

CERTIFICATE FROM KEY MANAGERIAL PERSONNEL

Date:

To

The Board of Directors**Syrma SGS Technology Limited**Unit No, 601, 6th Floor

Floral Deck PL MIDC, Andheri (East)

Mumbai - 400093

DAM Capital Advisors Limited*(Formerly IDFC Securities Limited)*One BKC, Tower C, 15th Floor Unit No. 1511,

Bandra Kurla Complex Bandra (East),

Mumbai – 400 051

IIFL Securities Limited10th Floor, IIFL Centre, Kamala City

Senapati Bapat Marg

Lower Parel (W)

Mumbai 400013

ICICI Securities Limited

ICICI Venture House,

Appasaheb Marathe Marg,

Prabhadevi,

Mumbai - 400025

(DAM Capital Advisors Limited *(Formerly IDFC Securities Limited)* and IIFL Securities Limited and ICICI Securities are referred to as the “**Book Running Lead Managers**”)

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of Syrma SGS Technology Limited (the “Company” and such offer, the “Offer”)

I, Sandeep Tandon, am key managerial personnel of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**ICDR Regulations**”) and confirm that the following information with respect to me is true, fair, correct, adequate and not misleading. I consent to the inclusion of the information contained in this certificate in the red herring prospectus (“**RHP**”) intended to be filed by the Company with the Securities and Exchange Board of India (the “**SEBI**”) and any relevant stock exchange(s) where the Equity Shares of the Company are proposed to be listed (the “**Stock Exchanges**”) and the prospectus (the “**Prospectus**”, together with RHP referred to as “**Offer Documents**”) which the Company intends to file with the Registrar of Companies, Maharashtra at Mumbai (the “**RoC**”) and SEBI and the Stock Exchanges, and in any other Offer related documents.

Profile

I confirm the contents of the below mentioned profile.

Sandeep Tandon is the Executive Chairman of our Company. He holds a Bachelor of Science in electrical engineering from the Andrew and Erna Viterbi School of Engineering, University of Southern California. He has completed the YPO Presidents’ Program from the Harvard Business School. He has approximately 18 years of experience in the electronics manufacturing sector. He has previously been associated with Celetronix Inc., USA.

I am presently employed on a full-time basis as a permanent employee on the rolls of the Company.

Interest of KMP

I do not hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company, as of the date of this certificate.

Other than as disclosed below, none of my relatives (as defined under the Companies Act, 2013), hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company, as of the date of this certificate.

Name of Relative	Relationship with Promoter	No of Equity Shares (as on the date of Certificate)
Veena Kumari Tandon	Mother	4,884,360
Manoharlal Tandon	Father	502,760

Except to the extent of remuneration payable to me and normal reimbursement of any traveling and other incidental expenses, I received a compensation of Rs. NIL in the last fiscal (including compensation received in all capacities, coverage under bonus / profit sharing plan, contingent or deferred compensation accrued for the year, including any compensation payable at a later date) and no benefits in kind. There is no contingent or deferred compensation accrued for the year, including any compensation payable at a later date.

I have no interest in the Company other than to the extent of the remuneration or benefits to which I am entitled to in accordance with the terms of my appointment and reimbursement of expenses incurred by me during the ordinary course of business.

I confirm that no amount or benefit, other than the compensation as disclosed above, has been paid or given to me within the two preceding years or intended to be paid or given to me.

I confirm that the as on the date of filing this RHP I do not hold any Equity Shares in the Company.

I have not entered into any contracts or arrangement with the Company relating to my appointment and remuneration or providing for benefits upon termination of employment/retirement.

I am not party to any bonus or profit-sharing plan of the Company. I am paid performance based discretionary incentives and am entitled to receive employee stock options.

I shall not be paid any portion of the Offer proceeds by the Company.

There is no proposal whereby I/we will receive any portion of the proceeds from the Offer.

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was selected as key managerial personnel.

I have not entered into any agreement either on my own or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

I have not been a director, promoter, member or person in control of any entity that has been identified as a shell company identified by the Ministry of Corporate Affairs through its letter to the Securities Exchange Board of India dated June 9, 2017 (bearing reference 03/73/2017-CL-II) and subsequently published by the Securities Exchange Board of India through its letter dated August 7, 2017, bearing no. SEBI /HO/ISD/OW/P/2017/18183.

