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

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS ('BOARD') OF SPI TECHNOLOGIES INDIA PRIVATE LIMITED ('THE COMPANY') IN THE MEETING HELD ON WEDNESDAY, 27TH MARCH 2024 AT 10:45 AM AT THE REGISTERED OFFICE OF THE COMPANY AT R S No. 4/5 & 4/6, GOTHI INDUSTRIAL ESTATE KURUMBAPET, PONDICHERRY, PUDUCHERRY -605009, INDIA THROUGH VIDEO CONFERENCING.

To approve the Scheme of Amalgamation of SPI Global Content Mauritius Holding ("the Transferor Company") with SPI Technologies India Private Limited ("the Transferee Company" or "the Company")

"RESOLVED THAT pursuant to the provisions of section 179(3)(i) read with sections 230 to 232 and section 234 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as the case may be and the rules framed thereunder (including any statutory modification or replacement thereof for the time being in force), the enabling clauses of the memorandum of association and articles of association of the Company and pursuant to Regulation 59A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, and other applicable securities laws including any circulars, notifications and any amendments/ modifications/ updations/ re-enactment thereto issued by Securities and exchange Board of India ("SEBI") and BSE Limited ('BSE') from time-to-time and necessary approval/ consents/ sanctions and subject to the requisite approval of the shareholders and / or creditors of the Company and subject to the requisite approval, consents, sanctions and/and permissions of the Central Government and the requisite sanction of the BSE, SEBI, National Company Law Tribunal ('the NCLT') at Chennai Bench and / or such other competent authority, as may be applicable, the approval of the Board of Directors of the Company ('Board') be and is hereby accorded to the draft Scheme of Amalgamation of SPI Global Content Mauritius Holding with SPI Technologies India Private Limited and their respective shareholders circulated herewith, subject to approval of the valuation report;

RESOLVED FURTHER THAT the appointment of CA Harsh Chandrakant Ruparelia, Registered valuer (IBBI Registration no. IBBI/RV/05/2019/11106 and Membership No. ICMAI RVO/S&FA/00054) as registered valuer for purpose of the Scheme be and is hereby approved and ratified and the valuation report dated 26th March 2024 submitted by the aforesaid valuer placed before the Board along with the business forecast used as a base, recommending the share issue ratio for the purpose of the Scheme, be and is hereby adopted and taken on record;

RESOLVED FURTHER THAT the appointment of M/S Kunvarji Finstock Private Limited, Category I Merchant Banker registered with SEBI who has been appointment for the purpose of issuing fairness opinion, be and is hereby approved and ratified and that the Fairness Opinion submitted by the aforesaid Merchant Banker placed before the Board be and is hereby approved;

RESOLVED FURTHER THAT the draft report prepared in confirmation with the Master Circular bearing no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated 29th July 2022 (updated as on 30th June 2023) and as per the provisions of Section 232(2)(c) of the Act, taking into consideration, inter-alia, the Valuation report, business projection and ensuring the same is not detrimental to the holders of the NCDs, explaining the effect of the arrangement pursuant to the Scheme, on each class of shareholders, key managerial personnel (KMP), promoters and non-promoter shareholders and laying out in particular, the share exchange ratio, as applicable, specifying special valuation difficulties, if any, as placed before the Board, be and is hereby approved;

RESOLVED FURTHER THAT the Board be and hereby designates BSE Limited to act as a designated stock exchange for the purpose of coordinating with SEBI for the proposed Scheme;

RESOLVED FURTHER THAT the draft of certificate to be issued by the statutory auditors of the Company, certifying inter-alia the payment of interest/ repayment of principal capability of Company and that the Scheme is in compliance with all the applicable Indian Accounting Standards specified by the Central Government in section 133 of the Companies Act, 2013 as placed before the Board is accepted and taken on record;

