

# LAMBDA CONTENT INDIA PRIVATE LIMITED

Regd. Off: R S No. 4/5 & 4/6, Gothi Industrial Estate Kurumbapet Puducherry Pondicherry PY 605009

CIN: U93000PY2017PTC008168, Email: e.arasan@spi-global.com, Telephone: 0413-2297600

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8<sup>th</sup> April, 2019

To,  
The Manager,  
BSE Limited,  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort,  
Mumbai - 400001

Ref:-  
Scrip Code: 956808  
ISIN: INE122Y08019

## Sub: Submission of Statement on Impact of Audit Qualifications

Dear Sir/Madam,

With reference to our submissions made on March 29, 2019, please find enclosed Annual Audited Financial Results of the Company for the year ended March 31, 2018 along with annual audit report and Statement on Impact of Audit Qualifications.

Pursuant to the provisions of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed below submissions for your records:

- Audited Financial Results along with Annual Audit Report for the year ended March 31, 2018.
- Statement on Impact of Audit Qualifications.

Thanking you,

Yours faithfully,

For Lambda Content India Private Limited

  
Dipika Jain  
Company Secretary & Compliance Officer  
ACS 47665



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Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Standalone Annual Audited Financial Results of Lambda Content India Private Limited

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2018				
[See Regulation 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs. in millions)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs. in millions)
	1.	Turnover / Total income	2,398.62	2,398.62
	2.	Total Expenditure	2,847.73	2,847.73
	3.	Net Profit/(Loss)	(449.11)	(449.11)
	4.	Earnings Per Share	(36.99)	(36.99)
	5.	Total Assets	7,710.57	7,710.57
	6.	Total Liabilities	6,454.25	6,454.25
	7.	Net Worth	1,256.32	1,256.32
	8.	Any other financial item(s) (as felt appropriate by the management)		
II.	Audit Qualification (each audit qualification separately):			
a.	<p><b>Details of Audit Qualification:</b> The auditors have drawn attention to Note 6 forming part of the Statement of Standalone Audited Results for the period ended March 31, 2018 (the "Statement") in respect of non-compliance relating to non-holding the first Annual General Meeting of the Company within nine months of the closing of the financial year as required under the provisions of Section 96(1) of the Companies Act, 2013 ("the Act"). Consequently, the Ind AS financial statements for the period ended March 31, 2018 have not yet been laid before the shareholders as required under Section 129(2) of the Act. Further, the Ind AS financial statements as prescribed under the Act have not been filed with the Registrar of Companies as required under Section 137(2) upon non-conduct of the Annual General Meeting. The impact of the same on Statement, if any, is unascertainable.</p>			
b.	<b>Type of Audit Qualification:</b> Qualified Opinion / Disclaimer of Opinion / Adverse Opinion			
c.	<b>Frequency of qualification:</b> Whether appeared first time / repetitive / since how long continuing			
d.	<b>For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b> N/A			
e.	<b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b>			



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## (i) Management's estimation on the impact of audit qualification:

As highlighted in Note 6 forming part of the Statement of Standalone Audited Results for the period ended March 31, 2018, pending necessary regulatory approvals for the scheme of amalgamation between SPi Technologies India Private Limited and Lambda Content India Private Limited, the Company was unable to give effect to the amalgamation and accordingly, had filed the un-audited results for the half year ended March 31, 2018 to SEBI on April 20, 2018. Also, the Company was not in a position to conduct its Annual General Meeting ('AGM') for approval of the financial statements for the period ended March 31, 2018 within the time stipulated under the Companies Act, 2013. The reasons for non-conduct of AGM within the stipulated time as per the Companies Act, 2013 was reported to SEBI by the Company via their letter dated December 31, 2018.