I have not been identified as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. I am neither on the board nor associated in any manner with any company which has been identified as the vanishing company.

I am not directly or indirectly (including through my relatives, as defined under the Companies Act, 2013, as amended) interested in any contract, agreement or arrangement entered into by the Company with other persons, and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made.

There are no material existing or anticipated transactions in relation to utilisation of the offer proceeds or project cost entered into by me.

There are no shares issued to me in an employee share purchase scheme by the Company.

Other than my brother Jaideep Tandon, being Director in the Company, I am not related to any other director or key managerial personnel of the Company.

I am familiar and undertake to comply with the regulations on publicity, marketing and research restrictions given in any publicity guidelines circulated by the legal counsel in relation to the Offer, the ICDR Regulations and other applicable law

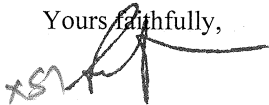
I confirm that I will immediately communicate any changes to the above information in writing to the Company and the Book Running Lead Managers until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information and for inclusion (in part or full) in the Offer Documents in relation to the Offer or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors to each of the Company and the Selling Shareholders and the Book Running Lead Managers. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

Attached as **Annexure 1** is the CTC of the Board Resolution indicating my appointment.

All capitalized terms used herein but not specifically defined shall have the same meaning as ascribed to them in the RHP.

Yours faithfully,



Name: Sandeep Tandon

Date:

Cc:

Legal Counsel to the Company as to Indian Law

Khaitan & Co



Max Towers, 7th and 8th Floors
Sector 16B, Noida,
Gautam Buddha Nagar 201 301
Uttar Pradesh

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

Peninsula Business Park
17th Floor, Tower B
Ganpat Rao Kadam Marg
Lower Parel (West), Mumbai 400 013

Annexure - I

	SYRMA SGS TECHNOLOGY PRIVATE LIMITED <small>(Formerly known as Syrma Technology Private Limited)</small>
<p>CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS (BM06/FY21-22) OF SYRMA SGS TECHNOLOGY PRIVATE LIMITED HELD ON MONDAY, OCTOBER 04, 2021</p>	
<p>Appointment of Mr. Sandeep Tandon (DIN: 00054553) as Executive Chairman of the Company</p>	
<p>"RESOLVED THAT pursuant to the provisions of sec 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), consent of Board be and is hereby accorded for appointment of Mr. Sandeep Tandon (DIN: 00054553) as the Executive Chairman of the Company also designated as a Key Managerial Personnel of the company for a term of 5 years commencing from October 04, 2021 till September 30, 2026 with an remuneration of up to 2.75 Cr p.a. (including perquisites) and subject to the approval of the shareholders in the ensuing General Meeting and such other terms and conditions as may be mutually agreed.</p>	
<p>RESOLVED FURTHER THAT in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration not exceeding the limit under section 11 of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.</p>	
<p>RESOLVED FURTHER THAT the consent in writing from Mr. Sandeep Tandon in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014 and intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013 have been received by the company and considered by the Board.</p>	
<p>RESOLVED FURTHER THAT any one of the director of the company or Company Secretary be and is hereby authorized to file necessary e-forms and documents with Registrar of the Company and to do all other such acts, deeds and things which are necessary to give effect to above resolution."</p>	
<p>Date: October 18, 2021 Place: Mumbai</p>	<p>For SYRMA SGS TECHNOLOGY PRIVATE LIMITED</p>
	 RAHUL SINNARKAR COMPANY SECRETARY M. NO. A39709
<p> <small> Chennai : Plot No. 827, Phase II, Zone B, NERPE-SEC, Tambaram, Chennai - 605015. Phone : +91 44 7172 8000 Fax : +91 44 7172 8412 Registered Office : Unit No. 501, 6th Floor, RajalDuck Plaza, MIDC Area (East), Mumbai 400093, India. Tel : +91 22 4036 3000 Fax : +91 22 2829 1176 CIN : 1105007 MH2018 PTC 140105 E-mail : info@syrma.com Website : www.syrma.com </small> </p>	

