

SPI TECHNOLOGIES INDIA PRIVATE LIMITED
(previously known as Lambda Content India Private Limited)
Registered Office: 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

18th September, 2020

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

Ref:-

Scrip Code: 956808

ISIN: INE122Y08019

Subject: Intimation of 3rd Annual General Meeting to be held on 19th September, 2020 at shorter notice.

Dear Sir/Madam,

Pursuant to Regulation 51 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that annual general meeting of the members of the Company is scheduled to be held on 19th September, 2020 at shorter notice.

Please find enclosed herewith AGM Notice for your records.

Thanking you,

Yours faithfully,

For **SPI Technologies India Private Limited**
(previously known as *Lambda Content India Private Limited*)



Stuti Mathur
Company Secretary & Compliance Officer
ACS: 49358

SPI TECHNOLOGIES INDIA PRIVATE LIMITED

(Previously known as 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,

Website: <https://www.spi-global.com>

NOTICE OF 3rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 3rd Annual General Meeting of the members of SPI Technologies India Private Limited will be held on Saturday, 19th September, 2020 at 11:30 a.m. through Video Conferencing to transact the following businesses at a shorter notice:

ORDINARY BUSINESS:

ITEM NO. 1

To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

ITEM NO. 2

TO APPOINT M/S B S R & CO. LLP, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER – 101248W/W-100022) AS STATUTORY AUDITORS OF THE COMPANY, WITH EFFECT FROM 17TH SEPTEMBER 2020, TO FILL THE CASUAL VACANCY CAUSED BY THE RESIGNATION OF M/S PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP (FRN: 012754N/N500016).

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 139 (8) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s B S R & Co. LLP, Chartered Accountants (Firm Registration Number – 101248W/W-100022), be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016).

RESOLVED FURTHER THAT M/s B S R & Co. LLP, Chartered Accountants (Firm Registration Number – 101248W/W-100022), shall hold the office from 17th September 2020 until the conclusion of this annual general meeting, at such remuneration as may be mutually

decided by the Board and the Statutory Auditors.

RESOLVED FURTHER THAT directors and/or the company secretary of the Company, be and are, hereby severally authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

ITEM NO. 3

TO CONSIDER THE APPOINTMENT OF M/S B S R & CO. LLP, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER – 101248W/W-100022) AS STATUTORY AUDITORS FOR A TERM OF FIVE CONSECUTIVE YEARS.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 139 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s B S R & Co. LLP, Chartered Accountants (Firm Registration Number – 101248W/W-100022), be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of Five (5) consecutive years, from the conclusion of the 3rd annual general meeting of the Company till the conclusion of the 8th annual general meeting at such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT directors and/or the company secretary of the Company, be and are, hereby severally authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

ITEM NO. 4

TO MAKE INVESTMENTS IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

“**RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof for time being in

force) and subject to the provisions of the Articles of Association of the Company and subject to such other approvals, consent, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board') to give any loan(s) and/or give any guarantees/provide security(ies) in connection with loan(s) and/or to acquire by way of subscription, purchase or otherwise the securities of any body corporate notwithstanding the fact that such investment together with existing investments of the Company in all other body corporates, loans granted and securities furnished in excess of limits specified under Section 186 of the Companies Act, 2013 from time to time does not exceed the maximum aggregate limit of INR 1300,00,00,000 (Indian Rupees Thirteen Hundred Crores only) at any point of time."

"RESOLVED FURTHER THAT, for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary or incidental thereto, including but not limited to delegation of all or any of the powers conferred to any Committee or any director(s) or any other officer(s)/ employee(s) of the company, or to settle any questions, difficulties or doubts that may arise in this connection, without being required to seek any further clarification, consent or approval of the members of the company."

