercised during the year (refer note 6)	678,044	398,689
Equity shares outstanding for calculation of basic Earning per share as at 30 September 2017	59,416,210	59,136,855
Add: Equity shares held by ESOP Trust with respect to options not granted/exercised by employees but outstanding	4,205,940	
Total equity shares outstanding as at 30 September 2017	63,622,150	

Particulars	Number of equity shares*	Weighted average number of equity shares
Equity shares of face value of Rs. 10 per share:		
Equity shares outstanding for calculation of basic earning per share as at 1 April 2016	48,215,265	48,215,265
Add: ESOP exercised during the year (refer note 6)	228,671	28,037
Add: Compulsory Convertible Preference Shares converted into equity shares during the year	10,294,230	141,017
Equity shares outstanding for calculation of basic Earning per share as at 31 March 2017	58,738,166	48,384,319
Add: Equity shares held by ESOP Trust with respect to options not granted/exercised by employees but outstanding	4,644,984	
Total equity shares outstanding as at 31 March 2017	63,383,150	

Reconciliation of weighted average number of equity shares for the year ended 31 March 2016:

Particulars	Number of equity shares	Weighted average number of shares
Equity shares of face value of Rs. 10 per share:		
Equity shares outstanding for calculation of basic earning per share as at 1 April 2015	47,974,440	47,974,440
Add: ESOP exercised during the year (refer note 6)	240,825	89,129
Equity shares outstanding for calculation of basic Earning per share as at 31 March 2016	48,215,265	48,063,569
Add: Shares held by ESOP Trust with respect to options not granted/ exercised by employees but outstanding	4,584,607	
Total equity shares outstanding as at 31 March 2016	52,799,872	

Reconciliation of weighted average number of equity shares for the year ended 31 March 2015:

Particulars	Number of equity shares*	Weighted average number of shares*
Equity shares of face value of Rs. 10 per share:		
Equity shares outstanding for calculation of basic earning per share as at 1 April 2014	47,424,180	47,424,180
Add: ESOP exercised during the year (refer note 6)	550,260	175,525
Add: Equity DVR Primary Issue during the year	-	-
Equity shares outstanding for calculation of basic Earning per share as at 31 March 2015	47,974,440	47,599,705
Add: Shares held by ESOP Trust with respect to options not granted/ exercised by employees but outstanding	4,794,480	
Total equity shares outstanding as at 31 March 2015	52,768,920	

Reconciliation of weighted average number of equity shares for the year ended 31 March 2014:

Particulars	Number of equity shares*	Weighted average number of shares*
Equity shares of face value of Rs. 10 per share:		
Equity shares outstanding for calculation of basic earning per share as at 1 April 2013	46,216,500	46,216,500
ESOP Issued(Exercised) during the year (refer note 6)	1,207,560	928,914
Equity DVR Primary Issue during the year	120	36
Equity shares outstanding for calculation of basic Earning per share as at 31 March 2014	47,424,180	47,145,450
Add: Shares held by ESOP Trust with respect to options not granted/ exercised by employees but outstanding	3,574,920	
Total equity shares outstanding as at 31 March 2014	**50,999,100**	

Reconciliation of weighted average number of equity shares for the year ended 31 March 2013:

Particulars	**Number of equity shares***	**Weighted average number of shares***
Equity shares of face value of Rs. 10 per share:		
Equity shares outstanding for calculation of basic earning per share as at 1 April 2012	46,109,100	46,109,100
Issued during the year (refer note 6)	107,400	15,932
Equity shares outstanding for calculation of basic Earning per share as at 31 March 2013	46,216,500	46,125,032
Add: Shares held by ESOP Trust with respect to options not granted/ exercised by employees but outstanding	3,574,920	
Total equity shares outstanding as at 31 March 2013	49,791,420	

* Adjusted for bonus issue (refer note IV on annexure VI)

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6 Employee Stock Option Plan (ESOP)

a) The Company had established Employees Stock Option Plan-1999 (ESOP 1999) and Employees Stock Option Plan-2000 (ESOP 2000), administered through 'Newgen Employees Trust' (ESOP Trust) set-up for this purpose, for a total grant of 293,160 and 600,000 options respectively, at an Exercise Price of Rs.80 and Rs. 40 per option respectively, to the employees of the Company. Under the terms of the original plans, these options are vested on a graded vesting basis over a maximum period of Four (4) years from the date of grant and are to be exercised either in part(s) or full, within a maximum period of five and four years respectively from the date of last vesting. During the year ended 31 March 2000, 586,320 equity shares were issued to ESOP Trust as bonus shares in the ratio of 1:2. Further, 4,093,350 equity shares were also issued to ESOP Trust as bonus shares in the ratio of 1:5 during the year ended 31 March 2015.

The Board of Directors of the Company time to time extended the maximum exercise period for ESOP 1999 and ESOP 2000. During the year 2014-15, the Board of Directors of the Company in their meeting dated 24 December 2014 extended the maximum exercise period for ESOP 1999 and ESOP 2000 to five years and four year respectively from the last vesting date or 31 December 2018, whichever is later. During the current period, all the outstanding options under okan ESOP 1999 and ESOP 2000 have been exercised by the employees and according scheme ESOP 1999 and ESOP 2000 have been closed.

b) The Company established Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014) in the year 2014-15, administered through a new Trust 'Newgen ESOP Trust'. The maximum numbers of grants under this Scheme shall be limited to 3,783,800 options with underlying equity shares of the Company. Pursuant to the scheme, during the year 2014-15, the Company has granted 3,653,525 options at an exercise price of Rs. 63 per option, to the employees of the Company. During the current period, the Company has further granted 353,300 options under Grant II and 130,000 options under Grant III at an exercise price of Rs. 63 per option, to the employees of the Company. These options were granted through Newgen ESOP Trust. Under the terms of the plans, these options are vested on a graded vesting basis over a maximum period of four years from the date of grant and are to be exercised either in part(s) or full, within a maximum period of five from the date of last vesting.

c) The Company had given loan of Rs. 78.44 million to the Newgen ESOP trust in connection with the issue of shares in the year ended 31 March 2015 of Rs. 10 each at a price of Rs.63 per equity share (including a share premium of Rs. 53). Consequently, share capital and securities premium of the Company includes Rs.12.45 and Rs.65.99 respectively against the equity shares of Rs. 10 each issued to the Newgen ESOP Trust. During the current period, the Company has given further loan amounting to Rs. 66.15 to the Newgen ESOP trust for the issue of shares during the year FY 2017-18 of Rs. 10 each at a price of Rs.63 per equity share (including a share premium of Rs. 53). Consequently, share capital and securities premium of the Company includes Rs.10.50 and Rs.55.65 respectively against the equity shares of Rs. 10 each issued to the Newgen ESOP Trust. The amounts collected by the trust as exercise price on exercise of stock options by the employees will be transferred to the Company and such receipts are adjusted from the advances recoverable from ESOP Trust. In accordance with the "Guidance Note on Accounting for Employee Share-based Payments" issued by the Institute of Chartered Accountants of India, the amount recoverable from Newgen ESOP Trust as at 30 September 2017 amounting to Rs. 109.37 given to the trust to acquire 2,295,000 equity shares has been reduced from the share capital and securities premium account with respect to Newgen ESOP 2014 schemes.

Loan given to Newgen employee trust for the Employee Stock option plan 1999 and Employee stock option plan 2000 has already been recovered by the Company in the earlier years.

e) Reconciliation of outstanding share options

Particulars	Weighted average exercise price	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
1999 plan							
Outstanding at the beginning of period/year	4.45	52,600	57,600	57,600	14,880	36,900	39,900
Bonus granted during the period/year	4.45	-	-	-	66,150	-	-
Granted during the period/year		-	-	-	-	-	-
Forfeited during the period/year	4.45	-	-	-	-	-	-
Exercised during the period/year	4.45	52,600	5,000	-	5,430	22,020	3,000
Expired during the period/year		-	-	-	18,000	-	-
Outstanding at the end of period/year	**4.45**	**-**	**52,600**	**57,600**	**57,600**	**14,880**	**36,900**
Exercisable as at period/year end	4.45	-	52,600	57,600	57,600	14,880	36,900
2000 plan							
Outstanding at the beginning of period/year	6.67	386,700	483,800	678,180	211,160	402,300	433,200
Bonus granted during the period/year	6.67	-	-	-	697,300	-	-
Granted during the period/year	6.67	-	-	-	-	-	-
Forfeited during the period/year	6.67	-	-	-	-	-	-
Exercised during the period/year	6.67	386,700	67,100	184,780	183,330	175,240	14,900
Expired during the period/year		-	30,000	9,600	46,950	15,900	16,000
Outstanding at the end of period/year	**6.67**	**-**	**386,700**	**483,800**	**678,180**	**211,160**	**402,300**
Exercisable as at period/year end	6.67	-	386,700	483,800	414,180	210,160	306,450
2014 plan							
Outstanding at the beginning of period/year	63	3,061,209	3,384,305	3,653,525	-	-	-
Bonus granted during the period/year	63	-	-	-	-	-	-
Granted during the period/year	63	483,300	-	-	3,653,525	-	-
Forfeited during the period/year	63	71,463	-	-	-	-	-
Exercised during the period/year	63	238,744	156,571	56,045	-	-	-
Expired during the period/year		-	166,525	213,175	-	-	-
Outstanding at the end of period/year	**63**	**3,234,302**	**3,061,209**	**3,384,305**	**3,653,525**	**-**	**-**
Exercisable as at period/year end	63	523,262	777,170	288,188	-	-	-
Outstanding at the end of period/year		**3,234,302**	**3,500,509**	**3,925,705**	**4,389,305**	**226,040**	**439,200**
Exercisable as at period/year end		**523,262**	**1,216,470**	**829,588**	**471,780**	**225,040**	**343,350**

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f) In accordance with the "Guidance Note on Accounting for Employee Share-based Payments", the Company has valued the Employee Stock Options granted during the year, on Intrinsic Value Method, i.e., the excess of the fair market value of the underlying equity shares as of the date of the grant of the options over the exercise price of the option. Such excess, if any is recognized as stock compensation cost and has been amortised in accordance with the requirements of Guidance note.

g) The following table illustrates the effect on earnings per share if the Company had applied the fair value method to stock-based employee compensation:

Particulars	**For the period ended 30 September 2017**	**For the year ended 31 March 2017**	**For the year ended 31 March 2016**	**For the year ended 31 March 2015**	**For the year ended 31 March 2014**	**For the year ended 31 March 2013**
Profit for the year as reported in the Statement of Profit and Loss (A)	58.42	523.62	278.20	463.80	410.81	369.55
Net profit attributable to equity shareholders (Refer note 5) (B)	58.42	511.11	259.49	448.65	402.71	366.31
Add: Stock-based employee compensation expense included in reported net profit (C)	2.83	-	0.50	-	0.72	1.18
Less: Stock-based employee compensation expense determined under fair value based method (D)	9.63	21.13	5.81	7.40	1.32	12.98
Proforma net profit [(E) = (B) + (C) - (D)]	51.63	489.97	254.17	441.25	402.11	354.51
Proforma net profit - diluted [(F) = (A) + (C) - (D)]	51.63	502.48	272.88	456.40	410.21	357.75
Weighted average number of equity shares outstanding during the year used in computing basic earnings per share (G)	59,136,855	48,384,319	48,063,569	47,599,705	47,145,450	46,125,032
Weighted average number of equity shares outstanding during the year used in computing dilutive earning per share (H)	60,856,543	49,721,556	59,375,659	58,553,886	57,602,126	54,667,427
Earnings per share - as reported						
- Basic [(B)/(G)]	0.99	10.56	5.40	9.43	8.54	7.94
- Diluted [(A)/(H)]	0.96	10.53	4.69	7.92	7.13	6.76
Earnings per share - adjusted pro forma						
- Basic [(E)/(G)]	0.87	10.13	5.29	9.27	8.53	7.69
- Diluted [(F)/(H)]	0.85	10.11	4.60	7.68	7.12	6.54

h) Stock compensation expense under the Fair Value Method has been determined based on fair value of the stock options. The fair value of stock options was determined using the Black Scholes option pricing model with the following assumptions:

Particulars	**Employee Stock Option Scheme 2014**			**Employee Stock Option Scheme 2000**
	Grant-I	**Grant-II**	**Grant-III**	
Expected volatility	-	55.59%	55.59%	-
Risk free interest rate	8.04%	6.57% to 6.88%	6.57% to 6.88%	6.75% to 8.36%
Exercise price (Rs.)	63.00	63.00	63.00	40.00
Expected dividend yield	1.34%	0.00%	0.00%	0.99% to 5.29%
Life of options	9 years	9 years	9 years	1 to 8 years
Fair value of options as at the grant date (Rs.)	15.41	100.23	100.23	0.00 to 34.42
Share price at grant date	63.00	134.53	134.53	12.40

Newgen Software Technologies Limited

Annexure XIX

Restated Summary Statement of Other Significant Notes to the Restated Consolidated Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

7 Related Party Disclosure

a) Related parties with whom transactions have taken place during the period/year:

		For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
(i)	Individuals having substantial interest in voting power	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director
(ii)	Enterprises over which any person described in (i) above is able to exercise significant influence	Newgen Employees Trust	Newgen Employees Trust	Newgen Employees Trust	Newgen Employees Trust	Newgen Employees Trust	Newgen Employees Trust
(iii)	Key management personnel	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director Priyadarshini Nigam - Whole Time Director Arun Kumar Gupta - Chief Financial Officer Aman Mourya - Company Secretary	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director Priyadarshini Nigam - Whole Time Director Arun Kumar Gupta - Chief Financial Officer Aman Mourya - Company Secretary	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director Priyadarshini Nigam - Whole Time Director Arun Kumar Gupta - Chief Financial Officer Aman Mourya - Company Secretary	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director Priyadarshini Nigam - Whole Time Director Arun Kumar Gupta - Chief Financial Officer and Company Secretary	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director Priyadarshini Nigam - Whole Time Director	Diwakar Nigam - Managing Director T.S. Varadarajan - Whole Time Director Priyadarshini Nigam - Whole Time Director
(iv)	Relatives of key management personnel	Shubhi Nigam Sonali Nigam	Shubhi Nigam Sonali Nigam	Shubhi Nigam Sonali Nigam	Shubhi Nigam Sonali Nigam	Sonali Nigam	Shubhi Nigam Sonali Nigam

b) Transactions with related parties during the period/year:

Nature of transaction	Name of related party	For the six months period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Loan received back	Newgen Employees trust	-	-	1.95	5.10	13.40	0.68
Salary and other benefits*	Diwakar Nigam - Managing Director	7.30	8.54	7.32	7.32	7.11	6.08
	T.S. Varadarajan - Whole Time Director	3.45	4.23	3.59	3.59	3.50	3.01
	Priyadarshini Nigam – Whole Time Director	1.89	3.06	2.63	2.63	2.56	2.20
	Arun Kumar Gupta-Chief Financial officer	2.55	5.35	5.73	4.24	-	-
	Aman Mourya-Company Secretary	0.48	0.87	0.67	-	-	-
	Shubhi Nigam	2.84	1.25	1.19	3.83	4.97	2.32
	Sonali Nigam	4.50	9.00	8.53	1.32	-	-
Club membership fees paid on behalf of directors	Diwakar Nigam - Managing Director	-	0.31	-	-	-	-
	T.S. Varadarajan - Whole Time Director	-	0.17	-	-	-	-
Bonus issue of shares	Diwakar Nigam - Managing Director	-	-	-	153.52	-	-
	T.S. Varadarajan - Whole Time Director	-	-	-	125.08	-	-
	Priyadarshini Nigam – Whole Time Director	-	-	-	66.41	-	-
	Newgen Employees Trust	-	-	-	11.13	-	-

* excludes provision for gratuity and leave encashment, as these are determined on the basis of actuarial valuation for the Company as a whole.

c) Outstanding balances as at year end

Particulars	Name of related party	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
Loans and advances	Newgen employee trust	-	-	-	-	5.10	-
	Newgen ESOP trust	0.10	0.10	0.10	0.10	-	-
Salary and other benefits payable	Diwakar Nigam - Managing Director	1.00	0.50	0.61	0.61	-	0.35
	T.S. Varadarajan - Whole Time Director	0.47	0.24	0.28	0.28	0.19	0.19
	Priyadarshini Nigam – Whole Time Director	0.22	0.18	0.22	0.22	0.14	0.24
	Arun Kumar Gupta-Chief Financial officer	0.23	0.22	0.05	0.19	-	-
	Aman Mourya-Company Secretary	0.08	0.08	0.13	-	-	-

Newgen Software Technologies Limited

Annexure XIX

Restated Summary Statement of Other Significant Notes to the Restated Consolidated Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

8 Disclosure of current investments

8.1 Investments in Indian money market mutual funds - (At Cost or Market Value which ever is less)

Particulars	Number of Units as at						Amount as at					
	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Investment in debt security mutual funds												
Birla Sunlife Fixed Term Plan	-	-	-	-	3,000,000.00	-		-	-	-	30.00	-
UTI FTIF - Series XVII	-	-	-	-	6,000,000.00	-		-	-	-	60.00	-
Tata Fixed maturity Plan Series 46 Scheme	-	-	-	-	6,000,000.00	-		-	-	-	60.00	-
J P Morgan Short Term Income Fund	-	-	-	-	5,780,265.85	-		-	-	-	80.00	-
Templeton India Short Term Income Fund	-	-	-	-	29,326.91	-		-	-	-	75.00	-
Birla Sun Life Dynamic Bond Fund- Retail	-	-	-	-	2,172,500.19	-		-	-	-	45.00	-
Tata Short Term Bond Fund	-	-	-	-	2,978,622.00	-		-	-	-	70.00	-
Reliance Regular Savings Fund	-	-	-	-	3,505,635.31	-		-	-	-	60.00	-
DSP Blackrock Income Opportunities fund	-	-	-	-	1,491,765.46	-		-	-	-	30.00	-
IDFC all season bond fund	-	-	-	-	1,023,640.99	-		-	-	-	20.00	-
Sundaram Mutual Fund Account - online a/c	-	-	-	-	995,564.76	-		-	-	-	20.00	-
BNP Paribas Medium Term Income Fund	-	-	-	1,788,973	-	-		-	-	20.00	-	-
Franklin India Short Term Income Plan	-	-	-	13,963	-	-		-	-	40.00	-	-
Reliance Dynamic Bond Fund	-	-	-	1,319,032	-	-		-	-	25.00	-	-
UTI-Dynamic Bond Fund	-	-	-	1,587,816	-	-		-	-	25.00	-	-
Franklin India Income Builder Account- Plan A	-	-	-	622,252	-	-		-	-	30.00	-	-
ICICI Prudential Income Plan	-	-	-	800,915	-	-		-	-	35.00	-	-
IDFC Super Saver Income Fund - Investment Plan	-	-	-	882,997	-	-		-	-	30.00	-	-
DSP Blackrock bond Fund	-	-	-	453,732	-	-		-	-	20.00	-	-
HSBC Income Fund - Short Term Plan	-	-	784,326	650,474	-	-		-	20.00	15.00	-	-
BNP Paribas Flexi Debt Fund	-	-	770,208	1,037,594	-	-		-	20.00	25.00	-	-
Birla Sun Life Dynamic Bond Fund	-	-	1,694,757	614,890	-	-		-	45.00	15.00	-	-
Reliance Regular Savings Fund	-	-	970,116	1,055,114	-	-		-	20.00	20.00	-	-
Kotak Bond Fund- Growth	-	-	465,943	-	-	-		-	20.00	-	-	-
UTI Bond Fund -Growth	-	-	441,319	-	-	-		-	20.00	-	-	-
IDFC Dynamic Bond Fund	-	-	1,366,352	-	-	-		-	25.00	-	-	-
Tata Short Term Fund	-	1,273,800	-	-	-	-	-	40.00	-	-	-	-
Reliance Short Term Fund	634,842	634,842	-	-	-	-	20.00	20.00	-	-	-	-
UTI Short Term Income Fund	-	1,974,451	-	-	-	-	-	40.00	-	-	-	-
ICICI Prudential Short Term Plan	860,077	860,077	-	-	-	-	30.00	30.00	-	-	-	-
UTI Income Opportunities Fund	3,844,137	3,748,856	-	-	-	-	42.95	41.89	-	-	-	-
Kotak Income Opportunities Fund	4,067,851	3,948,263	-	-	-	-	42.99	41.79	-	-	-	-
BNP Paribas Medium Term Income Fund	4,235,110	4,137,952	-	-	-	-	42.36	41.38	-	-	-	-
L&T Income Opportunities Fund Direct Plan	3,833,890	3,734,193	-	-	-	-	43.12	41.92	-	-	-	-
IIFL Cash Opportunities Fund	-	1,817,389	-	-	-	-	-	20.00	-	-	-	-
Tata Short Term Fund	2,668,549	-	-	-	-	-	41.67					
UTI Short Term Income Fund	3,832,913	-	-	-	-	-	41.69					
							304.79	**316.98**	**170.00**	**300.00**	**550.00**	**-**

Investment in arbitrage funds												
HDFC Balanced Fund	-	-	413,056	413,056	-	-	-	-	43.92	44.38	-	-
Tata Balanced Fund	-	-	259,035	259,035	-	-	-	-	42.38	44.32	-	-
DSP BR Balanced Fund	-	-	413,307	413,307	-	-	-	-	44.00	44.30	-	-
ICICI Prudential Equity Income Fund	-	-	3,417,969	3,417,969	-	-	-	-	35.00	35.00	-	-
ICICI Prudential Balanced Advantage Fund	-	-	1,374,705	1,374,705	-	-	-	-	35.00	34.86	-	-
JPMorgan India Equity Income Fund	-	-	3,285,737	3,285,737	-	-	-	-	35.00	34.97	-	-
IDFC arbitrage fund	-	-	-	2,191,937	-	-	-	-	-	40.00	-	-
Edelweiss Arbitrage Fund	-	-	-	1,935,584	-	-	-	-	-	20.00	-	-
							-	**-**	**235.30**	**297.83**	**-**	**-**
Investments in debentures or bonds												
8.40% Indian Railway Finance Corporation Limited	40,000	40,000	40,000	-	-	-	44.86	44.86	44.86	-	-	-
IIFL Perpetual Debt Product	200	200	-	-	-	-	20.00	20.00	-	-	-	-
11% Bank of India Perpetual Bond	10	10	-	-	-	-	10.23	10.46	-	-	-	-
10.40% Vijaya Bank Perpetual Bonds [Series II]	40	40	-	-	-	-	40.25	40.21	-	-	-	-
7.35% National Highways Authority of India	45,000	45,000	-	-	-	-	49.92	49.92	-	-	-	-
IIFL SUB DEBT 9.25%	20	-	-	-	-	-	20.81	-	-	-	-	-
							186.06	**165.45**	**44.86**	**-**	**-**	**-**
							490.85	**482.43**	**450.16**	**597.83**	**550.00**	**-**

8.2 Quoted current investment

Particulars	30 September 2017	31 March 2017	31 March 2016	31 March 2015	31 March 2014	31 March 2013
Aggregate book value	490.85	482.43	454.85	600.00	550.00	-
Aggregate market value	502.04	486.65	451.87	599.43	552.38	-

Newgen Software Technologies Limited

Annexure XIX

Restated Summary Statement of Other Significant Notes to the Restated Consolidated Financial Information
(All amounts are in INR Millions, except per share data and unless otherwise stated)

9 **Amalgamation**
Sandeep Import Export Private Limited, which was consolidated until financial year ended 31 March 2015, has been merged into the Company which has been effected on 20 June 2016, with the appointed date of 1 April 2015.

10 Following are the gross foreign currency receivables and foreign currency receivables outstanding for more than 9 months.

Particulars	For the period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
Gross foreign currency receivables	1,117.06	1,531.08	1,434.48	1,152.76	-	-
Foreign currency receivables outstanding more than 9 months	683.54	425.38	375.49	236.80	-	-

As per Foreign Exchange Management (Current Account) Rules, 2000 read with Master Circular No. 14/ 2014-15 dated 1 July 2014, receipt for export goods should be realized within a period of 9 months from the date of export. In case of receivables not being realised within 15 months from the date of export, prior approval from Reserve Bank of India (RBI) is required. As per the requirements of Foreign Exchange Management Act, in one calendar year, the Company is allowed to seek extension for an amount equivalent to 10% of the average collection of the last 3 years only and pursuant to the same, the Company has filed the extension for foreign currency receivables amounting to Rs. 141.45 Millions during the financial year 2016-17. For remaining receivables, the Company is in the process of applying for approval to seek extension of time time beyond 9 months from export date. The management is of the view that the Company will be able to obtain approvals from the authorities for realising such funds beyond the stipulated timeline without levy of any penalties as it had bonafide reasons that caused the delays in realization.

11 As per Section 135 of the Companies Act, 2013, a CSR Committee has been formed by the Board of directors. The areas for CSR activities are promoting education, health care, sanitation, digital literacy and livelihood enhancement and participation on SOS Children's Village Projects in Faridabad. CSR budget & expenditure of the company is as follows:-

Particulars	For the period ended 30 September 2017	For the year ended 31 March 2017	For the year ended 31 March 2016	For the year ended 31 March 2015	For the year ended 31 March 2014	For the year ended 31 March 2013
CSR expenditure required to be spent	10.61	9.70	10.06	7.28	-	-
Actual CSR expenditure	2.69	10.51	4.88	2.48	-	-

12 The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company has got the updated documentation for the international transactions entered into with the associated enterprises during the financial year. Accordingly, the management believes that there has been no change in the nature of its international transactions with the associated enterprises during the year ended 31 March 2016. Further, the management is of the opinion that its international transactions are at arm’s length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

13 Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements.

	30-September-2017			
Name of Company	**Net Assets (Total Assets minus Total Liability)**		**Share in Profit or Loss**	
	as a % of consolidated net assets	**Net Assets**	**as a % of consolidated profit or loss**	**Profit/(Loss)**
Parent Company				
Newgen Software Technologies Limited	83.48%	2,266.39	96.74%	56.51
Indian Subsidiaries				
Newgen Computer Technologies Limited	0.21%	5.62	0.04%	0.19
Foreign Subsidiaries				
Newgen Software Inc.	12.14%	329.60	0.83%	4.33
Newgen Software Canada Ltd	1.25%	33.94	-0.05%	(0.27)
Newgen Software Pte. Ltd	1.19%	32.29	-0.55%	(2.88)

Newgen Software Technologies (UK) Limited	1.74%	47.15	0.10%	0.53
	100.00%	**2,714.99**	**97.10%**	**58.42**

	31-March-2017			
Name of Company	**Net Assets (Total Assets minus Total Liability)**		**Share in Profit or Loss**	
	as a % of consolidated net assets	**Net Assets**	**as a % of consolidated profit or loss**	**Profit/(Loss)**
Parent Company				
Newgen Software Technologies Limited	84.06%	2,309.35	95.79%	501.55
Indian Subsidiaries				
Newgen Computer Technologies Limited	0.20%	5.37	0.06%	0.34
Foreign Subsidiaries				
Newgen Software Inc.	11.61%	318.92	2.92%	15.30
Newgen Software Canada Ltd	1.64%	44.93	0.38%	1.99
Newgen Software Pte. Ltd	1.02%	27.91	0.41%	2.15
Newgen Software Technologies (UK) Limited	1.48%	40.75	0.44%	2.29
	100.00%	**2,747.23**	**100.00%**	**523.62**

	31-March-2016			
Name of Company	**Net Assets (Total Assets minus Total Liability)**		**Share in Profit or Loss**	
	as a % of consolidated net assets	**Net Assets**	**as a % of consolidated profit or loss**	**Profit/(Loss)**
Parent Company				
Newgen Software Technologies Limited	86.52%	1,984.37	99.40%	276.52
Indian Subsidiaries		-		-
Newgen Computer Technologies Limited	0.22%	5.03	0.18%	0.51
Foreign Subsidiaries		-		-
Newgen Software Inc	10.97%	251.48	0.66%	1.84
Newgen Software Canada Ltd	1.39%	31.80	-0.44%	(1.23)
Newgen Software Pte. Ltd	0.91%	20.76	0.20%	0.56
	100.00%	**2,293.44**	**100.00%**	**278.20**

	31-March-2015			
Name of Company	**Net Assets (Total Assets minus Total Liability)**		**Share in Profit or Loss**	
	as a % of consolidated net assets	**Net Assets**	**as a % of consolidated profit or loss**	**Profit/(Loss)**
Parent Company				
Newgen Software Technologies Limited	96.40%	2,037.81	91.80%	425.75
Indian Subsidiaries		-		-
Newgen Computer Technologies Limited	0.21%	4.52	0.27%	1.25
Sandeep Import Export Private Limited*	0.31%	6.60	0.23%	1.06
Foreign Subsidiaries		-		-
Newgen Software Inc	2.14%	45.18	6.33%	29.36
Newgen Software Canada Ltd	0.27%	5.67	0.96%	4.46
Newgen Software Pte. Ltd	0.67%	14.09	0.41%	1.92
	100.00%	**2,113.87**	**100.00%**	**463.80**

Name of Company	31-March-2014			
	Net Assets (Total Assets minus Total Liability)		Share in Profit or Loss	
	as a % of consolidated net assets	Net Assets	as a % of consolidated profit or loss	Profit/(Loss)
Parent Company				
Newgen Software Technologies Limited	97.88%	1,699.33	99.85%	410.20
Indian Subsidiaries		-		-
Newgen Computer Technologies Limited	0.19%	3.27	-0.06%	(0.24)
Sandeep Import Export Private Limited*	0.32%	5.50	0.22%	0.89
Foreign Subsidiaries		-		-
Newgen Software Inc	0.56%	9.78	-0.40%	(1.46)
Newgen Software Canada Ltd	0.31%	5.44	0.12%	0.44
Newgen Software Pte. Ltd	0.74%	12.81	0.27%	0.98
	100.00%	**1,736.13**	**100.00%**	**410.81**

Name of Company	31-March-2013			
	Net Assets (Total Assets minus Total Liability)		Share in Profit or Loss	
	as a % of consolidated net assets	Net Assets	as a % of consolidated profit or loss	Profit/(Loss)
Parent Company				
Newgen Software Technologies Limited	97.16%	1,134.12	100.53%	371.51
Indian Subsidiaries		-		-
Newgen Computer Technologies Limited	0.30%	3.51	0.07%	0.25
Sandeep Import Export Private Limited*	0.40%	4.66	0.18%	0.67
Foreign Subsidiaries		-		-
Newgen Software Inc	0.75%	8.80	-0.74%	(2.75)
Newgen Software Canada Ltd	0.43%	5.02	-0.09%	(0.33)
Newgen Software Pte. Ltd	0.96%	11.15	0.05%	0.20
	100.00%	**1,167.26**	**100.00%**	**369.55**

* Merged with effect from 1 April 2015. Refer note 9.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm Registration No.: 116231W / W-100024

Rakesh Dewan
Partner
Membership No.: 092212

Place: Gurugram
Date: 24 November 2017

For and on behalf of the Board of Directors of
Newgen Software Technologies Limited

Diwakar Nigam	**T.S.Varadarajan**	**Arun Kumar Gupta**	**Aman Mourya**
Managing Director	Whole Time Director	Chief Financial Officer	Company Secretary
DIN: 00263222	DIN: 00263115		Membership No: 27299
Place: New Delhi	Place: New Delhi	Place: New Delhi	Place: New Delhi
Date: 24 November 2017	Date: 24 November 2017	Date: 24 November 2017	Date: 24 November 2017

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND IND AS

SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND IND AS

The financial information included herein is prepared and presented in accordance with Indian GAAP. Certain differences exist between Indian GAAP and Ind-AS which might be material to the financial information herein. The matters described below summarize certain differences between Indian GAAP and Ind-AS that may be material.

