

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

Date: 17th April, 2019

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

Ref:-

Scrip Code: 956808

ISIN: INE122Y08019

Sub: Policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Dear Sir/Madam,

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, please find enclosed a policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, duly approved by the Board of Directors at their Meeting held on 27th February, 2019.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Spi Technologies India Private Limited



Dipika Jain

Company Secretary & Compliance Officer

ACS : 47665

SPI TECHNOLOGIES INDIA PRIVATE LIMITED
*(previously known as **Lambda Content India Private Limited**)*

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

SCOPE:

This Code is called SPI TECHNOLOGIES INDIA PRIVATE LIMITED Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”) and is framed based on the principles of fair disclosure outlined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”), specifically under Regulation 8 read with Schedule A of the Regulations.

The Purpose of the Code is to clearly outline procedures and practical guidelines that would be followed by the SPI TECHNOLOGIES INDIA PRIVATE LIMITED (“the Company”) for the consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive Information (“UPSI”).

The Company is committed to factual, timely and accurate disclosure based on applicable legal and regulatory requirements.

APPLICABILITY:

This Code shall be applicable and binding on all the employees, officers, directors and those persons authorised to speak on behalf of the Company.

OVERSEEING AND CO-ORDINATING DISCLOSURE:

The Board of the Company shall designate a senior officer as the Chief Investor Relations Officer from time to time, who would be responsible to ensure timely, adequate, uniform and universal dissemination of information and disclosure of UPSI pursuant to this Code as required under the Regulations so as to avoid selective disclosures.

Employees must not respond under any circumstances to inquiries from the stock exchanges, the media or others, unless authorised to do so by any of the Director of the Company.

BASIC PRINCIPLES OF DISCLOSURES:

- The CIRO shall ensure:
 - 1) Prompt public disclosures of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
 - 2) Uniform and universal dissemination of UPSI to avoid selective disclosure; and
 - 3) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to ensure that this information is made generally available.
- It is clarified that information to be termed UPSI should be specific and intended to be generally made available at a point of time to ensure it does not lead to creation of a false

market in securities. For the purpose of disclosure, the CIRO may consult such officials within the Company to ensure the correctness and credibility of the UPSI.

- The CIRO should authorise disclosure or dissemination of UPSI (i) by way of intimation to the stock exchanges, such that further disclosure can be made from the stock exchange websites; (ii) on the official website to ensure official confirmation and documentation; and (iii) in any other manner as may be decided by the CIRO to facilitate uniform and universal dissemination of UPSI.
- The CIRO shall also be responsible for overseeing the contents of UPSI to be posted on the website of the Company for the purposes of this code and shall give appropriate directions for the publication of the same. No other person shall be authorised to post any UPSI in the absence of any directions from the CIRO.
- Disclosures must be complete in all material respects and should not be misleading.
- To facilitate timely disclosure of UPSI, all employees, designated persons or insiders will be required to communicate any UPSI to the CIRO as soon as credible and concrete information comes into being.
- Disclosure must be corrected immediately if the Company is subsequently made aware that its earlier disclosure contained a material error or omission at the time it was given.

DELAY IN DISCLOSING MATERIAL INFORMATION

Under certain circumstances, the Company may keep Material Information confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third-party confidentiality restrictions or uncertainty of events.

RESPONDING TO MARKET RUMOURS

The CIRO shall ensure that appropriate and fair responses are provided to queries on news reports and requests for verification of market rumors by Regulatory Authorities.

MEDIUM OF DISCLOSURE/DISSEMINATION:

The Company shall disseminate all credible and concrete UPSI on a continuous and in a timely manner to stock exchanges where its securities are listed in accordance with the requirements of applicable law and thereafter to the press.

The Company may also consider other modes of public disclosures of UPSI so as to improve investor access to the same.

GENERAL OBLIGATION OF PRESERVING UPSI

All employees, directors and insiders of the Company are required to ensure that handling of all UPSI, including onward communication, is done on a need-to-know basis and in line with the any other applicable codes, policies and procedures of the Company; except that are required to be disclosed in performance of his or her duties or under applicable laws or regulations or in legal proceedings.

INFORMATION SHARED WITH SPECIFIC PERSONS

Employees, directors and insiders shall ensure that any information shared with analysts and research personnel is not UPSI and is generally available.

The CIRO shall also develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

MAINTENANCE OF DISCLOSURE RECORDS

The Company shall maintain and store records in respect of disclosures made by it through any means under the relevant provisions of the Companies Act, 2013, Rules made thereunder, SEBI Act, 1992, Rules, Regulations and Guidelines issued there under and the Listing Agreements, for audit and future reference.

AMENDMENTS AND MODIFICATION:

This Code shall be reviewed from time to time and any amendments or modifications thereto shall be subject to the review and approval of the Board of Directors of the Company.

Note: Words not define herein shall have the meaning as per the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015