ITEM NO. 5

PREFERENTIAL ISSUE OF SERIES B UNSECURED COMPULSORILY CONVERTIBLE DEBENTURES AS CONSIDERATION FOR PURCHASE OF SHARES OF SCOPE E-KNOWLEDGE CENTER PRIVATE LIMITED ('SCOPE INDIA') AND SCIENTIFIC PUBLISHING SERVICES PRIVATE LIMITED ('SPS INDIA') ('SWAP')

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 42, Section 62, Section 71 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with all applicable Rules and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and all such other approvals which may be agreed to by the Board of Directors of the Company ('the Board'), the consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot, 1,36,28,304 (One Crore Thirty Six Lakhs Twenty Eight Thousand Three Hundred and Four) (rounded down to nearest whole number) Series 'B' Unsecured Compulsorily Convertible Debentures ('CCDs'), at a price of INR 274/- (Indian Rupees Two Hundred and Seventy Four Only) per CCD having face value of INR 274/- (Indian Rupees Two Hundred and Seventy Four Only) each, carrying a Coupon Rate of 11.75% per annum and having a term of 15 years from the date of allotment, each fully paid up, for a consideration other than cash i.e. for swap of equity shares of Scope India and SPS India to the following:

S. No.	Subscriber	No. of CCDs	Price per CCD (INR)	Total Amount (INR)
1	SPI Global Content Holding Pte Limited (SPI Singapore) a company incorporated under the laws of Singapore having its registered office at 77 Robinson Road #13-00, Robinson 77, Singapore 068896	55,01,824	274	150,74,99,776/-
2	SPI Global Content Mauritius Holding (SPI Mauritius) a company incorporated under the laws of Mauritius having its registered office at DTOS Ltd, 10th Floor, Standard Chartered Tower, 19 Cybercity, Ebene, Republic of Mauritius	81,26,480	274	222,66,55,520/-

by way of preferential allotment and based on the valuation report obtained by the Company in accordance with applicable law, in such manner as the Board may, in its absolute discretion, think fit and on the following terms and conditions:

1. The CCDs shall be termed as Series B CCDs;
2. The CCDs to be offered, issued and allotted shall be in physical form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
3. Face Value shall be INR 274/- (Rupees Two Hundred and Seventy-Four) per CCD;
4. Term: 15 years from the date of allotment;
5. Coupon Rate: 11.75%, payable semi-annually;
6. Conversion into Equity Shares;
 - a) The holders of the CCDs may convert the CCDs in whole or part into Equity Shares at any time before completion of 14 (fourteen) years and 364 (three hundred and sixty-four) days from the date of allotment of the CCDs;
 - b) The CCDs shall convert into equity shares at the fair market value of the CCDs as on the date of allotment of the CCDs or conversion of the CCDs into equity shares, whichever is higher. Such fair market value shall be determined by suitable persons appointed by the Board of Directors and shall be in accordance with any requirements under applicable laws;

- c) The holders of the CCDs shall be issued fully paid up equity shares and will not be required at the time of conversion of such CCDs into equity shares, to pay any amounts to the Company towards such equity shares.
- 7. The CCDs shall be unsecured;
- 8. The new Equity Shares to be issued on conversion of CCDs shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing issued and subscribed Equity Shares of the Company;
- 9. The CCDs shall be transferable in the manner specified in the Articles of Association of the Company;
- 10. No fractional Shares and Adjustment
 - a) No fractional Equity Shares shall be issued upon the conversion of any CCD and the number of equity shares to be thus issued shall be rounded to the next whole number;
 - b) The number of Equity Shares that each CCD converts into and the price per Equity Share upon conversion of each CCD shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT the Board is hereby authorised to create, offer, issue and allot up to 1,36,28,304 (One Crore Thirty Six Lakhs Twenty Eight Thousand Three Hundred and Four) (rounded down to nearest whole number) CCDs of INR 274/- (Indian Rupees Two Hundred and Seventy Four) each fully paid up, on a preferential basis to SPI Singapore and SPI Mauritius and that upon receipt of such non-cash consideration by the Company from SPI Singapore and SPI Mauritius (i.e. swap of existing shares of SPS India and Scope respectively) based on the valuation report obtained by the Company in accordance with applicable law including section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules 2014, the full consideration payable by SPI Singapore and SPI Mauritius in relation to 1,36,28,304 (One Crore Thirty Six Lakhs Twenty Eight Thousand Three Hundred and Four) (rounded down to nearest whole number) CCDs of INR 274/- (Indian Rupees Two Hundred and Seventy Four) each shall be deemed to be received by the Company in accordance with all applicable laws.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Subscribers be and is here by recorded for the issue of invitation to subscribe to the CCDs and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the CCDs and consent of the members of the Company is hereby accorded for issuance of the same to the Subscribers.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to this resolution, including negotiating, finalizing and

