January 21, 2018

Dear Sir / Madam,

Sub:

Recommendation of Share Entitlement Ratio for the demerger of infrastructure management business undertaking of ADI BPO Services Limited (ADI BPO) into ADI Media Private Limited (ADI Media) in exchange of shares in ADI Media to the shareholders of ADI BPO.

Dear Sir,

This has reference to our engagement letters and the discussions that we have had with the executives, representatives and management of Transferor Company and Transferee Company from time to time in relation to the above matter.

Scope & Purpose of Valuation

We understand that the management of ADI BPO and ADI Media proposes to demerger the Infrastructure Management Business Undertaking of ADI BPO into ADI Media, in consideration of shares of ADI Media being issued to the shareholders of ADI BPO.

In this regard, we have been appointed to undertake the fair valuation of Infrastructure Management Business Undertaking of ADI BPO and fair valuation of business of ADI Media for the proposed scheme.

The scope of our services is to conduct a valuation of the shares of the Companies and to recommend a Share Entitlement Ratio in accordance with generally accepted valuation methodology.

This Report is subject to the scope limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality, not in parts, in conjunction with the relevant documents referred to therein.

---Intentionally left blank---
Sources of Information

For the aforementioned purpose, we have relied on the following information about the Companies received from the management and/or gathered from public domain:

✓ Audited Financial Statement of ADI Media, and ADI BPO for the financial year 2016-17, and 2015-16;
✓ Projected Standalone financial statements of the ADI Media from 1 April 2017 to 31 March 2022, with key financial assumptions;
✓ List of Assets and Liabilities proposed to be demerged from ADI BPO into ADI Media;
✓ Circle Rate Values of Land owned by ADI Media and ADI BPO.
✓ Latest Shareholding pattern of the Companies;
✓ Proposed Scheme of Demerger and Scheme of Amalgamation
✓ Management Assumptions including assumptions related to Risk and Growth Projections;
✓ We have also received necessary explanations and information, which we believed were relevant to the present valuation exercise from the executives and management of the Company;
✓ Information (industry related as well as company specific) available on various public domains;

For our analysis, we have relied on published and secondary source of data. We have not independently verified the accuracy or timeliness of the same.

Scope Limitations & Disclaimers

✓ This Valuation Report, its contents and the results herein are specific to the purpose mentioned in this report; specific to the date of this Valuation report and based on the audited balance sheet of the companies as at 31 March 2017. The management has represented that the business activities of ADI Media and ADI BPO have been carried out in the normal and ordinary course, suitable adjustments have been made while estimating the Fair Value, and recommendation of Swap.

✓ In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification, (i) the accuracy of information made available to us by the Companies and (ii) the accuracy of the information that was publicly available, and formed substantial basis for this Report. We have not carried out a due diligence or audit of the Companies, nor have we independently investigated or otherwise verified the data provided by the Companies. 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.

✓ The Enterprise Value/Equity Value arrived at under DCF approach is based on the financial position as conveyed to us on zero date and any change in the same on the closing date would impact the cash flow and, hence, the valuation. Our conclusions are based on these assumptions and information given by/on behalf of the Companies. The respective management of the Companies has indicated to us that they have 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 their impact on the Valuation Report. However, nothing has come to our attention to indicate that the information provided was materially misstated/incorrect. We do not imply and it should not be construed 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.

✓ During the course of work, we have relied upon the Financial Projections of ADI Media, as provided to us by the management. The realizations of the projections are dependent on the continuing validity of the assumptions on which they are based. Since, the projections relate to the future, actual results may be different from the projected results because events and circumstances do not occur as expected, and differences may be material.

✓ Valuation work, by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgement. Given the same set of facts and using the same assumptions, expert opinion may differ due to number of separate judgement decisions, which have to be made. There can therefore be no standard formulae to establish an undisputable value, although certain formulae are helpful in assessing reasonableness. There is, therefore, no undisputable single entitlement ratio. While we have provided our recommendation of the entitlement ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the entitlement ratio.

✓ This report and its contents is prepared for the Companies and to be used only for the specific engagement and regulatory reporting purposes and must not be copied, disclosed or circulated or referred to or quoted in any correspondence, registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or discussion with any person. The report is confidential to the Companies and it is given on the express undertaking that will not be communicated, in whole or in part, to any third party without prior written

Doogar & Associates, Chartered Accountants
consent of the Valuer. Neither this report nor its contents may be used for any other purpose other than in connection with this Proposed Demerger without prior written consent of the Valuer.