The Company has not prepared a complete reconciliation of its consolidated financial statements and related footnote disclosures between Indian GAAP and Ind-AS and has not quantified such differences. Accordingly, no assurance is provided that the following Summary of differences between Indian GAAP and Ind-AS is complete. In making an investment decision, investors must rely upon their own examination of the Company, the terms of the offering and the financial information. Potential investors should consult their own professional advisors for an understanding of the differences between Indian GAAP and Ind-AS, and how those differences might affect the financial information herein.

Ind AS	Particulars	Indian GAAP	Ind AS
	Framework	**Companies Act, 2013** **Schedule III** **Accounting Standards**	**Companies Act, 2013** **Schedule III** **Indian Accounting Standards**
Ind AS 1	**Presentation of financial statements**	There is no concept of 'Other Comprehensive Income' and 'Statement of changes in equity' under Indian GAAP.	**Other Comprehensive Income:** Ind AS 1 introduces the concept of Other Comprehensive Income ("OCI"). Items of income and expenses that are not recognized in profit and loss as required or permitted by other Ind ASs are presented under OCI. **Statement of Changes in Equity:** Statement of Changes in Equity includes the following information- a. Total comprehensive income for the period, showing separately the total amounts attributable to owners of the parent and to non- controlling interest. b. For each component of equity, a reconciliation between the carrying amount at the beginning and the end of the period, separately disclosing changes resulting from: (i) Profit or Loss, (ii) Each item of Other comprehensive Income,
		Other disclosures: There are no specific disclosure requirements under Indian GAAP for: a. Critical judgments made by the management in applying accounting policies; b. Key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year; and c. Information that enables users of its financial statements to evaluate the entity's objectives, policies and processes for managing capital. d. Standards issued but not yet effective.	Ind AS requires disclosure of: a. Critical judgments made by the management in applying accounting policies b. Key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year; and c. Information that enables users of its financial statements to evaluate the entity's objectives, policies and processes for managing capital. d. Standards issued but not yet effective.
Ind AS 8	**Accounting Policy, Change in Accounting Estimate and Errors**	**Change in Accounting Policies:** Under Indian GAAP, Company discloses changes in accounting policies by presenting in the financial statements on a prospective basis (unless transitional provisions, if any, of an accounting standard require otherwise) together with a disclosure of the impact of the same, if material. If a change in the accounting policy has no material effect on the financial statements for the current period, but is expected to have a material effect in the later periods, the same is appropriately disclosed.	**Change in Accounting Policies:** An entity shall account for a change in accounting policy resulting from the initial application of a standard or an interpretation in accordance with the specific transitional provisions, if any, in that standard or interpretation; and when an entity changes an accounting policy upon initial application of a standard or an interpretation that does not include specific transitional provisions applying to that change, or changes an accounting policy voluntarily, it shall apply the change retrospectively. Comparative information is restated, and the amount of the adjustment relating to prior periods is adjusted against the opening balance of retained earnings of the earliest year presented. An exemption applies when it is impracticable to change comparative information.
	Prior period items	**Prior period items:** Prior period items are included in determination of net profit or loss of the period in which the error pertaining to a prior period is discovered and are separately disclosed in the statement of profit and loss in a manner that the impact on current profit or loss can be perceived.	Material prior period errors are corrected retrospectively by restating the comparative amounts for prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening statement of financial position.

Ind AS 10	**Dividends**	As per the requirement of AS 4, dividends stated to be in respect if the period covered by the financial statements that are proposed or declared after the balance sheet date but before approval of the financial statements are recorded as a provision. Further, as per the recent amendments by the Companies (Accounting standards) amendment Rules, 2016 in AS-4, dividends declared subsequent to the balance sheet are to be considered as a non-adjusting event, which is similar to the Ind AS requirements.	Liability for dividends declared to holders of equity instruments (along with dividend distribution tax) are recognized in the period when declared and approved by shareholders. It is a non- adjusting event.
Ind AS 12	**Income Taxes**	Under Indian GAAP, the Company accounts for Deferred Tax resulting from "timing differences" between taxable and accounting income using the tax rates and laws that have been substantially enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.	As per Ind AS 12 Income Taxes, deferred tax is determined with reference to the balance sheet approach i.e. based on the differences between carrying value of the assets/liabilities and their respective tax base. Using the balance sheet approach, there could be additional deferred tax charge/income on account of various items including: (i) All Ind AS opening balance sheet adjustments. (ii) Actuarial gain and losses accounted in Other Comprehensive Income. (iii) Indexation of freehold land. (iv) Fair valuation adjustments on Investments (v) Deferred tax on outside basis differences (impact in consolidated financial statements) Additional disclosures required under Ind AS includes: - Reconciliation of effective tax rate. - Details of tax holidays and expiry - Unrecognized deferred tax liability on undistributed earnings of subsidiaries.
	Minimum Alternate Tax (MAT)	MAT credit is recognized in books as per provisions of Section 115 JB of Income tax.	-As per the provisions of Finance Act, 2017, adjustments w.r.t. first time adoption of Ind AS in retained earnings shall be taken to computation of Book profit in 5 years beginning from first Ind AS financial year i.e. 2017-18. -Adjustments to Other Comprehensive Income relating to remeasurements of defined benefit plans and gain or loss on translation of foreign operations are to be included in the computation of book profit in the year they arise.
		MAT credit carry forward is considered as a prepaid tax and recognized as an asset (not as a deferred tax asset) when and to the extent that is convincing evidence that MAT credit will be used in future years to reduce the regular tax liability. It is disclosed as 'MAT Credit entitlement' within 'loans and advances' with a corresponding credit to income statement and presented as a separate line item therein.	MAT Credit carry forward is recognized as a deferred tax asset if it is probable (more likely than not) that MAT credit can be used in future years to reduce the regular tax liabilities. It is disclosed along with any other deferred tax amount.
Ind AS 17	**Leases**	**Leasehold land:** Land is excluded from lease standard under Indian GAAP.	Leasehold Land is recognized as operating lease or finance lease as per definition and classification criteria given in the Leases standard.
		Operating Lease Rentals: Under Indian GAAP, lease payments under an operating lease are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term, unless another systematic basis is more representative of the time pattern of the users benefit.	**Operating Lease Rentals:** Under Ind AS 17, lease payments under an operating lease are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term unless: (a) another systematic basis is more representative of the time pattern of the user's benefit, or (b) the payments to the lessor are structured to increase in line with expected general inflation for cost increases.
		Lease Incentives No accounting for lease incentives under Indian GAAP.	Lease incentives shall be recognized as a reduction of rental expense on a straight line basis over the lease term, unless some other method is more representative of the time pattern of the lessee's benefit.

Ind AS 18	**Revenue- Multiple element deliverables and linked transactions**	There is no specific guidance in Indian GAAP for multiple elements or linked transactions in AS 9. Revenue recognition is driven by the form and structure of the contract.	The revenue recognition criteria usually are applied separately to each transaction. In certain circumstances, however, it is necessary to separate a transaction into identifiable components to reflect the substance of the transaction. At the same time, two or more transactions may need to be grouped together when they are linked in such a way that the commercial effect cannot be understood without reference to the series of transactions as a whole. The price that is regularly charged when an item is sold separately is the best evidence of the item's fair value. At the same time, under certain circumstances, a cost-plus-reasonable-margin approach to estimating fair value would be appropriate under Ind AS. The use of the residual method and, under rare circumstances, the reverse residual method may be acceptable to allocate arrangement consideration.
Ind AS 18	**Revenue- Extended Warranty**	No specific guidance.	If the entity provides extended warranty, the revenue from sale of the extended warranty should be deferred and recognized over the period covered by the warranty.
Ind AS 19	**Accounting for Employee Benefits**	Under Indian GAAP, all actuarial gains and losses are recognised immediately in the statement of profit and loss.	Under Ind AS 19, actuarial gains and losses representing changes in the present value of the defined benefit obligation (gratuity) resulting from experience adjustment and effects of changes in actuarial assumptions are recognized in other comprehensive income and not reclassified to profit or loss in a subsequent period.
Ind AS 24	**Related Party Disclosures**	AS 18 excludes non-executive directors from the definition of Key Managerial Personnel.	Under Ind AS 24 definition of Key Managerial Personnel includes any director whether executive or otherwise. An entity shall disclose compensation to key management personnel in total and for each of the following categories: a. short-term employee benefits; b. post-employment benefits; c. other long-term benefits; d. termination benefits; and e. share-based payment
Ind AS 102	**Employee Stock option plan (ESOP)**	There is no equivalent accounting standard, however, ICAI has issued a guidance note on accounting of share based payments. The intrinsic value method is used to account for liability for employee stock options. Application of fair value is preferred but is not mandatory. However, a Company using the intrinsic value method is required to disclose the impact on the net results and EPS- both basic and diluted- had the fair value method been used in the financial statements.	As per Ind AS 102, the Company is required to measure deferred stock compensation cost at fair value of the option on the date of grant and amortize on graded vesting basis over the term of the options. Also, trust setup for admistrating the ESOP is required to be consolidated along with the Company.
Ind AS 108	**Operating Segments**	**Determination of segments:** Under Indian GAAP an enterprise needs to identify two sets of segments (business and geographical), using a risks and rewards approach.	Operating segments are identified based on the financial information that is regularly reviewed by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Additional entity wide disclosures are also required to be made.

Ind AS 32, 107, 109	**Financial Instruments- Classification**	Currently under Indian GAAP, assets and liabilities are classified as short term or long term. Bifurcation as financial and non-financial is not required under Indian GAAP. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. Current investments are carried at lower of cost and fair value. Other Financial assets and liabilities are carried at their transaction values.	Ind AS 109 requires all financial assets to be either classified as measured at amortized cost or measured at fair value thourgh OCI (FVTOCI) or fair value through profit and loss (FVTPL). - Financial asstes measured at amortized cost: if busniess model of the Company is to collect contractual cashflows in the form of principal and interest at the mauturity, financial assets is claasified at amortized cost. - Financial assets measured at FVTOCI: if the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, financial assets is claasified at FVTOCI. - Financial assets measured at FVTPL: any financial assets that do not meet the criteria for classification at either amortised cost or FVOCI - are classified as FVTPL. In addition, an entity has the option on initial recognition to irrevocably designate a financial asset as at FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency. Financial assets include investments in bonds, mutual funds, interest free deposits, trade receivables, cash and bank balances etc.
		Compulsory convertible preference shares: Currently under Indian GAAP, compulsory convertible preference shares are presented under share capital.	**Compulsory convertible preference shares:** Under Ind AS, preference share need to be classified into equity or liability based on the nature and terms of such instrument. They may also be classified as compound financial instrument under Ind AS 32. In case of embedded options in the agreement, the same needs to be separated from the contract and accounted for at fair value through profit and loss (FVTPL).
		Provision for doubtful debts: Under Indian GAAP, provisions are made for specific receivables based on circumstances such as credit default of customer or disputes with customers. The Company assesses the provision of doubtful debts considering the historical losses adjusted to take into account current market conditions and its customers financial conditions, the amount of trade receivables under dispute and the current ageing and payment pattern.	**Provision for doubtful debts:** Impairment allowance under Ind AS should be measured at initial recognition and throughout its life on at an amount equal to lifetime Expected Credit Loss (ECL). As practical expedient, a provision matrix can be use to estimate the ECL for doubtful debts.
	Disclosures	Currently there are no detailed disclosure requirements for financial instruments. However, the ICAI has issued an Announcement in December 2005 requiring the following disclosures to be made in respect of derivative instruments in the financial statements: • Category-wise quantitative data about derivative instruments that are outstanding at the balance sheet date; • The purpose, viz., hedging or speculation, for which such derivative instruments have been acquired; and • The foreign currency exposures that are not hedged by a derivative instrument or otherwise.	Requires disclosure of information about the nature and extent of risks arising from financial instruments: • qualitative disclosures about exposures to each type of risk and how those risks are managed; and • quantitative disclosures about exposures to each type of risk, separately for credit risk, liquidity risk and market risk (including sensitivity analysis).
Ind AS 113	**Fair value Measureme**	**Scope:** There is no specific standard on this under Indian GAAP.	Applies when another Ind AS requires or permits fair value measurements or disclosures about fair value measurements (and measurements such as fair value less cost to sell). Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Detailed disclosures are also required to be made w.r.t. items that are fair valued (inputs used, fair value hierarchy, sensitivity analysis etc.)

First Time Adoption of Ind AS			
Ind AS 101	**Deemed cost exemption for Property Plant and Equipment, Intangible assets and Investment in subsidiaries**	**First time adoption exemption:** Not applicable	A first-time adopter may elect to continue with the carrying value for all of its property, plant and equipment, intangible asset and investments in subsidiaries as recognized in the financial statements as at the date of transition measured as per the previous GAAP and use that as its deemed cost as on the date of transition.
Ind AS 101	**Share based payments**	**First time adoption exemption:** Not applicable	An entity can opt first time exemption from retrospective application of Ind AS 102 for all options already vested before the date of transition and can apply the provisions for only those outstanding to be vested as on the date of transition.
Ind AS 101	**Business combinations**	**First time adoption exemption:** Not applicable	The entity can choose to take exemption from retrospective application of Ind AS 103 for all its past business acquisitions before the date of transition, or can opt for exemption from retrospective application of the standard from a date prior to the transition date as well.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Consolidated Financial Statements which are included in this Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Consolidated Financial Statements, including the related notes and reports, included in this Red Herring Prospectus, which is prepared under Indian GAAP, in accordance with requirements of the Companies Act, and restated in accordance with the SEBI ICDR Regulations, which differ in certain material respects from Ind AS, IFRS, U.S. GAAP and GAAP in other countries, and our assessment of the factors that may affect our prospects and performance in future periods. Our Restated Financial Information has been derived from our audited financial statements. Accordingly, the degree to which our Restated Financial Information will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP.

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "**Forward Looking Statements**" and "**Risk Factors**" on pages 14 and 15, respectively.*

This section includes information that is derived from an industry report titled "Ovum – Business Software Industry Report: Digitalisation, IT modernisation and Automation are Driving Market Growth" dated August 7, 2017, prepared by Ovum pursuant to an engagement with the Company. We commissioned this report for the purpose of confirming our understanding of the industry in which we operate. Neither we, nor any of the GCBRLMs, the BRLM, our Directors, our Promoters, nor any other person connected with the Offer has verified the information in the Ovum Report.

Our fiscal ends on March 31 of each year. Accordingly, all references to a particular fiscal are to the 12 months ended March 31 of that year.

Overview

We are a software products company offering a platform that enables organisations to rapidly develop powerful applications addressing their strategic business needs. The applications created on our platform enable organisations to drive digital transformation and competitive differentiation. This may include automation of routine business functions making them faster, easier and more accurate and increasing the channels or devices through which these functions can be performed.

Our customers use our platform to rapidly design, build and implement enterprise-grade custom applications through our intuitive, visual interface with minimal coding. Our platform comprises of:

- **Enterprise Content Management (ECM)**: Our OmniDocs Enterprise Content Management Software allows digitisation of enterprise content and information. Our platform provides smart tools for enterprises to capture and extract information from various sources, classify, store, archive or retrieve as well as dispose of any content and documents required in day-to-day business operations. It provides the flexibility to access or deliver content over mobile and cloud creating a highly connected and digital workplace. It offers a robust US DoD 5015.02-STD certified Records Management System to ensure compliance with regulatory requirements in relation to management of records.

- **Business Process Management (BPM)**: Our OmniFlow Intelligent Business Process Suite (**OmniFlow iBPS**) is an integrated system which allows enterprises to manage a complete range of business processes, including designing and modelling flow of work, executing the flow of work through the workflow engine and monitoring the flow of work for future improvement. OmniFlow iBPS also offers dynamic case management capabilities which allow decision-makers to respond to real time opportunities, challenges and other unanticipated situations while maintaining a high level of collaboration.

- **Customer Communication Management (CCM)**: Our OmniOMS Customer Communication Management suite offers a unified communication platform that allows enterprises to improve communication with their customers by delivering a personalised, targeted and consistent communication through various channels.

Being built on the same technology architecture, these suites are well-integrated and offer our customers ease of implementation and use. These suites can be deployed on-premise as well as on cloud. Increasingly, our customers are choosing to use our product suites on cloud on a subscription basis.

Our business has multiple revenue streams including from:

- Sale of software products: one-time upfront license fees in relation to the platform deployed on-premise
- Annuity based revenue: recurring fees/charges from the following:
    - SaaS: subscription fees for licenses in relation to platform deployed on cloud
    - ATS/AMC: charges for annual technical support and maintenance (including updates) of licences, and installation
    - Support: charges for support and development services
- Sale of services: milestone-based charges for implementation and development, and charges for scanning services

Our go-to-market strategy consists of direct sales supplemented by sales through our channel partners. Our direct sales are made by our Company in India and our Subsidiaries located in USA, UK, Singapore and Canada, through our sales and marketing teams, which, as of September 30, 2017 comprised 272 employees. As of September 30, 2017, we had more than 300 channel partners globally. We sell our software through licenses and subscriptions and intend to grow our revenue both by adding new customers and by increasing the number of users at existing customer organisations. As of September 30, 2017, we had over 450 active customers (invoiced in the last 12 months) in over 60 countries. Some of our key active customers include Trust Company of America, Mercantil Bank, ICICI Bank, Trafigura, Bajaj Electricals, United Arab Bank, National Commercial Bank Jamaica, Axis Bank, Yes Bank, Kotak Mahindra Bank, Bank Islam Brunei Darussalam, Philippines Resource Saving Bank, ICICI Prudential Life Insurance, Reliance General Insurance, Max Life Insurance, Strides Shasun and Shriram Transport Finance. Our enterprise-wide, mission-critical solutions have been used by some of the leading global businesses in various sectors including banking, government/PSUs, BPO/IT, insurance and healthcare.

Our platform enables organisations to drive digital transformation and competitive differentiation. According to the Ovum Report, key indicators of digitalisation reveal that the rapid pace of adoption of digital and enabling technologies is increasing across enterprises and end-users globally. Further, almost 30% of enterprises plan to make strategic investments in ECM in the next 18 months, with a further 40% planning minor investments. Over 25% of enterprises are planning strategic investment in BPM suites over the next 18-month period.

According to the Ovum Report, our core addressable market (i.e. global ECM, BPM and CCM markets) were estimated at USD 14,935 million, USD 6,100 million and USD 1,460 million, respectively in 2017. We have expanded our addressable market by developing solution frameworks in our key verticals including banking, government/PSU, BPO/IT and healthcare. The Ovum Report estimates aPaaS to account for a major share of PaaS spending. The global PaaS market is estimated at USD17.61 billion in 2017 and forecasted at USD 46.66 billion in 2021. The Indian PaaS market is expected to grow from USD 379 million in 2017 to USD 1.46 billion by the end of 2021.

Our total revenue, EBITDA Adjusted for Other Income and PAT have grown from ₹ 2,055.49 million, ₹ 452.72 million and ₹ 369.55 million, respectively, in fiscal 2013 to ₹ 4,337.65 million, ₹ 700.02 million and ₹ 523.62 million, respectively, in fiscal 2017, at a CAGR of 20.53%, 11.51% and 9.10%, respectively.

For the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, our total revenue was ₹ 2,099.53 million, ₹ 4,337.65 million, ₹ 3,496.70 million and ₹ 3,162.13 million respectively, our EBITDA Adjusted for Other Income was ₹ 96.23 million, ₹ 700.02 million, ₹ 392.55 million and ₹ 578.08 million respectively and our PAT was ₹ 58.42 million, ₹ 523.62 million, ₹ 278.20 million and ₹ 463.80 million respectively.

Significant Factors Affecting our Results of Operations

The following is a discussion of certain factors that have had, and will continue to have, a significant effect on our financial condition and results of operations:

Expansion of customer base and new sales to existing customers

Customer relationships are the core of our business. As of September 30, 2017 and March 31, 2017, 2016 and 2015, we had 492, 485, 458 and 427 active customers (invoiced in the last 12 months), respectively.

We believe we have a substantial opportunity to grow our customer base. We have invested, and intend to continue to make investments, to enhance the expertise of our sales and marketing team within our key industry verticals of banking, government/PSUs, BPO/IT, insurance and healthcare. We increased our sales and marketing headcounts from 207 as of March 31, 2015 to 219 as of March 31, 2016, to 236 as of March 31, 2017 and further to 272 as of September 30, 2017. We intend to continue to increase our investment in sales and marketing, as we further expand our sales teams, increase our marketing activities and grow our international operations.

As of September 30, 2017, we had over 300 channel partners. We intend to further grow our base of channel partners to provide broader customer coverage and product delivery capabilities. Further, our ability to grow our customer base and drive market adoption of our software products and services is also affected by the pace at which organisations digitally transform. We believe the degree to which prospective customers recognise the need for our software products and services to maximise their business process would lead to a higher budget allocation for purchasing our software and engaging our services. This will drive our ability to acquire new customers and increase sales to existing customers which, in turn, will drive our revenue growth and will affect our future financial performance.

As our customer relationships mature and deepen, we seek to maximise our revenues and profitability by expanding the scope of our offerings with the objective of winning more business from our customers. Many of our existing customers typically expand their usage of our products by either purchasing additional products or expanding the usage of the product from one location to additional locations in which they operate (and consequently, increasing the number of users). We also take part in customer analysis to identify opportunities and use our relevant industry and service line experiences to cross-sell additional offerings to our customers. We consider this important in order to re-evaluate the relevance and criticality of our product and service offerings to our customers as well as an opportunity to further strengthen and build long-term relationships. For the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, we generated 81.59%, 72.18%, 81.51% and 76.68%, respectively, of our revenue from operations from repeat customers. We believe that our ability to strengthen our existing customer relationships will be an important factor in our future growth and in our ability to continue increasing our profitability.

Revenue from core markets and verticals

Our revenues are generated from four main geographic markets: India, EMEA, USA and APAC (ex-India). In six months ended September 2017 and in fiscals 2017, 2016 and 2015, our domestic revenues contributed 35.48%, 39.62%, 32.73% and 33.59%, respectively, of our revenue from operations, while our international revenues contributed 64.52%, 60.38%, 67.27% and 66.41%, respectively, of our revenue from operations. Services performed internationally typically generate higher revenues than the same services performed domestically, and our profit margins are typically higher if we sell our products and services overseas compared to in India. Accordingly, the mix of international and domestic services has an impact on our ability to achieve higher profit margins.

Our revenue growth and margin performance depends on the potential demand for our software platform and vertical applications in the markets in which we operate. As particular markets experience more (or less) growth, we would expect these trends to be reflected in our results in those areas. For example, due to the fall in crude oil prices in recent fiscals, IT budgets of many of our existing and prospective customers in the Middle East have been significantly reduced resulting in lower than anticipated revenues from this region. Our revenue from operations in EMEA increased by 0.93% from fiscal 2016 to fiscal 2017 and increased by 15.72% from fiscal 2015 to fiscal 2016, representing a 14.79% decrease in the rate of growth of revenue from operations year-over-year

One of our business strategies is to increase our growth in certain key verticals in select mature markets. In particular, we have a strong presence across regions in the banking and healthcare verticals and we intend to continue to expand our customer base in these verticals in the mature markets, including USA and UK.

Our ability to develop new products, enhance existing products and adapt to new revenue models

The requirements of our customers vary across a broad range of industries and markets. To service and grow our relationships with our existing customers and to win new customers, we must be able to provide them with products that address their requirements, to anticipate and understand trends in their relevant markets and to continually address their changing and evolving requirements. In this regard, we believe that our strong culture of innovation and product development, our management focus and dedicated workforce have enabled us to expand the range of our offerings and improve our services. We increased our R&D headcount from 197 as of March 31, 2015 to 243 as of March 31, 2016, 256 as of March 31, 2017 and further to 260 as of September 30, 2017.

Leveraging on our present portfolio of customers and expertise in the verticals of our existing customers, we aim to develop new customer relationships within these verticals and engage in cross-selling of our software platform. In addition, repeat business from our existing customers and the growth of new customers would increase our revenues and, assuming constant margins, our profits.

In addition, if we are able to generate healthy demand for our software platform, it will have a positive impact on our revenues from services and we may also be able to increase our prices, both leading to an increase in our revenues and profit margins. Conversely, if we are unable to successfully develop new products and enhance existing products, either at all or at an acceptable price, or if our customers are dissatisfied with our offerings for any other reason, it would have an adverse effect on our revenues and our profits.

We are also witnessing a shift to SaaS i.e. an increasing number of our customers deploying our platform on cloud. We expect this to reduce the seasonality associated with sale of our on-premise platform as SaaS is invoiced on a monthly or periodic basis (rather than as a one-time licensing fee). As the proportion of revenue from SaaS increases, we expect our revenues to be more uniformly spread over 12 months of a fiscal. In the short run, this may also result in lower revenues from sale of our on-premise software platform.

Employees and employee costs

Our success depends in large part on our ability to attract, retain and train our employees, in particular highly skilled engineering professionals. Our employee base increased from 1,819 in fiscal 2015 to 2,003 and 2,254 in fiscals 2016 and 2017, respectively Employee benefits is a principal component of our total expense and for the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, it constituted 58.16%, 57.24%, 58.08% and 55.70%, respectively of our total expenses. Our employee benefits consists of salaries, wages and bonus, contribution to provident fund and other funds, employee stock compensation expense, compensated absences, gratuity and staff welfare.

Salaries and wages in India, including in the services industry, have historically been lower than those in USA, Europe and other developed economies. However, if these costs in India continue to increase at a rate faster than in USA, Europe and other developed economies due to competitive pressures, we may experience a greater increase in our employee costs, thereby eroding one of our principal cost advantages over competitors in USA, Europe and other developed economies. In addition, our ability to manage our employee costs will also be heavily impacted by our international and domestic resource mix. For example, any increases in visa fees or healthcare insurance costs for employees located in developed countries such as USA and Canada, would increase our employee costs.

In addition, as we continue to invest in the recruitment and retention of sales staff in line with our growth strategies, we are likely to incur costs in relation to our market penetration, sales and marketing initiatives, and for the recruitment of sales employees located in India and overseas.

Transitioning from Indian GAAP to Ind AS

Pursuant to the relevant regulations in India, we are required to report our financial results in accordance with the new Indian accounting standards, Ind AS, for periods beginning from April 1, 2017. Prior to April 1, 2017, our annual financial statements were prepared in accordance with Indian GAAP. The transition from Indian GAAP to Ind AS may impact our revenues, expenses and profits. See "***Risk Factors – Our Restated Financial Information included in this Red Herring Prospectus has been prepared in accordance with the Companies Act, Indian GAAP and SEBI ICDR Regulations, which vary in certain respects from Ind AS.***" and "***Summary of Significant Differences between Indian GAAP and Ind AS***" on pages 30 and 303, respectively.