executing all necessary agreements/ documents, form filings, making applications to Applicable Regulatory Authorities, and to settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of CCDs and the Equity Shares to be allotted pursuant to the conversion of the CCDs, without requiring any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT the CCDs shall be allotted within a period of 60 (Sixty) days from the date of passing of this special resolution by the Members, provided that where the allotment of the CCDs is subject to receipt of any approval from the Applicable Regulatory Authorities, the allotment shall be completed within a period of 60 (Sixty) days from the date of receipt of last of such approvals;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Preferential Issue and settle any questions or difficulties that may arise in regard to the Preferential Issue.”

ITEM NO. 6

ACQUISITION OF SHARES OF SCOPE E-KNOWLEDGE CENTER PRIVATE LIMITED AND SCIENTIFIC PUBLISHING SERVICES PRIVATE LIMITED FROM RELATED PARTIES

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof for time being in force), the consent of the members be and is hereby accorded for acquisition of 1,40,04,123 (One Crore Forty Lakhs Four Thousand One Hundred and Twenty Three) equity shares of INR 1/- (Indian Rupee One) each of Scope E-Knowledge Center Private Limited, an Indian company bearing CIN No. U72900PY2009PTC008538 and having its registered office at R.S No. 4/5 and 4/6, Vazhudavur Road Kurumbapet Revenue Village, Villianur Commune Pondicherry – 605009 from SPI Global Content Mauritius Holding (Holding Company), a company incorporated under the laws of Mauritius having its registered office at DTOS Ltd, 10th Floor, Standard

Chartered Tower, 19 Cybercity, Ebene, Republic of Mauritius at a price of INR 159/- (Indian Rupees One Hundred and Fifty Nine Only) amounting to a consideration of INR 222,66,55,557/- (Indian Rupees Two Hundred and Twenty Two Crores Sixty Six Lakhs Fifty Five Thousand Five Hundred and Fifty Seven Only) for issuance of CCDs of the Company based on the valuation report obtained by the Company.

RESOLVED FURTHER THAT pursuant to provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof for time being in force), the consent of the members be and is hereby accorded for acquisition of 45,00,000 (Forty Five Lakhs) equity shares of INR 10/- (Indian Rupees Ten Only) each of Scientific Publishing Services Private Limited, an Indian company bearing CIN No. U22219TN1992PTC022318 and having its registered office at ASV Lotus Business Park Block 1, Floor 1 to 3, 720 & 721, Pathari Road, Anna Salai, Chennai – 600 002, Tamil Nadu, India from SPI Global Content Holding Pte Limited (ultimate holding company), a company incorporated under the laws of Singapore having its registered office at 77 Robinson Road #13-00, Robinson 77, Singapore 068896 at a price of INR 335/- (Indian Rupees Three Hundred and Thirty Five Only) amounting to a consideration of INR 150,75,00,000/- (Indian Rupees One Hundred and Fifty Crores Seventy Five Lakhs Only) for issuance of CCDs of the Company based on the valuation report obtained by the Company.”