As the required formalities for the amalgamation to take effect are completed as at date, the Company has now proposed to conduct the AGM on March 30, 2019. The Management believes that the said non-compliance was not a wilful default by the Company but led by the circumstances of late receipt of the approvals for the scheme of amalgamation after the cut-off date for the First AGM to be convened, to give effect to the amalgamation, and hence does not have any material impact on the Financial Results for the period ended March 31, 2018. The Company will go for suo-moto compounding of offence for non-holding of First AGM within the prescribed time by filing the necessary forms with proper justification that led to this non-compliance and paying the applicable penalty to the statutory authorities as provided under the Companies Act, 2013. The Management has already estimated the maximum penalty as prescribed under the Companies Act, 2013 for the said offence at Rs. 1,050,000 and the effect of this penalty cost provision has already been included in the Financial Results for the period ended March 31, 2018. Going forward, the Company would conduct all its meetings within the timeline prescribed by the Companies Act, 2013 and file all the necessary forms within prescribed time given by Registrar of Companies (ROC).

(ii) If management is unable to estimate the impact, reasons for the same: N/A

(iii) Auditors' Comments on (i) or (ii) above: Refer our comments in II(a) above to be read with Management's comments in II(e)(i) above.

## III. Signatories:

CEO/Managing Director/Director: Dhaneesh Kumar Unneery



CFO: Ezhil Arasan Kuppasamy



Audit Committee Chairman: N/A (Section 177 of Companies Act, 2013)

Statutory Auditor : Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016)



Place: Puducherry

Date: March 29, 2019



# Price Waterhouse Chartered Accountants LLP

To  
The Board of Directors  
Lambda Content India Private Limited  
20 Poincare ST, Keerapalayam,  
Puducherry - 605004

1. We have audited the financial results of Lambda Content India Private Limited (the "Company") for the period ended March 31, 2018 which are included in the accompanying Statement of Standalone Audited Results (the "Statement"). The Statement has been prepared by the Company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations, 2015") and SEBI Circular dated August 10, 2016.
2. The Company's Management is responsible for preparation of the results on the basis of its financial statements prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ("the Act") and other recognised accounting practices and policies. Our responsibility is to express an opinion on the results based on our audit of such financial statements.
3. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the results. An audit also includes assessing the accounting principles used and significant estimates made by Management. We believe that our audit provides a reasonable basis for our opinion.
4. We draw your attention to Note 6 to the Statement in respect of non-compliance relating to non-holding the first Annual General Meeting of the Company within nine months of the closing of the financial year as required under the provisions of Section 96(1) of the Act. Consequently, the Ind AS financial statements for the period ended March 31, 2018 have not yet been laid before the shareholders as required under Section 129(2) of the Act. Further, the Ind AS financial statements as prescribed under the Act have not been filed with the Registrar of Companies as required under Section 137(2) upon non-conduct of the Annual General Meeting. The impact of the same on Statement, if any, is unascertainable.
5. In our opinion, and to the best of our information and according to the explanations given to us, the results, except for the indeterminate effects of the matter referred to in paragraph 4 above:
  - (i) are presented in accordance with the requirements of Regulation 52 of the Listing Regulations, 2015 and SEBI Circular dated August 10, 2016 in this regard; and
  - (ii) give a true and fair view of the net loss and other financial information for the period ended March 31, 2018.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016  
Chartered Accountants



**Sandeep Chaddha**  
Partner  
Membership Number: 096137

Place: Chennai  
Date: March 29, 2019



Price Waterhouse Chartered Accountants LLP, 8th Floor, Prestige Palladium Bayan, 129 - 140, Greams Road  
Chennai - 600 006, India  
T: +91 (44) 4228 5000, F: +91 (44) 4228 5100