✓ Whilst all reasonable care has been taken to ensure that the facts stated in the report are accurate and the opinions given are fair and reasonable, neither ourselves, nor any of our partners, officers or employees shall in any way be responsible for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of completeness, authenticity or accuracy of such statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this report. We owe responsibility only to the Board of Directors of the Companies and nobody else. We are not LIABLE to any third party in relation to the issue of this report. In no event we shall be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentations or wilful default on the part of the Companies, their management, directors, employees or agents.

✓ A valuation of this nature is necessarily based on prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and 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 have no obligation to update this Report.

✓ The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. Our conclusion of value assumes that the assets & liabilities of the Companies, reflected in their respective latest balance sheets remain intact as of the date hereof.

✓ In addition, we express no opinion or recommendation as to how the shareholders or creditors of Companies should vote at their respective meeting(s) to be held in connection with the Proposed Demerger.

✓ The fee for this engagement is not contingent upon the results of this report.

✓ Any person / party intending to provide finance / deal in the shares / business of any of the Companies shall do so after seeking their own professional advice and after carrying out their own due diligence procedures and therefore forms reliable basis for the valuation.

✓ In the course of valuation, we were provided with both written and verbal information, including market, technical, financial and operating data.

Doogar & Associates, Chartered Accountants
BACKGROUND OF COMPANIES

ADI Media Private Limited

ADI Media, a Company incorporated under the provisions of the Companies Act, 1956 (Now Companies Act, 2013) and is having its registered office at RR Towers IV, Super A, 16/17, THIRU-VI-KA Industrial Estate, Guindy Chennai, 600032. The Company is a B2B magazine publisher with four niche publications – TV Veopar Journal, Communications Today, Broadcast and Cablesat, and Medical Buyer, create rich business content and reach targeted business audiences via print, web, and exhibitions. ADI Media is committed to provide its readers with reliable news, research and analysis, and forecasts. ADI Media also holds a minority stake in ADI BPO which is the holding company for the Listed Company MPS. Further substantial part of the assets of ADI Media have been invested in various treasury instruments and the associated company.

The Shareholding Pattern of the Company as on 31st March, 2017 is as follows:

<table>
<thead>
<tr>
<th>Category</th>
<th>No. of Shares</th>
<th>Shareholding Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nishith Arora</td>
<td>104,000</td>
<td>50%</td>
</tr>
<tr>
<td>Anju Arora</td>
<td>104,000</td>
<td>50%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>208,000</strong></td>
<td><strong>100%</strong></td>
</tr>
</tbody>
</table>

Source: Management Information

Financial Position of the Company for the financial year 2015-16 and 2016-17 is as follows:

(Amount, Rs. In Lacs)

<table>
<thead>
<tr>
<th>Equity &amp; Liabilities</th>
<th>2015-16</th>
<th>2016-17</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shareholder's Fund</td>
<td>1442.91</td>
<td>1442.39</td>
</tr>
<tr>
<td>Non-Current Liabilities</td>
<td>7.14</td>
<td>7.70</td>
</tr>
<tr>
<td>Current Liabilities</td>
<td>75.30</td>
<td>105.31</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1525.35</strong></td>
<td><strong>1555.40</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Assets</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Property, Plant, and Equipment</td>
<td>381.75</td>
</tr>
<tr>
<td>Non-Current Investments</td>
<td>340.08</td>
</tr>
<tr>
<td>Other Non-Current assets</td>
<td>75.55</td>
</tr>
<tr>
<td>Current Assets</td>
<td>719.98</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1525.35</strong></td>
</tr>
</tbody>
</table>

Source: Audited Balance Sheet

---Intentionally left blank---

Doogar & Associates, Chartered Accountants
ADI BPO Services Limited

ADI BPO is a Company incorporated under the provisions of Companies Act, 1956 and is having its registered office at RR Towers IV, Super A,16/17, THIRU-VI-KA Industrial Estate, Guindy Chennai, 600032.

ADI BPO was incorporated for carrying on the business of providing customer service, lead generation, data process and business process outsourcing. The company currently offers its infrastructure and facilities to its subsidiary company.