By order of the Board of Directors
For SPI Technologies India Private Limited
(Formerly known as Lambda Content India Private Limited)



Stuti Mathur
Company Secretary
Membership No.: A49358
Address: Y-23 Hauz Khas, New Delhi -110016

Place: New Delhi, India
Date: 18th September 2020

Notes:

1. In view of the massive outbreak of the COVID – 19 pandemic, social distancing measures imposed by Government of India, Ministry of Corporate Affairs allowed conducting General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020, prescribing the procedures and manners of conducting the 3rd Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 3rd Annual General Meeting of the members be held through video conferencing.
2. The link of the meeting through which the Members will participate will be sent on their registered email id with the Company.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the 3rd Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this 3rd Annual General Meeting is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 3rd Annual General Meeting.
4. The Notice of 3rd Annual General Meeting and other supportive documents will be sent through electronic mode to members whose email-ids are registered with the Company. Members who have not registered their e-mail address so far are requested to register their e-mail address by sending an email to lambdacontent02@gmail.com for receiving all communication including Notices, Circulars, etc. from the Company electronically.
5. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
6. Members can raise questions during the meeting or in advance at lambdacontent02@gmail.com .
7. Members are requested to send a scanned copy (PDF/JPG Format) of its Board Resolution/Authorization at lambdacontent02@gmail.com authorizing its representative to attend the Annual General Meeting through VC/ OAVM, in accordance with Section 113 of the Companies Act, 2013.
8. The voting may be conducted by show of hands, unless a demand for the poll is made by any member in accordance with section 109 of Companies Act, 2013. Where a poll is demanded, the members shall cast their vote on the resolution only by sending emails lambdacontent02@gmail.com of the through the registered email id of the member.
9. The poll will take place during the meeting, and the members may convey their assent or dissent only at such stage on items considered in the meeting by sending e-mails

lambdacontent02@gmail.com . The result may be declared either in the same meeting or its adjourned meeting.

10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act is annexed hereto.
11. The deemed venue of the meeting shall be the registered office of the Company.
12. A registered Equity Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of himself and a Proxy need not be a Member. The instrument appointing a Proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Such representatives shall possess a valid identity proof to be produced at the meeting.
13. As per Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as a Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or Member.
14. Only Registered Members of the Company or any proxy appointed by such Registered Member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
15. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the Order of names will be entitled to vote at the Meeting. All alterations made in the form of Proxy should be initialed.
17. Relevant documents referred to in the Notice and Explanatory Statement shall be available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m., upto the date of the Meeting and also at the venue during the Meeting.
18. The Notice of this Meeting is being sent through electronic mode to the Members whose e-mail addresses are registered with the Company unless the Member has requested for a physical copy of the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 2 & 3

M/s Price Waterhouse Chartered Accountants LLP, (FRN: 012754N/N500016) has resigned as the auditor of the Company w.e.f. 16th September, 2020 in pursuance of auditor rotation policy at group level, resulting in the casual vacancy in the office of auditor of the Company in terms of Section 139(8) of the Companies Act, 2013. M/s B S R & Co. LLP, Chartered Accountants, having FRN: 101248W/W-100022 were appointed in their place by the Board to fill the casual vacancy caused due the resignation of M/s Price Waterhouse Chartered Accountants LLP, subject to the approval of the members in the ensuing general meeting.

Further as the term of M/s B S R & Co. LLP, Chartered Accountants (FRN No: 101248W/W-100022), is due to expire at the conclusion of the third annual general meeting of the Company, it was also resolved to appoint M/s B S R & Co. LLP, Chartered Accountants (FRN No: 101248W/W-100022), as the auditors for a term of five (05) consecutive years in pursuance of section 139 of the Companies Act, 2013, subject to the approval of the members in the 3rd annual general meeting, as ordinary resolution.

The Company has also received the consent and eligibility certificate from M/s B S R & Co. LLP, Chartered Accountants (FRN No: 101248W/W-100022) to act as the Statutory Auditors, dated 15th September 2020.

None of the directors are interested in the above resolution and the resolutions are recommended by the Board to be passed as ordinary resolutions.