RESOLVED FURTHER THAT any of the Executive Director and/or the Company Secretary of the Company (Collectively referred hereto as "Authorised Representatives") be and are hereby individually and severally authorised to consider, guide and approve all matters relating to the Scheme, matters incidental thereto and severally authorised to make such alterations and/or changes in the draft Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by relevant stock exchanges, SEBI, NCLT at Chennai, shareholders or any regulatory authority for making any material changes in the said Scheme, including but not limited to;

(a) making appropriate applications, filings and (as applicable) to notify, obtain no-objection / observation letter or approval from relevant stock exchanges and SEBI and/or represent before the relevant stock exchange and SEBI, Registrar of Companies (RoC), Ministry of Corporate Affairs (MCA), Official Liquidator (OL), Regional Director (RD), Income Tax authorities or any other regulatory authority(ies), in India or abroad, for approval and for the purpose of carrying into effect the Scheme;

(b) filing of application(s) /statements/ summons / affidavits / petition(s)/ undertaking (s), if required, with the Hon'ble NCLT at Chennai or such other appropriate / competent authority(ies) seeking directions as to holding / dispensing with the meetings of the shareholders and / or creditors of the Company, for issuing necessary notices and holding the meeting of the shareholders / creditors of the Company as may be directed by the NCLT at Chennai to give effect to the Scheme;

(c) represent the Company before the relevant stock exchange and SEBI, NCLT at Chennai (or) such other authorities (or) bodies for filing, making applications and for that purpose to sign, execute and verify the Scheme, petitions, applications, undertakings, affidavits, all other documents and deeds as may be required for the purpose and to make such modifications / alterations as may be required by the appropriate competent authorities or as may be thought fit and expedient by the said authorised persons, severally;

(d) filing of draft Scheme and/or any other information / details with the Central / State Government(s), or any other body, authority or agency and to obtain sanction or approval to any of the provisions of the Scheme or for giving effect thereto;

(e) finalise and settle the draft of the notices for convening / dispensing with the meetings of the shareholders of the Company and the draft of the explanatory statements under section 102 of the Act, or any such applicable provisions under the Act, in terms of the directions of the NCLT at Chennai, or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme;

(f) filing of petitions for confirmation of the Scheme by the NCLT at Chennai or such other competent authority;

(g) filing affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage counsels, advocates, solicitors, chartered accountants and other professionals, to sign and execute vakalatnama wherever necessary, to sign and issue public advertisements and notices;

(h) sign all applications, petitions, affidavits, pleadings, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney;

(i) obtaining approval from such other authorities and parties including the shareholders, term loan lenders, financial institutions, creditors as may be considered necessary, to the Scheme;

(j) apply for and obtain requisite approval of the Central Government and any other authority or agency, whose consent is required including those of any lenders/ creditors;

(k) settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to this resolution;

(l) do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;

(m) decide upon, make modifications, changes, variations, amendments, revision in and bring into effect the Scheme from time to time or give such directions as they may consider necessary to settle any question or difficulty arising thereunder or in regard to and of the meaning or interpretation thereof or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law) or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or they may suo moto decide in their absolute discretion and to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as they may deem fit in their absolute discretion;

(n) to do all such other acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to giving effect to the above or to otherwise give effect to the Scheme and matters related thereto; and to sub-delegate all or any of the powers mentioned above to any official of the Company as may be required as deemed necessary in this regard;

RESOLVED FURTHER THAT the Board hereby approves, Pawan Jhabakh, Legal Counsel & Corporate Attorney, having his office at No.115, Luz Church Road, 1st Floor, Mylapore, Chennai – 600 004 to be authorized to take all necessary steps for affecting the said Scheme and to appear and represent in hearing for sanction of the said Scheme before National Company Law Tribunal, Chennai Bench;

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby authorised to sign any copy of this resolution as a certified true copy thereof and furnish or file the same with any regulatory authority or with whomsoever concerned;

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board**."**

Certified True Copy
For **SPI Technologies India Private Limited**
(*Formerly known as* Lambda Content India Private Limited*)*

Stuti Mathur
Company Secretary & Compliance Officer
Membership No. A49358
Address: Y-23 Hauz Khas, New Delhi -110016
Date: 27.03.2024