

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: ezhil.arasan@straive.com, Telephone: 0413-2297600

27 September 2022

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

Ref:-
Scrip Code: 956808
ISIN: INE122Y08019

Subject: Intimation of Annual General Meeting (AGM) to be held on 29 September 2022 at a shorter notice.

Dear Sir/Madam,

Pursuant to Regulation 50(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that 5th Annual General Meeting of the members of the Company is scheduled to be held on Thursday, September 29, 2022 at 11.30 a.m. at the registered office of the Company at shorter notice through Video-conferencing or other audio visual means.

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

NOTICE OF 5TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIFTH (5TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF SPI TECHNOLOGIES INDIA PRIVATE LIMITED WILL BE HELD ON THURSDAY, 29TH SEPTEMBER 2022 AT 11:30 A.M. (INDIAN STANDARD TIME), AT THE REGISTERED OFFICE OF THE COMPANY AT R S NO. 4/5 & 4/6, GOTH INDUSTRIAL ESTATE KURUMBAPET PUDUCHERRY PONDICHERRY PY 605009 IN AS THE DEEMED VENUE FOR THE MEETING, THROUGH VIDEO CONFERENCING TO TRANSACT THE FOLLOWING BUSINESS AT A SHORTER NOTICE:

ORDINARY BUSINESS:

1. To receive, consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.

SPECIAL BUSINESS:

2. To consider the re-appointment of Mrs. Sandhya Rohit Malhotra (DIN: 06450511), as an Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and approval of Board of Directors, the consent of Members of the Company be and is hereby accorded for re-appointment of Mrs. Sandhya Rohit Malhotra (DIN: 06450511), as an Independent Director of the Company for second term of five consecutive years from the conclusion 5th Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company.

RESOLVED FURTHER THAT any Executive Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, and things and to complete all other formalities as may be required in this regard.”

3. To consider the re-appointment of Mr. Rustam Patnaik (DIN: 08021540), as an Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment (s) thereof, for the time being in force), read with Schedule IV of the Act and approval of Board of Directors, the consent of Members of the Company be and is hereby accorded for re-appointment of Mr. Rustam Patnaik (DIN: 08021540), as an Independent Director of the Company for second term of five consecutive years from the conclusion 5th Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company.

RESOLVED FURTHER THAT any Executive director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, and things and to complete all other formalities as may be required in this regard.”

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

The image shows a handwritten signature in blue ink, which appears to read 'Stuti Mathur'. To the right of the signature is a circular blue ink stamp. The text around the perimeter of the stamp reads 'SPI Technologies India Private Limited' at the top and 'Puducherry' at the bottom, with a small star symbol at the very bottom center.

**Stuti Mathur
Company Secretary
Membership No. A4358
Address: Y-23 Hauz Khas, New Delhi -110016**

**Place: New Delhi
Date: 27th September, 2022**

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 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, Circular No. 20/2020 dated May 5, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 02/2021 dated 13th January, 2021, Circular No 19/2021 dated 01st December, 2021, General Circular No 21/2021 dated 12th December, 2021 and Circular No 02/2022 dated 05th May, 2022 prescribing the procedures and manners of conducting the Annual General Meeting / Extra Ordinary General Meeting through VC/ OAVM. In terms of the said circulars, the 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. Since this AGM 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 AGM.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the 5th 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 5th 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 5th Annual General Meeting.
5. The Notice of 5th 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.
6. 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.
7. Members can raise questions during the meeting or in advance at lambdacontent02@gmail.com .
8. 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 5th Annual General Meeting through VC/ OAVM, in accordance with Section 113 of the Companies Act, 2013.
9. 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 through the registered email id of the member.
10. 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-mail to lambdacontent02@gmail.com . The result may be declared either in the same meeting or its adjourned meeting.

11. The deemed venue of the meeting shall be the registered office of the Company.
12. 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.
13. 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.
14. The relevant records and documents connected with the businesses set out in the Notice are available for inspection at the Registered Office of the Company between 10:00 A.M. and 1:00 P.M. on all working days except Saturday, Sunday, and Public Holiday up to and during the Annual General Meeting (AGM). Members may inspect the same by sending an email to lambdacontent02@gmail.com.
15. Explanatory Statement pursuant to the provision of Section 102 of the Companies Act, 2013 in respect of the businesses specified under item no. 2 and 3 to the Notice is annexed hereto.
16. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
17. 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, and Secretarial Standard 2 issued by the Institute of Company Secretaries of India (ICSI):

ITEM NO. 2:

The following explanatory statement sets out all material facts relating to the Special business mentioned in item number: 2 accompanying the notice and shall be taken as forming part of the notice.