ITEM NO. 4

In order to achieve long term strategic and business objectives and to realign the Group structure in India, the management and the Board of the Company proposes to acquire 100% stake in Scientific Publishing Services Private Limited ('SPS India') and 64.76% stake in Scope E-Knowledge Center Private Limited ('Scope India'). Pursuant to the provisions of section 186 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Members are informed that the existing limits laid down by the shareholders of the Company pursuant to Section 186 of the Companies is INR 800,00,00,000 (Indian Rupees Eight Hundred Crores Only) which was approved by the shareholders vide special resolution in the extra ordinary general meeting held on 19th March, 2018. The Board of Directors have approved the proposal of making further investments in the shares of SPS India and Scope India, which when aggregated with the existing investments would exceed the existing limit. Accordingly, the Board of your Company proposes to obtain your approval by way of special

resolution as contained in the notice of the Extra-Ordinary General Meeting for an amount not exceeding INR 1300,00,00,000 (Rupees Thirteen Hundred Crore Only) outstanding at any time notwithstanding that such investments are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Board, therefore, recommends the Special Resolution for approval of the shareholders. Mr. Kuppusamy Ezhil Arasan is interested in this resolution to the extent of being common director in 'SPI Technologies India Private Limited' and 'Scope E-Knowledge Center Private Limited'. Mr. Dhaneesh Kumar Unneery is interested in this resolution to the extent of being common director in 'SPI Technologies India Private Limited'; Scientific Publishing Services Private Limited' and 'Scope E-Knowledge Center Private Limited'. Expect that, none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO. 5

In order to achieve long term strategic and business objectives and in order to realign the Group structure in India, the Company intends to acquire the following:

- a) 1,40,04,123 (One Crore Forty Lakhs Four Thousand One Hundred and Twenty-Three) equity shares of INR 1/- (Indian Rupee One) each representing 64.76% of the equity share capital of Scope India at a price of INR 159/- (Indian One Hundred and Fifty Nine Only) amounting to a total consideration of INR 222,66,55,557/- (Indian Rupees Two Hundred and Twenty Two Crores Sixty Six Lakhs Fifty Five Thousand Five Hundred and Fifty Seven Only) and
- b) 45,00,000 (Forty-Five Lakhs) equity shares of INR 10/- (Indian Rupees Ten) each representing 100% of the equity share capital of SPS India at a price of INR 335/- (Indian Rupees Three Hundred Thirty Five Only) amounting to a total consideration of INR 150,75,00,000/- (Indian Rupees One Hundred and Fifty Crores Seventy Five Lakhs Only).

Pursuant to such acquisition, Scope India and SPS India would become wholly owned subsidiaries of the Company. It is pertinent to note that the Company already holds 76,19,148 equity shares representing 35.24% of the equity share capital in Scope India.

In this regard, shareholders are informed that the Company has entered into a Share Purchase Agreement with 'SPI Global Content Mauritius Holding' and SPI Technologies India Private Limited for acquisition of the equity shares of Scope India and with 'SPI Global Content Holding Pte Limited' and SPI Technologies India Private Limited for acquisition the equity shares of SPS India. As consideration, the Company would issue 1,36,28,304 (One Crore Thirty-Six Lakhs Twenty-Eight Thousand Three Hundred and Four) (rounded down to nearest whole number) Series B CCDs as follows: -

- a. 81,26,480 (Eighty One Lakhs Twenty Six Thousand Four Hundred and Eighty) (rounded down to nearest whole number) Series B CCDs of face value of INR 274/- (Indian Rupees Two Hundred and Seventy Four only) each to be issued at price of INR 274/- (Indian Rupees Two Hundred and Seventy Four only) each to SPI Global Content Mauritius Holding for a consideration other than cash i.e. for swap of 1,40,04,123 (One Crore Forty Lakhs Four Thousand One Hundred and Twenty Three) equity shares of Scope India of INR 1/- (Indian Rupee One)
- b. 55,01,824 (Fifty Five Lakhs One Thousand Eight Hundred and Twenty Four) (rounded down to nearest whole number) Series B CCDs of face value of INR 274/- (Indian Rupees Two Hundred and Seventy Four only) each to be issued at price of INR 274/- (Indian Rupees Two Hundred and Seventy Four only) each to SPI Global Content Holding Pte Limited for a consideration other than cash i.e. for swap of 45,00,000 (Forty Five Lakhs) equity shares of SPS India of INR 10/- (Indian Rupees Ten) each.

