



Paresh Parekh & Co.
Chartered Accountants

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Gurukul, Ahmedabad - 380052

Date: 11/07/2017

To,
The Board of Directors
Infibeam Incorporation Limited
9th Floor, A-Wing, Gopal Palace,
Nehrunagar, Ahmedabad
Gujarat - 380015

To,
The Board of Directors

Avenues India Private Limited
Plaza Asiad, Level 2,
Junction of station Road and S.V Road,
Santacruz W Mumbai MH 400054.

Subject:Share Exchange Ratio

Dear Sir,

We refer to the Job Arrangement Letter ("JAL") dated 1/07/2017 with Paresh Parekh & Co. ("P P & Co." or "us" or "we"), wherein Infibeam Incorporation Limited("Infibeam" or "Client" or "You") has requested us to recommend an exchange ratio of equity shares in connection with the proposed amalgamation of Avenues (India) Pvt. Ltd("Avenues") with Infibeam ("Transaction").

Infibeam and Avenues are jointly referred to as "Companies".

SCOPE AND PURPOSE

Infibeam (CIN- L64203GJ2010PLC061366) was incorporated on the 30th day of June, 2010as a public limited company under the Companies Act, 1956. Equity shares of Infibeam are listed on National Stock Exchange and Bombay Stock Exchange.

The registered office of Infibeam is presently located at9th Floor, A-Wing, Gopal Palace, Nehrunagar, Ahmedabad Gujarat – 380015.

Infibeam Incorporation is an e-commerce company focused on developing an integrated and synergistic e-commerce business model. It owns and operates the Infibeam BuildaBazaar e-commerce marketplace, which provides cloud based, modular and customizable digital solutions and other value added services to enable merchants to set up online storefronts. As part of its integrated e-commerce ecosystem, it operates Infibeam.com, a multi-category e-retail website. Its integrated business model enables it to provide comprehensive, multi-channel and multi screen value added services to merchants.

Infibeam sells a wide range of products on Infibeam.com, particularly focused on fast moving product categories. It has strategically followed an asset light inventory model.



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The shareholding pattern of Infibeam Incorporation limited as at 30th June, 2017 is:

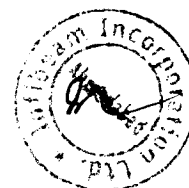
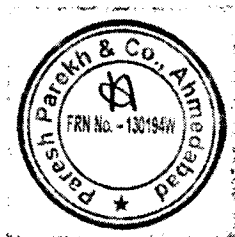
(A) Promoter and Promoter Group			
Indian Individuals/Hindu Undivided Family	16	2,41,65,523	44.52
Total of Promoter and Promoter Group (A)	16	2,41,65,523	44.52
(B) Public Shareholding			
Institutions	39	43,71,743	8.05
Non-Institutions	5386	2,57,41,073	47.42
Total Public Shareholding (B)	5425	3,01,12,816	55.48
Grand Total (A+B)	5441	5,42,78,339	100

Avenues (India) Private Limited - "Avenues" (CIN – U72200MH2001PTC130689) was incorporated on the 1st day of February, 2001 as a Private Limited company limited by shares.

