

**LAMBDA CONTENT INDIA PRIVATE LIMITED**

**CIN- U93000PY2017PTC008168**

**Registered Office: 20 Poincare ST, Keerapalayam Puducherry, Pondicherry - 605004**

**Telephone: 0413-2206243 Email: murali.nair@partnersgroup.com**

June 18, 2018

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

**Ref:-**

**Scrip Code: 956808**

**ISIN: INE122Y08019**

**Subject: Intimation of Extra-Ordinary General Meeting (EGM) to be held on June 18, 2018 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 a meeting of the members of the Company is scheduled to be held today i.e. June 18, 2018 at shorter notice.

Please find enclosed herewith EGM Notice for your records.

Thanking you,

Yours faithfully,

**For Lambda Content India Private Limited**



**Murali Krishnan Nair  
Director  
DIN 07833455**



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## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that 4/2018-19 Extraordinary General Meeting of the Members of Lambda Content India Private Limited will be held on Monday, 18<sup>th</sup> June, 2018 at 5:00 P.M. at K10/40, Lower Ground Floor, DLF Phase- II, Gurgaon, Haryana 122008, India, to transact the following businesses at a shorter notice:

### Special Business:

#### **1. DEFERMENT OF PAYMENT OF INTEREST AND SIGNING OF SUPPLEMENTAL INFORMATION MEMORANDUM AND SUPPLEMENTAL DEED TO THE DEBENTURE TRUST DEED**

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

**"RESOLVED THAT** in pursuance the applicable provisions of the Companies Act, 2013 read with relevant rules thereof, the consent be and is hereby accorded to defer the payment of interest of INR 547,615,890 (Rupees Fifty Four Crore Seventy Six Lac Fifteen Thousand Eight Hundred and Ninety Only) due on 30<sup>th</sup> June, 2018, payable on 5086 (Five Thousand and Eighty Six) unsecured, non convertible, redeemable debentures ("NCD") to SPI Global Content Holding PTE Limited to 30<sup>th</sup> September, 2018.

**RESOLVED FURTHER THAT** the draft supplemental deed to the debenture trust deed and draft supplemental information memorandum be and is hereby approved.

**RESOLVED FURTHER THAT** any director and/or Chief Financial Officer and/or Company Secretary of the company be and are hereby severally authorized negotiate, execute, file and deliver any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in connection with the supplemental deed to the debenture trust deed, supplemental information memorandum and deal with the regulatory authorities in connection with the above including but not limited to SEBI, Registrar of Companies, the Stock Exchange, the Depository (NSDL/CDSL) and such other authorities as may be required, including without limitation, to approve, negotiate, sign execute, amend, supplement and or issue the supplemental deed to the debenture trust deed, supplemental information memorandum as required under SEBI (Issue and Listing of Debt Securities) regulations, 2008.

By Order of the Board of Directors  
For Lambda Content India Private Limited

  
  
**Dipika Jain**  
Company Secretary

Date: 18<sup>th</sup> June, 2018  
Place: Gurugram

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## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. As per section 105 of the Companies act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (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 proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
4. In the case of Corporate Member, it is requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting.
5. 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 Extra Ordinary General Meeting.
6. Attendance Slip, Proxy Form and the Route Map of the venue of the EGM along with the Landmark forms part of this Notice.
7. Explanatory statement pursuant to the provision of section 102 of the Companies Act, 2013 in respect of the businesses specified under Item No. 1 to the Notice is annexed hereto.
8. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 18<sup>th</sup> June, 2018.



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

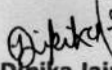
### Item No. 1

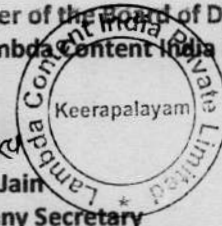
Owing to the current liquidity crunch, the Company will not be able to make the payment of interest, which is due on 30<sup>th</sup> June, 2018, and would like to defer the payment of interest date to 30<sup>th</sup> September, 2018. For this purpose, the Company proposes to defer the payment of interest on NCDs. The Company is therefore required to revise the debenture trust deed and information memorandum.

As per Provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, revision in debenture trust deed and information memorandum requires shareholders' approval. The Board recommends the resolution for the approval by the shareholders as special resolution.

Except, Mr. Cyrus Dinshaw Driver to an extent being a director in SPI Global Content Holding PTE Ltd., none of the Directors, Key managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise.

By Order of the Board of Directors  
For Lambda Content India Private Limited

  
Dipika Jain  
Company Secretary



Date: 18<sup>th</sup> June, 2018  
Place: Gurugram

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## Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U93000PY2017PTC008168
Name of the Company	Lambda Content India Private Limited
Registered Office	20 Poincare ST, Keerapalayam, Puducherry

### Extra-Ordinary General Meeting – 18<sup>th</sup> June, 2018

Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

I/We, being the member (s) of .shares of the above named company, hereby appoint

Name	
Address	
Email Id	
Signature	

or failing him/her :

Name	
Address	
Email Id	
Signature	

or failing him/her :

Name	
Address	
Email Id	
Signature	

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as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on Monday, 18<sup>th</sup> June, 2018 at 5:00 P.M. at K10/40, Lower Ground Floor, DLF Phase- II, Gurgaon, Haryana 122008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote		
		For	Against	Abstain
Special Business				
1.	Deferment of payment of interest and signing of supplemental information memorandum and supplemental deed to the debenture trust deed			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxyholder(s)

## Note:

- The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- The form of Proxy confers authority to demand or join in demanding a poll.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.



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## ATTENDANCE SLIP EXTRA-ORDINARY GENERAL MEETING

(Please complete this attendance slip and hand it over at the entrance of the Hall)

DP ID*	Name & Address of Registered Shareholder(s)
Client ID*	
Registered Folio Number	
No. of Shares Held	

*\*Applicable for Shareholding in Electronic Form*

- I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company.
- I hereby record my presence at the Extra-Ordinary General Meeting of the Company on Monday, 18<sup>th</sup> June, 2018 at 5:00 P.M. at K10/40, Lower Ground Floor, DLF Phase- II, Gurgaon, Haryana 122008.
- I hereby give my consent to receive the Annual Reports and Accounts and other documents permissible to be sent through electronic mode, on my email instead of physical form.

\_\_\_\_\_  
Signature of  
Shareholder/Proxy

**NOTE :** Members/Proxy holders are requested to bring this attendance slip duly filled in and signed with them when they come to the meeting. No attendance slip will be issued at the venue of the meeting.

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## Route Map