The allotment of the aforesaid CCDs by the Company will be on a preferential basis and for a consideration other than cash based on the valuation report of CA Harsh Ruparelia, Registered Valuer – Securities and Financial Assets under the Companies Act, 2013 dated 26th August 2020 obtained by the Company.

Accordingly, consent of the shareholders is sought to create, offer, issue and allot, 1,36,28,304 (One Crore Thirty Six Lakhs Twenty Eight Thousand Three Hundred and Four) (rounded down to nearest whole number) Series B Unsecured Compulsorily Convertible Debentures ('CCDs'), at a price of INR 274/- (Rupees Two Hundred and Seventy Four Only) per CCD having face value of INR 274/- (Rupees Two Hundred and Seventy Four Only) each, carrying a Coupon Rate of 11.75% per annum and having a term of 15 years from the date of allotment, each fully paid up, by way of preferential allotment to the persons mentioned and on such terms and conditions as prescribed above.

The proposed issue of CCDs was recommended by the Board in their 2nd Board meeting held on 3rd September 2020 to the shareholders for seeking their consent for such issue, offer and allotment.

The proposed issuance of CCDs is authorised by the Articles of Association of the Company. The details of the issue and disclosures pursuant to Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 is as follows:

1. **The objects of the issue:**

The Preferential issue of CCDs is made in consideration of proposed acquisition of equity instruments of following entities:

Sr. No.	Name of the Investee	Registered Office	No. of equity instruments proposed to be acquired	Face Value (in INR)
1	SPS Publishing Services Private Limited (CIN No. U22219TN1992PTC022318)	ASV Lotus Business Park Block 1, Floor 1 to 3, 720 & 721, Pathari Road, Anna Salai, Chennai – 600002, Tamil Nadu, India	45,00,000 (Forty-Five Lacs)	10/-
2	Scope E-Knowledge Center Private Limited (CIN No. U72900PY2009PTC008538)	R.S No. 4/5 and 4/6, Vazhudavur Road Kurumampet Revenue Village, Villianur Commune Pondicherry – 605 009	1,40,04,123 (One Crore Forty Lacs Four Thousand One Hundred and Twenty-Three)	1/-

As a consideration for such acquisition, the Company proposes to issue CCDs to the existing shareholders of the investee companies at abovementioned value.

2. **The total number of CCDs to be offered:**

1,36,28,304 (One Crore Thirty-Six Lakhs Twenty-Eight Thousand Three Hundred and Four) (rounded down to nearest whole number) CCDs of face value of INR 274/- (Indian Rupees Two Hundred and Seventy-Four only) each to be issued at price of INR 274/- (Indian Rupees Two Hundred and Seventy Four only) each.

3. **The price or price band at/within which the allotment is proposed:**

To be issued at price of INR 274/- (Indian Rupees Two Hundred and Seventy-Four only) each having face value of INR 274/- (Indian Rupees Two Hundred and Seventy-Four only) each.

4. **Basis on which the price has been arrived at along with report of the registered valuer:**

The value of CCDs as per the Valuation report of CA Harsh Ruparelia, Registered

Valuer – Securities and Financial Assets under the Companies Act, 2013 dated 26th August 2020 has been arrived using the Discounted Cash Flow method.

5. **Relevant date with reference to which the price has been arrived at:**

The Relevant Date for the determination of issue price of the CCDs pursuant to the aforesaid preferential allotment is fixed as 30th June, 2020 i.e. the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting to approve the proposed preferential issue, in terms of Sections 42 and 62 of the Companies Act, 2013.

