



May 7, 2018

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Company Code No.: 539807	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Company Symbol: INFIBEAM
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Dear Sir/ Madam,

Sub: Outcome of Board Meeting and intimation under Regulation 30 of SEBI (LODR) Regulations, 2015

We wish to inform you that the Board of Directors of Infibeam Incorporation Limited ("**the Company**") at its meeting held today i.e. on May 7, 2018, commenced at 11.30 a.m. and concluded at 12.50 p.m. has considered and approved:

1. Acquisition of entire share capital of Unicommerce eSolutions Private Limited ("**Unicommerce**") from its existing Shareholders i.e. Jasper Infotech Private Limited ("**Snapdeal**") ("**Sellers**" and the "**Proposed Transaction**") for a consideration other than cash for an aggregate consideration not exceeding Rs. 120.00 Crores (Rupees One Hundred and Twenty Crores only), subject to pending due diligence (**Details as per Annexure – A**) and execution of the Share Purchase Agreement ("**SPA**") on May 7, 2018 for acquisition of entire share capital of Unicommerce eSolutions Private Limited (**Details as per Annexure – B**) from its existing shareholders. Consequent to acquisition of the entire share capital, Unicommerce eSolutions Private Limited will become the wholly owned subsidiary of Infibeam Incorporation Limited.
2. In connection with the above, Preferential Issue of Optionally Convertible Debenture(s) ("**OCD**"), either redeemable or convertible into equivalent number of Equity Shares of Rs. 1/- each for an aggregate consideration not exceeding Rs. 120.00 Crores (subject to pending due diligence) in terms of the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 as amended and on such further terms and conditions specified in the said regulations and further subject to approval of shareholders and other applicable regulatory / statutory approvals after successful completion of Due diligence as indicated hereinabove.
3. Change in the name of the Company from "**Infibeam Incorporation Limited**" to "**Infibeam Avenues Limited**" or such other similar name upon approval of the Ministry of Corporate Affairs and subject to approval of Members of the Company, Stock Exchanges, and other appropriate authorities, institutions or bodies as may be required.

Request to kindly take the same on your records please.

Thanking you,

Yours faithfully,
For Infibeam Incorporation Limited


Shyamal Trivedi
Vice President & Company Secretary



Encl: As above

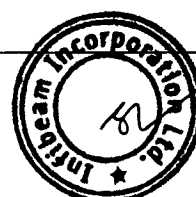
INFIBEAM INCORPORATION LIMITED

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CIN: L64203GJ2010PLC061366

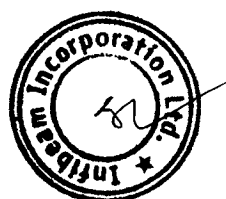
Disclosure in terms of Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI circular No. CIR/ CFD/CMD/2015 dated September 9, 2015.

Acquisition (including agreement to acquire)

Sr. No.	Details of Events need to be provided	Information of such Events
1	Name of the target entity, details in brief such as size, turnover, etc.	Unicommerce eSolutions Private Limited having Networth of Rs. 24.63 Crore and Turnover of Rs. 20.27 Crore as on March 31, 2018.
2	Whether the acquisition would fall within related party transaction(s)? If yes, whether the same is done at "arm's length";	The transaction would not fall within related party transaction. The Promoters / Promoter Group of Infibeam do not have any interest in the business being acquired.
3	Industry to which the entity being acquired belongs	<p>Information Technology and Software Development.</p> <p>Unicommerce is a fully owned subsidiary company of Jasper Infotech Private Limited ("Snapdeal") and is a market leader in e-commerce enablement software for warehouse management and omni-channel services. It is one of the few profitable companies in India in the SaaS market providing comprehensive end-to-end e-commerce solutions, including warehouse management, multi-channel order fulfillment, e-commerce order processing, catalogue management, inventory management, and omni-channel management for both brands and online sellers. It serves the needs of manufacturers, wholesalers, distributors, retail chains, and individual store owners. With over 10,000+ sellers and a large number of leading brands and e-commerce players as its clients, Unicommerce enables businesses to seamlessly integrate with leading marketplaces, logistics providers and ERP systems.</p>
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The line of business of the Target Company is similar to Infibeam Incorporation Limited. The acquisition would result in growth in merchants and revenues from Infibeam Web Services. With the acquisition of Unicommerce eSolutions, Infibeam will further expand and strengthen its e-commerce web service offerings and capabilities.
5	Brief details of any governmental or regulatory approvals required for the acquisition	N.A.