Critical Accounting Policies

Our critical accounting policies are those that we believe are the most important to the portrayal of our financial condition and results of operations and that require our management's most difficult, subjective or complex judgements. In many cases, the accounting treatment of a particular transaction is specifically dictated by applicable accounting policies with no need for the application of our judgement. In certain circumstances, however, the preparation of financial statements in conformity with applicable accounting policies requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent assets and liabilities at the end of the reporting period.

Actual results could differ from those estimates. We base our estimates on historical experience and on various other assumptions that our management believes are reasonable under the circumstances. However, critical accounting estimates are reflective of significant judgements and uncertainties and are sufficiently sensitive to result in materially different results under different assumptions and conditions. We believe that our critical accounting estimates are those described below. We also have other accounting policies, estimates and judgements that we consider being less significant which are set forth in detail in Note 2, Annexure IV, to our Restated Consolidated Financial Information included elsewhere in this Red Herring Prospectus.

Basis of preparation

The Restated Consolidated Summary Financial Information have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) including accounting standards specified under section 129 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014. Our Restated Consolidated Financial Statements has included the financial statements of our Company and the following Subsidiaries:

Name of Subsidiaries	Country of Incorporation	Effective Shareholding (%)
Newgen Software Inc.	USA	100
Newgen Software Technologies Canada, Limited	Canada	100
Newgen Software Technologies PTE, Limited	Singapore	100
Newgen Software Technologies (UK) Limited	United Kingdom	100
Newgen Computer Technologies Limited	India	100
Sundeep Import Export Limited*	India	100

**Subsidiary has been merged with our Company with effect from April 1, 2015*

We combine our Company's and our Subsidiaries' financial statements on a line-by-line basis by adding the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balance or transactions and unrealised profits in full in accordance with Accounting Standard (AS-21) - "Consolidated Financial Statements". The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of our Company and its share in the post-acquisition increase/decrease in the reserves of the consolidated Subsidiaries.

We recognised any excess or deficit of cost to our Company of its investment over its portion of net worth in the consolidated Subsidiaries at the respective dates on which investment in such Subsidiaries was made, as goodwill or capital reserve in our consolidated financial statement. Our Company's portion of net worth in such Subsidiaries is determined on the basis of book values of assets and liabilities as per the financial statements of the Subsidiaries as on the date of investment and if not available, the financial statements for the immediately preceding period will be adjusted for the effects of significant changes.

Financial statements of our foreign non-integral Subsidiaries are translated into Indian Rupees as follows:
1. share capital and opening reserves and surplus are carried at historical cost;
2. all assets and liabilities, both monetary and non-monetary (excluding share capital, opening reserves and surplus) are translated using the year-end rates;
3. profit and loss items are translated at the respective weighted average rates or the exchange rate that approximates the actual exchange rate on the date of a specific transaction; and
4. the resulting net exchange difference is credited or debited to the foreign currency translation reserve.

We have prepared and presented our financial statements under the historical cost convention using the accrual system of accounting in accordance with Indian GAAP and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified Sections, Schedules and Rules of the Companies Act, including the mandatory Accounting Standards as prescribed under Section 133 of the Companies Act read with Rule 7 of the Companies

(Accounts) Rules, 2014, and other accounting pronouncement issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act (to the extent notified).

We have made appropriate re-classifications or adjustments in the Restated Consolidated Financial Information wherever required, by re-classification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the Financial Statements of the Company and the requirement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.

Revenue recognition

We recognise revenues from sale of licence for software products on the transfer of title to the customers, which generally coincides with the delivery of such licence to the customers.

When a fixed price sales arrangement contains multiple-elements, such as sale of licence for software products, implementation and development services and other services, we base revenue for each element on revenue arrangement in which a customer may purchase a combination of services. We recognise revenue from multiple-element arrangement for each element based on: (i) the attainment of delivery criterion; (ii) its fair value, which is determined using the selling price hierarchy of vendor-specific objective evidence (VSOE) of fair value, third party evidence or best estimated selling price, as applicable; and (iii) its allocated selling price, which is based on the relative sales price method except where fair value of delivered component is not determinable residual method is followed.

We recognise revenues from fixed price contracts for software development based on proportionate completion method and foreseeable losses on the completion of such contract, if any, are recognised immediately.

We recognise revenues with respect to time and material contracts as related services are performed on a man-month basis.

We recognise revenues from digitisation services as services are rendered to the customers.

We recognise revenues from annual technical service and maintenance contracts on a pro rata basis over the period in which such product up gradation and services are rendered.

Software-as-a-Service ("**SaaS**") constitutes a right to use software functionality in a cloud-based-infrastructure provided by our Company. We recognise SaaS revenues monthly or periodically based on the number of users' right given to customers.

We record amounts received or billed in advance of services performed as advance from customers or unearned revenue. Unbilled revenue represents amount recognised based on services performed in advance of billing in accordance with contract terms.

We report our revenues net of service tax and applicable discount and allowances. Reimbursement of out-of-pocket expenses received from our customers has been netted off with expense.

Depreciation and amortisation

We determine the estimated useful lives of our assets based on the consideration of useful lives as prescribed under Part C of Schedule II of the Companies Act 2013 and the period over which we expect to derive estimated economic benefits from the use of such assets. Leasehold land is amortised over the lease period of 90years. We depreciate all tangible and intangible assets using the straight line method over the estimated useful life of each asset as determined by our management.

We have determined the estimated useful lives of our asset as follows:

Category of fixed assets	Estimated useful life (years)
Tangible Asset	
Building	60
Leasehold improvements[#]	3
Plant and machinery	15

Category of fixed assets	Estimated useful life (years)
Office equipment*	10
Furniture and fixtures	10
Vehicles	8
Computers hardware	
− Server and networks	6
− Computers*	3-5
Intangible Assets	
Computer software	3-4

**Based on internal assessment and technical evaluation, our management believes that the useful lives as given above best represent the period over which our management expects to use these assets. Hence, useful life for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.*
 # Leasehold improvements are depreciated over the period of lease terms of the respective property or three years, whichever is lower.
The Company is depreciating all tangible and intangible assets on straight line method (SLM) over the estimated useful life of each asset as determined by the management. Leasehold land is amortized over lease period i.e. 90 years.

Impairment of assets

We assess at each balance sheet date whether there is any indication that a fixed asset may be impaired. If any such indication exists, we estimate the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, we reduce the carrying amount to its recoverable amount. The reduction is treated as an impairment loss and is recognised in our statement of profit and loss. We reverse an impairment loss if there has been a change in the estimates used to determine the recoverable amount. Impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

Trade receivables

We maintain provision for doubtful debts for estimated losses inherent in our trade receivable portfolio. In establishing the required provision, we consider historical losses adjusted to take into account current market conditions and our customers' financial condition, the amount of trade receivables in dispute and the current ageing and current payment patterns. Trade receivable account balances are charged off against the provision after all means of collection have been exhausted and the potential for recovery is considered remote.

Inventories

We value inventories of stock-in-trade at the lower of cost and net realisable value. We determine cost of stock-in-trade using the first-in-first-out basis.

Foreign currency transaction

We record our foreign exchange transaction using the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss for the year. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the exchange rates on that date and the resultant exchange differences are recognised in the statement of profit and loss. Non-monetary items denominated in a foreign currency, i.e., investments, are carried at historical cost and are stated at the exchange rate on the date of transaction.

We translate the financial statements of an integral foreign operation, Dubai branch operation, into Indian Rupees as if the transaction of the foreign operation were our own operation.

Provisions, contingent liabilities and contingent assets

We recognise a provision when as a result of past events, we have a present obligation, that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. We recognise provisions at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resource is remote.

We do not recognise assets which are of contingent nature. However, if it has become virtually certain that an inflow of economic benefits will arise, we recognise the asset and related income in the financial statements of the period in which the change occurs.

Employee benefits

Short-term employee benefits

We classify all employee benefits payable wholly within 12 months of rendering the service date as short-term employee benefits. Benefits such as salaries, wages and bonus are recognised in the statement of profit and loss in the period in which our employee renders the related service.

Post-employment benefits

Defined contribution plans: Our Company's provident fund is a defined contribution under which we make specified contribution towards employee provident fund scheme which is a defined contribution plan. Our contribution is recognised as an expense in the statement of profit and loss during the period in which the employee renders the related services.

Defined benefit plans: Our Company's gratuity plan is a defined benefit plan. Present value of obligations such as defined benefit plan is determined based on an actuarial valuation carried out by an independent actuary using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Actuarial gains and losses are recognised immediately in the consolidated statement of profit and loss.

Other long-term benefits

Obligation in respect of compensated absences is provided on the basis of actuarial valuation carried out by an independent actuary using the projected unit credit method, , which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government bonds as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Employee share based compensation

We calculate the employee stock compensation expense based on the intrinsic value method. Any excess of fair value of the underlying equity shares as on the date the options are granted over the exercise price of such options given to the employees under the Employee Stock Option Scheme is regarded as employee compensation expense. We recognise this on a graded vesting basis over the vesting period in accordance with the "Guidance Note on Accounting for Employee Share-based Payments" issued by the Institute of Chartered Accountants of India. We have set up a trust to administer the ESOP Plan under which options have been granted to employees.

Segment accounting policies

We have consistently applied our accounting principles consistently used in the preparation of our financial statements to record revenue and expenditure in individual segments.

Segment assets and liabilities

We have allocated all segment assets and liabilities to the various segments on the basis of specific identification. Segment assets consist primarily of fixed assets, capital work-in progress, trade receivables, loans and advances and service income accrued but not billed. Segment assets exclude unallocated advance tax, deferred tax assets and other assets not specifically identify with a segment.

Segment liabilities include sundry creditors, other liabilities and staff benefits, and do not include share capital, reserve and surplus, provision for income tax and other liabilities not specifically identifiable with a segment.

Segment revenue and expenses

Segment revenue and expenses are directly attributable to the segment and have been allocated to various segments on the basis of specific identification. Segment revenue does not include interest income, miscellaneous income in respect of non-segmental activities, depreciation on unallocated corporate fixed assets, finance costs, tax expense and other expense in respect of non-segmental activities.

Unallocated assets, liabilities, revenues and expenses

Certain assets, liabilities, revenues and expenses are not specifically allocated to individual segments as the underlying services are used interchangeably. We believe that it is not practicable to provide segment disclosures relating such assets, liabilities, revenues and expenses and accordingly such assets, liabilities, revenues and expenses are disclosed as ‘unallocated’.

Taxation

Our income tax expense comprises of current tax and deferred tax charge or credit.

We measure our current tax at the amount expected to be paid to or recovered from the taxation authorities, using the applicable tax rates and tax laws.

We recognise deferred tax in respect of timing difference between taxable income and accounting income, i.e., differences that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognised using the tax rates and the tax laws that have been enacted or substantively enacted by the balance sheet date.

We recognise deferred tax assets only to the extent that there is a reasonable certainty that the assets can be realised in the future. In situation where there is unabsorbed depreciation or carried forward loss under the taxation laws, deferred tax assets are recognised only if there is a virtual certainty supported by convincing evidence that they can be realised against future taxable income. Deferred tax assets are reviewed at each balance sheet date and written-down or written-up to reflect the amount that is reasonably or virtually (as the case maybe) to be realised.

We recognise the Minimum Alternative Tax (“**MAT**”) as provided in the Income-tax Act, 1961, as current tax in our statement of profit and loss. The credit available under the act with respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that we will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. We review MAT credit which has been recognised as an asset at each balance sheet date and write down to the extent the aforesaid convincing evidence no longer exists.

Principal Components of our Statement of Profit and Loss

Revenue

Our revenue comprises revenue from operations and other income.

Revenue from operations

Our revenue from operations primarily comprises revenue from: (i) sale of software products, (ii) annuity based revenue, and (iii) sale of services.

Sale of products (softwares) includes our revenue from sale of licenses for our software products. We enter into licensing agreements with our customers for each product whereby our customers are required to pay licensing fees to us. The licensing fee constitutes a one-time upfront fee. Additional license fees is payable for new users.

Annuity based revenue includes: (i) revenue from annual technical service and annual maintenance contracts (ATS/AMC), (ii) revenue from support and development services, and (iii) SaaS revenue. In addition to the licensing agreements, we also typically enter into ATS/AMC contacts with our customers, whereby our customers are required to pay maintenance fees annually. We also provide remedial support and development services to our customers and charge support fees on a periodic basis. SaaS revenue relates to our customers' use of software functionality in a cloud-based-infrastructure provided by us and the customers pay PUPM (per user per month) fees to us on a monthly, quarterly or annual basis.

Sale of services includes our revenue from implementation, development and digitisation services. Implementation refers to the service of installing and integrating our products with the customer's existing platform or system. We charge an implementation fee on a fixed cost or man-month basis. Development refers to work done for customer based on its requirements charged on fixed cost or man-month basis. Digitisation services refer to scanning of documents and archival to a documents management.

The following table shows a breakdown of our revenue from operations for the periods indicated:

(₹ in million)

	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Sale of products - softwares	508.16	1,168.15	676.72	753.95
Annuity based revenue				
ATS/AMC	409.96	736.90	587.05	465.67
Support	591.13	941.71	802.86	723.99
SaaS Revenue	40.69	28.44	14.90	2.27
Sale of services				
Implementation	427.66	1,225.91	1,204.99	995.72
Scanning	94.91	169.87	181.41	140.44
Sale of hardware	-	-	0.13	2.60
Revenue from operations	**2,072.51**	**4,270.98**	**3,468.06**	**3,084.64**

Our revenues are generated from four main geographic markets: India, EMEA, USA and APAC (ex-India). We present our revenues by customer location based on the location of the specific customer site that we serve, irrespective of the location of the headquarters of the customer. The following table shows our revenue from operations on the basis of the geographic markets for the period indicated.

	Six months ended September 30, 2017		Fiscal 2017		Fiscal 2016		Fiscal 2015	
	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
India	735.43	35.48	1,692.30	39.62	1,135.00	32.73	1,036.28	33.59
EMEA*	603.79	29.13	1,165.14	27.28	1,154.43	33.28	997.64	32.35
USA	523.56	25.27	1,112.79	26.05	943.15	27.20	893.14	28.95
APAC#	209.73	10.12	300.75	7.05	235.48	6.79	157.58	5.11
Revenue from operations	**2,072.51**	**100.00**	**4,270.98**	**100.00**	**3,468.06**	**100.00**	**3,084.64**	**100.00**

* *EMEA refers to Europe, Middle East and Africa*
\# *Asia-Pacific excluding India*

Other income

Our other income primarily consists of: (i) interest income on bank deposits, (ii) dividend income on mutual fund investment, (iii) interest income on government bond investment, (iv) profit on sale of mutual fund investment, and (v) net foreign exchange fluctuation gain.

Expenses

Our expenses comprise: (i) purchases of stock-in-trade, (ii) employee benefits, (iii) finance costs, (iv) depreciation and amortisation, and (v) other expenses.

Purchase of stock-in-trade

Purchase of stock-in-trade comprises of our purchase of scanners, third party software products and others.

Employee benefits

Our employee benefits expenses comprise: (i) salaries, wages and bonus, (ii) contribution to provident fund and other funds, (iii) employee stock compensation expense, (iv) compensated absences, (v) gratuity, and (vi) staff welfare. Our employee benefits expenses include software development costs. Historically, we have not capitalised these costs.

The following table shows a breakdown of our employee benefits expenses for the periods indicated:

(₹ in million)

	Six months ended September 30, 2017	**Fiscal 2017**	**Fiscal 2016**	**Fiscal 2015**
Salaries, wages and bonus	1,095.88	1,942.39	1,678.15	1,315.21
Contribution to provident fund and other funds	31.91	60.94	59.33	47.16
Employee stock compensation expense	2.83	-	0.50	-
Compensated absences	10.72	22.82	19.11	16.64
Gratuity	13.00	32.57	36.09	22.59
Staff welfare	22.18	37.30	38.82	30.69

Finance costs

Our finance costs comprise: (i) interest expense on short-term borrowings, (ii) interest on deferred liability for leasehold land, and (iii) other finance costs.

Depreciation and amortisation expenses

Our tangible and intangible assets are depreciated and amortised over periods corresponding to their estimated useful lives. See "***Significant Accounting Policies - Depreciation and Amortisation***" above.

Other expenses

Our other expenses primarily comprise: (i) rent, (ii) travelling and conveyance, (iii) legal and professional, (iv) digitation (scanning) charges, (v) advertisement and publicity, (vi) insurance, (vii) repairs and maintenance, (viii) recruitment, (ix) office maintenance expense, (x) communication, (xi) provision for doubtful receivables, (xii) membership and subscription and software, and (xiii) maintenance expense.

The following table shows a breakdown of our other expenses for the periods indicated:

(₹ in million)

	Six months ended September 30, 2017	**Fiscal 2017**	**Fiscal 2016**	**Fiscal 2015**
Rent	84.10	141.74	121.07	69.26
Travelling and conveyance	282.79	477.48	390.90	373.76
Legal and professional	101.70	157.21	135.05	123.83
Digitisation (scanning) charges	24.43	49.37	56.29	44.96
Advertisement and publicity	32.11	53.95	39.90	77.90
Insurance	28.14	52.39	45.79	30.54
Brokerage and commission	23.95	52.30	73.92	54.20
Repairs and maintenance				

	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Buildings	3.39	6.58	7.78	7.52
Computers	5.92	10.15	27.01	10.42
Others	6.66	12.95	13.16	10.40
Rates and taxes	6.89	16.32	12.39	9.33
Recruitment	13.00	16.36	18.25	21.10
Donation	0.67	2.82	2.82	3.23
Office maintenance expense	26.29	49.65	42.50	27.84
Communication	20.84	40.26	35.66	32.43
CSR expenditure	2.69	10.51	4.88	2.48
Electricity and water	18.85	30.78	31.41	26.28
Auditors' remuneration				
Statutory audit fee	2.00	2.00	2.00	1.50
Group audit fee	-	1.40	1.40	2.00
Reimbursement of expenses	-	0.10	0.15	0.25
Provision for doubtful trade receivables	51.07	148.98	74.57	66.14
Bad debt written off	-	-	1.86	0.87
Loans and advances written off	-	0.66	0.34	-
Provision for loans and advances	-	-	0.22	0.50
Membership and subscription	30.45	48.75	40.30	27.29
Security charges	9.47	15.62	14.83	12.73
Equipment hiring charges	1.56	2.89	3.14	3.38
Software and license maintenance expense	15.51	37.03	30.56	24.30
Printing and stationery	5.54	9.17	7.67	5.04
Net loss on sale/retirement of fixed assets	0.29	0.01	1.22	-
Diminution in market value of current investment	0.17	0.63	2.52	2.17
Net foreign exchange fluctuation loss	0.00	19.81	-	-
Miscellaneous expenses	1.28	7.07	3.95	0.89

Tax expense

Our tax expense comprises current tax and deferred tax credit.

Results of Operations

The following table shows our consolidated statement of profit and loss for the periods indicated:

	Six months ended September 30, 2017	Fiscal 2017		Fiscal 2016		Fiscal 2015	
	(₹ in million)	**(₹ in million)**	**(%)**	**(₹ in million)**	**(%)**	**(₹ in million)**	**(%)**
Revenue							
Revenue from operations	2,072.51	4,270.98	98.46	3,468.06	99.18	3,084.64	97.55
Other income	27.02	66.67	1.54	28.64	0.82	77.49	2.45
Total revenue	**2,099.53**	**4,337.65**	**100.00**	**3,496.70**	**100.00**	**3,162.13**	**100.00**
Expenses							
Purchases of stock-in-trade	-	-	-	-	-	1.73	0.05
Changes in inventories of stock-in-trade	-	-	-	-	-	-	-
Employee benefits	1,176.52	2,096.02	48.32	1,832.00	52.39	1,432.29	45.30
Finance costs	18.98	42.62	0.98	35.14	1.01	21.36	0.68
Depreciation and amortisation	27.68	48.37	1.12	43.66	1.25	43.69	1.38
Other expenses	799.76	1,474.94	34.00	1,243.51	35.56	1,072.54	33.92
Total expenses	**2,022.94**	**3,661.95**	**84.42**	**3,154.31**	**90.21**	**2,571.61**	**81.33**
Profit before tax	**76.59**	**675.70**	**15.58**	**342.39**	**9.79**	**590.52**	**18.67**
Tax expense							
Current tax	41.51	167.87	3.87	89.80	2.57	148.85	4.71
MAT credit entitlement	-	-	-	-	-	-	-

	Six months ended September 30, 2017	Fiscal 2017		Fiscal 2016		Fiscal 2015	
	(₹ in million)	(₹ in million)	(%)	(₹ in million)	(%)	(₹ in million)	(%)
Deferred tax credit	(23.34)	(15.79)	(0.36)	(25.61)	(0.73)	(22.13)	(0.70)
Profit after tax for the year	**58.42**	**523.62**	**12.07**	**278.20**	**7.96**	**463.80**	**14.67**

The following table shows our EBITDA Adjusted for Other Income for the periods indicated:

(₹ in million)

	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Earnings less other income before interest, taxes, depreciation and amortisation (EBITDA Adjusted for Other Income)	96.23	700.02	392.55	578.08

The following table shows reconciliation between our PAT and EBITDA Adjusted for Other Income for the periods indicated:

(₹ in million, except margin in %)

Particulars	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Profit after tax	58.42	523.62	278.20	463.80
Add: Tax expense	18.17	152.08	64.19	126.72
Profit before tax	76.59	675.70	342.39	590.52
Add: Finance costs	18.98	42.62	35.14	21.36
Add: Depreciation and amortization	27.68	48.37	43.66	43.69
Less: Other income	27.02	66.67	28.64	77.49
EBITDA Adjusted for Other Income	**96.23**	**700.02**	**392.55**	**578.08**
EBITDA Adjusted for Other Income Margin (%)	**4.64**	**16.39**	**11.32**	**18.74**

EBITDA Adjusted for Other Income presented in this Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Indian GAAP, IFRS or US GAAP. Furthermore, EBITDA Adjusted for Other Income is not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Indian GAAP, Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. Although EBITDA Adjusted for Other Income is not a measure of performance calculated in accordance with applicable accounting standards, we believe that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance. In addition, EBITDA Adjusted for Other Income is not a standardised term, hence a direct comparison of EBITDA Adjusted for Other Income between companies may not be possible. Other companies may calculate EBITDA Adjusted for Other Income differently from us, limiting its usefulness as a comparative measure.

Six months ended September 30, 2017

Revenue

Our total revenue was ₹ 2,099.53 million for the six months ended September 30, 2017 comprising revenue from operations and other income.

Revenue from operations

Our revenue from operations was ₹ 2,072.51 million for the six months ended September 30, 2017, comprising sale of products (softwares), annuity based revenue, sale of services and sale of hardware.

Sale of products (softwares): Our revenue from sale of products (softwares) was ₹ 508.16 million for the six months ended September 30, 2017.

Annuity based revenue: Our annuity based revenue was ₹ 1,041.78 million for the six months ended September 30, 2017 and comprised mainly of revenue from ATS/AMC of ₹ 409.96 million, revenue from support of ₹ 591.13 million and SaaS revenue of ₹ 40.69 million.

Sale of services: Our revenue from sale of services was ₹ 522.57 million for the six months ended September 30, 2017 and comprised revenue from sale of implementation services of ₹ 427.66 million and from sale of scanning services of ₹ 94.91 million.

Sale of hardware: We had no revenues from sale of hardware for the six months ended September 30, 2017.

Other income

Our other income was ₹ 27.02 million for the six months ended September 30, 2017 primarily from interest on Bonds and dividend on our mutual fund investments.

Expenses

Our total expenses were ₹ 2,022.94 million for the six months ended September 30, 2017 primarily comprising employee benefits, finance costs, depreciation and amortisation and other expenses.

Employee benefits

Our employee benefits expenses were ₹ 1,176.52 million for the six months ended September 30, 2017 primarily comprising salaries, wages and bonus.

Finance costs

Our finance costs were ₹ 18.98 million for the six months ended September 30, 2017 primarily comprising interest expense on short-term borrowings, interest on deferred liability for leasehold land and other finance costs.

Depreciation and amortisation

Our depreciation and amortisation were ₹ 27.68 million for the six months ended September 30, 2017 primarily comprising depreciation of our tangible assets and amortisation of our immovable assets.

Other expenses

Our other expenses were ₹ 799.76 million for the six months ended September 30, 2017 primarily comprising: (i) travelling and conveyance expenses, (ii) provision for doubtful trade receivables, (iii), rent, (iv) net foreign exchange loss, and (v) legal and professional expenses, partially offset by decreases in: (i) brokerage and commission, and (ii) repairs and maintenance.

Profit before tax

As a result of the foregoing, our profit before tax was ₹ 76.59 million for the six months ended September 30, 2017.

Tax expenses

Our tax expense was ₹ 18.17 million in the six months ended September 30, 2017.

Profit after tax for the year

Due to the factors discussed above, our profit after tax for the year was ₹ 58.42 million for the six months ended September 30, 2017.

Fiscal 2017 compared to Fiscal 2016

Revenue

Our total revenue increased by 24.05% to ₹ 4,337.65 million in fiscal 2017 from ₹ 3,496.70 million in fiscal 2016, due to increases in both revenue from operations and other income.

Revenue from operations

Our revenue from operations increased by 23.15% to ₹ 4,270.98 million in fiscal 2017 from ₹ 3,468.06 million in fiscal 2016, primarily due to increases in our sale of products (softwares), annuity based revenue and sale of services.

Sale of products (softwares): Our revenue from sale of products (softwares) increased by 72.62% to ₹ 1,168.15 million in fiscal 2017 from ₹ 676.72 million in fiscal 2016. This increase was primarily driven by sale of softwares to new customers and new sales to existing customers (due to increase in the number of users of our softwares at such existing customers' organisations).

Annuity based revenue: Our annuity based revenue increased by 21.51% to ₹ 1,707.05 million in fiscal 2017 from ₹ 1,404.81 million in fiscal 2016, due to increases in our revenue from ATS/AMC, Support and SaaS.

1. Our revenue from ATS/AMC increased by 25.53% to ₹ 736.90 million in fiscal 2017 from ₹ 587.05 million in fiscal 2016, primarily driven by an increase in sale of softwares in the last 12 to 18 months, there being a time lag between sale of softwares and payments received from ATS/AMC related services (as the services begin after the warranty period or after implementation is complete).
2. Our revenue from support increased by 17.29% to ₹ 941.71 million in fiscal 2017 from ₹ 802.86 million in fiscal 2016, primarily driven by a greater volume of support orders received.
3. Our SaaS revenue increased by 90.87% to ₹ 28.44 million in fiscal 2017 from ₹ 14.90 million in fiscal 2016, which was primarily driven by an increase in sale of softwares deployed on cloud.

Sale of services: Our revenue from sale of services increased marginally by 0.68% to ₹ 1,395.78 million in fiscal 2017 from ₹ 1,386.40 million in fiscal 2016, due to an increase in sale of implementation services partially offset by a decrease in sale of scanning services.

1. Our sale of implementation services increased marginally by 1.74% to ₹ 1,225.91 million in fiscal 2017 from ₹ 1,204.99 million fiscal 2016, due to a decrease in sale of softwares in the previous fiscal, there being a time lag between sale of softwares and completion of implementation services.
2. Our sale of scanning services decreased by 6.36% to ₹ 169.87 million in fiscal 2017 from ₹ 181.41 million in fiscal 2016, due to a decrease in the number of scanning orders.

Sale of hardware: There was no revenue from sale of hardware in fiscal 2017. We recorded revenue from sale of hardware of ₹ 0.13 million in fiscal 2016. We sell hardware (after purchasing it from a third party) in very rare situations on a specific customer request.

Other income

Our other income increased by 132.79% to ₹ 66.67 million in fiscal 2017 from ₹ 28.64 million in fiscal 2016, primarily due to an increase in profit on sale of mutual fund investment in fiscal 2017.

Expenses

Our total expenses increased by 16.09% to ₹ 3,661.95 million in fiscal 2017 from ₹ 3,154.31 million in fiscal 2016, primarily due to increases in employee benefits and administration expenses.

Employee benefits

Our employee benefits expenses increased by 14.41% to ₹ 2,096.02 million in fiscal 2017 from ₹ 1,832.00 million in fiscal 2016, primarily due to an increase in salaries, wages and bonus as a result of an increase in number of employees and higher salaries.

Finance costs

Our finance costs increased by 21.29% to ₹ 42.62 million in fiscal 2017 from ₹ 35.14 million in fiscal 2016, due to increases in interest expense on short-term borrowings (due to increase in total borrowings), interest on deferred liability for leasehold land and other finance costs.

Depreciation and amortisation

Our depreciation and amortisation increased by 10.79% to ₹ 48.37 million in fiscal 2017 from ₹ 43.66 million in fiscal 2016, primarily due to an increase in the depreciation of our tangible assets (which was due to additions in our tangible assets during the year).

Other expenses

Our other expenses increased by 18.61% to ₹ 1,474.94 million in fiscal 2017 from ₹ 1,243.51 million in fiscal 2016, primarily due to increases in: (i) travelling and conveyance expenses, (ii) provision for doubtful trade receivables, (iii), rent, (iv) net foreign exchange loss, and (v) legal and professional expenses, partially offset by decreases in: (i) brokerage and commission, and (ii) repairs and maintenance. The increase in travelling and conveyance expenses was due to an increase in the number of orders executed and marketing initiatives undertaken by us. Our provision for doubtful receivables increased in fiscal 2017 as a result of more stringent debtor provisioning by us.