6. **The class or classes of persons to whom the allotment is proposed to be made:**

- a. SPI Global Content Holding Pte Limited
- b. SPI Global Content Mauritius Holding

7. **Intention of promoters, directors or key managerial personnel to subscribe to the offer:**

SPI Global Content Holding Pte Limited: -

The proposed offer is being made by the Company as consideration for the acquisition of 45,00,000 equity shares constituting 100% of the equity and voting share capital of 'Scientific Publishing Services Private Limited' from its shareholders viz. SPI Global Content Holding Pte Limited (along with 1 share held by its Nominee shareholder) pursuant to the share purchase agreement dated 3rd September 2020.

SPI Global Content Mauritius Holding: -

The proposed offer is being made by the Company as consideration for the acquisition of 1,40,04,123 equity shares constituting 64.76% of the equity and voting share capital of 'Scope E-Knowledge Center Private Limited' from its shareholders viz. SPI Global Content Mauritius Holding pursuant to the share purchase agreement dated 3rd September 2020.

8. **The proposed time within which the allotment shall be completed:**

The CCDs shall be issued and allotted in single tranche. Allotment of CCDs shall be completed within a period of 60 days from date of special resolution.

9. **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Name of the Investor	Percentage of pre-preferential issue shareholding* (Note 1)		Percentage of post-preferential issue shareholding*	
	No. of equity shares	%	No. of equity shares	%
SPI Global Content	NIL	NIL	55,01,824	14.10

Holding Pte Limited (SPI Singapore) a company incorporated under the laws of Singapore having its registered office at 77 Robinson Road #13-00, Robinson 77, Singapore 068896			(Note 2)	
SPI Global Content Mauritius Holding (SPI Mauritius) a company incorporated under the laws of Mauritius having its registered office at DTOS Ltd, 10th Floor, Standard Chartered Tower, 19 Cybercity, Ebene, Republic of Mauritius	2,53,85,969	100	3,35,12,449 (Note 3)	85.90
TOTAL	2,53,85,969	100	3,90,14,273	100

*Calculated on fully diluted basis

Note 1: 2,53,85,969 equity shares comprises 1,65,07,464 existing equity shares and 88,78,505 equity shares considering conversion of the existing 88,78,505 CCDs [issued earlier to SPI Global Content Mauritius Holding at a price of INR 107/- (Indian Rupees One Hundred and Seven)] into equity shares at a value of INR 107/- (Indian Rupees One Hundred and Seven) per share.

Note 2: 55,01,824 equity shares assuming conversion of 55,01,824 Series B CCDs at a value of INR 274/- (Indian Rupees Two Hundred and Seventy-Four) per share.

Note 3: 3,35,12,449 equity shares comprise 2,53,85,969 equity shares of pre-issue shareholding (Note 1) and 81,26,480 equity shares assuming conversion of 81,26,480 Series B CCDs at a value of INR 274/- (Indian Rupees Two Hundred and Seventy-Four) per share.

10. **The change in control, if any, in the company that would occur consequent to the preferential offer:**

There should be no change in control consequent to preferential offer.

11. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

NIL

12. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

As mentioned in point (1) above, the Company intends issue CCDs as a consideration against purchase of stake in SPS India and Scope India. Also attached with the explanatory statement is the valuation report of CA Harsh Ruparelia, Registered Valuer – Securities and Financial Assets under the Companies Act, 2013 dated 26th August 2020 basis which the swap ratio is determined.

13. **The pre issue and post issue shareholding pattern of the Company:**

Sr. No.	Category	Pre-issue* (Note 1)		Post-issue*	
		No. of shares held	%	No. of shares held	%
A	Promoters' holding				
1	Indian				
	Individual	NIL	NIL	NIL	NIL
	Sub-total	NIL	NIL	NIL	NIL
2	Foreign promoters				
	Body Corporate				
	- SPI Global Content Mauritius Holding	2,53,85,969	100	3,35,12,449 (Note 2)	85.90
	- SPI Global Content Holding Pte Limited	NIL	NIL	55,01,824 (Note 3)	14.10
	Sub-total (A)	2,53,85,969	100	3,90,14,273	100
B	Non-promoters' holding				
1	Institutional investors	NIL	NIL	NIL	NIL