CERTIFICATE FROM KEY MANAGERIAL PERSONNEL

Date:

To

The Board of Directors

Syrma SGS Technology Limited

Unit No, 601, 6th Floor
Floral Deck PL MIDC, Andheri (East)
Mumbai - 400093

DAM Capital Advisors Limited

(Formerly IDFC Securities Limited)

One BKC, Tower C, 15th Floor Unit No. 1511,
Bandra Kurla Complex Bandra (East),
Mumbai – 400 051

IIFL Securities Limited

10th Floor, IIFL Centre, Kamala City
Senapati Bapat Marg
Lower Parel (W)
Mumbai 400013

sICICI Securities Limited

ICICI Venture House,
Appasaheb Marathe Marg,
Prabhadevi,
Mumbai - 400025

(DAM Capital Advisors Limited *(Formerly IDFC Securities Limited)* and IIFL Securities Limited and ICICI Securities are referred to as the “**Book Running Lead Managers**”)

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of Syrma SGS Technology Limited (the “Company” and such offer, the “Offer”)

I, Mr. Jasbir Singh Gujral, am a key managerial personnel of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**ICDR Regulations**”) and confirm that the following information with respect to me is true, fair, correct, adequate and not misleading. I consent to the inclusion of the information contained in this certificate in the red herring prospectus (“**RHP**”) intended to be filed by the Company with the Securities and Exchange Board of India (the “**SEBI**”) and any relevant stock exchange(s) where the Equity Shares of the Company are proposed to be listed (the “**Stock Exchanges**”) and the prospectus (the “**Prospectus**”, together with RHP referred to as “**Offer Documents**”) which the Company intends to file with the Registrar of Companies, Maharashtra at Mumbai (the “**RoC**”) and SEBI and the Stock Exchanges, and in any other Offer related documents.

Profile

I confirm the contents of the below mentioned profile.

Jasbir Singh Gujral is the Managing Director of our Company. He holds a Bachelor of Commerce (honours) from the University of Delhi. He is a fellow member of the Institute of Chartered Accountants of India. He was a director of SGS Teknics Manufacturing Private Limited.

I am presently employed on a full-time basis as a permanent employee on the rolls of the Company.

Interest of KMP

Except as disclosed below, I do not hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company, as of the date of this certificate.

S No.	Particulars	No. of Shares/ESOPs
1	Equity Shares	12,569,000

None of my relatives (as defined under the Companies Act, 2013), hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company, as of the date of this certificate.

Except to the extent of remuneration payable to me and normal reimbursement of any traveling and other incidental expenses, I received a compensation of Rs. Nil in the last fiscal (including compensation received in all capacities, coverage under bonus / profit sharing plan, contingent or deferred compensation accrued for the year, including any compensation payable at a later date) and no benefits in kind, apart from stock options granted and shares allotted pursuant to an ESOP scheme, were granted to me on an individual basis by the Company for services in all capacities to the Company. There is no contingent or deferred compensation accrued for the year, including any compensation payable at a later date.

I have no interest in the Company other than to the extent of the remuneration [(including employee stock options)] or benefits to which I am entitled to in accordance with the terms of my appointment and reimbursement of expenses incurred by me during the ordinary course of business.

I confirm that no amount or benefit, other than the compensation as disclosed above, has been paid or given to me within the two preceding years or intended to be paid or given to me.

I confirm that the as on the date of filing this RHP I hold any 12,569,000 Equity Shares in the Company in dematerialised form, in accordance with applicable laws.

I have no intention to sell Equity Shares allotted to me on exercise of options granted under any ESOP scheme or allotted under any employee stock purchase scheme within three months of the date of listing and commencement of trading of the Equity Shares of the Company in the Offer:

I have not entered into any contracts or arrangement with the Company relating to my appointment and remuneration, or providing for benefits upon termination of employment/retirement.

I am not party to any bonus or profit sharing plan of the Company. I am paid performance based discretionary incentives and am entitled to receive employee stock options.

I shall not be paid any portion of the Offer proceeds by the Company.