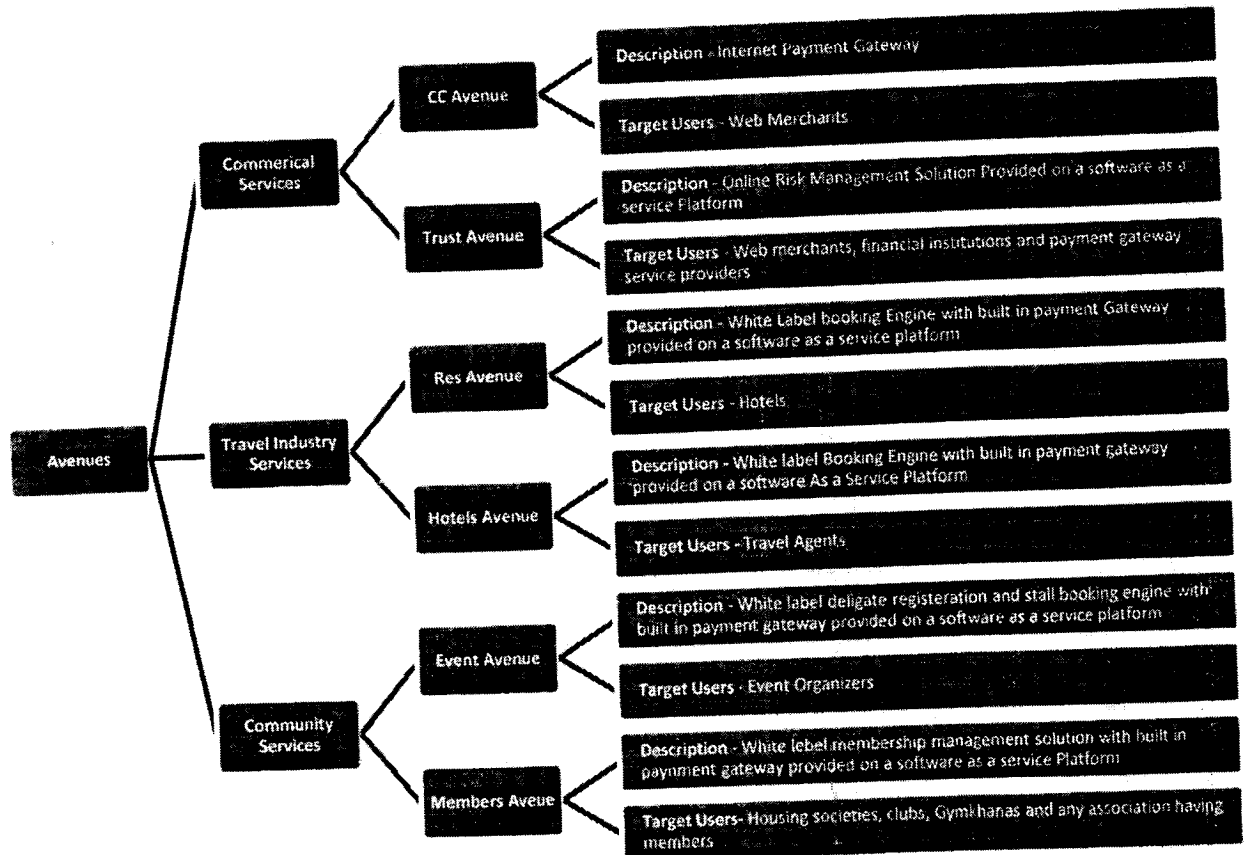
The registered office of Avenues is presently Plaza Asiad, Level 2, Junction of station Road and S.V Road, Santacruz W Mumbai MH 400054.

Avenues (India) Pvt. Ltd is a Payment gateway solution provider that offers a full spectrum of internet payment options. Avenues has 3 Business Units namely – Commercial Services, Travel Industry Services & Community Related Services.

- **Commercial Services** comprises of CC Avenue, the online payment gateway solution provider & Trust Avenue, an ASP hosted proprietary Credit Card fraud detection engine.
- **Travel Industry Services** comprises of Res Avenue, the online reservation solution for hotels & Hotels Avenue, the online travel affiliate program.
- **Community Related Services** comprises of Event Avenue, the online event, donation & admission collection solution & Members Avenue, the web based membership management solution.

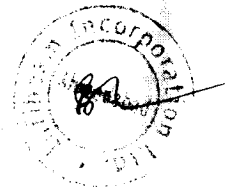
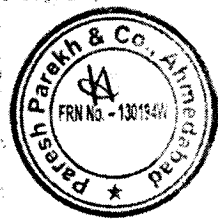


Brand Map OV Avenues India Private Limited



The shareholding pattern of Avenues (India) Private Limited as on 30th June, 2017 is:

Name of Shareholder	Type of Share	Number of Shares	Percentage
Mr. Vishwas Patel	Equity Shares	2,945,987	56.65%
Mr. Varini Patel	Equity Shares	1,125,000	21.63%
Mr. Kalpesh A Patel	Equity Shares	164,013	3.15%
Mr. Vivek V Patel	Equity Shares	375,000	7.21%
Infibeam Incorporation Ltd	Equity Shares	390,000	7.50%
Infibeam Incorporation Ltd	Compulsory Convertible Pref Share	200,000	3.85%
Total		52,00,000	100.00%



We understand that "Avenues" are envisaged to be merged into "Infibeam" by a Scheme of Amalgamation under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, including rules and regulations made thereunder. Infibeam has appointed Paresb Parekh & Co., Chartered Accountants, to provide the Share Exchange Ratio for issue of equity share of Infibeam to the shareholders of Avenues as purchase consideration.

In Feb 2017, Infibeam signed an agreement with Avenues to invest ₹150 crores to acquire 7.5 per cent stake.

Infibeam has informed us that they have appointed RBSA Capital Advisors LLP ("RBSA") to provide a Fairness Opinion on the Recommended Share Exchange Ratio for the purpose of aforesaid merger.

We have carried out relative valuation of the Shares of Avenues & Infibeam with view to arrive at the Share Exchange Ratio as at the date of this report, for the proposed Transaction.

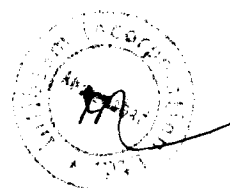
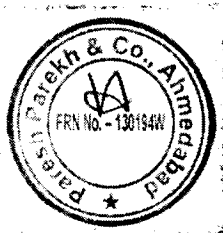
Estimating Share Exchange Ratio and providing Valuation Report is our deliverable to the above agreement.

This Share Exchange Ratio Report ("**Report**") is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

SOURCES OF INFORMATION

In arriving at the opinion set forth below, we have relied on the following information:

- Audited financial results of Infibeam for the year ended 31st March, 2017 ;
- Limited Review Reports for quarter ending June 2016, September 2016, December 2016 and March 2017 of Infibeam.
- Draft Scheme of Amalgamation of Infibeam with Avenues;
- Audited Financial Statement of Avenues for the year ended 31st March, 2017 ;
- Financial Information to the extent available in Public Domain;
- Information provided by leading database sources, market research reports and other published reports;
- Other Information provided by, as well as discussions held with Infibeam.



SCOPE, LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

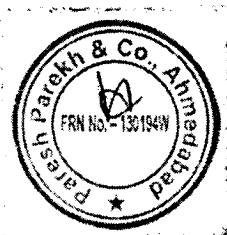
Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The service does not represent accounting, assurance, accounting/tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

This Share Exchange Ratio Report, its contents and results herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement; (ii) the date of this Share Exchange Report and (iii) the sources of information as indicated above. The Management has represented that the business activities of Avenues and Infibeam including their subsidiaries and associates, as, applicable, have been carried out in the normal and ordinary course up to the Report date and that no material adverse change has been occurred in their respective operations and financial position between and up to the Report date.

A valuation of this nature is necessarily based on (a) prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on and (b) the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

The recommendation(s) rendered in this Share Exchange Ratio Report only represent our recommendation(s) based upon information furnished by the Companies and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take, buy or sell decision, for which specific opinion needs to be taken from expert advisors).

In the course of the Valuation, we were provided with both written and verbal information, including market, technical, financial and operating data. In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification (i) the accuracy of the information that was publicly available and (ii) the accuracy of information made available to us by the Companies. We have not carried out a due diligence or audit of the Companies for the purpose of this engagement, nor have we independently investigated or otherwise verified the data provided. We are not legal or regulatory advisors with respect to legal and regulatory matters for the Transaction. We do not express any form of assurance that the financial information or other information as prepared and provided by the Companies is accurate. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness. Our conclusions are based on these assumptions and information given by/on behalf of the companies. The Management of the Companies has indicated to us that it has understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/results. Accordingly, we assume no responsibility for any errors in the information furnished by the Companies and its impact on the Report. Also, we assume no responsibility for technical information (if any) furnished by the Companies. However, nothing has come to our attention to indicate that the information provided was materially misstated /incorrect or would not afford reasonable grounds upon which to base the Report. We do not imply and it should not be considered that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose.