Profit before tax

As a result of the foregoing, our profit before tax increased by 97.35% to ₹ 675.70 million in fiscal 2017 from ₹ 342.39 million in fiscal 2016.

Tax expenses

Our tax expense increased by 136.92% to ₹ 152.08 million in fiscal 2017 from ₹ 64.19 million in fiscal 2016, primarily due to an increase in our current tax liability, as a result of the increase in our taxable profit in fiscal 2017 which was offset by lower deferred tax credit.

Profit after tax for the year

Due to the factors discussed above, our profit after tax for the year increased by 88.22% to ₹ 523.62 million in fiscal 2017 from ₹ 278.20 million in fiscal 2016.

Certain Balance Sheet Items

Property, plant and equipment

To cater to the requirement of increased business and correspondingly increased employee base, we continuously invested every year in computers & servers, property, and basic infrastructure like furniture and fittings, air conditioners, back-up generators, office equipment etc. In fiscal 2016, we purchased land from Yamuna Expressway Industrial Development Authority in Greater Noida. The cost of that land was ₹ 250.84 million and this was added in fixed assets under the category 'leasehold land' in fiscal 2016 resulting in sharp increase in fixed assets. In fiscal 2017, we made limited investment in fixed assets; which was less than the depreciation for that year resulting in decrease in fixed assets in fiscal 2017.

Capital Work-In-Progress

Capital work-in-progress includes the cost incurred on construction of buildings. Until fiscal 2016, only the construction work at our office situated in Chennai was part of capital work in progress but in fiscal 2017, we also started construction work at E-44/13, Okhla Phase-II, New Delhi. This led to a sharp increase in capital work-in-progress in fiscal 2017.

Intangible Assets

Intangible assets include softwares for running computer applications. In fiscals 2017 and 2016, we added new intangible assets and amortized existing assets in accordance with our accounting policies.

Trade Payables

As we have grown from fiscal 2016 to fiscal 2017, we have witnessed an increase in our operating revenues which has, in turn, led to an increase in our trade payables.

Other Current Liabilities

Other current liabilities primarily include payables in relation to employees, statutory dues payable and deferred revenue. As we have grown from fiscal 2016 to fiscal 2017, we have witnessed an increase in payables in relation to our employees, and an increase in our domestic revenues which has, in turn, led to a corresponding increase in our direct and indirect tax liabilities. Further, with the increase in license sales, the AMC revenue also increased gradually during this period. Since AMC is done on an annual basis, the revenue of which is recognized over the period of AMC resulting into deferment of revenue every year, the deferred revenues in our profit and loss statement have also increased over these fiscals.

Long Term Liabilities

In fiscal 2016, we purchased a plot of land from the Yamuna Expressway Industrial Development Authority in Greater Noida at a total cost of ₹ 250.84 million. 30.00% of the total consideration was payable at the time of allotment while the remaining 70.00% was payable in 12 half yearly equal instalments along with interest at the rate of 12.00%. The long term liabilities reflect the outstanding amount of these instalments.

Fiscal 2016 compared to Fiscal 2015

Revenue

Our total revenue increased by 10.58% to ₹ 3,496.70 million in fiscal 2016 from ₹ 3,162.13 million in fiscal 2015, primarily due to an increase in our revenue from operations which was partially offset by a decrease in our other income.

Revenue from operations

Our revenue from operations increased by 12.43% to ₹ 3,468.06 million in fiscal 2016 from ₹ 3,084.64 million in fiscal 2015, primarily due to increases in sale of services and annuity based revenue, partially offset primarily by decreases in sale of products (softwares). The growth in revenue from operations was lesser than the growth in fiscal 2017 primarily due to a decrease in the sale of products (softwares).

Sale of products (softwares): Our revenue from sale of products (softwares) decreased by 10.24% to ₹ 676.72 million in fiscal 2016 from ₹ 753.95 million in fiscal 2015. This decrease was due to lower sales to new customers and lower incremental sales to existing customers. Such decrease was primarily due to low crude oil prices due to which the IT budgets and spending of several new potential customers and existing customers in the Middle East were adversely affected, thereby impairing our revenues from EMEA.

Annuity based revenue: Our annuity based revenue increased by 17.86% to ₹ 1,404.81 million in fiscal 2016 from ₹ 1,191.93 million in fiscal 2015, due to increases in our revenue from ATS/AMC, support and SaaS.

i. Our revenue from ATS/AMC increased by 26.07% to ₹ 587.05 million in fiscal 2016 from ₹ 465.67 million in fiscal 2015, primarily driven by an increase in sale of softwares in the last 12 to 18 months, there being a time lag between sale of softwares and payments received from ATS/AMC related services (as the services begin after the warranty period or after implementation is complete).
ii. Our revenue from support increased by 10.89% to ₹ 802.86 million in fiscal 2016 from ₹ 723.99 million in fiscal 2015, primarily driven by a greater volume of support orders received.
iii. Our SaaS revenue increased by 556.39% to ₹ 14.90 million in fiscal 2016 from ₹ 2.27 million in fiscal 2015, primarily driven by an increase in sale of software deployed on cloud.

Sale of services: Our revenue from sale of services increased by 22.03% to ₹ 1,386.40 million in fiscal 2016 from ₹ 1,136.16 million in fiscal 2015, due to increases in sale of implementation and scanning services.

i. Our sale of implementation service increased by 21.02% to ₹ 1,204.99 million in fiscal 2016 from ₹ 995.72 million in fiscal 2015, due to an increase in sale of softwares in previous fiscal, there being a time lag between sale of softwares and completion of implementation services.
ii. Our sale of scanning service increased by 29.17% to ₹ 181.41 million in fiscal 2016 from ₹ 140.44 million in fiscal 2015, due to an increase in the number of scanning orders.

Sale of hardware: Our sale of hardware decreased by 95.00% to ₹ 0.13 million in fiscal 2016 from ₹ 2.60 million in fiscal 2015. We sell hardware (after purchasing it from a third party) in very rare situations on a specific customer request.

Other income

Our other income decreased by 63.04% to ₹ 28.64 million in fiscal 2016 from ₹ 77.49 million in fiscal 2015. This decrease was primarily due to a decrease in the profit on sale of mutual fund investment and higher foreign exchange gain in fiscal 2016.

Expenses

Our total expenses increased by 22.66% to ₹ 3,154.31 million in fiscal 2016 from ₹ 2,571.61 million in fiscal 2015. This increase was primarily due to increases in employee benefits, finance costs and other expenses.

Purchases of stock-in-trade

There was no purchase of stock-in-trade in fiscal 2016. We recorded purchase of stock-in-trade of ₹ 1.73 million in fiscal 2015 in relation to purchase of certain hardware components.

Employee benefits

Our employee benefits expenses increased by 27.91% to ₹ 1,832.00 million in fiscal 2016 from ₹ 1,432.29 million in fiscal 2015. This increase was primarily due to hiring of senior level professionals for sales and marketing in USA, and an increase in salaries, wages and bonus as a result of both, an increase in number of employees and higher salaries.

Finance costs

Our finance costs increased by 64.51% to ₹ 35.14 million in fiscal 2016 from ₹ 21.36 million in fiscal 2015. This increase was primarily due to interest on deferred liability in respect of a leasehold land (pertaining to loan taken for purchase of leasehold land in Greater Noida) in fiscal 2016.

Depreciation and amortisation

Our depreciation and amortisation decreased marginally by 0.07% to ₹ 43.66 million in fiscal 2016 from ₹ 43.69 million in fiscal 2015.

Other expenses

Our other expenses increased by 15.94% to ₹ 1,243.51 million in fiscal 2016 from ₹ 1,072.54 million in fiscal 2015. This increase was primarily due to increases in: (i) rent (due to leasing of additional office space in IT-SEZ, Sector-144, Noida), (ii) computer repair expenses, (iii) office maintenance expenses (due to leasing of additional office space in IT-SEZ, Sector-144, Noida), (iv) digitisation charges, (v) provision for doubtful receivables, and (vi) membership and subscription expenses, partially offset by a decrease in advertisement and publicity expenses.

Profit before tax

As a result of the foregoing, our profit before tax decreased by 42.02% to ₹ 342.39 million in fiscal 2016 from ₹ 590.52 million in fiscal 2015.

Tax expenses

Our tax expense decreased by 49.35% to ₹ 64.19 million in fiscal 2016 from ₹ 126.72 million in fiscal 2015. This decrease was primarily due to a decrease in our current tax liability as a result in the decrease in our taxable profit in fiscal 2016 offset by higher deferred tax credit in fiscal 2016.

Profit after tax for the year

The revenue from sale of products (softwares) decreased by 10.24% to ₹ 676.72 million in Fiscal 2016 from ₹ 753.95 million in Fiscal 2015. This decrease was due to lower sales to new customers and lower incremental sales to existing customers. Such decrease was primarily due to low crude oil prices due to which the IT budgets and spending of several of our new/ potential customers and existing customers in the Middle East were adversely affected, thereby adversely impacting revenues from the EMEA region, consequently impacting our overall revenues. Further, employee benefits expenses increased by 27.91% to ₹ 1,832.00 million in Fiscal 2016 from ₹ 1,432.29 million in Fiscal 2015. This increase was primarily due to hiring of senior level professionals for sales and marketing in USA, and an increase in salaries, wages and bonus as a result of both, an increase in number of employees and higher salaries.

Due to the factors discussed above, our profit after tax for the year decreased by 40.02% to ₹ 278.20 million in fiscal 2016 from ₹ 463.80 million in fiscal 2015.

Liquidity and Capital Resources

Our primary sources of liquidity have historically been cash generated from operations and borrowings from banks. Other than the proceeds from the Fresh Issue, we expect that cash generated from operations and bank borrowings will continue to be our primary sources of liquidity. We believe that after taking into account the expected cash to be generated from our business operations, we have sufficient working capital for both our present and anticipated future requirements for capital expenditures and other cash requirements for 12 months following the date of this Red Herring Prospectus.

Cash flows

The following table sets out a condensed summary of our cash flows for the periods indicated:

(₹ in million)

	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Net cash generated from operating activities	141.13	326.46	111.27	93.19
Net cash used in investing activities	(73.67)	(60.55)	(56.67)	(89.24)
Net cash generated/used in financing activities	10.49	(151.14)	(5.89)	(57.74)
Net cash flows during the year	77.95	114.77	48.71	(53.79)
Effect of exchange difference on cash and cash equivalents held in foreign currency	9.59	(2.49)	0.37	(1.62)
Cash and cash equivalents at the beginning of the year	348.11	235.83	186.75	242.16
Cash and cash equivalents at the end of the year	435.65	348.11	235.83	186.75

Operating activities

Six months ended September 30, 2017

Our net cash generated from operating activities was ₹ 141.13 million for the six months ended September 30, 2017. Our operating cash flow before working capital changes was ₹ 148.37 million for the six months ended September 30, 2017, which was primarily adjusted by income tax paid (net of refund) of ₹ 111.62 million and an decrease in trade receivables of ₹ 330.04 million.

Fiscal 2017

Our net cash generated from operating activities was ₹ 326.46 million in fiscal 2017. Our operating cash flow before working capital changes was ₹ 865.70 million in fiscal 2017, which was primarily adjusted by income tax paid (net of refund) of ₹ 168.32 million, an increase in trade payables of ₹ 39.66 million and an increase in other current and non-current liabilities of ₹ 134.52 million, partially offset by an increase in trade receivables of ₹536.17 million.

Fiscal 2016

Our net cash generated from operating activities was ₹ 111.27 million in fiscal 2016. Our operating cash flow before working capital changes was ₹ 472.97 million in fiscal 2016, which was primarily adjusted by income tax paid (net of refund) of ₹ 165.52 million, an increase in other current and non-current liabilities of ₹ 130.66 million and an increase in provisions of ₹40.17 million, partially offset by an increase in trade receivables of ₹ 350.88 million, increase in current assets of ₹ 32.39 million and a decrease in trade payables of ₹ 9.99 million.

Fiscal *2015*

Our net cash generated from operating activities was ₹ 93.19 million in fiscal 2015. Our operating cash flow before working capital changes was ₹ 649.04 million in fiscal 2015, which was primarily adjusted by income tax paid (net of refund) of ₹ 127.39 million, an increase in trade payables of ₹ 56.86 million and an increase in other current and non-current liabilities of ₹ 73.56 million, partially offset by an increase in trade receivables of ₹ 479.85 million and an increase in other current assets and non-current assets of ₹ 58.19 million.

Investing activities

Six months ended September 30, 2017

Net cash used in investing activities was ₹ 73.67 million for the six months ended September 30, 2017. This was primarily due to purchase of current investments of ₹ 104.17 million and purchase of fixed assets including capital advances of ₹ 79.81 million, partially offset by sale of current investments of ₹ 104.30 million.

Fiscal 2017

Net cash used in investing activities was ₹ 60.55 million in fiscal 2017. This was primarily due to purchase of current investments of ₹ 868.02 million and purchase of fixed assets including capital advances of ₹ 95.51 million, partially offset by proceeds from sale of current investments of ₹ 894.30 million.

Fiscal 2016

Net cash used in investing activities was ₹ 56.67 million in fiscal 2016. This was primarily due to purchase of fixed assets including capital advances of ₹ 217.76 million and purchase of current investments of ₹ 218.07 million, partially offset by proceeds from sale of current investments of ₹ 378.14 million.

Fiscal 2015

Net cash used in investing activities was ₹ 89.24 million in fiscal 2015. This was primarily due to purchase of current investments of ₹ 600.00 million and purchase of fixed assets including capital advances of ₹ 103.85 million, partially offset by proceeds from sale of current investments of ₹ 606.82 million.

Financing activities

Six months ended September 30, 2017

Net cash provided by financing activities was ₹ 10.49 million for the six months ended September 30, 2017. This was primarily due to proceeds from borrowings (net) of ₹ 130.51 million partially offset by dividend paid (including corporate dividend distribution tax) of ₹ 116.10 million.

Fiscal 2017

Net cash used in financing activities in fiscal 2017 was ₹ 151.14 million. This was primarily due to repayment of borrowings (net) of ₹ 48.55 million, dividend paid (including corporate dividend distribution tax) of ₹ 77.58 million and finance costs of ₹ 43.22 million, partially offset by loan repaid by Newgen ESOP Trust of ₹ 18.21 million.

Fiscal 2016

Net cash used in financing activities in fiscal 2016 was ₹ 5.89 million. This was primarily due to dividend paid (including corporate dividend distribution tax) of ₹ 116.31 million and finance costs of ₹ 30.32 million, partially offset by proceeds from borrowings (net) of ₹ 138.79 million.

Fiscal 2015

Net cash used in financing activities in fiscal 2015 was ₹ 57.74 million. This was primarily due to dividend paid (including corporate dividend distribution tax) of ₹ 92.33 million and finance costs of ₹ 21.36 million, partially offset by proceeds from borrowings (net) of ₹ 50.85 million.

Indebtedness

As of September 30, 2017, we had total outstanding indebtedness of ₹ 662.85 million, which consisted of foreign company short term loans. The maturity of our short-term loans extends up to 180 days and these are secured by way of an exclusive charge created on all of our present and future assets and trade receivables and equitable mortgage over certain of our immovable properties.

As of September 30, 2017, the average effective interest rates of our short-term bank borrowings between 2.00% and 3.00%. We did not have any long-term bank borrowings as of September 30, 2017.

The loan agreements that we have entered into with the lender banks contain certain restrictive covenants that limit our ability to undertake certain types of transactions. We are required to obtain an approval from the lender banks for, among other things, availing of any borrowing by our Company and creation of fresh charge on the assets, issuing of any guarantee of any kind, issuing of personal guarantees by the Promoters/Promoter-Directors, change in the equity, control, management and operating structure of our Company or Declaration of dividend. See "***Risk Factors – Some of our loan agreements contain restrictive covenants which may adversely affect our business, results of operations and financial conditions.***" and "***Financial Indebtedness***" on pages 29 and 332, respectively.

Lease Commitments

The following table sets forth information regarding our lease commitments as of September 30, 2017.

	Total	**Payment due by period** **Less than one year**	**Between one and five years**	**Later than five years**
		(₹ in million)		
Operating leases (as lessee)	348.77	125.63	223.15	-

Related Party Transactions

For details relating to our relation party transactions, see "***Annexure XIX – Restated Summary Statement of Other Significant Notes to the Restated Consolidated Financial Statements – Related Party Disclosure***" on page 283.

Off-balance Sheet Arrangements and Contingent Liabilities

As of September 30, 2017, we did not have any contingent liabilities.

Operating Leases

We have entered into operating leases for our office premises and residential accommodation for some of our employees. As of September 30, 2017, the future minimum lease payments in respect of our non-cancellable leases were as follows:

(*₹ in million*)

	As of September 30, 2017
Payable no later than one year	125.63
Payable between one and five years	223.15
Payable later than five years	-
Total	**348.77**

Historical Capital Expenditures

Our capital expenditures include expenditures on tangible and intangible assets. Our tangible assets primarily include buildings, plant and machinery, furniture and fixtures, office equipment, vehicles and computer servers. Our intangible assets include computer software. The following table sets out the additions made to fixed assets for the periods indicated:

(*₹ in million*)

	Six months ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Tangible assets				
Leasehold Land	0.00	1.25	280.21	0.00
Buildings	0.00	3.40	18.93	41.81
Leasehold improvements	0.00	0.00	0.00	0.00
Plant and machinery	1.25	2.08	10.28	0.45
Furniture and fixtures	0.45	1.02	15.70	0.53
Office equipment	3.33	1.69	13.04	3.78
Vehicles	1.05	0.00	3.59	4.97
Computers and servers	15.14	16.37	32.82	27.98
Intangible assets				
Computer software	1.02	2.66	8.34	2.81
Capital work-in progress	63.94	50.37	57.57	18.84
Total capital expenditure	**86.18**	**78.84**	**440.48**	**101.17**

We expect to meet our working capital, capital expenditures and investment requirements for the next 12 months primarily from revenues from operating activities, bank borrowings, as well as the proceeds from the Fresh Issue.

Qualitative Disclosure about Market Risks

Market risk is attributable to all market-sensitive financial instruments, including foreign currency receivables and payables. The value of a financing instrument may change as a result of changes in interest rates, foreign currency exchange rates, commodity, prices, equity prices and other market changes that affect market risk sensitive instruments. Our exposure to market risk is a function of our revenue generating activities and any future borrowing activities in foreign currencies. The objective of market risk management is to avoid excessive exposure of our earnings and equity to loss. Most of our exposure to market risk arises out of our foreign currency account receivables and payables.

Credit risk

We are exposed to credit risk related to monies owned to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for, or write-off, such amounts. As of September 30, 2017, March 31, 2017, 2016 and 2015, our trade receivables were ₹ 2,035.38 million, ₹ 2,393.58 million, ₹ 2,055.06 million and ₹ 1,761.07 million, respectively and provision for doubtful receivables were ₹ 285.79 million, ₹ 234.73 million, ₹ 181.83 million and ₹ 142.44 million, respectively. We believe the increase in our trade receivables is in line with the increase in our revenue from operations. For the six months ended September 30, 2017 and for the years ended March 31, 2017, 2016 and 2015, bad debts written off were nil, nil, ₹ 1.86 million and ₹ 0.87 million, respectively.

Since we have historically witnessed higher sales in the last quarter of a fiscal, our debtor days for the last quarter have been typically higher than the average debtor days for that particular fiscal. Our average debtor cycle was 158 days, 205 days, 216 days and 207 days for the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, respectively. We have taken several measures to improve our average debtor days including adoption of a more stringent collection policy and related incentives, and by making a higher proportion of sales to government/PSUs through our channel partners.

Interest rate risk

We are exposed to market risk with respect to changes in interest rates related to our borrowings. Interest rate risk exists with respect to our indebtedness that bears interest at floating rates tied to certain benchmark rates. Moreover, our interest rate risk is affected primarily by the short-term interest rates set by Indian banks. If the interest rates for our existing or future borrowings increase significantly, our cost of servicing such debt will increase.

Exchange rate risk

Although our Company's reporting currency is INR, we transact a significant portion of our business in other currencies, primarily USD. 64.52%, 60.38%, 67.27% and 66.41% of our revenue from operations for the six months ended September 30, 2017 and for fiscals 2017, 2016 and 2015, respectively, was derived from sales outside India. Substantially, all of our non-Indian sales income is denominated in foreign currencies, primarily in USD. Some of our foreign currency exposure is mitigated by maintaining the Exchange Earner Foreign Currency account in USD, which is used for making foreign payments without currency conversion.

We have not entered into any forward contracts to hedge our foreign currency exchange rate risks. Therefore, our exchange rate risk primarily arises from our foreign currency revenues, cost and other foreign currency assets and liabilities to the extent that there is no natural hedge. For details, see "***Risk Factors – Fluctuations in foreign currency exchange rates could materially affect our financial results***" on page 29.

Reservations, Qualifications and Adverse Remarks

There are no reservations, qualifications and adverse remarks by our Statutory Auditors for the last five fiscals.

Known Trends and Uncertainties

Historically, we have witnessed higher sales of products (softwares) in the second half of a particular fiscal. Our customers plan their IT purchases based on their annual IT budget (financial year of many of our Indian customers begins on April 1 and ends on March 31) and typically increase their IT procurement in such six month period to enable them to fully utilise their annual budgets. Due to this, our revenue from operations is typically higher in the six month period ending March 31 of a particular fiscal. Consequently, our profits before tax are also higher in such six month period given that our expenses are usually substantially similar in all 12 months of a particular fiscal.

We are also witnessing a shift to SaaS i.e. an increasing number of our customers deploying our platform on cloud. Our revenue from SaaS increased from ₹ 2.27 million in fiscal 2015 to ₹ 14.90 million and further to ₹ 28.44 million in fiscals 2016 and 2017, respectively. Our revenue from SaaS for the six months ended September 30, 2017 was ₹ 40.69 million. SaaS is invoiced on a monthly or periodic basis and as the proportion of our revenue from SaaS increases, our revenues would become more uniformly spread over 12 months of a particular fiscal. For details, see "***Risk Factors – Our cloud strategy, including our Software as a Service (SaaS) offerings, may impact our revenues and profitability from our existing and future on-premise enterprise software offerings***" on page 19.

Except as described above, there are no known trends or uncertainties which are expected to have a material adverse impact on our revenues or income from continuing operations.

Unusual or Infrequent Events or Transactions

As of the date of this Red Herring Prospectus, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are likely to Affect Revenue from Operations

There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in the sections "***Risk Factors***", "***Industry Overview***" and "***Our Business***" on pages 15, 106 and 124, respectively.

Material Increase in Revenue from Operations or Other Income

Our business has been affected and we expect that it will continue to be affected by the trends identified above in "*- **Significant Factors Affecting Our Results of Operations***" and the uncertainties described in the section "***Risk Factors***" on page 15. To our knowledge, except as disclosed in this Red Herring Prospectus, there are no known factors which we expect to have a material adverse impact on revenue from operations or other income.

Future Relationships between Costs and Income

Other than as described in this section and the sections "***Risk Factors***" and "***Our Business***" and on pages 15 and 124, respectively, there are no known factors which will have a material adverse impact on our business operations or financial condition.

New Products or Business Segments

Except as set out in this Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments. For details, see "***Our Business***" on page 124.

Competitive Conditions

We expect competition in our industry from existing and potential competitors to intensify. For details, see "***Risk Factors – We face intense competition. If we are unable to compete effectively, the results of operations and prospects for our business could be harmed***" on page 17.

Suppliers or Customers Concentration

We are not dependent on any particular supplier or customer. For details, see "***Our Business***" on page 124.

Significant Developments after September 30, 2017

Except as set out in this Red Herring Prospectus, to our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this Red Herring Prospectus which have materially or adversely affected or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

FINANCIAL INDEBTEDNESS

Our Company and our Subsidiaries avail credit facilities from time to time in the ordinary course of their business. Pursuant to a resolution dated August 22, 2016, passed by our shareholders, our Board has been authorised to borrow sums in excess of the aggregate of our paid-up share capital and free reserves, such that all sums borrowed by our Company (except temporary loans obtained from the bankers to our Company, in the ordinary course of our business) does not exceed, in the aggregate, ₹ 1,250 million.

Facilities availed by us

As on November 30, 2017 our Company has availed secured borrowings of ₹ 805.00 million on a consolidated basis and the amount outstanding as on November 30, 2017 is ₹ 753.24 million. Our Company and our Subsidiaries have not availed any unsecured borrowings. Set forth below is a brief summary of our aggregate outstanding borrowings (both fund based and non-fund based) on a consolidated basis as on November 30, 2017.

(*₹ in million*)

Category of Borrowing	Sanctioned Amount	Amount outstanding as on November 30, 2017
Working capital facilities*	805.00	753.24
Total	805.00	753.24

* *The working capital facilities include sub-limits for other facilities, including letter of credit cash credit, packing credit, short term loan facility, overdraft facility and bank guarantee.*

Key terms of our secured borrowings are disclosed below.

- *Tenor and interest rate*: The tenor of the facilities availed by us typically range up to three years. While one of our borrowings is on a floating rate of interest, the other one is on a rate of interest that is mutually agreed between the parties.

- *Prepayment*: Prepayment of the facilities, if allowed by the relevant facility documentation or made with the prior written consent of the lender, must be made along with the payment of the prepayment charges as may be specified by the lender.

- *Security*: Our secured borrowings are typically secured against:

  i. All present and future stock and book debts of our Company;

  ii. Charge created by equitable mortgage of immovable land and property owned by our Company;

  iii. Cash margin in the form of fixed deposit;

  iv. Negative lien on the immovable property owned by our Company; and

  v. Demand promissory note and letter of continuity.

  As on November 30, 2017, the security created in favour of our lenders is on a *pari passu* basis with each other.

  Guarantees by Promoters: Our Promoters have not issued any guarantee for securing the loans of our Company or our Subsidiaries.

- *Events of Default:* Our borrowing arrangements typically contain standard events of default, including:

  i. Failure to comply with the any of the terms/ conditions of the facilities and/ or financing documents;

  ii. Company ceasing or threatening to cease carrying on of its business;

  iii. Any deterioration or impairment of any security or any decline or depreciation in their value (whether actual or reasonably anticipated), which causes the security or any part of the security, in the judgement of the lender to have become unsatisfactory as to character or value;

iv. Any litigation, arbitration, investigative, regulatory or administrative proceedings/ action that is pending or threatened against our Company, or if any other event occurs which the lender determines has adverse effect on the condition and business of our Company; ability of our Company to perform its obligations under the finance documents; enforceability of the finance documents; or enforceability of the security interest created under the facilities or on the priority/ ranking of such security interest; and

v. Cross-default.

vi. Company failing to make payment of amounts due under the facility.

vii. If any or part of any facility is not utilised for the purpose it was granted.

The events of default and restrictive covenants mentioned above are indicative and there are additional terms that may amount to an event of default under the financing agreements entered into by the Company.

- *Restrictive covenants*: Our Company, under certain financing arrangements availed by it, requires the relevant lender's prior consent for carrying out certain actions, including:

  i. Availing of any borrowing by our Company and creation of fresh charge on the assets;

  ii. Issuing of any guarantee of any kind;

  iii. Issuing of personal guarantees by the Promoters/ Promoter-Directors;

  iv. Change in the equity, control, management and operating structure of our Company; and/ or

  v. Declaration of dividend.

For further details of financial and other covenants required to be complied with in relation to our borrowing, see "***Risk Factors – Some of our loan agreements contain restrictive covenants which may adversely affect our business, results of operations and financial conditions.***" on page 29. Our Company has received consents from the lenders for performing the abovementioned activities with respect to the Offer, as applicable.

SECTION VI – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

Except as stated in this section, there are no (i) outstanding criminal proceedings involving our Company, Directors, Subsidiaries or Promoters; (ii) actions taken by statutory or regulatory authorities against our Company, Directors, Promoters or Subsidiaries; (iii) outstanding claims involving our Company, Directors, Promoters or Subsidiaries for any direct and indirect tax liabilities; (iv) inquiries, inspections or investigations initiated or conducted under the Companies Act against our Company, pending or taken, during the last five years immediately preceding the year of this Red Herring Prospectus; (v) prosecutions filed (whether pending or not); fines imposed or compounding of offences done by our Company and/ or Subsidiaries in the last five years immediately preceding the year of this Red Herring Prospectus; (vi) pending defaults or non-payment of statutory dues by our Company; (vii) litigation or legal action against our Promoters by any ministry or Government department or statutory authority during the last five years immediately preceding this Red Herring Prospectus; (viii) material frauds committed against our Company, in the five years preceding the date of this Red Herring Prospectus; (ix) outstanding dues to creditors of our Company as determined to be material by our Board of Directors in accordance with the SEBI ICDR Regulations; and (x) outstanding dues to small scale undertakings and other creditors. Further, there have been no proceedings initiated against our Company for economic offences or litigation outstanding against any other person, whose outcome could have a material adverse effect on the position of our Company.

Pursuant to the SEBI ICDR Regulations and the Materiality Policy for the purposes of disclosure in this Red Herring Prospectus, all pending litigation involving our Company, Promoters, Directors and Subsidiaries, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' if the monetary amount of claim by or against the entity or person in any such pending matter is in excess of 2.50% of our Company's audited consolidated profit after tax for fiscal 2017, as per the Restated Consolidated Financial Statements, or ₹ 10.00 million, whichever is higher, or any such litigation which is material from the perspective of our Company's business, operations, prospects or reputation.