6	Indicative time period for completion of the acquisition	3 to 5 Months								
7	Nature of consideration - whether cash consideration or share swap and details of the same	Consideration other than cash by way of preferential issue of Optionally Convertible Debenture(s) ("OCD"), either redeemable or convertible into equivalent number of Equity Shares								
8	Cost of acquisition or the price at which the shares are acquired	Not exceeding Rs. 120.00 Crores subject to pending due diligence.								
9	Percentage of shareholding / control acquired and / or number of shares acquired	100% shareholding with full business, management and operational control. The Target Company will become wholly owned subsidiary of Infibeam Incorporation Limited								
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Unicommerce, incorporated on February 2, 2012, is a fully owned subsidiary company of Jasper Infotech Private Limited ("Snapdeal") and is a market leader in e-commerce enablement software for warehouse management and omni-channel services. It is one of the few profitable companies in India in the SaaS market providing comprehensive end-to-end e-commerce solutions, including warehouse management, multi-channel order fulfillment, e-commerce order processing, catalogue management, inventory management, and omni-channel management for both brands and online sellers. It serves the needs of manufacturers, wholesalers, distributors, retail chains, and individual store owners. With over 10,000+ sellers and a large number of leading brands and e-commerce players as its clients, Unicommerce enables businesses to seamlessly integrate with leading marketplaces, logistics providers and ERP systems.</p> <p>Turnover:</p> <table border="1"> <thead> <tr> <th>FY</th> <th>Rs. (In Crore)</th> </tr> </thead> <tbody> <tr> <td>2017-18</td> <td>20.27</td> </tr> <tr> <td>2016-17</td> <td>25.08</td> </tr> <tr> <td>2015-16</td> <td>12.53</td> </tr> </tbody> </table>	FY	Rs. (In Crore)	2017-18	20.27	2016-17	25.08	2015-16	12.53
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Share Purchase Agreement

Details of Agreements entered with	Particulars
Name(s) of the Parties with whom the agreement is entered	Share Purchase Agreement ("SPA") has been executed by and between all the Shareholders of Unicommerce, Unicommerce as a Company, Infibeam and its Promoters.
Purpose of entering into the Agreement	The Company has entered into SPA for the purpose of acquiring the entire Share Capital of Unicommerce from its existing shareholders.
Size of the Agreement	Aggregate consideration not exceeding Rs. 120.00 Crores, subject to pending due diligence and other terms of the Agreement.
Shareholding, if any, in the entity with whom the agreement is executed	Infibeam as on date does not hold any shares in Unicommerce. Post-acquisition, Unicommerce will become a wholly owned subsidiary of Infibeam.
Significant terms of the agreement (in brief)	Post-closing of the Transaction, Infibeam will become the Holding Company, holding entire 100% share capital of Unicommerce and shall have all the rights to control Board constitution, share capital and business and other operations of Unicommerce.
Whether the said parties are related to promoter / promoter group / group companies in any manner. If yes, nature of relationship	The Sellers are not related to Promoter / Promoter Group / the Group Companies of Infibeam.
Whether the transaction would fall within related party transaction(s)? If yes, whether the same is done at "arm's length"	The proposed transaction would not fall within related party transaction. The arm's length criteria is not applicable since it is not related party transaction.
In case of issuance of Shares to the parties, details of issue price, class of shares issued	Subject to approval of the shareholders of Infibeam to be obtained in the Extra Ordinary General Meeting and upon receipt of requisite statutory / regulatory approvals, the Company will make Preferential Issue of Optionally Convertible Debenture(s) ("OCD"), either redeemable or convertible into equivalent number of Equity Shares to the shareholders of Unicommerce



	eSolutions Private Limited ("Unicommerce" or "Target"), for an aggregate consideration of not exceeding Rs. 120.00 Crores (subject to pending due diligence) in terms of the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 as amended and on such further terms and conditions specified in the said regulations.
In case of Loan Agreements, details of lender, nature of loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan	Not Applicable
Any other disclosures related to such agreements viz. details of nominee on the Board of Directors of Listed entity, potential conflict of interest arising out of such agreements, etc.	The proposed transaction is subject to receipt of requisite regulatory and other approvals.

