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**

To,
The Manager,
BSE Limited
20th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001

Respected Sir/Madam,

Sub: Compliance Report to be submitted along with the application for obtaining No-Objection Letter from Stock Exchange(s) in terms of Regulation 59A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI's Master Circular bearing no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated 29th July 2022 (updated as on 30th June 2023) ("SEBI Scheme Circular")

It is hereby certified that the scheme of amalgamation involving SPI Global Content Mauritius Holding and SPI Technologies India Private Limited ('the Company') does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including the following:

Sr. No.	Particulars	Whether complied (Yes/No)	Remarks
1.	Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – compliance with securities laws	Yes	Yes, complied since it does not violate, override or limit the provisions of securities laws or requirement of Stock Exchange(s)
2.	Submission of Valuation Report	Yes	Yes, complied and the Valuation Report is attached as per Annexure-
3.	Submission of Fairness opinion	Yes	Yes, complied and the Fairness Opinion is attached along with the application
4.	Submission of documents to Stock Exchange(s)	Yes	Complied
5.	Disclosures in the Scheme of Arrangement	Yes	Complied
6.	Provision of approval of holders of NCDs/ ~~NCRPS~~ through e-voting	NA	As there is only one NCD holder, the Company shall obtain a consent affidavit from the NCD holder and seek dispensation from the NCLT for convening a meeting in terms of section

			230(9) of the Companies Act, 2013. In view thereof, the requirement to provide e-voting facility should not arise. Further, the Company shall also obtain and submit a NOC from the Debenture Trustee.
7.	Grievance redress/ Report on Complaints/ Comments	Yes	The Company undertakes to file the Report on Complaints / comments in prescribed format as per Para 7 of Chapter 12 of SEBI Master Circular SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated 29th July 2022 (updated as on 30th June 2023)
8.	Conditions for schemes of arrangement involving unlisted entities	Yes	Complied
9.	Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards	Yes	Yes, complied and Auditor's certificate regarding repayment capability, compliance with accounting standards is attached

Yours faithfully

For **SPI Technologies India Private Limited**

STUTI MATHUR Digitally signed by STUTI MATHUR Date: 2024.03.28 19:01:07 +05'30'

Stuti Mathur
Company Secretary & Compliance Officer

DHANEESH KUMAR UNNEERY Digitally signed by DHANEESH KUMAR UNNEERY

Dhaneesh Kumar Unneery

Whole time Director

Certified that the transactions/ accounting treatment provided in the draft scheme of amalgamation involving SPI Global Content Mauritius Holding and SPI Technologies India Private Limited are in compliance with all the Accounting Standards applicable to a listed entity.

KUPPUSAMY EZHIL ARASAN Digitally signed by KUPPUSAMY EZHIL ARASAN

Kuppusamy Ezhil Arasan

Director and Chief Financial Officer

DAYALU SUBBURAYALU Digitally signed by DAYALU SUBBURAYALU Date: 2024.03.28 18:20:56 +05'30'

Dayalu Subburayalu

Director