Further, pre-litigation notices received by our Company and Directors (excluding those notices issued by statutory/regulatory/tax authorities or notices) shall, unless otherwise decided by our Board, not be evaluated for materiality until such time that our Company and the Directors are impleaded in litigation proceedings before any judicial forum.

Further, in terms of the Materiality Policy, creditors to whom an amount exceeding ₹ 9.03 million or 5.00% of our total consolidated trade payables as on March 31, 2017, as per the Restated Consolidated Financial Statements was outstanding, were considered 'material' creditors.

Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus.

I. LITIGATION INVOLVING OUR COMPANY

A. Outstanding litigations against our Company

Tax proceedings

Except as disclosed below, there are no proceedings related to direct and/ or indirect taxes pending against our Company.

(*₹ in million*)

Particulars	Number of cases	Ascertainable amount involved
	Direct tax	
Income Tax	1	7.72
Total	1	7.72

B. Outstanding litigations by our Company

Criminal proceedings

Our Company filed a criminal complaint dated October 31, 2007 before the Metropolitan Magistrate, Saket Court ("**Magistrate Court**"), alleging criminal breach of trust and cheating in relation to the dishonour of five cheques involving an aggregate amount of ₹ 25.00 million issued by Subhendu Sorcar to our Company. The Magistrate Court, on July 26, 2011, issued summons and a non-bailable warrant against Subhendu Sorcar. Subsequently, Subhendu Sorcar filed a petition dated September 1, 2011 before the High Court of Delhi, seeking to quash such criminal complaint and setting aside the order of the Metropolitan Magistrate, and further, seeking a stay of the proceedings before the Magistrate Court during the pendency of the petition.

Material outstanding litigation

Our Company filed a plaint dated September 13, 2007, against the Controller, Assam State Medical Transcription Services, Assam before the High Court of Delhi, for recovery of earnest money, amounting to ₹ 23.00 million along with interest at the rate of 10.00% p.a., deposited by our Company along with two other parties against the proposal of contract for supply, integration and commissioning of Assam State Medical Transcription Services. The High Court of Delhi has passed a decree in favour of our Company for the recovery of ₹ 31.11 million. The decree is yet to be executed.

C. Proceedings initiated against our Company for economic offences

As on the date of this Red Herring Prospectus, there are no proceedings initiated against our Company for any economic offences.

D. Default and non – payment of statutory dues

Our Company does not owe any statutory dues and has not made any defaults or committed any acts involving non-payment of its statutory dues.

E. Material frauds against our Company

There have been no material frauds committed against our Company in the five years preceding the date of this Red Herring Prospectus.

F. Outstanding litigation against any other persons or companies whose outcome could have an adverse effect on us

There are no outstanding litigation, suits, criminal or civil proceedings, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of Schedule V of the Companies Act 2013, show cause notices or legal notices against any other person or company whose outcome could have a material adverse effect on the operations, finances or our position.

II. LITIGATION INVOLVING OUR DIRECTORS

A. Outstanding litigation against our Directors

Outstanding criminal litigation

Siemens Financial Services Private Limited filed a criminal complaint (CC no. 1815/SS/2016) against Leeway Logistics Limited ("**Leeway**") and others, including Saurabh Srivastava who was an independent, non-executive director on the board of Leeway, before the Metropolitan Magistrate, Esplanade, Mumbai ("**Magistrate, Mumbai**"), under the applicable provisions of the Negotiable Instruments Act, 1881 ("**NI Act**"), alleging dishonour of cheques by Leeway amounting in aggregate to ₹ 12.9 lakhs. However, the Supreme of Court of India has in various proceedings under NI Act (including in *S.M.S. Pharmaceuticals Limited* v. *Neeta Bhalla* (2005), *Anita Malhotra* v. *Apparel Export Promotion Council and another* (2012) and *Pooja Ravinder Devidasani* v. *State of Maharashtra* (2014)), held that only directors who are responsible for the day-to-day activities of a company may be proceeded against or prosecuted under the provisions of the NI Act and has previously quashed proceedings against non-executive directors in such matters. Accordingly, Saurabh Srivastava filed a revision application (CRIM A/0102756/2016) before the City Civil and Sessions Court, Mumbai, seeking to quash the proceedings before the Magistrate, Mumbai against him and seeking a stay on the proceedings before the Magistrate, Mumbai to the extent they pertain to him. Saurabh Srivastava resigned from the board of directors of Leeway on May 30, 2016.

B. Outstanding litigation by our Directors

Statutory or regulatory litigation

Diwakar Nigam

Diwakar Nigam, along with the Company and our whole-time Directors, has filed two compounding applications before the NCLT Delhi and the Regional Director (Northern Region), Ministry of Corporate Affairs, Government of India. For details, see "***- Compounding applications filed by our Company and our officials***" below.

T.S. Varadarajan

T.S. Varadarajan, along with the Company and our whole-time Directors, has filed two compounding applications before the NCLT Delhi and the Regional Director (Northern Region), Ministry of Corporate Affairs, Government of India. For details, see "***- Compounding applications filed by our Company and our officials***" below.

Priyadarshini Nigam

Priyadarshini Nigam, along with the Company and our whole-time Directors, has filed two compounding applications before the NCLT Delhi and the Regional Director (Northern Region), Ministry of Corporate Affairs, Government of India. For details, see "***- Compounding applications filed by our Company and our officials***" below.

III. COMPOUNDING APPLICATIONS FILED BY OUR COMPANY AND OUR OFFICIALS

Our Company, Managing Director, whole time Directors, the Chief Financial Officer and Company Secretary have filed five separate compounding applications in September 2017, before the NCLT Delhi and the Regional Director (Northern Region), Ministry of Corporate Affairs, Government of India for (a) failing to obtain the approval of our Audit Committee, Board and our shareholders in terms of the applicable provisions of the Companies Act 2013 for fiscals 2017, 2016 and 2015 and the Companies Act 1956 for fiscals 2014, 2013 and 2012, in relation to the appointment of Shubhi Nigam, daughter of our Managing Director and whole time Director, Priyadarshini Nigam, to an office or place of profit in our Subsidiary, Newgen USA and our Company during such periods and a failure to report such appointment in the notes to financial statements of our Company and the report of our Board attached thereto for fiscals 2017, 2016 and 2015; and (b) failure to disclose in the notes to financial statements of our Company, the appointment of Sonali Nigam, the daughter of our Managing Director and whole time Director, Priyadarshini Nigam, to an office or place of profit in Newgen USA, during fiscals 2017, 2016 and 2015.

Pursuant to orders dated November 17, 2017 passed by NCLT Delhi, three of these compounding applications have been disposed of and the respective compounding fees have been paid. As on the date of this Red Herring Prospectus, two compounding applications submitted before the Regional Director (Northern Region), Ministry of Corporate Affairs, Government of India are outstanding. Additionally, our Managing Director and each of the whole time Directors have paid ₹ 50,000 towards compounding fees, in respect of one of the outstanding compounding applications, the order of the Regional Director (Northern Region), Ministry of Corporate Affairs, Government of India is pending as on the date of this Red Herring Prospectus.

Pursuant to a letter dated December 18, 2017 by the Regional Director (Northern Region), Ministry of Corporate Affairs, Government of India, the other outstanding compounding application has been transferred to NCLT Delhi due to lack of jurisdiction. Consequently, our Company, our Managing Director and whole-time Directors have filed a revised application dated December 19, 2017 for the pending matter before the NCLT Delhi.

IV. INQUIRIES, INVESTIGATIONS OR INSPECTIONS

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act 2013 or any previous company law in the last five years immediately preceding the year of issue of this Red Herring Prospectus in the case of our Company any of its Subsidiaries.

V. PAST CASES WHERE PENALTIES WERE IMPOSED, OFFENCES WERE COMPOUNDED OR PROSECUTIONS WERE FILED

Other than as disclosed under "- ***Compounding Applications Filed by our Company and our Officials***" above, there are no past cases where penalties were imposed, offences were compounded or prosecutions were filed in the last five years immediately preceding the year of issue of this Red Herring Prospectus for our Company and its Subsidiaries.

VI. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As of September 30, 2017, we had 199 creditors. The amount due to these creditors was ₹ 43.71 million. The aggregate outstanding amount of trade payable including export commission, expense payable and amount due to such creditors as on September 30, 2017 was ₹ 187.35 million.

As per the Materiality Policy, creditors to whom an amount exceeding ₹ 9.03 million, which is 5.00% of our total consolidated trade payables as on March 31, 2017, as per the Restated Consolidated Financial Statements, was outstanding, were considered 'material' creditors. Based on the above, there are no material creditors of our Company as on September 30, 2017.

Based on information available with our Company, there is no amount outstanding to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as of September 30, 2017.

The details pertaining to net outstanding dues towards our creditors as on September 30, 2017 are available on the website of our Company at http://www.newgensoft.com/. It is clarified that such details available on our website do not form a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at their own risk.

Material developments since the last balance sheet date

Except as stated in "***Management's Discussion and Analysis of Financial Condition and Results of Operation – Significant Developments after September 30, 2017***" on page 331, no circumstances have arisen since September 30, 2017, the date of the last Restated Financial Information disclosed in this Red Herring Prospectus, which materially and adversely affect or are likely to affect, our operations or earnings taken as a whole, the value of our consolidated assets or our ability to pay our material liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our Company can undertake the Offer and our Company and Subsidiaries, respectively, can undertake its respective current business activities, including on the basis of the list of material approvals provided below, and other than as stated below, no further material approvals from any regulatory authority are required to undertake the Offer or continue such business activities. Unless otherwise stated, these approvals are valid as of the date of this Red Herring Prospectus.

I. General details

Incorporation details of our Company

1. Certificate of incorporation dated June 5, 1992 issued to our Company by the RoC in the name of 'Newgen Software Technologies Private Limited'.

2. Our Company was declared a deemed public company in terms of Section 43A of the Companies Act, 1956, with effect from July 1, 1997 and subsequently, pursuant to a resolution dated June 7, 2000 of our shareholders, our Company was converted into a public limited company. Consequently, the RoC issued a fresh certificate of incorporation pursuant to change of name upon conversion to a public limited company on June 13, 2000.

For details of corporate and other approvals obtained in relation to the Offer, see "***Other Regulatory and Statutory Disclosures – Authority for the Offer - Corporate Approvals***" on page 343.

Tax related approvals

(i) The permanent account number of our Company is AAACN0500F.

(ii) The tax deduction account number of our Company is DELN02096D.

(iii) The GST registration number of our Company is 07AAACN0500F1Z8.

(iv) The service tax registration number for our office situated at Oxygen Business Parks Private Limited ("**SEZ Unit**") is AAACN0500FSD002.

Labour and Employee related approvals

(i) Under the provisions of the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 our Company has been allotted employee provident fund code number DL/17008.

(ii) Under the Employee State Insurance Act, 1948, our Company has been allotted the employee state insurance code number 11-42606-101/Z-5.

II. Approvals in relation to operations of our Company

We require various approvals to carry on our operations in India. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements. An indicative list of the material approvals required by us for conducting the operations of our Company are provided below ("**Key Approvals**"):

A. *Approvals in relation to our export operations*

We are required to obtain various approvals, in relation to our export operations, from various authorities like the Ministry of Commerce and Industry, Government of India, Electronics and Computer Software Export Promotion Council, the Ministry of Communications and Information Technology, Government of India. These Key Approvals include the importer-exporter code, registration cum membership certificate with the status of 'manufacturer exporter', certificate of registration as a non-STP unit and recognition as 'One Star Export House'.

B. *Approvals in relation to our SEZ Units:*

Our Company is required to take an approval for entitling our SEZ unit to benefits under the SEZ Act for undertaking software development and rendering support services. We are also required to obtain a membership of the Export Promotion Council for Export Oriented Units and SEZs, in respect of our SEZ Unit.

C. *Shops and establishments' registrations:*

In states where our unit and offices are operational, registrations under the respective shops and establishments acts of those states, wherever enacted and in force, would be required. The term of such registrations and renewal requirements as well as processes may differ under the various applicable state legislations and may be subject to periodic renewals, as applicable.

D. *Trade licenses from relevant municipal authorities*:

We are required to obtain trade/factory licenses in respect of our facilities situated in Delhi in terms of the legislations issued by the respective municipal bodies. Such licenses may be subject to periodic renewals, as applicable.

As on the date of this Red Herring Prospectus, except as disclosed below, we have applied for and obtained all the aforementioned Key Approvals, as applicable, and all such Key Approvals are valid and subsisting, and there are no Key Approvals for which we are yet to make an application.

III. INTELLECTUAL PROPERTY

Trademarks

As on the date of this Red Herring Prospectus, our Company has registered a total of 12 trademarks in India under various classes, including classes 9 and 16 which have been granted to us by the Registrar of Trademarks under the Trademarks Act. Further, our Company has also made applications seeking registration for five trademarks and renewal of two trademarks, with the Registrar of Trademarks under the Trademarks Act.

Set forth below are details of the trademark registrations obtained by our Company as on the date of this Red Herring Prospectus.

S. No.	Description	Class	Registration/ Reference No.	Date of Registration	Date of Expiry
1.	ZapIn	9	2412930	October 17, 2012	October 16, 2022
2.	OMNIOMS	9	1747187	October 23, 2008	October 22, 2018
3.	CheckExchange	9	1550920	April 18, 2007	April 17, 2027
4.	CheckFlow	9	1550919	April 18, 2007	April 17, 2027
5.	OmniAcquire	9	1550918	April 18, 2007	April 17, 2027
6.	OmniCompliance	9	1550921	April 18, 2007	April 17, 2027
7.	OmniScan	9	1550917	April 18, 2007	April 17, 2027
8.	OmniReports e-reports for easy reports.	9	984087	January 16, 2001	January 15, 2021
9.	eWorkstyle That Matches Your Lifestyle	9	984086	January 16, 2001	January 15, 2021
10.	NEWGEN	9	840846	February 11, 1999	February 10, 2019
11.	NEWGEN	16	840847	February 11, 1999	February 10, 2019
12.	Infinity Logo (Device)	16	1682036	October 23, 2017	October 23, 2027
13.	Newgen Infinite Inspire Minds Build Businesses	16	1682991	October 28, 2017	October 23, 2027

As on the date of this Red Herring Prospectus, our Company has made the following applications for obtaining trademark registrations:

Sr. no.	Description	Class	Application number	Date of Application
1.	Infinity Logo (Device)	35	2851973	November 28, 2014
2.	Infinity Logo (Device)	42	2851975	November 28, 2014
3.	Newgen Infinite Inspire Minds Build Businesses	42	2851976	November 28, 2014
4.	Newgen Infinite Inspire Minds Build Businesses	35	2851977	November 28, 2014
5.	NEWGEN PAYMENT SYSTEM (Device)	9	2470950	February 4, 2013

As on the date of this Red Herring Prospectus, the following trademarks have expired and our Company has made applications for obtaining renewal of the following trademarks:

Sr. no.	Description	Class	Registration number	Date of Expiry
1.	OMNIFLOW Process Client	9	1169714	January 27, 2013
2.	OMNIDOCS	9	840126	February 5, 2009

Copyright

As on the date of this Red Herring Prospectus, our Company has registered a total of five copyrights granted by the Registrar of Copyrights under the Copyrights Act, in India. Further, our Company has also made applications seeking registration for seven copyrights, with the Registrar of Copyrights under the Copyrights Act, in India.

Set forth below are the copyrights for which our Company has obtained registration, as on the date of this Red Herring Prospectus.

S. No.	Description	Registration Number	Date of Registration/Application
1.	OMNI FLOW	SW-1631/2004	June 29, 2004
2.	EWORKSTYLE	SW-1313/2003	August 21, 2003
3.	OMNI DOCS	SW-1312/2003	August 21, 2003
4.	OMNI REPORTS	SW-1311/2003	August 21, 2003
5.	OMNI EXTRACT	SW-1280/2003	July 2, 2003

As on the date of this Red Herring Prospectus, our Company made applications for obtaining registration in respect of the following seven copyrights:

S. No.	Description	Application Number	Date of Application
1.	Newgen Payment System	908/2013-CO/L	January 25, 2013
2.	Zapin 1.1	3961/2012-CO/SW	March 30, 2012
3.	O2MS 3.1	3960/2012-CO/SW	March 30, 2012
4.	Omni Scan 2.2	3959/2012-CO/SW	March 30, 2012
5.	Omni Extract 6.1	3958/2012-CO/SW	March 30, 2012
6.	Omni Docs 7.0.3	1694/2012-CO/L	January 30, 2012
7.	Omni Flow 9.0.3	1693/2012-CO/L	January 30, 2012

Patents

As on the date of this Red Herring Prospectus, our Company has registered a total of four patents in India granted by the Controller of Patents under the Patents Act. Further, our Company had also made applications seeking registration for 28 patents with the Controller of Patents under the Patents Act. Additionally, we have filed two patent applications before the United States Patent and Trademark Office.

Set forth below are details of the patents granted to our Company as on the date of this Red Herring Prospectus.

S. No.	Description of invention	Patent number	Date of Expiry/Valid upto
1.	System and method for assessing document image viability	280546	June 11, 2028
2.	System and method for automatically verifying the authenticity of signatures	279299	May 14, 2028
3.	System to instantly generate an online image of a document from multiple images captured through a camera equipped mobile device	260633	May 7, 2026
4.	Method and system for document authentication	257624	November 28, 2025

As on the date of this Red Herring Prospectus, our Company has filed the following patent applications in India:

S. No.	Description	Application No.	Date of Application
1.	System for automating digitalization of business documents in a highly secure manner	1228/DEL/2006	May 19, 2006
2.	A method for efficient document e-filing by creating a paper profile	2390/CHE/2007	October 23, 2007
3.	Method and system for automatic image orientation detection	2641/CHE/2007	November 14, 2007
4.	Method and system for Secure Transaction Processing	1099/CHE/2008	May 5, 2008
5.	A method and system for Automatic Data Extraction	1900/CHE/2008	August 7, 2008
6.	Non-template-based method for automatic signature extraction from cheque images	2260/CHE/2008	September 17, 2008
7.	Automated identification of nature of a user in a network based system	2364/CHE/2008	September 26, 2008
8.	An automated system for multimedia data objects management and retrieval	1601/CHE/2008	July 1, 2008
9.	An automated system and method for retrieval and supplementation of information of a data object	1856/CHE/2008	August 4, 2008
10.	Automated Check Forgery (Alteration) Detection	2019/CHE/2008	August 19, 2008
11.	Automated document and batch scanning system and method	2920/CHE/2008	November 24, 2008
12.	Automatic detection of alterations in documents	3347/CHE/2008	December 31, 2008
13.	Centralised Printing and Administration in a setup of networked devices	68/CHE/2009	January 10, 2009
14.	Centralised Printing and Administration in a setup of networked devices	677/CHE/2009	March 25, 2009
15.	Method and system for managing and archiving electronic messages	1110/CHE/2009	May 13, 2009
16.	Integrated and automatic generation of carbon credits	1383/CHE/2009	June 11, 2009
17.	Remote mobile diagnostics and problem fixing application	1080/CHE/2009	May 9, 2009
18.	Automated quality and usability assessment of scanned documents	2427/CHE/2009	October 6, 2009
19.	Centralised controlled printing and administration	29/CHE/2010	January 4, 2010
20.	Automatic quality assessment of digital documents	796/CHE/2010	March 24, 2010
21.	Remote email access through short message service (SMS)	399/CHE/2010	February 16, 2010
22.	Electronic document delivery and time based document viewer system and method thereof	866/CHE/2010	March 30, 2010
23.	Automated detection of counterfeit currency	865/CHE/2010	March 30, 2010
24.	Automatic processing of bank draft	2372/CHE/2010	August 17, 2010
25.	Online collaborative signing of documents	3471/CHE/2010	November 18, 2010
26.	Integrated capture and analysis of documents	123/CHE/2011	January 14, 2011

S. No.	Description	Application No.	Date of Application
27.	System and method for data compression	2017-41014731	April 26, 2017
28.	Mark Detection System and Method	201741042550	December 12, 2017

As on the date of this Red Herring Prospectus, our Company has filed the following patent applications in the USA:

S. No.	Description	Application No.	Date of Application
1.	Intelligent check deposit machine	14/752,164	June 26, 2015
2.	System and method for data compression	201741014731	April 26, 2017

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

- Our Board has authorised the Offer and the Fresh Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act 2013 by a resolution dated June 14, 2017.
- Our shareholders have, pursuant to a special resolution passed on July 28, 2017 under Section 62(1)(c) of the Companies Act 2013, authorised the Fresh Issue.
- Our Board has taken on record the Offer for Sale by the Selling Shareholders pursuant to its resolution dated September 18, 2017.
- Our Board has approved and adopted the Draft Red Herring Prospectus and this Red Herring Prospectus, pursuant to its resolution dated September 21, 2017 and January 5, 2018 respectively.
- The IPO Committee has, on September 27, 2017 approved the Draft Red Herring Prospectus, for filing with SEBI and the Stock Exchanges.

Approvals from the Selling Shareholders

The Selling Shareholders have specifically confirmed and approved the transfer of the Equity Shares pursuant to the Offer for Sale as set out below.

Sr. No.	Name of the Selling Shareholder	Date of Resolution of its Board of Directors/Investment Committee	Date of Consent Letter	Number of Equity Shares offered for sale
1.	Ascent Capital	September 11, 2017	September 18, 2017	7,464,510
2.	IDGVI	September 11, 2017	September 11, 2017	2,985,780
3.	SAP V	September 15, 2017	September 15, 2017	2,161,500
4.	Pandara Trust	September 4, 2017	September 4, 2017	842,142

Each Selling Shareholder specifically confirms that, as required under Regulation 26(6) of the SEBI ICDR Regulations, it has held the Equity Shares proposed to be offered and sold by it in the Offer for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus and, to the extent that the Equity Shares being offered by such Selling Shareholder in the Offer have not been held by it for a period of at least one year prior to the filing of the Draft Red Herring Prospectus and where such Equity Shares have resulted from a bonus issue, such bonus issue has been on Equity Shares held for a period of at least one year prior to the filing of the Draft Red Herring Prospectus. Further, in this regard, the Company confirms that the bonus issue was not undertaken by capitalizing or by utilization of revaluation reserves or unrealised profits of the Company. Therefore, the Equity Shares offered by the Selling Shareholders in the Offer are eligible to be offered for sale in the Offer.

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and the NSE for the listing of our Equity Shares pursuant to letters dated October 18, 2017 and October 17, 2017, respectively.

Prohibition by the SEBI, the RBI or Governmental Authorities

None of our Company, our Subsidiaries, our Promoters, our Promoter Group, our Directors or persons in control of our Company are or have ever been prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI or any other governmental authorities. Neither our Promoters, nor any of our Directors or persons in control of our Company were or are a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other governmental authorities. Further, there have been no violations of securities laws committed by any of them in the past or are currently pending against them.

Each Selling Shareholder, severally and not jointly, specifically confirms that it has not been prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority. Further, each Selling Shareholder, severally and not jointly, specifically confirms that it has not been declared as a wilful defaulter, as defined under the SEBI ICDR Regulations. There are no violations of securities laws committed by any of the Selling Shareholders in the past or are currently pending against any of them.

Except as disclosed under "***Our Management – Confirmations***" on page 162, none of our Directors are in any manner associated with the securities market, including any securities market related business and no action has been taken by the SEBI against our Directors or any entity in which our Directors are involved as promoters or directors.

Neither our Company, nor our Subsidiaries, our Promoters or their relatives (as defined under the Companies Act), nor any member of our Promoter Group nor our Directors, are or have been declared as wilful defaulters, as defined by the SEBI ICDR Regulations.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 26(1) of the SEBI ICDR Regulations as described below:

"*An issuer may make an initial public offer, if:*

(a) it has net tangible assets of at least three crore rupees in each of the preceding three full years (of twelve months each), of which not more than fifty per cent are held in monetary assets:

Provided that if more than fifty per cent of the net tangible assets are held in monetary assets, the issuer has made firm commitments to utilise such excess monetary assets in its business or project;

Provided further that the limit of fifty per cent on monetary assets shall not be applicable in case the public offer is made entirely through an offer for sale.

(b) it has a minimum average pre-tax operating profit of rupees fifteen crore, calculated on a restated and consolidated basis, during the three most profitable years out of the immediately preceding five years.

(c) it has a net worth of at least one crore rupees in each of the preceding three full years (of twelve months each);

(d) the aggregate of the proposed issue and all previous issues made in the same financial year in terms of the issue size does not exceed five times its pre-issue net worth as per the audited balance sheet of the preceding financial year;

(e) if it has changed its name within the last one year, at least fifty per cent of the revenue for the preceding one full year has been earned by it from the activity indicated by the new name."

Set forth below are our Company's pre-tax operating profit, net tangible assets, monetary assets, monetary assets as a percentage of our net tangible assets and net worth, derived from our restated standalone financial statements for the fiscals 2017, 2016, 2015, 2014 and 2013.

(*₹ in million*)

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Pre-tax operating profit (1)	620.41	342.85	494.23	443.64	404.81
Net worth (2)	2,720.80	2,278.62	2,114.53	1,773.80	1,207.89
Net tangible assets (3)	3,135.13	2,771.17	2,492.97	2,121.13	1,165.07
Monetary assets (4)	295.76	219.79	165.65	199.43	98.91
Monetary assets as a % of net tangible assets (%)(4/3)	9.43	7.93	6.64	9.40	8.49

Notes:
(1) Restated 'pre-tax operating profit' has been calculated as net profit before tax excluding other income and finance cost each on a restated basis.
(2) Restated 'net worth' has been defined as the aggregate of the paid up share capital and reserves and surplus, each on a restated basis.
(3) Restated net tangible assets are defined as the sum of all total assets excluding intangible assets as defined in Accounting Standard 26 issued by the Institute of Chartered Accountants of India and deferred tax asset (net) deducted by total non-current liabilities and current

liabilities excluding deferred tax liabilities (net), long-term borrowings, short-term borrowings and current maturities of long-term borrowings each on a restated basis.
(4)Restated 'monetary assets' include cash and bank balances including non-current portion of fixed deposits with banks and interest accrued but not due thereon, each on a restated basis.

Set forth below are our Company's pre-tax operating profit, net tangible assets, monetary assets, monetary assets as a percentage of our net tangible assets and net worth, derived from our restated consolidated financial statements for the fiscals 2017, 2016, 2015, 2014 and 2013.

(*₹ in million*)

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Pre-tax operating profit (1)	651.65	348.89	534.39	444.82	414.68
Net worth (2)	2,747.23	2,293.44	2,113.87	1,736.13	1,167.26
Net tangible assets (3)	3,163.08	2,788.47	2,494.78	2,083.43	1,123.91
Monetary assets (4)	364.31	255.20	203.00	260.28	140.68
Monetary assets as a % of net tangible assets (%)(4/3)	11.52	9.15	8.14	12.49	12.52

Notes:
(1) Restated 'pre-tax operating profit' has been calculated as net profit before tax excluding other income and finance cost each on a restated basis.
(2) Restated 'net worth' has been defined as the aggregate of the paid up share capital and reserves and surplus, each on a restated basis.
(3) Restated net tangible assets are defined as the sum of all total assets excluding intangible assets as defined in Accounting Standard 26 issued by the Institute of Chartered Accountants of India and deferred tax asset (net) deducted by total non-current liabilities and current liabilities excluding deferred tax liabilities (net), long-term borrowings, short-term borrowings and current maturities of long-term borrowings each on a restated basis.
(4)Restated 'monetary assets' include cash and bank balances including non-current portion of fixed deposits with banks and interest accrued but not due thereon, each on a restated basis.

Our average pre-tax operating profit, calculated on a restated and consolidated basis, during the three most profitable years being 2017, 2015 and 2014, out of the immediately preceding five years is ₹ 543.62 million.

The aggregate size of the Offer and all issues made in fiscal 2018, until the date of the Draft Red Herring Prospectus and the date of this Red Herring Prospectus, does not exceed five times our Company's pre-Offer net worth as per the audited balance sheet as at March 31, 2017. Further, we confirm that our Company has not changed its name during the one year immediately preceding the date of the Draft Red Herring Prospectus and the date of this Red Herring Prospectus.