There is no proposal whereby I/we will receive any portion of the proceeds from the Offer.

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was selected as a key managerial personnel.

I have not entered into any agreement either on my own or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

I have not been a director, promoter, member or person in control of any entity that has been identified as a shell company identified by the Ministry of Corporate Affairs through its letter to the Securities Exchange Board of India dated June 9, 2017 (bearing reference 03/73/2017-CL-II) and subsequently published by the Securities Exchange Board of India through its letter dated August 7, 2017, bearing no. SEBI /HO/ISD/OW/P/2017/18183.

I have not been identified as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. I am neither on the board nor associated in any manner with any company which has been identified as the vanishing company.

I am not directly or indirectly (including through my relatives, as defined under the Companies Act, 2013, as amended) interested in any contract, agreement or arrangement entered into by the Company with other persons, and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made.

There are no material existing or anticipated transactions in relation to utilisation of the offer proceeds or project cost entered into by me.

There are no shares issued to me in an employee share purchase scheme by the Company.

I am not related to any other director or key managerial personnel of the Company.

I am familiar and undertake to comply with the regulations on publicity, marketing and research restrictions given in any publicity guidelines circulated by the legal counsel in relation to the Offer, the ICDR Regulations and other applicable law

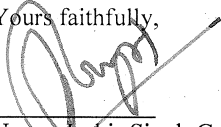
I confirm that I will immediately communicate any changes to the above information in writing to the Company and the Book Running Lead Managers until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information and for inclusion (in part or full) in the Offer Documents in relation to the Offer or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors to each of the Company and the Selling Shareholders and the Book Running Lead Managers. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

Attached as **Annexure 1** is the CTC of the Board Resolution indicating my appointment.

All capitalized terms used herein but not specifically defined shall have the same meaning as ascribed to them in the RHP.

Yours faithfully,


Name: Jasbir Singh Gujaral

Date:

Cc:

Legal Counsel to the Company as to Indian Law

Khaitan & Co

Max Towers, 7th and 8th Floors
Sector 16B, Noida,
Gautam Buddh Nagar 201 301
Uttar Pradesh

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

Peninsula Business Park
17th Floor, Tower B
Ganpat Rao Kadam Marg
Lower Parel (West)
Mumbai 400 013

Annexure - I



SYRMA SGS TECHNOLOGY PRIVATE LIMITED
(Formerly known as Syrma Technology Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS (BM06/FY21-22) OF SYRMA SGS TECHNOLOGY PRIVATE LIMITED HELD ON MONDAY, OCTOBER 04, 2021

Appointment of Mr. Jasbir Singh Gujral (DIN: 00198825) as Managing Director of the Company

***RESOLVED THAT** pursuant to the provisions of sec 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), consent of Board be and is hereby accorded for appointment of Mr. J. S. Gujral (DIN: 00198825) as the Managing Director also designated as Key Managerial Personnel of the company for a term of three years commencing from October 01, 2021 till September 30, 2024 with an remuneration of up to 1.75 Cr p.a. (including perquisites) and subject to the approval of the shareholders in the ensuing General Meeting and such other terms and conditions as may be mutually agreed.

RESOLVED FURTHER THAT in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

RESOLVED FURTHER THAT the consent in writing from Mr. Jasbir Singh Gujral in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014 and Intimation in Form DIR-6 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013 have been received by the company and considered by the Board during their appointment as Director.

RESOLVED FURTHER THAT any one of the director of the company or Company Secretary be and is hereby authorised to file necessary e-forms and documents with Registrar of the Company and to do all other such acts, deeds and things which are necessary to give effect to above resolution."