This Report does not address the relative merits of the Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

No investigations of the Companies' claim to title of assets has been made for the purpose of this Report and the Companies' claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the books of accounts. Therefore, no responsibility is assumed for the matters of a legal nature.

The fee for the Engagement is not contingent upon the results reported.

We owe responsibility only to the Board of Directors of Infibeam and Avenues, who have retained us, and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given to Infibeam.

This Report is Subject to the laws of India. P P & Co. would not be referred as "expert" in any regulatory filings.

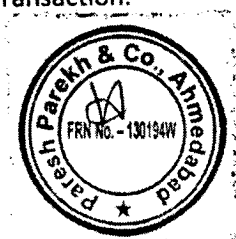
This Report is prepared for Infibeam and Avenues and is to be used only for the purposes as stated in the Report and shall not be copied, disclosed or circulated or referred to in correspondence or discussion with any party or person including potential investors. This Report is confidential and it is given on the express understanding that it is not communicated, in whole or in part to any third party without, P P & Co.'s written consent. Neither the Report nor its content may be used for any purpose other than as specified herein, without prior written permission of P P & Co.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to the third parties, other than in connection with the proposed amalgamation of the Companies, without our prior written consent.

Disclosure to Authorities in India

To the extent required under the applicable laws in relation to the Transaction, the Report can be shared with the shareholders of the Companies, Registrar of Companies, NCLT of the State(s) where registered offices of the Companies are present and other relevant judicial, regulatory or government authorities as may be mandatorily required by the applicable laws, in connection with the Transaction outlined here. You may disclose the Report to your lawyers, statutory auditors, and advisors as long as you inform them, in advance, that we accept no liability to them and that no onward disclosure may be made. To the extent required by law/ regulatory authorities/ stock exchanges, we will provide workings supporting our recommended share exchange ratio. To extent required by any law or authority, P P & Co. will co-operate with the Companies to address the queries /comments of regulatory, governmental or judicial authorities.

In addition, this Report does not in any manner address the prices at which either of the Companies' equity shares will trade following consummation of the Transaction and we express no opinion or recommendation as to how the shareholders of either Company should vote at any shareholders meeting(s) to be held in connection with Transaction.



APPROACH – BASIS OF AMALGAMATION

Arriving at the exchange ratio of equity Shares for the merger of Avenues with Infibeam would require determining the value of shares of Avenues (on fully diluted basis) in terms of the value of the equity shares of Infibeam. These values are to be determined on a relative basis.

There are several commonly used and accepted methods for determining the value of the shares of the company, which has been considered in present case, to the extent relevant and applicable, including:

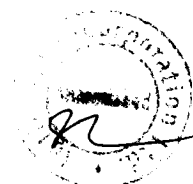
1. Market Approach
 - a. Comparable Companies 'Multiples method /Guideline Company Method
 - b. Historical and Current Market Price Method
2. Income Approach
 - a. Discounted Cash Flow Method
3. Cost Approach
 - a. Net Asset Value Method (NAV)

It should be understood that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the Companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the Companies, and other factors which generally influence the Valuation of Companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Comparable Companies Multiples method /Guideline Company Method

Under this method, value of equity shares of a company is arrived at by using multiples derived from valuations of comparable companies or comparable transactions, as manifest through Stock market valuations of listed companies and the transaction valuation. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for the differences between the circumstances.



Market Price Method

The market price of an Equity share as quoted on stock exchange is normally considered as the value of the equity shares of that Company where such quotations are arising from the shares being freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. Where shares in a company are bought and sold on the stock exchange and there are no abnormalities affecting the market price, the price at which the shares are changing hands in the ordinary course of business is usually their true value and are referred as Listed Price Method. These quotations generally reflect the value of the asset having regard to the several factors which are taken into consideration by persons who transact business on stock exchange and by buyers who want to invest their money in any particular share or shares.