Hence, we are eligible for the Offer as per Regulation 26(1) of the SEBI ICDR Regulations. Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, otherwise, the entire application money will be refunded forthwith. If our Company does not allot Equity Shares pursuant to the Offer within five Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, we shall repay without interest all monies received from bidders, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

DISCLAIMER CLAUSE OF THE SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY THE SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE GLOBAL COORDINATORS AND BOOK RUNNING LEAD MANAGERS ("GCBRLMs"), BEING ICICI SECURITIES LIMITED AND JEFFERIES INDIA PRIVATE LIMITED AND THE BOOK RUNNING LEAD MANAGER, BEING IDFC BANK LIMITED ("BRLM" AND TOGETHER WITH THE GCBRLMs, THE "LEAD MANAGERS"), HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGERS, BEING ICICI SECURITIES LIMITED, JEFFERIES INDIA PRIVATE LIMITED AND IDFC BANK LIMITED, HAVE FURNISHED TO THE SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 27, 2017 WHICH READS AS FOLLOWS:

WE, THE LEAD MANAGERS TO THE ABOVE MENTIONED FORTHCOMING OFFER, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS DATED SEPTEMBER 27, 2017 PERTAINING TO THE SAID OFFER;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDERS, WE CONFIRM THAT:**

   A. **THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**

   B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS ETC., FRAMED/ISSUED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   C. **THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT 1956, TO THE EXTENT APPLICABLE, THE COMPANIES ACT 2013, TO THE EXTENT IN FORCE, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE SEBI AND UNTIL DATE SUCH REGISTRATIONS ARE VALID; - COMPLIED WITH AND NOTED FOR COMPLIANCE**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS - NOTED FOR COMPLIANCE;**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SEBI UNTIL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS;**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS; - <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION WILL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER - <u>NOT APPLICABLE</u>;**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION; - <u>COMPLIED WITH TO THE EXTENT APPLICABLE</u>;**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER, THE COMPANY AND THE SELLING SHAREHOLDERS SPECIFICALLY CONTAINS THIS CONDITION - <u>NOTED FOR COMPLIANCE. ALL MONIES RECEIVED FROM THE OFFER SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS PER SECTION 40(3) OF THE COMPANIES ACT 2013, AS NOTIFIED</u>;**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE - <u>NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT 2013, EQUITY SHARES IN THE OFFER WILL BE ISSUED IN DEMATERIALISED FORM ONLY</u>;**

11. **WE CERTIFY THAT ALL APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION;**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**

    a. **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND**

b. **AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE OFFER - NOTED FOR COMPLIANCE;**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC. - COMPLIED WITH;**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY – COMPLIED WITH;**

16. **WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY THE LEAD MANAGERS (WHO ARE RESPONSIBLE FOR PRICING THIS OFFER)', AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR – COMPLIED WITH;**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS - COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE RESTATED FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS AND AS CERTIFIED BY SPMG & COMPANY, CHARTERED ACCOUNTANTS, PURSUANT TO THEIR CERTIFICATE DATED SEPTEMBER 27, 2017;**

18. **WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THE SEBI ICDR REGULATIONS. (IF APPLICABLE). – NOT APPLICABLE.**

The filing of this Red Herring Prospectus does not, however, absolve any person who has authorised the issue of this Red Herring Prospectus from any liabilities under Section 34 or Section 36 of the Companies Act 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the proposed Offer. SEBI further reserves the right to take up, at any point of time, with the GCBRLMs and the BRLM, any irregularities or lapses in this Red Herring Prospectus.

All legal requirements pertaining to the Offer will be complied with at the time of filing of this Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, and 32 of the Companies Act 2013.

Price Information of past issues handled by the GCBRLMs and the BRLM

ICICI Securities Limited

1. *Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by ICICI Securities.*

Sr. No.	Issue Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	HPL Electric & Power Limited	3,610.00	202.00	04-Oct-16	190.00	-14.75%, [-2.91%]	-51.19%, [-6.72%]	-37.77%, [+5.34%]
2	Sheela Foam Limited	5,100.00	730.00	09-Dec-16	860.00	+30.23%, [-0.31%]	+48.39%, [+8.02%]	+86.65%, [+16.65%]
3	Music Broadcast Limited	4,885.29	333.00	17-Mar-17	413.00	+4.58%, [-0.23%]	+4.19%, [+5.00%]	+18.74% [+10.19%]
4	Avenue Supermarts Limited	18,700.00	299.00	21-Mar-17	600.00	+145.08%, [-0.20%]	+166.35%, [+5.88%]	+264.38%, [+11.31%]
5	Housing and Urban Development Corporation Limited	12,095.70	60.00(1)	19-May-17	73.00	+13.17%, [+2.44%]	+34.67%, [+4.98%]	+35.67%, [+8.05%]
6	AU Small Finance Bank Limited	19,125.14	358.00	10-Jul-17	530.00	+58.76%, [+2.12%]	+65.20%, [+2.23%]	-
7	Security and Intelligence Services (India) Limited	7,795.80	815.00	10-Aug-17	879.80	-3.29%, [+1.17%]	+3.14%, [+5.40%]	-
8	Matrimony.Com Limited	4,974.79	985.00(2)	21-Sep-17	985.00	-12.28%, [+0.62%]	-7.64%,[+3.37%]	-
9	ICICI Lombard General Insurance Company Limited	57,009.39	661.00	27-Sep-17	651.10	+3.62%, [+6.25%]	+18.97%,[+8.17%]	-
10	SBI Life Insurance Company Limited	83,887.29	700.00(3)	03-Oct-17	735.00	-7.56%, [+5.89%]	-	-

(1) Discount of ₹.2 per equity share offered to retail investors and to Eligible Employees. All calculations are based on Issue Price of ₹ 60.00 per equity share.

(2) Discount of ₹. 98 per equity share offered to retail investors and to Eligible Employees. All calculations are based on Issue Price of ₹ 985.00 per equity share.

(3) Discount of ₹ 68 per equity share offered to Eligible Employees. All calculations are based on Issue Price of ₹ 700.00 per equity share.

Notes:

1. All data sourced from www.nseindia.com
2. Benchmark index considered is NIFTY
3. 30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the next trading day

2. *Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by ICICI Securities Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017-18	6	184,888.11	-	-	3	1	-	2	-	-	-	-	**1**	-
2016-17	12	160,855.45	-	-	3	4	4	1	-	1	1	7	2	1

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2015-16	6	27,229.06	-	1	1	1	-	3	-	-	2	2	2	-

As on the date of this Red Herring Prospectus

Jefferies India Private Limited

1. *Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Jefferies India Private Limited*

Sr. No.	Issue Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Syngene International Limited	5,500.00	250.00	August 11, 2015	295.00	36.00%, [-7.61%]	44.90%, [-6.47%]	57.20%, [-12.70%]
2	Narayana Hrudayalaya Limited	6,130.82	250.00	January 6, 2016	291.00	28.76%, [-4.35%]	15.86%, [0.23%]	25.56%, [8.13%]
3	Quick Heal Technologies Limited	4,512.53	321.00	February 18, 2016	305.00	-31.56%, [5.74%]	-20.05%, [9.72%]	-24.21%, [20.17%]
4	Laurus Labs Limited	13,305.10	428.00	December 19, 2016	489.90	11.44%, [3.62%]	23.29%, [12.62%]	41.43%, [18.31%]
5	BSE Limited	12,434.32	806.00	February 3, 2017	1,085.00	17.52%, [2.55%]	24.41%, [6.53%]	34.43%, [15.72%]

Notes:

(1) All data sourced from www.nseindia.com

(2) Benchmark index considered is NIFTY

(3) 30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the next trading day

2. *Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Jefferies India Private Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2016-17	2	25,739.42	-	-	-	-	-	2	-	-	-	-	2	-
2015-16	3	16,143.35	-	1	-	-	2	-	-	-	1	1	1	-

The information is as on the date of the document

IDFC Bank Limited

1. *Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by IDFC Bank Limited*

Sr. No.	Issuer Name	Issue Size	Issue Price	Listing Date	Opening	+/- % change in closing	+/- % change in closing	+/- % change in closing

		(Rs. Million)	(Rs.)		Price on Listing Date (Rs.)	price, [+/- % change in closing benchmark] - 30th calendar day from listing	price, [+/- % change in closing benchmark] - 90th calendar day from listing	price, [+/- % change in closing benchmark] – 180th calendar day from listing
1.	HPL Electric & Power Limited	3,610.00	202.00	October 04, 2016	190.00	-14.75% [-2.91%]	-51.19% [-6.72%]	-37.77% [5.34%]
2.	Shankara Building Products Limited	3,450.01	460.00	April 05, 2017	545.00	+51.25% [0.51%]	+81.25% [4.16%]	+214.30% [5.08%]
3.	Dixon Technologies (India) Limited	5,992.79	1,766.00	September 18, 2017	2,725.00	+50.07% [0.57%]	+97.90% [3.63%]	Not Available
4.	The New India Assurance Company Limited	95,858.23	800.00*	November 13, 2017	748.90	-27.66% [0.59%]	Not Available	Not Available
5.	Khadim India Limited	5,430.57	750.00	November 14, 2017	730.00	-10.40% [0.06%]	Not Available	Not Available
6.	HDFC Standard Life Insurance Company Limited	86,950.00	290.00	November 17, 2017	310.00	+30.16% [1.02%]	Not Available	Not Available
7.	Shalby Limited	5,048.00	248.00	December 15, 2017	239.70	Not Available	Not Available	Not Available
8.	Future Supply Chain Solutions Limited	6,496.95	664.00	December 18, 2017	674.00	Not Available	Not Available	Not Available

* *Offer Price was 770.00 per equity share after a discount of Rs. 30 per equity share to retail individual bidders and eligible employees.*

Notes:

i. *Source: www.nseindia.com and www.bseindia.com for the price information and prospectus/finalised basis of allotment for issue details.*

ii. *NSE was the designated stock exchange for the issue listed as item 1,5,6 & 7 and BSE was the designated stock exchange for the issues listed as item 2,3,4 & 8. Therefore price information and benchmark index values have been/will be shown only for designated stock exchange. NIFTY and SENSEX have been used as the benchmark indices.*

iii. *In case of reporting dates falling on a trading holiday, values for the trading day, immediately following the trading holiday have been considered.*

iv. *Since 30, 90 and 180 calendar days, from listing date has not elapsed for Shalby Limited and Future Supply Chain Solutions Limited, hence data for same is not available.*

v. *Since 90 and 180 calendar days, from listing date has not elapsed for The New India Assurance Company Limited, Khadim India Limited and HDFC Standard Life Insurance Company Limited, hence data for same is not available.*

vi. *Since 180 calendar days, from listing date has not elapsed for Dixon Technologies (India) Limited, hence data for same is not available.*

2. *Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by IDFC Bank Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Million)	No. of IPOs trading at discount - 30th calendar day from listing			No. of IPOs trading at premium - 30th calendar day from listing			No. of IPOs trading at discount - 180th calendar day from listing			No. of IPOs trading at premium - 180th calendar day from listing		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2017-2018*	7	209,226.55	-	1	1	2	1	-	-	-	-	1	-	-
2016-2017	1	3,610.00	-	-	1	-	-	-	-	1	-	-	-	-
2015-2016**	-	-	-	-	-	-	-	-	-	-	-	-	-	-

* *As on the date of this Red Herring Prospectus*

** *From October 21, 2015, the date of registration under SEBI (Merchant Banker) Regulations 1992.*

Notes:

i. *Date of listing of equity shares has been considered for calculating total no. of IPOs in a particular financial year.*

ii. *The discount/premium has been/will be calculated based on the closing stock price.*

iii. *Since 30, 90 and 180 calendar days, from listing date has not elapsed for Shalby Limited and Future Supply Chain Solutions Limited, hence data for same is not available.*

iv. *Since 90 and 180 calendar days, from listing date has not elapsed for The New India Assurance Company Limited, Khadim India Limited and HDFC Standard Life Insurance Company Limited, hence data for same is not available.*

v. *Since 180 calendar days, from listing date has not elapsed for Dixon Technologies (India) Limited, hence data for same is not available.*

Track record of past issues handled by the GCBRLMs and the BRLM

For details regarding the track record of the GCBRLMs and the BRLM, as specified under circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, see the websites of the GCBRLMs and the BRLM mentioned below.

GCBRLMs/BRLM	Website
ICICI Securities Limited	http://www.icicisecurities.com
Jefferies India Private Limited	http://www.jefferies.com
IDFC Bank Limited	http://www.idfcbank.com

Caution – Disclaimer from our Company, our Directors, the Selling Shareholders, the GCBRLMs and the BRLM

Our Company, our Directors and the GCBRLMs and the BRLM accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website, www.newgensoft.com, or any website of any of the members of our Promoter Group, Subsidiaries or any affiliate of our Company or the Selling Shareholders, would be doing so at his or her own risk. Each Selling Shareholder, their respective directors, affiliates, associates and officers accept no responsibility for any statements made or undertakings provided other than those made by the respective Selling Shareholders, and only in relation to them and/or to the Equity Shares offered by such Selling Shareholder through the Offer for Sale and included in this Red Herring Prospectus.

The GCBRLMs and the BRLM accept no responsibility, save to the limited extent as provided in the Offer Agreement entered into among the GCBRLMs, BRLM, the Selling Shareholders and our Company and the Underwriting Agreement to be entered into among the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company, the Selling Shareholders, GCBRLMs and the BRLM to the Bidders and public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Neither our Company, the Selling Shareholders nor any member of the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise.

The GCBRLMs, BRLM and their respective associates may engage in transactions with, and perform services for our Company, the Selling Shareholders and their respective affiliates or associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or the Selling Shareholders or their respective affiliates or associates for which they have received, and may in future receive agreed compensation.

Bidders that bid in the Offer will be required to confirm, and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares, and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India, Hindu Undivided Families ("**HUFs**"), companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the

RBI), or trusts under the applicable trust laws, and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act 2013, venture capital funds, permitted insurance companies, Systemically Important Non-Banking Financial Companies and pension funds and, to permitted non-residents including Eligible NRIs, AIFs), FPIs and QIBs. This Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to the Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at New Delhi, India only.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus had been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Red Herring Prospectus as — QIBs) pursuant to Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act, and (ii) outside the United States only in offshore transactions in reliance on Regulation S and pursuant to the applicable laws of the jurisdiction where those offers and sales occur. Prospective purchasers are hereby notified that the seller of the Equity Shares may be relying on the exemption from the registration requirements of the U.S. Securities Act provided by Rule 144A.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act unless made pursuant to Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act and in accordance with applicable state securities laws.

Equity Shares Offered and Sold within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of this Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented to and agreed with our Company, the Selling Shareholders, GCBRLMs and the BRLM that it has received a copy of this Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

(1) the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

(2) the purchaser acknowledges that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

(3) the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (iii) is acquiring such

Equity Shares for its own account or for the account of one or more U.S. QIBs with respect to which it exercises sole investment discretion;

(4) the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

(5) if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act, (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, (iii) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 thereunder (if available), or (iv) pursuant to another available exemption from the registration requirements under the U.S. Securities Act and (B) in each case in accordance with all applicable laws, including the securities laws of the states of the United States. The purchaser understands that the transfer restrictions will remain in effect until the Company determines, in its sole discretion, to remove them;

(6) the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for resale of any such Equity Shares;

(7) the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

(8) the purchaser is not acquiring the Equity Shares as a result of any form of "general solicitation" or "general advertising" (within the meaning of Rule 502(c) of Regulation D under the U.S. Securities Act);

(9) the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless the Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

"**THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE), OR (4) PURSUANT TO ANOTHER AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE U.S. SECURITIES ACT FOR RESALES OF THE EQUITY SHARES. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE EQUITY SHARES MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE EQUITY SHARES ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK.**"

(10) the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

(11) the purchaser acknowledges that the Company, the Selling Shareholders, the GCBRLMs, the BRLM, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion

with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All other Equity Shares Offered and Sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of this Red Herring Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented to and agreed with our Company, the Selling Shareholders, GCBRLMs and the BRLM that it has received a copy of this Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

(1) the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

(2) the purchaser acknowledges that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

(3) the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S;

(4) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares, was located outside the United States at the time (i) the offer was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United Sates or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

(5) the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

(6) the purchaser is not acquiring the Equity Shares as a result of any "directed selling efforts" (within the meaning of Rule 902(c) of Regulation S);

(7) the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

(8) the purchaser acknowledges that the Company, the Selling Shareholders, the GCBRLMs, the BRLM, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or the maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer Clause of the BSE

"BSE Limited (the "Exchange") has given vide its letter dated October 18, 2017, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which the company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

a. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
b. warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
c. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires securities of the Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.”.

Disclaimer Clause of the NSE

“As required, a copy of this offer document has been submitted to NSE. NSE has given vide its letter Ref.: NSE/LIST/22840 dated October 17, 2017 permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

Filing

A copy of the Draft Red Herring Prospectus was filed with the SEBI at 5th Floor, Bank of Baroda Building, 16, Sansad Marg, New Delhi 110 001, India.

A copy of this Red Herring Prospectus, along with the documents required to be filed, will be delivered for registration to the RoC in accordance with Section 32 of the Companies Act 2013, and a copy of the Prospectus required to be filed under Sections 26 and 32 of the Companies Act 2013 will be delivered for registration to the RoC situated at the address mentioned below.

The Registrar of Companies, National Capital Territory of Delhi and Haryana
4th Floor, IFCI Tower
61, Nehru Place
New Delhi 110 019, India
Telephone: +91 11 2623 5707
Facsimile: +91 11 2623 5702

Listing

Applications have been made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being offered and sold in the Offer and BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalised for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of this Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date or such other time prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Offer within six Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

The Selling Shareholders undertake to provide such reasonable support and extend reasonable cooperation as may be requested by our Company, to the extent such support and cooperation is required from such party to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within six working days from the Bid/Offer Closing Date or such other time prescribed by SEBI.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 2013, which is reproduced below:

"Any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of (a) the Selling Shareholders, our Directors, the Chief Financial Officer, the Company Secretary and compliance officer of our Company, the Auditors, the legal counsels, the Bankers to our Company, lenders (where such consent is required), industry sources, third party chartered accountants, independent valuer, the GCBRLMs, the BRLM and Registrar to the Offer have been obtained; and (b) the Syndicate Members, Monitoring Agency, Bankers to the Offer/Anchor Escrow Bank and Refund Bank to act in their respective capacities, have been obtained and filed along with a copy of this Red Herring Prospectus with the RoC, as required under Section 26 and 32 of the Companies Act 2013. Further, such consents have not been withdrawn up to the time of delivery of this Red Herring Prospectus with the SEBI and shall not be withdrawn up to the time of delivery of the Prospectus with RoC, as applicable.

Our Company has received consent dated January 4, 2018 from the Auditor, B S R & Associates LLP, to include its name in this Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act 2013 and as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in their capacity as the statutory auditor of our Company and in respect of their examination reports dated November 24, 2017 on our Restated Consolidated Financial Statements and Restated Standalone Financial Statements and in respect of the Statement of Tax Benefits dated December 22, 2017, and such consent has not been withdrawn as of the date of this Red Herring Prospectus. Additionally, our Company has received a consent dated December 27, 2017 from SPMG & Company, Chartered Accountants to include its name in this Red Herring Prospectus as an "expert" as defined under the provisions of the Companies Act 2013 and the rules made thereunder. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Expert Opinion

Except for the examination reports of our Auditors on the Restated Standalone Financial Statements and Restated Consolidated Financial Statements and the Statement of Tax Benefits dated November 24, 2017 and December 22, 2017, respectively included in this Red Herring Prospectus, on pages 176, 242 and 102, respectively, our Company has not obtained any expert opinion.

Offer related Expenses

For details of Offer related expenses, see "***Objects of the Offer - Offer related Expenses***" on page 96.

The fees and expenses relating to the Offer shall be shared in the proportion mutually agreed between the Company and the respective Selling Shareholders in accordance with applicable law. However, for ease of operations, expenses of the Selling Shareholders may, at the outset, be borne by our Company on behalf of the Selling Shareholders, and the Selling Shareholders agree that they will reimburse our Company all such expenses. Further, all expenses incurred by the Company on behalf of the respective Selling Shareholder, in relation to appointment of any intermediary, shall be pre-authorized by the respective Selling Shareholder and shall be reimbursed by such respective Selling Shareholder, upon successful completion of the Offer, in the proportion mutually agreed between the Company and the respective Selling Shareholders, as per applicable law. In the event that the Offer is withdrawn or not completed for any reason whatsoever, all Offer related costs and expenses will be borne by the Company.

Fees, Brokerage and Selling Commission

The total fees payable to GCBRLMs, the BRLM and Syndicate Members (including underwriting and selling commissions), and reimbursement of their out of pocket expenses, will be as stated in the fee letter dated September 21, 2017 and the Syndicate Agreement to be executed among our Company, the Selling Shareholders and the members of the Syndicate.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer, including fees for processing of Bid cum Application Forms, data entry, printing of Allotment Advice, refund order, preparation of refund data on magnetic tape and printing of bulk mailing register, will be as per the Registrar Agreement, a copy of which shall be made available for inspection at our Registered Office, from 10.00 a.m. to 4.00 p.m.

Particulars regarding Public or Rights Issues during the Last Five Years

There have been no public issues, including any rights issues to the public undertaken by our Company during the five years immediately preceding the date of this Red Herring Prospectus.

Commission or Brokerage on Previous Issues

Since this is the initial public offering of the Equity Shares of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares, since the incorporation of our Company.

Previous Issues Otherwise than for Cash

Except as disclosed in "***Capital Structure***" on page 74, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Capital Issues in the Preceding Three Years

Except as disclosed in "***Capital Structure***" on page 74, our Company has not made any capital issues during the three years immediately preceding the date of this Red Herring Prospectus. Further, except as disclosed below, none of our Subsidiaries have made any capital issues during the three years preceding the date of this Red Herring Prospectus.

Newgen UK allotted 19,999,900 ordinary shares of GBP 0.01 each, at par, aggregating to GBP 199,999 to our Company on September 5, 2016.

Performance vis-à-vis Objects

Our Company has not undertaken any public issues, including any rights issues to the public in the 10 years immediately preceding the date of the Draft Red Herring Prospectus.

Performance vis- à-vis Objects: Last Issue of Subsidiaries

None of our Subsidiaries have made any public issues, including rights issues to the public in the 10 years immediately preceding the date of the Draft Red Herring Prospectus.

Outstanding Debentures, Bonds or Redeemable Preference Shares

Our Company does not have any outstanding debentures, bonds or redeemable preference shares, as on the date of this Red Herring Prospectus.

Partly Paid-Up Shares

As on the date of this Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Investors may contact the Company Secretary and compliance officer of our Company and/ or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of refunds by electronic mode or unblocking of ASBA accounts etc. For all Offer related queries and for redressal of complaints, investors may also write to the GCBRLMs and the BRLM.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid-cum Application Form was submitted, giving full details such as name of the sole or first ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked, date of ASBA Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the GCBRLMs and the BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

Our Company, GCBRLMs, the BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Syndicate Members, CRTAs, Registered Brokers and CDPS, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

We estimate that the average time required by our Company and/or the Registrar to the Offer for the redressal of routine investor grievances shall be seven Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Aman Mourya, our Company Secretary, as our compliance officer and he may be contacted in case of any pre-Offer or post-Offer related grievances, at the address set forth hereunder.

Aman Mourya
Newgen Software Technologies Limited
D-152, Okhla Industrial Estate Phase I
New Delhi 110 020, India
Telephone: +91 11 4077 3700
E-mail: investors@newgensoft.com
Facsimile: +91 11 2681 5472

The Selling Shareholders have authorised the compliance officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Further, our Board has constituted a Stakeholders' Relationship Committee comprising our Directors, Subramaniam Ramnath Iyer, Diwakar Nigam and T.S. Varadarajan, which is responsible for redressal of grievances of the security holders of our Company. For more information, see "***Our Management – Corporate Governance – Stakeholders' Relationship Committee***" on page 166.

Disposal of investor grievances by listed Group Companies

As on the date of this Red Herring Prospectus, we do not have any Group Company.

Changes in Auditors

There has been no change in the statutory auditor of the Company in the last three years immediately preceding the date of this Red Herring Prospectus.

Capitalization of Reserves or Profits

Except as disclosed in "***Capital Structure***" on page 74, our Company has not capitalised its reserves or profits at any time during the five years immediately preceding the date of this Red Herring Prospectus.

Revaluation of Assets

Our Company has not revalued its assets since its incorporation.

SECTION VII – OFFER RELATED INFORMATION
OFFER STRUCTURE

The Offer is up to [●] Equity Shares of face value of ₹ 10 each, at an Offer Price of ₹ [●] per Equity Share for cash, including a premium of ₹ [●] per Equity Share, aggregating up to ₹ [●] million and is being made through the Book Building Process. The Offer comprises a Fresh Issue of up to [●] Equity Shares by our Company aggregating up to ₹ 950.00 million and an Offer for Sale of up to 13,453,932 Equity Shares by the Selling Shareholders. In terms of Rule 19(2)(b) of the SCRR, read with Regulation 41 of the SEBI ICDR Regulations the Offer is being made through the Book Building Process, in compliance with Regulation 26(1) of the SEBI ICDR Regulations.

The Offer is being made through Book Building Process.

	QIBs*	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation**	Not more than [●] Equity Shares	Not less than [●] Equity Shares or Offer less allocation to QIBs and Retail Individual Investors	Not less than [●] Equity Shares or Offer less allocation to QIBs and Non-Institutional Investors
Percentage of Offer size available for allocation	Not more than 50% of the Offer will be available for allocation to QIBs. However, 5% of the QIB Category, excluding the Anchor Investor Portion, will be available for allocation proportionately to Mutual Funds only subject to valid Bids being received at or above the Offer Price. Mutual Funds participating in the 5% reservation portion will also be eligible for allocation in the remaining QIB Category. The unsubscribed portion in the Mutual Fund portion, if any, will be available for allocation to QIBs	Not less than 15% of the Offer or Offer less allocation to QIBs and Retail Individual Investors	Not less than 35% of the Offer or the Offer less allocation to QIBs and Non-Institutional Investors
Basis of Allotment if respective category is oversubscribed	Proportionate as follows (excluding the Anchor Investor Portion): (a) [●] Equity Shares will be available for allocation on a proportionate basis to Mutual Funds subject to valid Bids being received at or above the Offer Price; and (b) [●] Equity Shares will be available for allocation on a proportionate basis to QIBs including Mutual Funds receiving allocation as per (a) above	Proportionate	Allotment shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. For more information, see "***Offer Procedure***" on page 367.
Mode of Bidding	Through ASBA process only (except Anchor Investors)		
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceed ₹ 200,000
Mode of Allotment	Compulsorily in dematerialised form		

	QIBs*	Non-Institutional Investors	Retail Individual Investors
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter		[●] Equity Shares and in multiples of one Equity Share thereafter subject to availability in the Retail Category
Trading Lot	One Equity Share		
Who can Apply***	Public financial institutions specified in Section 2(72) of the Companies Act, FPIs (other than category III FPIs), scheduled commercial banks, mutual funds registered with the SEBI, venture capital funds registered with SEBI, FVCIs, AIFs, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds with a minimum corpus of ₹ 250 million, pension funds with a minimum corpus of ₹ 250 million, the National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the Government of India, published in the Gazette of India, insurance funds set up and managed by the army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies.	Resident Indian individuals, HUFs (in the name of Karta), companies, corporate bodies, Eligible NRIs, scientific institutions societies and trusts and any category III FPIs registered with SEBI, which is a foreign corporate or foreign individual for Equity Shares such that the Bid Amount exceeds ₹ 2,00,000 in value	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs applying for Equity Shares such that the Bid Amount does not exceed ₹ 2,00,000 in value
Terms of Payment****	***In case of Anchor Investors:*** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ***In case of all other Bidders***: Full Bid Amount shall be blocked by the SCSBs in the ASBA account of the Bidders (other than Anchor Investors) that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form		

* *Our Company in consultation with the GCBRLMs and the BRLM may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above Anchor Investor Allocation Price.*

** *This Offer is being made through the Book Building Process wherein not more than 50% of the Offer will be available for allocation to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis. Further, not less than 15% of the Offer will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the GCBRLMs, BRLM and the Designated Stock Exchange, on a proportionate basis, subject to applicable laws.*

*** *If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.*

**** *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Form.*

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Withdrawal of the Offer

Our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM, reserve the right not to proceed with the Offer at any time after the Bid/Offer Closing Date but before Allotment. If our Company and the Selling Shareholders withdraw the Offer, our Company will issue a public notice within two days from the Bid/Offer Closing Date or such time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The GCBRLMs and the BRLM, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company and/or the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of Equity Shares, they will file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company will apply for only after Allotment and within six Working Days of the Bid/ Offer Closing Date; and (ii) the final RoC approval of the Prospectus which will be filed with the RoC after the Bid/ Offer Closing Date.

Except in relation to Anchor Investors, Bids and any revision in Bids will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Bid/Offer Period at the Bidding Centers, except that on the Bid/Offer Closing Date (which for QIBs is maybe a day prior to the Bid/Offer Closing Date for non-QIBs), Bids will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until (i) 4.00 p.m. (Indian Standard Time) by QIBs and Non-Institutional Investors; and (ii) 5.00 p.m. or such extended time as permitted by the Stock Exchanges (Indian Standard Time) in case of Bids by Retail Individual Investors. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and reported by the GCBRLMs and the BRLM to the Stock Exchanges. Due to limitation of time available for uploading Bids on the Bid/Offer Closing Date, Bidders are advised to submit Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/Offer Closing Date. If a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public issues, which may lead to some Bids not being uploaded due to lack of sufficient time to upload, such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation in the Offer. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by the SCSBs would be rejected. Our Company, the Selling Shareholders and the members of Syndicate will not be responsible for any failure in uploading Bids due to faults in any hardware/software system or otherwise. Bids will be accepted only on Working Days.