The Shareholding Pattern of the Company as on 31st March, 2017 is as follows:

<table>
<thead>
<tr>
<th>Category</th>
<th>No. of Shares</th>
<th>Shareholding in Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nishith Arora</td>
<td>106,55,996</td>
<td>90.72%</td>
</tr>
<tr>
<td>ADI Media</td>
<td>990,375</td>
<td>8.43%</td>
</tr>
<tr>
<td>Anju Arora</td>
<td>100,000</td>
<td>0.85%</td>
</tr>
<tr>
<td>Others</td>
<td>4</td>
<td>0%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1,17,46,375</strong></td>
<td><strong>100%</strong></td>
</tr>
</tbody>
</table>

Source: Management Information

Financial Position of the Company for the financial year 2015-16 and 2016-17 is as follows:

<table>
<thead>
<tr>
<th>Equity &amp; Liabilities</th>
<th>2015-16</th>
<th>2016-17</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shareholder's Fund</td>
<td>5725.45</td>
<td>5823.36</td>
</tr>
<tr>
<td>Non-Current Liabilities</td>
<td>272.91</td>
<td>103.83</td>
</tr>
<tr>
<td>Current Liabilities</td>
<td>10.65</td>
<td>12.54</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>6009.00</strong></td>
<td><strong>5939.73</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Assets</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Plant, Property, and Equipment's</td>
<td>1042.57</td>
<td>222.83</td>
</tr>
<tr>
<td>Non-Current Investments</td>
<td>-</td>
<td>716.86</td>
</tr>
<tr>
<td>Investment Property</td>
<td>4415.75</td>
<td>4415.75</td>
</tr>
<tr>
<td>Non-Current Assets</td>
<td>2.88</td>
<td>10.63</td>
</tr>
<tr>
<td>Current Assets</td>
<td>547.80</td>
<td>573.66</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>6009.00</strong></td>
<td><strong>5939.73</strong></td>
</tr>
</tbody>
</table>

Source: Audited Balance Sheet

-----Intentionally left blank-----

Doogar & Associates, Chartered Accountants
VALUATION APPROACH

Arriving at the fair share entitlement ratio for the proposed demerger, we would require to determining the relative values of each company. These values are to be determined independently but on relative basis, and without considering the effect of proposed demerger.

The valuation methodology to be adopted varies from case to case depending upon different factors affecting valuation. The basis of valuation would depend on the purpose of valuation, nature of business, future prospects of the company & industry and other attendant circumstances.

Different methodologies are adopted for valuation of manufacturing, investment, property and trading companies. For instance, investment and property companies are valued based on the market value or fair value of their underlying assets while manufacturing companies are valued in relation to profits from business and relative value of assets.

There are three generally accepted approaches to valuation:

- COST APPROACH
- INCOME APPROACH
- MARKET APPROACH

COST APPROACH:

The "cost" approach 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 asset base dominate earnings capability or in case where the valuing entity is a Holding company deriving significant value from its Assets & Investments.

For valuation of ADI Media and Demerged Entity of ADI BPO, we have considered this method, as these entities have significant assets and liabilities in their balance sheet and thus for the valuation of the companies, we have assigned appropriate weight to this method. We have estimated the NAV of equity shares of the companies as per balance sheet as at 31st March 2017. The land has been valued at the prevailing circle rate, as per management research and consultation with stamp duty officials. Suitable adjustments have been made to value the assets and liabilities, as required to arrive at the Fair Value.

---Intentionally left blank---
INCOME APPROACH

Discounted Cash Flow Method

The income approach is widely used for valuation under "Going Concern" basis. It focusses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow ("DCF") Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows. Under the Discounted Cash Flow method (DCF), the projected free cash flows to the firm are discounted at the weighted average cost of capital. The sum of the discounted value of such free cash flows is the value of the firm. Using the DCF analysis involves determining the following:

Estimating Future free cash flows:

Free cash flows are the cash flows expected to be generated by the company that are available to the providers of the company's capital. We have taken the earnings before interest and tax, to which we have added depreciation. Further such earnings are adjusted for non-operating incomes and expenses so as to arrive at EBITDA. The perpetuity (terminal) value is calculated based on the business' potential for further growth beyond the explicit forecast period. Usually "constant growth model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of the forecast period.