The Board of Directors at its meeting held on 12th December 2017, had appointed Mrs. Sandhya Rohit Malhotra as an Additional Independent cum Women Director of the Company to hold office till the next Annual General Meeting.

Further, the Members at the Extra Ordinary General Meeting held on 19th March 2018, appointed Mrs. Sandhya Rohit Malhotra as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Mrs. Sandhya Rohit Malhotra as an Independent Director is due for expire on 11th December 2022.

Mrs. Sandhya Rohit Malhotra is a member of The Institute of Company Secretaries of India. She is a Graduate in Commerce and a Law Graduate. She has vast experience in the fields of corporate law compliances under the various rules and regulations including, but not limited to, Companies Act, SEBI rules and regulations, SE compliances, ROC compliances, CLB matters, RBI compliances with respect to foreign funds and foreign companies, catering to clients both in India and abroad and sharing knowledge with students and fellow members of the profession through professional platforms. She worked as the Company Secretary of WalchandPeoplefirst Limited for Two years and worked as the Company Secretary and Compliance officer of Cinevistaas Limited for Four years. She is also the Sr. Consultant in SRM & Co. since 2011.

She is not related to any director of the Company.

She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director. The Company has also received declaration(s) from Mrs. Sandhya Rohit Malhotra that he meets with the criteria of independence as prescribed under Section 149(6) of the Act.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Board of Directors at its meeting held on 30th May 2022, has approved the proposal for reappointment of Mrs. Sandhya Rohit Malhotra as an Independent Director for a second term of five consecutive years from the date of members' approval at this 5th Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mrs. Sandhya Rohit Malhotra, the Shareholders are requested to approve the re-appointment of Mrs. Sandhya Rohit Malhotra as an Independent Directors for a second term of five consecutive years from the conclusion of 5th Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company.

Except Mrs. Sandhya Rohit Malhotra, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Accordingly, the Board recommends the passing of the resolution as set out in the Item no. 2, as Special Resolution by the members.

ITEM NO. 3:

The following explanatory statement sets out all material facts relating to the Special business mentioned in item number: 3 accompanying the notice and shall be taken as forming part of the notice.

The Board of Directors at its meeting held on 13th February 2018, had appointed Mr. Rustam Patnaik as an Additional Independent Director of the Company to hold office till the next Annual General Meeting.

Further, the Members at the Extra Ordinary General Meeting held on 19th March 2018, appointed Mr. Rustam Patnaik as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Mr. Rustam Patnaik as an Independent Director is due for expire on 12th February 2023.

Major General Patnaik is a graduate of National Defence University, Washington DC, Army War College, Mhow and Defence Services. Staff College, Wellington. He has been awarded two presidential medals for valour and distinguished service.

Major General Rustam Patnaik, SM, VSM (Veteran) was commissioned in the Indian Army in June 1980. He has 36 years of organisational leadership experience including a leadership assignment at the United Nations Headquarters, New York. He superannuated in May 2016, while he was the Additional Director General Military Intelligence and International Cooperation. He led the Indian Army International Cooperation with 98 countries including the US, Russia, France, UK, China, Japan and Germany and has made significant contributions to develop enduring cooperation with ASEAN and ADMM (+) countries.

He is not related to any director of the Company.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Company has also received declaration(s) from Mr. Rustam Patnaik that he meets with the criteria of independence as prescribed under Section 149(6) of the Act.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Board of Directors at its meeting held on 30th May 2022, has approved the proposal for reappointment of Mr. Rustam Patnaik as an Independent Director for a second term of five consecutive years from the date of members' approval at this 5th Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Rustam Patnaik, the Shareholders are requested to approve the re-appointment of Mr. Rustam Patnaik as an Independent Directors for a second term of five consecutive years from the conclusion of 5th Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company.

Except Mr. Rustam Patnaik, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Accordingly, the Board recommends the passing of the resolution as set out in the Item no. 3, as Special Resolution by the members.