Our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM, reserve the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations, provided that the Cap Price will be less than or equal to 120% of the Floor Price and the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after revision of Price Band subject to the Bid/Offer Period not exceeding 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 by indicating the change on the website of the Designated Intermediaries. However, in case of revision in the Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

TERMS OF THE OFFER

The Equity Shares offered and Allotted in the Offer will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of this Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the abridged prospectus and other terms and conditions as may be incorporated in the Confirmation of allocation notes (for Anchor Investors), Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to issue and offer for sale and listing and trading of securities, issued from time to time, by the SEBI, Government of India, Stock Exchanges, the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as maybe prescribed by SEBI, RBI and/or any regulatory authority while granting approval for the Offer.

Ranking of Equity Shares

The Equity Shares being offered and Allotted in the Offer will be subject to the provisions of the Companies Act, SEBI Listing Regulations, the Memorandum of Association and the Articles of Association and will rank *pari passu* with the existing Equity Shares of our Company, including in respect of dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For more information, see "***Main Provisions of the Articles of Association***" on page 412.

Mode of Payment of Dividend

Our Company will pay dividend, if declared, to our shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, our Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the Government of India in this respect. Any dividends declared, after the date of Allotment (including pursuant to the transfer of Equity Shares in the Offer for Sale) in this Offer, will be received by the Allottees. For more information, see "***Dividend Policy***" on page 175.

Face Value and Price Band

The face value of each Equity Share is ₹ 10. At any given point of time there will be only one denomination for the Equity Shares.

The Price Band and the minimum Bid Lot will be decided by our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM, and published by our Company at least five Working Days prior to the Bid/Offer Opening Date, in all editions of Financial Express (a widely circulated English national newspaper) and all editions of Jansatta (a widely circulated Hindi national newspaper, Hindi also being the regional language in the place where our Registered Office is located), and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the respective websites of the Stock Exchanges.

Rights of the Equity Shareholder

Subject to applicable law and our Articles of Association, the Equity Shareholders will have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "***Main Provisions of the Articles of***

Association" on page 412.

Market Lot and Trading Lot

In terms of Section 29 of the Companies Act 2013, the Equity Shares will be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of our Equity Shares will only be in dematerialised form.

Since trading of our Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "***Offer Procedure***" on page 367.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-tenants with benefits of survivorship.

Nomination Facility

In accordance with Section 72 of the Companies Act 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole or First Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, will vest. A nominee entitled to the Equity Shares by reason of the death of the original holder(s), will, in accordance with Section 72 of the Companies Act 2013, as amended, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder's death during minority. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, as amended, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

Bid/Offer Period

BID/OFFER OPENS ON*	January 16, 2018
BID/OFFER CLOSES ON	January 18, 2018

* *Our Company, in consultation with the GCBRLMs and the BRLM may consider participation by Anchor Investors. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*

This timetable, other than Bid/Offer Opening and Closing Dates, is indicative in nature and does not constitute any obligation or liability on our Company, the Selling Shareholders or the members of the Syndicate. While our Company will use best efforts to ensure that listing and trading of our Equity Shares on the Stock Exchanges commences within six Working Days of the Bid/Offer Closing Date or such other timeline prescribed by SEBI, the timetable may be subject to change for various reasons, including extension of Bid/Offer period by our Company due to revision of the Price Band, any delays in receipt of final listing and trading approvals from the Stock Exchanges, delay in receipt of final certificates from

SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges in accordance with applicable law.

An indicative timetable in respect of the Offer is set out below:

FINALIZATION OF BASIS OF ALLOTMENT	January 23, 2018
INITIATION OF REFUNDS FOR ANCHOR INVESTORS/UNBLOCKING OF FUNDS	January 24, 2018
CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS	January 25, 2018
COMMENCEMENT OF TRADING	January 29, 2018

Minimum Subscription

If our Company does not receive the minimum subscription of 90% of the Fresh Issue, including through the devolvement to the Underwriters within 60 days from the Bid/ Offer Closing Date, as applicable, our Company shall forthwith refund the entire subscription monies received within the timelines prescribed under applicable laws, failing which, the directors of our Company who are officers in default shall, jointly and severally, be liable to repay that money with interest at the rate of 15% per annum or such other rate as prescribed by SEBI. This is further subject to the compliance with Regulation 19(2)(b) of the SCRR. Further in terms of Regulation 26(4) of the SEBI ICDR Regulations, our Company will ensure that the number of Bidders to whom the Equity Shares are Allotted in the Offer will be not less than 1,000.

The requirement for minimum subscription is not applicable to the Offer for Sale in accordance with SEBI ICDR Regulations.

In the event of under subscription in the Offer, the Selling Shareholders, the GCBRLMs, the BRLM and our Company agree that Equity Shares equivalent to 90% of the Fresh Issue shall be issued prior to the sale of Equity Shares forming part of the Offer for Sale, after which the balance subscription in the Offer shall be applied towards allotment of Equity Shares offered by each Selling Shareholder in the Offer for Sale and upon the utilisation of subscriptions towards the Offer for Sale, the balance portion of the Fresh Issue, in a proportionate manner.

Arrangement for Disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restriction on Transfer of Shares

Except for lock-in of pre-Offer equity shareholding and Anchor Investor lock-in in the Offer, as detailed in *"**Capital Structure**"* on page 74 and as provided in our Articles as detailed in "***Main Provisions of the Articles of Association***" on page 412, there are no restrictions on transfers and transmission of shares/debentures and on their consolidation/splitting.

Option to receive Equity Shares in Dematerialised Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialised form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialised segment of the Stock Exchanges.

OFFER PROCEDURE

*All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, notified by SEBI ("**General Information Document**") included below under section titled "**Offer Procedure – Part B - General Information Document**", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect amendments to the SEBI ICDR Regulations and provisions of the Companies Act 2013, to the extent applicable to a public issue and any other enactments and regulations. The General Information Document is also available on the websites of the Stock Exchanges, the GCBRLMs and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. All Designated Intermediaries in relation to the Offer should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.*

Our Company, the Selling Shareholders and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus.

PART A

Book Building Procedure

The Offer is being made through the Book Building Process wherein not more than 50% of the Offer will be available for allocation to QIBs on a proportionate basis, provided that our Company, in consultation with the GCBRLMs and the BRLM, may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, of which at least one-third will be available for allocation to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations and subject to valid Bids being received at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Category (excluding the Anchor Investor Portion) will be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Offer Price. In case of under subscription in the Anchor Investor Portion, the remaining Equity Shares will be added back to the QIB Category. The remainder will be available for allocation on a proportionate basis to all QIBs including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Furthermore, not less than 15% of the Offer will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category, except in the QIB Category, would be allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the GCBRLMs, the BRLM and the Designated Stock Exchange, on a proportionate basis, subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centers, at our Registered and Corporate Office. The Bid cum Application Forms will also be available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the GCBRLMs and the BRLM.

Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. However, Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors) must provide bank account details and authorisation by the ASBA bank account holder to block funds in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such detail are liable to be rejected.

Further, such Bidders shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid-cum-Application Forms) and Bid cum Application Forms not bearing such specified stamp maybe liable for rejection. Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including FPIs and Eligible NRIs, FVCIs and registered bilateral and multilateral institutions applying on a repatriation basis	Blue
Anchor Investors**	White

** Excluding electronic Bid cum Application Forms*
***Bid cum Application Forms for Anchor Investors will be made available at the office of the GCBRLMs and the BRLM.*

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Participation by associates and affiliates of the GCBRLMs, the BRLM and the Syndicate Member, Promoters, Promoter Group and persons related to Promoter/Promoter Group

The GCBRLMs, BRLM and the Syndicate Members shall not be allowed to purchase in the in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the GCBRLMs, BRLM and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the GCBRLMs, BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except for Mutual Funds sponsored by entities related to the GCBRLMs and the BRLM, the GCBRLMs, BRLM and any persons related to the GCBRLMs and the BRLM, Promoters and Promoter Group cannot apply in the Offer under the Anchor Investor Portion.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company reserves the right to reject any Bid without assigning any reason therefor. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRIs applying on a repatriation basis should authorise their SCSBs to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") accounts, and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Bids by FPI

In terms of the SEBI FPI Regulations, investment in the Equity Shares by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) shall be below10% of our post-Offer Equity Share capital.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III FPIs and unregulated broad based funds, which are classified as Category II FPI by virtue of their investment manager being appropriately regulated, may issue, subscribe or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) such offshore derivate instruments shall not be issued to or transferred to persons who are resident Indians or NRIs or to entities beneficially owned by resident Indians or NRIs. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

An FPI is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to the following conditions:

(a) offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Bids by SEBI registered Alternative Investment Funds

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A category I AIF, cannot invest more than one-third of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Post the repeal of the SEBI (Venture Capital Funds) Regulations, 1996, the venture capital funds which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Directions- Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, the Company reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "**IRDA Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the

Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the GCBRLMs and the BRLM in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the GCBRLMs and the BRLM may deem fit.

Bids by Anchor Investors

For details in relation to Bids by Anchor Investors, see the section entitled "***Offer Procedure – Part B – General Information Document for Investing in Public Issues***" on page 377.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason therefor.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders, the GCBRLMs and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Red Herring Prospectus.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form.

Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof. Systemically important non-banking financial companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act 2013, our Company will, after registering this Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of Financial Express (a widely circulated English national newspaper) and all editions of Jansatta (a widely circulated Hindi national newspaper, Hindi also being the regional language in the place where our Registered Office is located). Our Company shall, in the pre- Offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or immediately after the finalisation of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

5. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

7. If the first applicant is not the ASBA account holder, ensure that the Bid cum Application Form is signed by the ASBA account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form;

8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a acknowledgement in the form of a counterfoil or by specifying the application number from the concerned Designated Intermediary;

11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

12. Instruct your respective banks to release he fund blocked in the ASBA Account under the ASBA process;

13. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address

as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

15. Ensure that the Demographic Details are updated, true and correct in all respects;

16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

17. Ensure that the category and the investor status is indicated in the Bid cume Application Form to ensure proper upload of you Bid in the electronic Bidding system of the Stock Exchanges;

18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents, including a copy of the power of attorney, are submitted;

19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;

21. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

22. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with;

23. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in).

24. Ensure that you tick the correct investor category, as may be applicable, in the Bid cum Application Form to ensure proper upload of the Bid in the online IPO system of the Stock Exchanges; and

25. Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer.

Don’ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;

6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
9. Do not submit the General Index Register number instead of the PAN;
10. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account;
11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
12. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
13. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise; and
14. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository).
15. Do not withdraw your Bid or lower the size of your Bid (in terms of number of Equity Shares or Bid amount), if you are a QIB or a Non-Institutional Bidder.
16. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus.
17. From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment into Anchor Escrow Account

Our Company in consultation with the GCBRLMs and the BRLM, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. The payment instruments for payment into the Anchor Escrow Accounts should be drawn in favour of:

(i) In case of resident Anchor Investors: "Newgen Software Technologies Ltd IPO Anchor Escrow Ac -R"

(ii) In case of non-resident Anchor Investors: "Newgen Software Technologies Ltd IPO Anchor Escrow Ac –NR"

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among the Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated July 26, 2017 among NSDL, the Company and the Registrar to the Offer.
- Agreement dated July 12, 2017 among CDSL, the Company and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

(i) That the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) That all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid/Offer Closing Date or such other timeline as prescribed by SEBI;

(iii) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/ Offer Closing Date, or such time period as specified by SEBI, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit of refund;

(iv) That no further issue of Equity Shares shall be made until the Equity Shares offered through this Red Herring Prospectus are listed or until the Bid monies are refunded on account of non-listing, under-subscription etc.;

(v) That the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(vi) That if our Company or the Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(vii) That if our Company and the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with the SEBI, in the event our Company or the Selling Shareholders subsequently decides to proceed with the Offer;

(viii) That the allotment of Allotment Advice/refund confirmation to Eligible NRIs shall be dispatched within specified time;

(ix) That adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;

(x) That our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received; and

(xi) That the Allotment Advice will be issued or the application money will be refunded/unblocked within such time as specified by the SEBI, failing which interest will be paid to the Bidders at the rate prescribed under applicable law for the delayed period.

The Promoters have authorised the compliance officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Undertakings by the Selling Shareholders

Each Selling Shareholder severally undertakes and/ or confirms the following:

(i) The Equity Shares offered pursuant to the Offer for Sale have been held by the Selling Shareholders for a period of at least one year prior to the date of the Draft Red Herring Prospectus, and are free and clear of any liens or encumbrances and, to the extent that the Equity Shares being offered have resulted from a bonus issue, the bonus issue has been on equity shares held for a period of at least one year prior to the filing of the Draft Red Herring Prospectus.

(ii) The Selling Shareholders are the legal and beneficial owners of and has full title to their respective Equity Shares being offered through the Offer for Sale.

(iii) The Selling Shareholders will not have recourse to the proceeds of the Offer for Sale, until approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;

(iv) The Selling Shareholders will not sell, transfer, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered in the Offer for Sale;

(v) The Selling Shareholder shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

(vi) The Selling Shareholders will take all such steps as may be required to ensure that the Equity Shares being sold by them in the Offer for Sale are available for transfer in the Offer for Sale; and

(vii) It will provide assistance to the Company, as may be reasonably required and necessary in accordance with applicable laws, for the completion of the necessary formalities in relation to the Equity Shares being offered by it under the Offer for Sale.

The Selling Shareholders have authorized the compliance officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Utilization of Net Proceeds

Our Board certifies that:

(i) Our Company and the Selling Shareholders, respectively, declare that all monies received from the Fresh Issue and the Offer for Sale shall be transferred to separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act 2013.

(ii) details of all monies utilised out of the Fresh Issue referred to in sub item (i) shall be disclosed and continue to be disclosed until the time any part of the Net proceeds remains unutilised, under an appropriate separate head in the balance-sheet of the Issuer indicating the purpose for which such monies had been utilised; and

(iii) details of all unutilised monies out of the Fresh Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested;

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PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Offer, and should carefully read this Red Herring Prospectus/Prospectus before investing in the Offer.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the SEBI ICDR Regulations.

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Issuer undertaking the Offer are set out in this Red Herring Prospectus ("**RHP**")/ Prospectus filed by the Issuer with the RoC.Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Offer and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act 2013 (to the extent notified and in effect), the Companies Act 1956 (to the extent applicable), the SCRR, industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Offer Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Offer ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-offer advertisement was given at least five Working Days before the Bid/Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Offer Opening Date, in case of an FPO.

The Floor Price or the Offer price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

2.5 OFFER PERIOD

The Offer may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Offer Period. Details of Bid/Offer Period are also available on the website of the Stock Exchange(s).

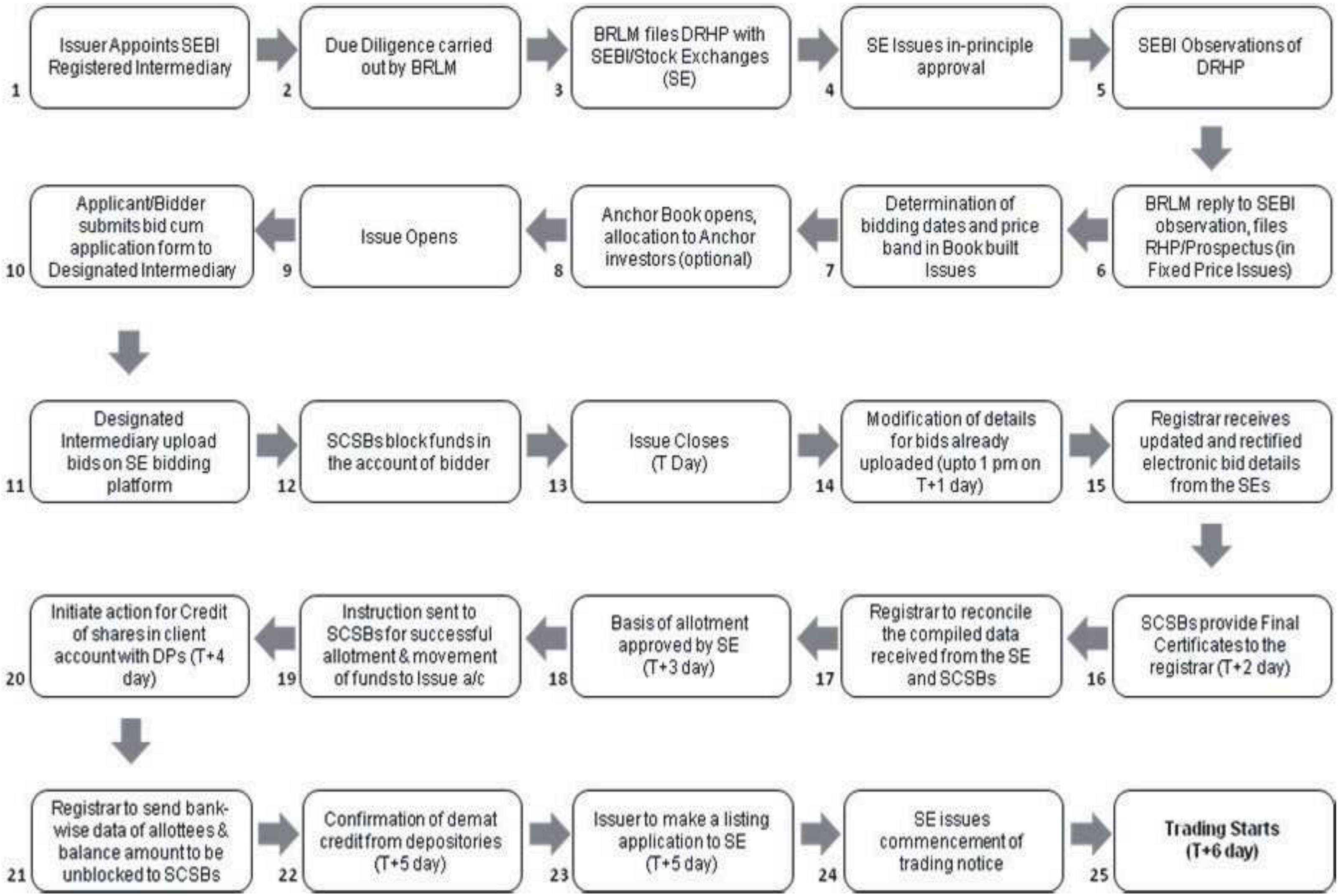
In case of a Book Built Issue, the Issuer may close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Offer Period may be extended by at least three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Offer other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

i. Step 7 : Determination of Offer Date and Price
ii. Step 10: Applicant submits Bid cum Application Form with Designated Intermediaries.


1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchanges (SE)
4 SE Issues in-principle approval
5 SEBI Observations of DRHP
6 BRLM reply to SEBI observation, files RHP/Prospectus (in Fixed Price Issues)
7 Determination of bidding dates and price band in Book built Issues
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/Bidder submits bid cum application form to Designated Intermediary
11 Designated Intermediary upload bids on SE bidding platform
12 SCSBs block funds in the account of bidder
13 Issue Closes (T Day)
14 Modification of details for bids already uploaded (upto 1 pm on T+1 day)
15 Registrar receives updated and rectified electronic bid details from the SEs
16 SCSBs provide Final Certificates to the registrar (T+2 day)
17 Registrar to reconcile the compiled data received from the SE and SCSBs
18 Basis of allotment approved by SE (T+3 day)
19 Instruction sent to SCSBs for successful allotment & movement of funds to Issue a/c
20 Initiate action for Credit of shares in client account with DPs (T+4 day)
21 Registrar to send bank-wise data of allottees & balance amount to be unblocked to SCSBs
22 Confirmation of demat credit from depositories (T+5 day)
23 Issuer to make a listing application to SE (T+5 day)
24 SE issues commencement of trading notice
25 Trading Starts (T+6 day)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to hold and invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares; Scientific and/or industrial research organisations in India, authorised to invest in equity shares;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI published in the Gazette of India;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Offer.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) either bearing stamp of a Designated Intermediary as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the BRLM, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus. For Anchor Investors, Bid cum Application Forms shall be available at the offices of the BRLM.

Fixed Price Issue: Applicants should only use the specified Bid cum Application Form bearing the stamp of the Designated Intermediary as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FPIs on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders/Applicants Bidding/applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialized form in accordance with Section 29 of the Companies Act 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Application Form – For Residents

TEAR HERE

COMMON BID CUM APPLICATION FORM | **XYZ LIMITED - INITIAL PUBLIC ISSUE - R** Address : .... Contact Details: .... CIN No............ | **FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS**

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**ESCROW BANK/SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✔ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder

☐ Non-Institutional Bidder

☐ QIB

6. INVESTOR STATUS

- ☐ Individual(s) - IND
- ☐ Hindu Undivided Family* - HUF
- ☐ Bodies Corporate - CO
- ☐ Banks & Financial Institutions - FI
- ☐ Mutual Funds - MF
- ☐ Non-Resident Indians - NRI (Non-Repatriation basis)
- ☐ National Investment Fund - NIF
- ☐ Insurance Funds - IF
- ☐ Insurance Companies - IC
- ☐ Venture Capital Funds - VCF
- ☐ Alternative Investment Funds - AIF
- ☐ Others (Please specify) - OTH

* HUF should apply only through Karta (Application by HUF would be treated on par with individual)

7. PAYMENT DETAILS | **PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐**

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date :	3)	

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

Application Form – For Non – Residents

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR Address : .... Contact Details: .... CIN No	FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**ESCROW BANK/SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✔ tick)
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder

☐ Non-Institutional Bidder

☐ QIB

6. INVESTOR STATUS

NRI	Non-Resident Indian(s) (Repatriation basis)
FII	FII or Sub-account not a Corporate/Foreign Individual
FIISA	FII Sub-account Corporate/Individual
FVCI	Foreign Venture Capital Investor
FPI	Foreign Portfolio Investors
OTH	Others (Please Specify)________

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date : ________	3)	

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications(including letters notifying the unblocking of the bank accounts of Bidders (other than Anchor Investors) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, Designated Intermediaries and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.

(c) **Joint Bids/Applications**: In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(d) **Impersonation**: Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act 2013 which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 **FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT**

(a) PAN (of the sole/ first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose sole name or first name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms/Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form/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 sending allocation advice or unblocking of ASBA Account or for any correspondence(s) related to an Offer.

(d) 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.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Offer Opening Date in case of an IPO, and at least one Working Day before Bid/Offer Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off

Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of Rs. 10,000 to Rs.15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed Rs. 200,000.

In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to Rs. 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off Price'.

(d) RII may revise or withdraw their bids until Bid/Offer Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to Rs. 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least Rs.10 crores. One-third of the Anchor Investor Portion 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 being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Offer size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer Price, the number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e)).

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Net Offer portion in public category.

ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

iii. Bids by Mutual Funds, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5 : CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and allotment in the Offer are RIIs, NIIs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Offer Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Offer is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorization provided in the Bid cum Application Form. If the Discount is applicable in the Offer, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) Bid Amount for Bidders who Bid at Cut-off price shall be blocked on the Cap Price.

(c) All Bidders (except Anchor Investors) can participate in the Offer only through the ASBA mechanism.

(d) Bid Amount cannot be paid in cash, cheque, demand draft, through money order or through postal order.

4.1.7.1. **Instructions for Anchor Investors:**

(a) Anchor Investors may submit their Bids with a Book Running Lead Manager.

(b) Payments should be made either by RTGS, NACH or NEFT.

(c) The Anchor Escrow Bank(s) shall maintain the monies in the Anchor Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2. **Payment instructions for Bidders (other than Anchor Investors)**

(a) Bidders may submit the Bid cum Application Form either

i. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

ii. in physical mode to any Designated Intermediary(ies).

(b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) **Bidders bidding through a member of the Syndicate** should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified Locations. Bidders should also note that Bid cum Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries).

(g) **Bidders bidding through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

(h) **Bidders bidding directly through the SCSBs** should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.1.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Offer Closing Date.

4.1.7.2 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Offer may block for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant, then the Signature of the ASBA Account holder(s) is also required.

(c) The signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

(a) Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form.

(b) All communications in connection with Bids/Applications made in the Offer should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, unblocking of funds, the Bidders/Applicants should contact the Registrar to the Issue.

ii. In case of Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.

iii. In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.

iv. In case of queries relating to uploading of Bids by a Designated Intermediary, the Bidders/Applicants should contact the relevant Designated Intermediary.

v. Bidder/Applicant may contact the Company Secretary and compliance officer or BRLM(s) in case of any other complaints in relation to the Issue.

(c) The following details (as applicable) should be quoted while making any queries –

i. full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application;

ii. name and address of the Designated Intermediary, where the Bid was submitted;

iii. in case of Bids other than from Anchor Investors, ASBA Account number in which the amount equivalent to the Bid Amount was blocked; or

iv. in case of Anchor Investor Bids, the unique transaction reference number and the name of the relevant bank thereof.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

(a) During the Bid/Offer Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RII may revise their Bids or withdraw their bids until Bid/Offer Closing date.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/ Offer Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:

COMMON BID REVISION FORM | XYZ LIMITED - INITIAL PUBLIC ISSUE - R | FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

Address : .... Contact Details: .... CIN No ....

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2	OLD BID				
(OR) Option 3					

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2	REVISED BID				
(OR) Option 3					

6. PAYMENT DETAILS | PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

7A. SIGNATURE OF SOLE/ FIRST BIDDER | 7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) | BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

Date

TEAR HERE

LOGO | XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R | Acknowledgement Slip for Broker/SCSB/ DP/RTA | Bid cum Application Form No.

DPID / CLID | PAN of Sole / First Bidder

Additional Amount Paid (₹) | Bank & Branch | Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE | PLEASE FILL IN BLOCK LETTERS | TEAR HERE

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed Rs. 200,000. In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds Rs. 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding will be unblocked after the allotment is finalized.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorize blocking of the full Bid Amount (less Discount (if applicable) at the time of submitting the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(b) Bidder/Applicant, Bidder/Applicant may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds Rs. 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that no additional amount is required for blocking Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Lead Manager to the Offer (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of Rs. 10,000 to Rs.15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIIs**,** Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed Rs. 200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Offer size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.

ii. For applications from Mutual Funds, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Offer portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

iii. Applications by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and Allotment in the Offer are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of applicants in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Offer

(b) Application Amount cannot be paid in cash, cheques or demand drafts through money order or through postal order or through stock invest.

4.3.5.1 **Payment instructions for Applicants**

Applicants should refer to the payment instructions included in paragraph 4.1.7.2.

4.3.5.2 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, and (iv) details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Application to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Offer may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Offer Closing Date.

4.3.5.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Offer may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM

4.4.1 **Bidders/Applicants may submit completed Bid-cum-application form / Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	To the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form
All Applications (other than Anchor Investors)	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the Collecting RTAs at the Designated RTA Locations or the CDPs at the Designated CDP Locations (b) To the Designated Branches of the SCSBs where the ASBA Account is maintained

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Offer Price and filing of the Prospectus with the RoC, the Bid-cum-Application Form will be considered as the application form.

SECTION 5: OFFER PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Offer Period, ASBA Bidders/Applicants may approach any of the Designated Intermediary to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager to register their Bid.

(b) In case of Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/Offer Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Offer Period.

5.4 WITHDRAWAL OF BIDS

(a) RIIs can withdraw their Bids until Bid/Offer Closing Date. In case a RII wishes to withdraw the Bid, the same can be done by submitting a request for the same to the concerned Designated Intermediary, who shall do the requisite, including providing instructions for unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalization of basis of Allotment. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to

i. the Bids accepted by the Designated Intermediary;

ii. the Bids uploaded by the Designated Intermediary; and

iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.

(b) The BRLM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLM and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/Applications of Bidders (other than Anchor Investors) accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Bidders' ASBA Account maintained with an SCSB;

(c) Bids/Applications by OCBs;

(d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/Application Form;

(f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(h) Bids/Applications by persons in the United States;

(i) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

(j) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(k) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(l) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(m) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;

(n) Bids/Applications at Cut-off Price by NIIs and QIBs;

(o) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(p) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(q) Submission of more than five Bid cum Application Forms/Application Form as per ASBA Account;

(r) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(s) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(t) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Offer Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(u) Bank account mentioned in the Bid cum Application Form may not be an account maintained by SCSB. Inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/Application Amount in the bank account;

(v) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Anchor Escrow Bank;

(w) Where no confirmation is received from SCSB for blocking of funds;

(x) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;

(y) Bid cum Application Form submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Anchor Escrow Bank (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Offer;

(z) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(aa) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in any category (except QIB category) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

(c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should *note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.*

Bidders can bid at any price within the price band. For instance, assume a price band of Rs. 20 to Rs. 24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of equity shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The issuer, in consultation with the book running lead managers, may finalise the Offer Price at or below such cut-off price, i.e., at or below Rs. 22.00. All bids at or above this Offer Price and cut-off bids are valid bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (**"Alternate Book Building Process"**).