For SYRMA SGS TECHNOLOGY PRIVATE LIMITED


RAHUL SANNARKAR
COMPANY SECRETARY
M. NO. A39709

Date: October 18, 2021
Place: Mumbai

CERTIFICATE FROM KEY MANAGERIAL PERSONNEL

Date:

To

The Board of Directors

Syrma SGS Technology Limited

Unit No, 601, 6th Floor
Floral Deck PL MIDC, Andheri (East)
Mumbai - 400093

DAM Capital Advisors Limited

(Formerly IDFC Securities Limited)

One BKC, Tower C, 15th Floor Unit No. 1511,
Bandra Kurla Complex Bandra (East),
Mumbai – 400 051

IIFL Securities Limited

10th Floor, IIFL Centre, Kamala City
Senapati Bapat Marg
Lower Parel (W)
Mumbai 400013

ICICI Securities Limited

ICICI Venture House,
Appasaheb Marathe Marg,
Prabhadevi,
Mumbai - 400025

(DAM Capital Advisors Limited *(Formerly IDFC Securities Limited)* and IIFL Securities Limited and ICICI Securities are referred to as the “**Book Running Lead Managers**”)

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of Syrma SGS Technology Limited (the “Company” and such offer, the “Offer”)

I, Mr. Bijay Kumar Agrawal, am key managerial personnel of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**ICDR Regulations**”) and confirm that the following information with respect to me is true, fair, correct, adequate and not misleading. I consent to the inclusion of the information contained in this certificate in the red herring prospectus (“**RHP**”) intended to be filed by the Company with the Securities and Exchange Board of India (the “**SEBI**”) and any relevant stock exchange(s) where the Equity Shares of the Company are proposed to be listed (the “**Stock Exchanges**”) and the prospectus (the “**Prospectus**”, together with RHP referred to as “**Offer Documents**”) which the Company intends to file with the Registrar of Companies, Maharashtra at Mumbai (the “**RoC**”) and SEBI and the Stock Exchanges, and in any other Offer related documents.

Profile

I confirm the contents of the below mentioned profile.

Bijay Kumar Agrawal is the chief financial officer of our Company. He was appointed as the chief financial officer of our Company on October 4, 2021, and had joined Tandon Holdings Limited, one of the companies in the Tandon group, in April 2021. He handles the financial operations of our Company. He holds a master’s degree in business administration. He has approximately 16 years of experience in finance and business strategy. Before his association with our Company, he has previously been associated with Motorola India Private Limited (through

Manpower Services India Private Limited), Times Internet Limited, Dalmia Bharat Limited and Omax Autos Limited. The remuneration paid to him in Fiscal 2022 was ₹ 3.77 million.

I am presently employed on a full-time basis as a permanent employee on the rolls of the Company.

Interest of KMP

Except as disclosed below, I do not hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company, as of the date of this certificate.

S No.	Particulars	No. of ESOPs*
1	ESOP Scheme - II	984

*Bonus of 1:100 (100 equity shares to 1 equity share held is not considered)

None of my relatives (as defined under the Companies Act, 2013), hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company, as of the date of this certificate.

Except to the extent of remuneration payable to me and normal reimbursement of any traveling and other incidental expenses, I received a compensation of Rs. Nil in the last fiscal (including compensation received in all capacities, coverage under bonus / profit sharing plan, contingent or deferred compensation accrued for the year, including any compensation payable at a later date) and no benefits in kind, apart from stock options granted and shares allotted pursuant to an ESOP scheme), were granted to me on an individual basis by the Company for services in all capacities to the Company. There is no contingent or deferred compensation accrued for the year, including any compensation payable at a later date.

I have no interest in the Company other than to the extent of the remuneration including employee stock options or benefits to which I am entitled to in accordance with the terms of my appointment and reimbursement of expenses incurred by me during the ordinary course of business.

I confirm that no amount or benefit, other than the compensation as disclosed above, has been paid or given to me within the two preceding years or intended to be paid or given to me.

I confirm that the as on the date of filing this RHP I do not hold any Equity Shares in the Company

I have not entered into any contracts or arrangement with the Company relating to my appointment and remuneration or providing for benefits upon termination of employment/retirement.

I am not party to any bonus or profit-sharing plan of the Company. I am paid performance based discretionary incentives and am entitled to receive employee stock options.

I shall not be paid any portion of the Offer proceeds by the Company.

There is no proposal whereby I/we will receive any portion of the proceeds from the Offer.

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was selected as key managerial personnel.