Appropriate discount rate to be applied to cash flows:

The Free Cash Flows arrived at above are discounted at appropriate discount rate to arrive at the Present Value thereof. This discount rate should reflect the opportunity cost to the providers of capital. The opportunity cost equals the rate of return the capital provider expects to earn on other investments of equivalent risk. The discounting factor reflects not only the time value of money, but also risk associated with the business' future operations.

Enterprise Value

The Enterprise Value (aggregate of present value of explicit period and terminal period cash flows) so derived, is further adjusted for the borrowings, cash, non-operating assets liabilities (e.g. fair value of investments in subsidiaries / associates, value of surplus assets, any contingent liabilities, etc.), if any, to arrive at value to the owners of the business. The free cash flows available in the explicit period and those in perpetuity are discounted by discounting factor based on WACC.

We have applied DCF for the valuation of ADI Media, and suitable adjustments have been made to provide for surplus assets and investments. However, the Demerged undertaking of ADI BPO is majorly represented by Plant, Property, and Equipment, Investment

Doogar & Associates, Chartered Accountants
Property, and few related current assets and current liabilities, leased to MPS. Thus, we have not applied DCF for valuing the demerged undertaking of ADI BPO.

**MARKET APPROACH**

Under this approach, the valuation is based on the market value of the company in case of listed companies and comparable companies trading or transaction multiples for unlisted companies.

**Comparable Company Quoted Multiple (CCM)/ Comparable Transaction Multiple (CTM) Method**

Under CCM, value of the company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

Under CTM, value of the company is arrived on the basis of transactions related to sale/purchase/investment in similar companies in the market outside of Stock Market.

Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

In the absence of comparable companies/transactions of same size, we have not considered this method for the purpose of valuation.

----Intentionally left blank----

Doogar & Associates, Chartered Accountants
CONCLUSION ON VALUATION APPROACH

Fair Value for the purpose of demerger have to be determined after taking into consideration all the factors and methodologies. Though different values have been arrived at, under each of the above methodologies. For the purposes of recommending a Share entitlement ratio, it is necessary to arrive at a single value for the equity shares of ADI Media and ADI BPO. It is however important to note that in doing so, we are not attempting to arrive at the absolute equity values but at their relative values to facilitate the determination of fair entitlement ratio. For this purpose appropriate weight have been assigned to each methods.

The relative value per share and the share entitlement ratio recommended is provided as follows:

(Value per Share in INR)

<table>
<thead>
<tr>
<th>Valuation Approach</th>
<th>ADI Media Value per Share</th>
<th>ADI Media Weight</th>
<th>Demerged unit of ADI BPO Value per Share</th>
<th>Demerged unit of ADI BPO Weight</th>
</tr>
</thead>
<tbody>
<tr>
<td>Asset Approach</td>
<td>4483.61</td>
<td>1</td>
<td>14.45</td>
<td>1</td>
</tr>
<tr>
<td>Income Approach</td>
<td>4509.14</td>
<td>1</td>
<td>NA</td>
<td>0</td>
</tr>
<tr>
<td>Market Approach</td>
<td>NA</td>
<td>0</td>
<td>NA</td>
<td>0</td>
</tr>
<tr>
<td>Fair Value</td>
<td>4496.37</td>
<td></td>
<td>14.45</td>
<td></td>
</tr>
<tr>
<td>Share Entitlement Ratio</td>
<td></td>
<td></td>
<td>311</td>
<td></td>
</tr>
</tbody>
</table>

----Intentionally left blank----

Doogar & Associates, Chartered Accountants
BASIS OF VALUATION FOR SCHEME OF DEMERGER

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above, we consider that the fair share entitlement ratio for the demerger of infrastructure management business undertaking of ADI BPO into ADI Media is as follows.

In consideration of demerger of Infrastructure Management Business Undertaking of ADI BPO into ADI Media, the shareholders of ADI BPO shall receive

1 Equity Share(s) of Rs.10/- each fully paid-up of ADI Media for every 311 Equity Shares of Rs.1/- each fully paid-up of ADI BPO.

This report to be read in its entirety.

Yours Faithfully,

For Doogar & Associates,
Chartered Accountants,
Firm Regn. No. 000561N

Vardhman Doogar
Membership No. 517347
Partner

Doogar & Associates, Chartered Accountants