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

<p style="text-align: center;"><b>Lambda Content India Private Limited</b>  <b>20, Poincare ST, Keerapalayam, Puducherry-605004</b>  <b>Statement of Standalone Audited results for the period ended March 31, 2018</b>  <b>CIN: U93000PY2017PTC008168</b></p>	
(Rs. in Millions)	
Particulars	June 2, 2017 to March 31, 2018 (Audited)
<b>1 Income</b>	
Income from operations	2,319.03
<b>Revenue from operations</b>	<b>2,319.03</b>
Other income	79.59
<b>Total Income</b>	<b>2,398.62</b>
<b>2 Expenses</b>	
a) Employee benefits expense	1,210.71
b) Finance costs	393.59
c) Depreciation and amortisation expense	426.25
d) Other expenses	817.18
<b>Total Expenses</b>	<b>2,847.73</b>
<b>3 Loss before Tax (1 - 2)</b>	<b>(449.11)</b>
4 Tax Expense	-
<b>5 Net Loss after Tax (3 - 4)</b>	<b>(449.11)</b>
<b>6 Other Comprehensive income:</b>	
<i>Items that will not be reclassified to profit or loss</i>	
Remeasurements of post-employment benefit obligations	(2.96)
Foreign currency translation reserve	21.69
Tax relating to these items	-
<i>Items that will be reclassified to profit or loss</i>	
Deferred gains/(losses) on cash flow hedges	24.00
Tax relating to this item	-
Total Other Comprehensive income net of tax	42.73
<b>7 Total Comprehensive income (5+6)</b>	<b>(406.38)</b>
8 Paid up Equity Share Capital	1,650.75
(Face value Rs.100 per equity share)	
9 Paid up Debt Capital (Refer note 4)	5,086.00
10 Earnings per Share (EPS)	
(i) Basic	(36.99)
(ii) Diluted	(36.99)
(Rs. per Equity Share)	
11 Debenture Redemption Reserve	-
12 Reserves excluding Revaluation Reserves as per the balance sheet of the previous accounting year	-
13 Net Worth	1,256.32
14 Debt Service Coverage Ratio	0.94
15 Interest Service Coverage Ratio	0.94
16 Debt-Equity Ratio	4.05
17 Asset Cover Ratio	1.27
<p><b>See accompanying notes to the financial results</b>  Debt service coverage ratio : EBDIT/(Interest + Principal Repayments due)  Interest service coverage ratio : EBDIT/Interest  Debt-Equity Ratio : Debt/(Equity Share Capital + Reserves)  Asset Cover Ratio : (Total Assets - Current Liabilities)/Debt</p>	



<b>Lambda Content India Private Limited</b> <b>20, Poincare ST, Keerapalayam, Puducherry-605004</b> <b>Audited Standalone Statement of assets and liabilities as at March 31, 2018</b> CIN: U93000PY2017PTC008168t	
(Rs. in Millions)	
Particulars	As at March 31, 2018 (Audited)
<b>ASSETS</b>	
<b>Non-current assets</b>	
Property, plant and equipment	148.16
Capital work-in-progress	103.29
Intangible assets	2,698.94
Intangible assets under development	36.87
Financial assets	
(i) Investments	736.38
(ii) Loans	78.48
(iii) Other financial assets	7.85
Deferred tax assets	-
Other non-current assets	581.72
	4,391.69
<b>Current assets</b>	
Financial assets	
(i) Investments	334.25
(ii) Trade receivables	1,615.35
(iii) Cash and cash equivalents	211.87
(iv) Bank balances other than (iii) above	3.00
(v) Other financial assets	1,107.16
Other current assets	47.25
	3,318.88
<b>TOTAL ASSETS</b>	<b>7,710.57</b>
<b>EQUITY AND LIABILITIES</b>	
<b>EQUITY</b>	
Equity share capital	1,650.75
Other equity	(394.43)
<b>Equity attributable to owners of the Company</b>	<b>1,256.32</b>
<b>LIABILITIES</b>	
<b>Non-current liabilities</b>	
Financial liabilities	
(i) Borrowings	5,086.00
(ii) Other financial liabilities	3.78
Provisions	77.38
Other non-current liabilities	14.19
	5,181.35
<b>Current liabilities</b>	
Financial liabilities	
(i) Trade payables	604.86
(ii) Other financial liabilities	405.52
Provisions	52.98
Other current liabilities	209.54
	1,272.90
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>7,710.57</b>





**Lambda Content India Private Limited**  
**20, Poincare ST, Keerapalayam, Puducherry-605004**  
**Statement of Standalone Audited results for period ended March 31, 2018**  
CIN: U63000PY20171TC008108

- 1 The above Financial Results were approved by the Board of Directors at their meeting held on March 29, 2019. The Statutory auditors have carried out an audit of these Financial Results.
- 2 This Statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
- 3 The format for un-audited quarterly results as prescribed in SEBI's Circular CIR/IMD/DF1/9/2015 dated November 27, 2015 has been modified to comply with requirements of SEBI's circular dated August 10, 2016, Ind AS and Schedule III (Division II) to the Companies Act, 2013 applicable to companies that are required to comply with Ind AS.