Price of Recent Investment (PORI) – Under this approach, price of recent investment or transaction in the firm's equity shares at arm's length is considered. Recent investment provides a good indication of the fair market value of a company. PORI is an approach under the Market Price Method

Discounted Cash Flows (DCF) Method

Discounted Cash Flow Method ("DCF Method") is a form of the income approach that is commonly used to value businesses or equity interests. The DCF Method involves estimating the future cash flows of a business and discounting them to their present value. The discount rate selected is based on consideration of the risks inherent in the investment and market rates of return available from alternative investments of similar type and quality as of the Valuation Date. DCF Method is based on the concepts of "Time Value of Money" which states "cash today is more worth than the same amount of cash in the future."

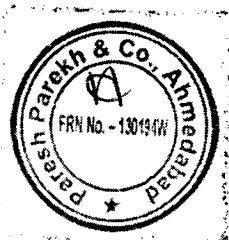
For Avenues' valuation analysis, the forecasted free cash flows of Avenues are based on its management's business plan provided to us.

We must emphasize that realization of free cash flow forecast used in the analysis will be dependent on the continuing validity of assumptions on which they are based. Our analysis therefore, will not, and cannot be directed to providing any assurance about the achievability of the final projections. Since the financial forecast relate to future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences could be material.

Net Asset Value (NAV) Method

The Asset based valuation technique is based on the value of the underlying net assets of the business either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in case where the firm is to be liquidated i.e. it does not meet the "going concern" criteria or in case where the asset base dominate earnings capability.

For arriving at the fair value of the equity shares of Infibeam, we have used PORI Method and Listed Price Method within the Market Approach. Since the fair value derived based on the Market Approach are regarded as the good barometer of fair value of the equity shares at which an informed buyer and an informed seller are willing to transact in the equity shares of the company, we have assigned 100%weightage to the Market Approach.



For arriving at the fair value of the shares of Avenues, we have used the DCF Method within Income Approach and PORI Method under Market Approach. We have assigned equal weightage to each methodology, viz. PORI and DCF Methods.

CONCLUSION

Though different values have been arrived at under each of the above approaches, for the purposes of recommending share exchange ratio, it is necessary to arrive at a single value for the shares of both the Companies. It is, however, important to note that in doing so, we are not attempting to arrive at the absolute values of the shares of each of the Companies. Our exercise is to work out relative values of shares of the Companies. For the purpose, it is necessary to give appropriate weightage to the values arrived at under each approach discussed above.

The exchange ratio of shares of Infibeam and Avenues has been arrived on the basis of a relative valuation for Infibeam and Avenues based on the various methodologies explained herein earlier and various qualified factors relevant to each company, having regard to information base, key underlying assumptions and limitations.

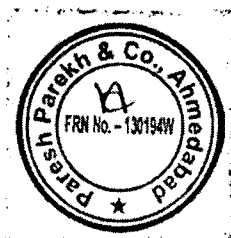
In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. quality and integrity of the management, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share.

Again, it is understood that this analysis does not represent a fairness opinion.

Computation of exchange ratio

Valuation Approach	Infibeam		Avenues	
	Value Per Share	Weight	Value Per Share	Weight
Asset Approach	-	-	-	-
Income Approach	-	-	3608	50%
Market Approach	1478	100%	4084	50%
Relative Value Per Share	1478		3846	
Exchange ratio (Rounded Up)			2.60	

In light of the above, and on a consideration of all relevant factors and circumstances as discussed and outlines hereinabove, we consider that the exchange ratio of shares for the merger of Avenues with Infibeam should be 260 equity shares of Infibeam of INR 10/- each fully paid up for every 100 shares of Avenues of INR 10/- each fully paid up.



Our Share Exchange Ratio is based on the capital structure of the Companies, the sources of information and the scope & limitations indicated above. Any variation in the capital structures of Infibeam and Avenues prior to the Scheme of Arrangement becomes effective may have an impact on the exchange ratio.

Respectfully Submitted

For, Paresh Parekh & Co.
Chartered Accountants
Firm's Registration No: 130194W

Paresh P R

Paresh Parekh
Partner
Membership No.124802