2	Non-institutional investors				
	Private corporate bodies	NIL	NIL	NIL	NIL
	Directors and relatives	NIL	NIL	NIL	NIL
	Indian public	NIL	NIL	NIL	NIL
	Others [including Non-resident Indians (NRIs)]	NIL	NIL	NIL	NIL
	Sub-total (B)	NIL	NIL	NIL	NIL
	GRAND TOTAL	2,53,85,969	100	3,90,14,273	100

*Calculated on fully diluted basis

Note 1: 2,53,85,969 equity shares comprises 1,65,07,464 existing equity shares and 88,78,505 equity shares considering conversion of the existing 88,78,505 CCDs [issued earlier to SPI Global Content Mauritius Holding at a price of INR 107/- (Indian Rupees One Hundred and Seven)] into equity shares at a value of INR 107/- (Indian Rupees One Hundred and Seven) per share.

Note 2: 3,35,12,449 equity shares comprise 2,53,85,969 equity shares of pre-issue shareholding (Note 1) and 81,26,480 equity shares assuming conversion of 81,26,480 Series B CCDs at a value of INR 274/- (Indian Rupees Two Hundred and Seventy-Four) per share.

Note 3: 55,01,824 equity shares assuming conversion of 55,01,824 Series B CCDs at a value of INR 274/- (Indian Rupees Two Hundred and Seventy-Four) per share.

ITEM NO. 6

The members may note that the Company is proposing to make the acquisition of securities from SPI Global Content Mauritius Holding and SPI Global Content Holding Pte Limited in the following body corporates:

- a) 1,40,04,123 (One Crore Forty Lakhs Four Thousand One Hundred and Twenty-Three) equity shares of INR 1/- (Indian Rupee One) each representing 64.76% of the equity share capital of Scope India at a price of INR 159/- (Indian One Hundred and Fifty Nine Only) amounting to a total consideration of INR 222,66,55,557/- (Indian Rupees Two Hundred and Twenty Two Crores Sixty Six Lakhs Fifty Five Thousand Five Hundred and Fifty Seven Only) and
- b) 45,00,000 (Forty-Five Lakhs) equity shares of INR 10/- (Indian Rupees Ten) each representing 100% of the equity share capital of SPS India at a price of INR 335/- (Indian Rupees Three Hundred and Thirty Five Only) amounting to a total

consideration of INR 150,75,00,000/- (Indian Rupees One Hundred and Fifty Crores Seventy Five Lakhs Only).

The consideration for the said acquisition is proposed to be discharged by the issue of compulsorily convertible debentures described in Item no. 2 herein. As SPI Global Content Mauritius Holding is the Promotor and Holding Company for your Company and SPI Global Content Holding Pte Limited, is the ultimate holding Company therefore the transaction will fall under the provisions of section 188 of the Companies Act, 2013 and would require the consent of the members by ordinary resolution. The details of the transaction are mentioned below:

1. Name of the related party:

- i. SPI Global Content Mauritius Holding
- ii. SPI Global Content Holding Pte Limited

2. Name of the director or key managerial personnel who is related, if any: None

3. Nature of relationship:

- i. SPI Global Content Mauritius Holding – Promoter and Holding Company
- ii. SPI Global Content Holding Pte Limited – Ultimate Holding Company

4. Nature, material items, monetary value, and particulars of the contract or arrangements: The details pertaining to the nature, material items, monetary value, and particulars of the contract or arrangements is described in detail under Item 2 to the Explanatory Statement above.

5. Any other information relevant or important for the members to take a decision on the proposed resolution: The allotment of the aforesaid CCDs by the Company will be on a preferential basis and for a consideration other than cash and based on the valuation report of CA Harsh Ruparelia, Registered Valuer – Securities and Financial Assets under the Companies Act, 2013 dated 26th August, 2020 obtained by the Company.

None of the directors are interested in the above resolution and the resolution is recommended by the Board to be passed as ordinary resolutions.