- 4 Information for Listed Debentures Outstanding as on March 31, 2018 are as follows:

S.No.	Series	Outstanding (Rs. in Millions)	Previous Interest payment date	Previous Interest paid (Y/N/NA)	Next due date for Principal/Interest payment	Rating
1	12% Unsecured Redeemable Non convertible Debentures (Listed) (Face value Rs.1,000,000 per Debenture)	5,086.00	NA	NA*	March 31, 2019*	'BBB-'; Stable (Triple B Minus; Outlook stable)

\* Previous due date for the payment of interest was December 31, 2017. However, the Company has obtained an extension in the due date for payment of interest till March 31, 2019 from the debenture holder.

- 5 **Business combination**

The Board of Directors, at its meeting dated August 4, 2017, approved the purchase of 2,518 equity shares of SPi Technologies India Private Limited held by SPi India Holding (Mauritius) Limited, its nominees and SPi Technologies Inc. for a total cash consideration of Rs. 6,736.61 Million. Pursuant to the acquisition, SPi Technologies India Private Limited became a wholly-owned subsidiary of the Company.

Subsequently, the Board of Directors, at its meeting held on December 1, 2017 approved a scheme of amalgamation between SPi Technologies India Private Limited and Lambda Content India Private Limited ("the Scheme") with an appointed date of September 1, 2017. This Scheme was sanctioned by the National Company Law Tribunal Division Bench, Chennai vide their order dated October 23, 2018 ("Effective date").

Pursuant to the approval of the Scheme, the Company has accounted for the amalgamation with effect from the appointed date viz., September 1, 2017, in accordance with the "Pooling of interests" method as prescribed by Ind AS 103 - "Business Combinations".

The assets and liabilities recognised as a result of the amalgamation are as follows:

Particulars	Rs. in Millions
Intangible assets acquired pursuant to amalgamation	2,966.60
Other net assets acquired	3,794.59
<b>Total of net assets acquired</b>	<b>6,761.19</b>
<b>Total consideration paid</b>	<b>6,736.61</b>
<b>Excess of net assets acquired over consideration paid credited to equity as capital reserve</b>	<b>24.58</b>

- 6 **Delay in conduct of AGM**

Pending necessary regulatory approvals for the scheme of amalgamation between SPi Technologies India Private Limited and Lambda Content India Private Limited, the Company was unable to give effect to the amalgamation and accordingly, had filed the un-audited results for the half year ended March 31, 2018 to SEBI on April 20, 2018. Also, the Company was not in a position to conduct its Annual General Meeting ('AGM') for approval of the financial statements for the period ended March 31, 2018 within the time stipulated under the Companies Act, 2013. As the required formalities for the amalgamation to take effect are completed as at date, the Company has now proposed to conduct the AGM on March 30, 2019 and believes that the said non-compliance does not have any material impact on the Financial Results for the period ended March 31, 2018.

- 7 **Subsequent events**

(a) Issue of Unsecured Compulsorily convertible Debentures

Subsequent to the period end, the Company has issued 8,878,505 Compulsorily convertible Debentures at an interest rate of 11.75% to SPi Global Content Mauritius Holding of Rs. 107 each aggregating to Rs. 950,000,935.

(b) Acquisition of equity shares in Scope E-Knowledge Center Private Limited

The Company has acquired equity shares in Scope E-Knowledge Center Private Limited ("Scope") on June 4, 2018 at an overall consideration of Rs. 1,150 Million. The overall consideration also includes a contingent consideration amounting to Rs. 181 Million which is deposited in a designated escrow account.

(c) Proposed change in name of the Company

Pursuant to the Board resolution and Shareholders' resolution dated February 27, 2019, the Company has proposed to change the name from Lambda Content India Private Limited to SPi Technologies India Private Limited. The Company is in the process of obtaining the necessary approvals from regulatory authorities in this regard.

- 8 Lambda Content India Private Limited was incorporated on June 2, 2017 with registered office in Puducherry. Since this is the first reporting period end for the Company after its incorporation, no comparative figures are disclosed in the Financial Results. Considering the effects of the amalgamation detailed in note 5 above, results for the period from June 2, 2017 to September 30, 2017 have not been separately disclosed.

Puducherry  
March 29, 2019

Director