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: OFFER PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Offer Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

ASBA Applicants may submit an Application Form either in physical form to the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (**"ASBA Account"**). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Offer Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Offer Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot **("Maximum RII Allottees")**. The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIIs who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Offer Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Offer Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Offer Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Offer Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii)

Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Offer Price will be at the discretion of the issuer subject to compliance with the following requirements:

i. not more than 60% of the QIB Category will be allocated to Anchor Investors;

ii. one-third of the Anchor Investor Portion 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 being done to other Anchor Investors; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to Rs.10 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than Rs. 10 crores and up to Rs. 250 crores subject to minimum allotment of Rs. 5 crores per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 25 Anchor Investors for allocation of more than Rs. 250 crores subject to minimum allotment of Rs. 5 crores per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the Offer Price is higher than the Anchor Investor Offer Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Offer Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d) **In the event the Offer Price is lower than the Anchor Investor Offer Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid Lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Anchor Escrow Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Anchor Escrow Accounts, as per the terms of the Cash Escrow Agreement, into the Public Offer Account with the Bankers to the Offer. The balance amount after transfer to the Public Offer Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Cash Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Offer shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Offer.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/ Offer Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within five Working Days from the Bid/Offer Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date. The Registrar to the Offer may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within six Working Days of the Bid/Offer Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act 2013, the Issuer may be punishable with a fine which shall not be less than Rs. 5 lakhs but which may extend to Rs. 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith may take steps to refund, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not refunded to Bidders within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Offer (excluding any offer for sale of specified securities), including devolvement to the Underwriters, as applicable, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Offer Closing Date and repay, without interest, all moneys received from Anchor Investors. This is further subject to the compliance with Regulation 19(2)(b) of the SCRR. In case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of prescribed time period under applicable laws, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations comes for an Offer under Regulation 26(2) of SEBI (ICDR) Regulations but fails to Allot at least 75% of the Net Offer to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

1. **In case of ASBA Bids:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.

2. **In case of Anchor Investors:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

3. In case of Anchor Investors, the Registrar to the Offer may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Bid cum Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

i. **NACH** — National Automated Clearing House is a consolidated system of ECS. Payment of refunds would be done through NACH for Anchor Investors having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refunds through NACH is mandatory for Anchor Investors having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;

ii. **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine- digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

iii. **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account; and

iv. **RTGS**—Anchor Investors having a bank account with a bank branch which is RTGS enabled as per the information available on the website of RBI and whose refund amount exceeds ₹ 0.2 million, shall be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding IFSC. Charges, if any, levied by the Anchor Escrow Bank for the same would be borne by our Company. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Bidders/Applicants may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to

Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working Days of the Bid/Offer Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Offer Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations and this Red Herring Prospectus
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the GCBRLMs and the BRLM, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount /ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Offer/Anchor Escrow Bank(s)/Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Anchor Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/ Offer Date by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Closing Date

Term	Description
Bid/Offer Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Opening Date
Bid/Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/ Offer Opening Date and the Bid/Offer Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/Book Building Process/Book Building Method	The book building process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges
BRLM(s)/Book Running Lead Manager(s)/Lead Manager/LM	The Book Running Lead Manager to the Offer as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agents or Collecting RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Offer Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries

Term	Description
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred by the Anchor Escrow Bank from the Anchor Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries /Collecting Agent	Syndicate Members, sub-syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and Collecting RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the Collecting RTAs where Bidders can submit the Bid cum Application Forms to Collecting RTAs. The details of such Designated RTA Locations, along with names and contact details of the Collecting RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
Anchor Escrow Account	Account opened with the Anchor Collection Bankand in whose favour the Anchor Investors may transfer money through NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Cash Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the Book Running Lead Manager(s), the Anchor Escrow Bank and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Anchor Escrow Bank	Refer to definition of Banker(s) to the Offer
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable

Term	Description
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NACH	National Automated Clearing House
NEFT	National Electronics Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Offer	The Offer less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price The Offer Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Offer may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Offer Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Offer Price, the size of the Offer and certain other information
Public Offer Account	An account opened with the Banker to the Offer to receive monies from the Anchor Escrow Account and from the ASBA Accounts on the Designated Date

Term	Description
QIB Category	The portion of the Offer being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations
RTGS	Real Time Gross Settlement
Red Herring Prospectus/RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/ Offer Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTO	The Registrar to the Offer as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Offer reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offers the facility of ASBA and the list of which is available on the website of the http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Stock Exchanges	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s)	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date

Term	Description
Working Day	Any day, other than Saturdays or Sundays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Bid/Offer Opening Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act 2013 and the SEBI ICDR Regulations, the main provision of the Articles of Association of our Company are detailed below.

The Articles of Association of our Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency between Part A and Part B, the provisions of Part B shall prevail. However, Part B shall automatically terminate and cease to have any force and effect from the date of receipt of final approval for listing and trading of equity shares of the Company on the recognized stock exchanges in India subsequent to an initial public offering of the equity shares of the Company without any further action by the Company or by the Shareholders and Part A shall continue to be in effect.

PART A OF THE ARTICLES OF ASSOCIATION

Applicability of the Table F

Article 1 provides that "The regulations contained in Table 'F' of Schedule I of the Companies Act, 2013 shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles."

Share Capital and Variation of Rights

Article 3 provides that "The authorized Share Capital of the Company shall be as per Clause V of the Memorandum of Association with the power to increase or reduce such capital from time to time in accordance with the Articles and the legislative provisions for the time being in force in this regard and with the power also to divide the shares in the capital for the time being into Equity Share Capital and Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles."

Article 4 provides that "Subject to the provisions of the Act and these Articles, the Shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such Persons, in such proportion and on such terms and conditions and either at a premium or at par or subject to the compliance with Section 53 of the Act, at a discount as they may, from time to time think fit and proper, and may also issue and allot Shares in the capital of the Company on payment in full or part payment of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may be so allotted may be issued as fully paid up Shares and if so issued shall be deemed to be fully paid up Shares, provided that option or right to call of Shares shall not be given to any Person or Persons without the sanction of the Company in the General Meeting."

Article 5 provides that "Subject to these Articles and the provisions of the Act, the Company may, from time to time, by ordinary resolution, increase the Share Capital by such sum, to be divided into Shares of such amount, as may be specified in the resolution."

Article 6 provides that "Subject to the provisions of the Act, the Company may from time to time by ordinary resolution, undertake any of the following:

(i) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;
(ii) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
(iii) sub-divide its Shares, or any of them, into Shares of smaller amount, such that the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in case of the Share from which the reduced Share is derived; or
(iv) cancel any Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its share capital by the amount of Shares so cancelled. A cancellation of Shares pursuant to this Article shall not be deemed to be a reduction of the Share Capital within the meaning of the Act."

Article 7 provides that "Subject to the provisions of these Articles, applicable provisions of the Act, other applicable Law and subject to such other Approvals, permissions or sanctions as may be necessary, the Company may issue any Shares with or without differential rights upon such terms and conditions and with such rights and privileges (including with regard to voting rights and dividend) as may be permitted by the Act or the applicable Law or guidelines issued by the statutory authorities and/or listing requirements and that the provisions of these Articles."

Article 8 provides that "Subject to the provisions of the Act, any preference Shares may be issued on the terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the Shares may, by special resolution determine."

Article 9 provides that "Subject to the provisions of the Act and these Articles, the Company shall have the power to issue Preference Share Capital carrying a right of redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purpose of such redemption or liable to be redeemed at the option of the Company, and the Board may, subject to the provisions of the Act, exercise such power in such manner as it may think fit. The period of redemption of such preference Shares shall not exceed the maximum period for redemption provided under Section 55 of the Act."

Article 10 provides that "Where at any time, it is proposed to increase its subscribed capital by the issue/allotment of further Shares either out of the unissued capital or increased Share Capital then, such further Shares may be offered to:

(a) persons who, at the date of offer, are holders of equity Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those Shares by sending a letter of offer subject to the following conditions: (i) the offer shall be made by notice specifying the number of Shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined; (ii) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the Shares offered to him or any of them in favour of any other Person and the notice referred to in (i) shall contain a statement of this right; and (iii) after expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the Shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Members and the Company;

    Nothing in sub-Article (a) (ii) above shall be deemed to extend the time within which the offer should be accepted; or to authorize any Person to exercise the right of renunciation for a second time on the ground that the Person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

(b) employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to such conditions as may be prescribed under the Act and other applicable Laws; or

(c) any Persons, whether or not those Persons include the Persons referred to in (a) or (b) above, either for cash or for a consideration other than cash, if the price of such Shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act, if a special resolution to this effect is passed by the Company in a General Meeting."

Article 11 provides that "Nothing in Article 10 above shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into Shares in the Company or to subscribe for Shares in the Company; provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in a General Meeting."

Article 14 provides that "If at any time the Share Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the Shares of that class. To every such separate general meeting of the holders of the Shares of that class, the provisions of these Articles relating to general meetings shall mutatis mutandis apply."

Article 15 provides that "The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith."

Article 18 provides that "Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and Members, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable Laws."

Article 19 provides that "Subject to the provisions of the Act, the Company may, from time to time, by special resolution reduce in any manner and with, and subject to, any incident authorised and consent required under applicable Law:

(a) the Share Capital;
(b) any capital redemption reserve account; or
(c) any Share premium account."

Capitalisation of Profits

Article 20 provides that "The Company in General Meeting may, upon the recommendation of the Board, resolve

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account or otherwise available for distribution; and
(b) that such sum be accordingly set free for distribution in the manner specified in Article 21 below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions."

Article 21 provides that "The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provision contained in Article 22 below, either in or towards:

(a) paying of any amounts for the time being unpaid on any Shares held by such Members respectively; or
(b) paying up in full, un-issued Shares of the company to be allotted and distributed, credited as fully paid, to and amongst such Members in the proportions aforesaid; or
(c) partly in the way specified in Article 21 (a) and partly in that specified in Article 21 (b);
(d) A securities premium account and a capital redemption reserve account may, for the purposes of this Article, only be applied in the paying up of un-issued Shares to be issued to Members of the Company as fully paid bonus shares.
(e) The Board shall give effect to the resolution passed by the Company in pursuance of this Article."

Article 22 provides that "Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares, if any; and
(b) generally do all acts and things required to give effect thereto."

Commission

Article 25 provides that "The Company may exercise the powers of paying commissions conferred by sub-Section (6) of Section 40 or the Act (as amended from time to time), provided that the rate per cent or amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder."

Article 26 provides that "The rate or amount of the commission shall not exceed the rate or amount prescribed under the applicable rules."

Article 27 provides that “The commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in the one way and partly in the other.”

Lien

Article 28 provides that “The Company shall have a first and paramount lien upon all the Shares/ debentures (other than fully paid up Shares/debentures) registered in the name of each Member (whether solely or jointly with others) to the extent of monies called or payable in respect thereof, and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect. Such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/debentures. Fully paid up Shares shall be free from all liens. Unless otherwise agreed, the registration of a transfer of Shares/debentures shall operate as a waiver of the Company’s lien if any, on such Shares/debentures. The Board may at any time declare any Shares/debentures wholly or in part to be exempt from the provisions of this Article.”

Article 29 provides that “The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien, provided that no sale shall be made:

(a) unless a sum in respect of which the lien exists is presently payable;
(b) until the expiration of 14 (fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share or the Person entitled thereto by reason of his death or insolvency.”

Article 30 provides that “The following shall apply to any sale of Shares referred to in Article 29 above:

(a) The Board shall authorise some Person to transfer the Shares sold to the purchaser thereof;
(b) The purchaser shall be registered as the holder of the Shares that are the subject of any such transfer;
(c) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale;
(d) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable;
(e) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the Shares before the sale, be paid to the Person entitled to the Shares at the date of the sale.”

Article 31 provides that “A Member shall not exercise any voting rights in respect of the Shares in regard to which the Company has exercised the right of lien.”

Calls on Shares

Article 32 provides that “Subject to the provisions of the Act, the Board may, from time to time, make calls upon the Members in respect of any money unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than 1 (one) month from the date fixed for the payment of the last preceding call.”

Article 33 provides that “Each Member shall, subject to receiving at least 14 (fourteen) days’ notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his Shares.”

Article 35 provides that “A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.”

Article 36 provides that “The joint-holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.”

Article 37 provides that “If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the Person from whom the sum is due shall pay interest thereof from the day appointed for payment thereof to the time of actual payment at 10 % (ten per cent) per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part."

Article 38 provides that "Any sum which by the terms of the issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue, such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified."

Article 39 provides that "The Board may, if it thinks fit, subject to the provisions of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at such rate as determined by the Board as the Member paying such sum in advance agree upon, provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced. The Member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable. The provisions of these Articles shall *mutatis mutandis* apply to any calls on debentures of the Company."

Transfer of Shares

Article 49 provides that "The securities or other interest of any Member shall be freely transferable, provided that any contract or arrangement between 2 (two) or more Persons in respect of transfer of securities shall be enforceable as a contract. The instrument of transfer of any Share in the Company shall be duly executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the Share until the name of the transferee is entered in the register of Members in respect thereof. A common form of transfer shall be used in case of transfer of Shares. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of Shares and the registration thereof."

Article 50 provides that "Subject to the provisions of the Act, these Articles and any other applicable Law for the time being in force, the Directors may, at their own absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of Shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a Member of the Company but in such cases, the Directors shall within 1 (one) month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer provided that registration or transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except when the Company has a lien on the Shares. Transfer of Shares/debentures in whatever lot shall not be refused."

Article 51 provides that "Save as otherwise provided in the Act, no transfer of a Share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or certificates of Shares, and is no such certificate is in existence, then the letter of allotment of the Shares. Application for the registration of the transfer of a Share may be made either by the transferor or by the transferee provided that where such application is made by the transferor, no registration shall, in the case of a partly paid Share be affected unless the Company gives notice of the application to the transferee in the manner prescribed under the Act, and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee, within 2 (two) weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee. On giving not less than 7 (seven) days previous notice in accordance with the Act or any other time period as may be specified by Law, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine, provided that such registration shall not be suspended for more than 30 (thirty) days at any one time or for more than 45 (forty five) days in the aggregate in any year."

Article 52 provides that "No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other documents."

Transmission of Shares

Article 53 provides that “On the death of a Member, the survivor or survivors where the Member was a joint holder of the Shares, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only Person(s) recognised by the Company as having any title to his interest in the Shares. Nothing in these Articles shall release the estate of the deceased joint holder from any liability in respect of any Share which had been jointly held by him with other Persons.”

Article 54 provides that “Any Person becoming entitled to a Share in consequence of the death or insolvency of a Member may, upon such evidence being produced as the Board may from time to time require, and subject as hereinafter provided, elect, either:

(a) to be registered as holder of the Share; or

(b) to make such transfer of the Share as the deceased or insolvent Member could have made.”

Article 55 provides that “The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent Member had transferred the Share before his death or insolvency.”

Article 56 provides that “If the Person so becoming entitled shall elect to be registered as holder of the Shares, such person shall deliver or send to the Company a notice in writing signed by him stating that he so elects.”

Article 57 provides that “If the Person aforesaid shall elect to transfer the Share, he shall testify his election by executing an instrument of transfer in accordance with the provisions of these Articles relating to transfer of Shares.”

Article 58 provides that “All the limitations, restrictions and provisions contained in these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.”

Article 59 provides that “A Person becoming entitled to a Share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to the General Meetings of the Company, provided that the Board may, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share, until the requirements of the notice have been complied with.”

Forfeiture of Shares

Article 60 provides that “If a Member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.”

Article 61 provides that “The notice issued under Article 60 shall:

(a) name a further day (not being earlier than the expiry of 14 (fourteen) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
(b) state that, in the event of non-payment on or before the day so named, the Shares in respect of which the call was made will be liable to be forfeited.”

Article 62 provides that “If the requirement of any such notice as aforesaid is not complied with, any Share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.”

Article 63 provides that “A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.”

Article 64 provides that "At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit."

Article 65 provides that "A Person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by the Person to the Company in respect of the Shares."

Article 66 provides that "The liability of such Person shall cease if and when the Company shall have received payment in full of all such monies in respect of the Shares."

Article 67 provides that "A duly verified declaration in writing that the declarant is a Director, the manager or the secretary of the Company, and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Person claiming to be entitled to the Share."

Article 68 provides that "The Company may receive the consideration, if any, given for the Share on any sale or disposal thereof and may execute a transfer of the Share in favour of the Person to whom the Share is sold or otherwise disposed of."

Article 69 provides that "The transferee shall there upon be registered as the holder of the Share."

Article 70 provides that "The transferee shall not be bound to ascertain or confirm the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity to invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share."

Article 71 provides that "The provision of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, become payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as the same had been payable by virtue of a call duly made and notified."

Shareholders' Meetings

Article 77 provides that "An annual General Meeting shall be held each year within the period specified by the Law. Not more than 15 (fifteen) months shall elapse between the date of one annual General Meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time within which any annual General Meeting may be held. Every annual General Meeting shall be called during business hours on a day that is not a national holiday, and shall be held either at the registered office or at some other place within the city in which the registered office of the Company is situate, as the Board may determine."

Article 79 provides that

i. "The Board may, whenever it thinks fit, call an extraordinary General Meeting;
ii. The Board shall on the requisition of such number of Member or Members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply.
iii. A General Meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice either in writing or through electronic mode in such manner as prescribed under the Act, provided that a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than 95% (ninety-five percent) of the Members entitled to vote at such meeting.
iv. Notice of every General Meeting shall be given to the Members and to such other Person or Persons as required by and in accordance with Section 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act."

Proceedings at Shareholders' Meetings

Article 93 provides that "The Chairman, if any, of the Board shall preside as Chairman at every General Meeting of the Company."

Article 94 provides that "If there is no such Chairman or if he is not present within 15 (fifteen minutes) after the time appointed for holding the General Meeting or is unwilling to act as the Chairman of the General Meeting, the Directors present shall elect one of their members to be the Chairman of the General Meeting."

Article 95 provides that "If at any General Meeting no Director is willing to act as the Chairman or if no Director is present within 15 (fifteen) minutes after the time appointed for holding the General Meeting, the Members present shall choose one of their Members to be the Chairman of the General Meeting."

Votes of Members

Article 96 provides that "Subject to any rights or restrictions for the time being attached to any class or classes of Shares:

(a) on a show of hands, every Member present in Person shall have 1 (one) vote; and
(b) on a poll, the voting rights of Members shall be in proportion to their share in the paid-up Share Capital."

Article 97 provides that "The Chairman shall not have a second or casting vote in the event of an equality of votes at General Meetings of the Company."

Article 103 provides that "No Member shall be entitled to exercise any voting rights either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any Shares registered in his/her name on which any calls or other sums presently payable by him in respect of Shares in the Company have not been paid."

Proxy

Article 106 provides that "Subject to the provisions of the Act and these Articles, any Member of the Company entitled to attend and vote at a General Meeting of the Company shall be entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting."

Article 107 provides that "The proxy shall not be entitled to vote except on a poll."

Article 108 provides that "The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the Person named in the instrument proposes to vote; or in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid."

Article 109 provides that "An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder."

Directors

Article 111 provides that "The business of the Company shall be managed by the Directors who may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not restricted by the Act or by these Articles."

Article 112 provides that "Subject to the provisions of the Act, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen), provided that the Company may appoint more than 15 (fifteen) directors after passing a special resolution."

Article 122 provides that "At any annual General Meeting at which a Director retires, the Company may fill up the vacancy by appointing the retiring Director who is eligible for re-election or some other Person if a notice for the said purpose has been left at the office of the Company in accordance with the provisions of the Act."

Meetings of the Board

Article 133 provides that "The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit."

Article 135 provides that "Subject to the provisions the Act, the Board shall meet at least 4 (four) times in a year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive meetings of the Board."

Article 136 provides that "The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purpose of quorum. Provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time."

Article 141 provides that "The Board may elect a Chairman of its meetings and determine the period for which he is to hold office. If no such Chairman is elected, or if at any meeting the Chairman is not present within 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting."

Article 142 provides that "In case of equality of votes, the Chairman of the Board shall have a second or casting vote at Board meetings of the Company."

Powers of the Directors

Article 151 provides that "The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general directions, management and superintendence of the business of the Company with full power or do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company and to make and sign all such contracts, and other government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these presents are expressly directed to be exercised by the Members in the General Meeting."

Article 152 provides that "Subject to Section 179 of the Act, the Directors shall have the right to delegate any of their powers to such managers, agents or other Persons as they may deem fit and may at their own discretion revoke such powers."

Article 153 provides that "The Board of Directors shall, or shall authorize Persons in their behalf, to make necessary filings with governmental authorities in accordance with the Act and other applicable Law, as may be required from time to time."

Article 154 provides that "Subject to the provisions of the Act and these Articles, the Board shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do; provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other statute or by the Memorandum of Association or by these Articles or otherwise, to be exercised or done by the Company in a General Meeting; provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of Association of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting, but no regulation made by the Company in General meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made."

Article 155 provides that "Subject to the provisions of the Act and the and any other applicable Law for the time being in force, the Directors shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for and on behalf of the Company in such manner and upon such terms and conditions in all respects as they think fit and through the issue of debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital then available."

Article 156 provides that "The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorise any other Person or Persons to exercise such powers."

Dividends and Reserves

Article 157 provides that "The Company in a General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board."

Article 158 provides that "Subject to the provisions of the Act, the Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company."

Article 159 provides that "The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve."

Article 160 provides that "Subject to the rights of Persons, if any, entitled to Shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the Shares in the Company, dividends may be declared and paid according to the amounts of the Shares."

Article 162 provides that "All dividends shall be apportioned and paid proportionately to the amounts, paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid, but if any Share is issued on terms providing that it shall rank for dividend as from a particular date such Share shall rank for dividend accordingly."

Article 164 provides that "Any dividend, interest or other monies payable in cash in respect of Shares may be paid by electronic mode or by cheque, demand draft or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of Members of the Company, or to such Person and to such address as the holder or joint holders may in writing direct."

Article 169 provides that "The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company. Where the Company has declared a dividend but which has not been paid or claimed within 30 (thirty) days from the date of the declaration, the Company shall within 7 (seven) days from the date of expiry of the 30 (thirty) day period, transfer the total amount of dividend which remains so unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank, to be called "Unpaid Dividend of Newgen Software Technologies Limited" Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under the Act. No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by Law."

PART B OF THE ARTICLES OF ASSOCIATION

Part B of the Articles of Association provide for, among other things, the rights of shareholders pursuant to the shareholders' agreement executed with certain shareholders of our Company. For more details on the shareholders' agreements, see ***"History and Certain Corporate Matters – Shareholder Agreements and Other Material Agreements – Shareholder Agreements"*** on page 153.

SECTION IX – OTHER INFORMATION
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Red Herring Prospectus) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of this Red Herring Prospectus delivered to the RoC for registration, and also the documents for inspection referred to hereunder may be inspected at our Registered Office, from 10.00 am to 4.00 pm on Working Days from the date of this Red Herring Prospectus until the Bid/Offer Closing Date.

Material Contracts to the Offer

1. Offer Agreement dated September 27, 2017 entered into among our Company, the Selling Shareholders, the GCBRLMs and the BRLM.
2. Registrar Agreement dated September 21, 2017, entered into among our Company, the Selling Shareholders and the Registrar to the Offer.
3. Cash Escrow Agreement dated January 5, 2018 entered into among our Company, the Selling Shareholders, the GCBRLMs, the BRLM, Banker(s) to the Offer/ Anchor Escrow Bank(s), Refund Bank and the Registrar to the Offer.
4. Share Escrow Agreement dated January 5, 2018 entered into among the Selling Shareholders, our Company and the Share Escrow Agent.
5. Syndicate Agreement dated January 5, 2018 entered into among the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer.
6. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders and the Underwriters.

Other Material Contracts in relation to our Company

1. Share Subscription cum Shareholders' agreement dated July 7, 2008 entered into among our Company, Diwakar Nigam, T.S. Varadarajan, HAV 2 (Mauritius) Limited, SAP AG, Germany and certain other shareholders of our Company and the deed of adherence dated October 4, 2011 executed by SAP V (Mauritius) to such agreement.
2. Shareholders' Agreement dated October 31, 2013 entered into among our Company, Ascent Capital, IDGVI, SAP, Diwakar Nigam, T.S. Varadarajan, Priyadarshini Nigam, Usha Varadarajan and Newgen Employees Trust and the addendum thereto, dated July 22, 2016 and amendment dated July 7, 2017.
3. Share Purchase Agreement dated October 31, 2013 entered into among our Company, HAV 2 (Mauritius) Limited, Ascent Capital, IDGVI, Diwakar Nigam and T.S. Varadarajan.
4. Share Purchase cum Share Subscription Agreement dated October 31, 2013 entered into among our Company, Diwakar Nigam, T.S. Varadarajan, Priyadarshini Nigam, Usha Varadarajan, Ascent Capital and IDGVI.
5. Share Purchase Agreement dated March 27, 2014 entered into among our Company, IDGVI and Pandara Trust.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended until date.
2. Certificate of incorporation dated June 5, 1992, as amended on June 7, 2000 and June 13, 2000.
3. Board resolution and shareholders' resolution of our Company, dated June 14, 2017 and July 28, 2017, respectively, authorizing the Offer and other related matters.
4. Consent letters of each of the Selling Shareholders authorizing their respective portions of the Offer for Sale.
5. Copies of annual reports for the last five fiscals, i.e., fiscals 2017, 2016, 2015, 2014 and 2013.
6. Newgen Employees Stock Option Scheme 2014.
7. The examination reports of the Auditors, B S R & Associates LLP, Chartered Accountants, on our Restated Financial Information included in this Red Herring Prospectus.
8. Statement of tax benefits from the Statutory Auditors included in this Red Herring Prospectus.
9. Consent of the Statutory Auditors, B S R & Associates LLP, Chartered Accountants, as referred to, in their capacity and for inclusion of their examination reports on our Restated Financial Information in the form and context in which it appears in this Red Herring Prospectus.
10. Consent of the Statutory Auditors, B S R & Associates LLP, Chartered Accountants for inclusion of the statement of tax benefits in the form and context in which it appears in this Red Herring Prospectus.

11. Consents of Bankers to our Company, the GCBRLMs, the BRLM, Syndicate Members, Registrar to the Offer, Banker(s) to the Offer/ Anchor Escrow Banks, Refund Banks, industry sources, legal counsels, lenders to the Company, Directors of our Company, Company Secretary and compliance officer of our Company, Chief Financial Officer as referred to act, in their respective capacities.
12. Report by Ovum Limited, titled "*Business Software Industry Report: Digitalisation, IT modernization and automation are driving market growth*" dated August 7, 2017.
13. Consent dated September 25, 2017 from Ovum/ Informa to use their report titled "*Business Software Industry Report: Digitalisation, IT modernization and automation are driving market growth*" dated August 7, 2017.
14. Market Price Assessment Report prepared in September 2017 by Aggarwal and Associates.
15. Quotations in relation to the furnishing of the office premises near Noida -Greater Noida Expressway.
16. In-principle listing approvals dated October 18, 2017 and October 17, 2017 from the BSE and the NSE, respectively.
17. Tripartite Agreement dated July 26, 2017 among our Company, NSDL and the Registrar to the Offer.
18. Tripartite Agreement dated July 12, 2017 among our Company, CDSL and the Registrar to the Offer.
19. Due diligence certificate to SEBI from the GCBRLMs and the BRLM, dated September 27, 2017.
20. SEBI final observation letter dated November 17, 2017.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS AND CHIEF FINANCIAL OFFICER OF OUR COMPANY

(Diwakar Nigam)
(Chairman and Managing Director)

(Priyadarshini Nigam)
(Whole-time Director)

(T.S. Varadarajan)
(Whole-time Director)

(Kaushik Dutta)
(Independent Director)

(Saurabh Srivastava)
(Additional Independent Director)

(Subramaniam Ramnath Iyer)
(Additional Independent Director)

(Arun Kumar Gupta)
(Chief Financial Officer)

Date: January 5, 2018

Place: New Delhi

DECLARATION BY UNIT TRUST OF INDIA INVESTMENT ADVISORY SERVICES LIMITED A/C ASCENT INDIA FUND III, AS A SELLING SHAREHOLDER

Unit Trust of India Investment Advisory Services Limited a/c Ascent India Fund III certifies that all statements about or in relation to itself and the Equity Shares offered by it through the Offer for Sale in this Red Herring Prospectus, are true and correct. Unit Trust of India Investment Advisory Services Limited a/c Ascent India Fund III assumes no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder in this Red Herring Prospectus.

For and on behalf of Unit Trust of India Investment Advisory Services Limited a/c Ascent India Fund III

Name: Sunil Kolangara

Designation: Director

Date: January 5, 2018

DECLARATION BY IDG VENTURES INDIA FUND II LLC, AS A SELLING SHAREHOLDER

IDG Ventures India Fund II LLC certifies that all statements about or in relation to itself and the Equity Shares offered by it through the Offer for Sale in this Red Herring Prospectus, are true and correct. IDG Ventures India Fund II LLC assumes no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder in this Red Herring Prospectus.

For and on behalf of IDG Ventures India Fund II LLC

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Name: Gulshan Ramgoolam

Designation: Director

Date: January 5, 2018

DECLARATION BY SAP V (MAURITIUS), AS A SELLING SHAREHOLDER

SAP V (Mauritius) certifies that all statements about or in relation to itself and the Equity Shares offered by it through the Offer for Sale in this Red Herring Prospectus, are true and correct. SAP V (Mauritius) assumes no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder in this Red Herring Prospectus.

For and on behalf of SAP V (Mauritius)

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Name: Rishi Emrit

Designation: Director

Date: January 5, 2018

DECLARATION BY 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), AS A SELLING SHAREHOLDER

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) certifies that all statements about or in relation to itself and the Equity Shares offered by it through the Offer for Sale in this Red Herring Prospectus, are true and correct. 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) assumes no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder in this Red Herring Prospectus.

For and on behalf of 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)

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Name: TC Meenakshisundaram

Designation: Designated Partner

Date: January 5, 2018