I have not entered into any agreement either on my own or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

I have not been a director, promoter, member or person in control of any entity that has been identified as a shell company identified by the Ministry of Corporate Affairs through its letter to the Securities Exchange Board of India dated June 9, 2017 (bearing reference 03/73/2017-CL-II) and subsequently published by the Securities Exchange Board of India through its letter dated August 7, 2017, bearing no. SEBI /HO/ISD/OW/P/2017/18183.

I have not been identified as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. I am neither on the board nor associated in any manner with any company which has been identified as the vanishing company.

I am not directly or indirectly (including through my relatives, as defined under the Companies Act, 2013, as amended) interested in any contract, agreement or arrangement entered into by the Company with other persons, and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made.

There are no material existing or anticipated transactions in relation to utilisation of the offer proceeds or project cost entered into by me.

There are no shares issued to me in an employee share purchase scheme by the Company.

I am not related to any other director or key managerial personnel of the Company.

I am familiar and undertake to comply with the regulations on publicity, marketing and research restrictions given in any publicity guidelines circulated by the legal counsel in relation to the Offer, the ICDR Regulations and other applicable law

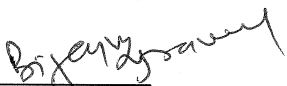
I confirm that I will immediately communicate any changes to the above information in writing to the Company and the Book Running Lead Managers until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information and for inclusion (in part or full) in the Offer Documents in relation to the Offer or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors to each of the Company and the Selling Shareholders and the Book Running Lead Managers. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

Attached as **Annexure 1** is the CTC of the Board Resolution indicating my appointment.

All capitalized terms used herein but not specifically defined shall have the same meaning as ascribed to them in the RHP.

Yours faithfully,


Name: Bijay Kumar Agrawal
Date:

Cc:

Legal Counsel to the Company as to Indian Law

Khaitan & Co

Max Towers, 7th and 8th Floors
Sector 16B, Noida,
Gautam Buddh Nagar 201 301
Uttar Pradesh

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

Peninsula Business Park
17th Floor, Tower B
Ganpat Rao Kadam Marg
Lower Parel (West)
Mumbai 400 013

Annexure - I



SYRMA SGS TECHNOLOGY PRIVATE LIMITED
(Formerly known as Syрма Technology Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS (BM06/FY21-22) OF SYRMA SGS TECHNOLOGY PRIVATE LIMITED HELD ON MONDAY, OCTOBER 04, 2021

Appointment of Mr. Bijay Agrawal as Chief Financial Officer of the Company

"RESOLVED THAT pursuant to Section 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Bijay Kumar Agrawal (PAN: AHSPA2655B) be and is hereby appointed as Chief Financial Officer, a Key Managerial Personnel of the Company with effect from October 01, 2021 on the remuneration and on the term and conditions as embodied in the terms of appointment in line with Companies policies.

RESOLVED FURTHER THAT any of the Directors or Company Secretary be and are hereby authorized severally to file necessary e-Forms with Registrar of Companies, Mumbai, take necessary steps to make entries in the Register of Directors and Key Managerial Personnel and their Shareholding and to do all such acts, deeds or things which are necessary to give effect to the said appointment.

For SYRMA SGS TECHNOLOGY PRIVATE LIMITED


RAHUL SINNARKAR
COMPANY SECRETARY
M. NO. A39709

Date: October 18, 2021
Place: Mumbai

RNS

CERTIFICATE FROM KEY MANAGERIAL PERSONNEL

Date:

To

The Board of Directors

Syrma SGS Technology Limited

Unit No, 601, 6th Floor

Floral Deck PL MIDC, Andheri (East)

Mumbai - 400093

DAM Capital Advisors Limited

(Formerly IDFC Securities Limited)

One BKC, Tower C, 15th Floor Unit No. 1511,

Bandra Kurla Complex Bandra (East),

Mumbai – 400 051

IIFL Securities Limited

10th Floor, IIFL Centre, Kamala City

Senapati Bapat Marg

Lower Parel (W)

Mumbai 400013

ICICI Securities Limited

ICICI Venture House,

Appasaheb Marathe Marg,

Prabhadevi,

Mumbai - 400025

(DAM Capital Advisors Limited *(Formerly IDFC Securities Limited)* and IIFL Securities Limited and ICICI Securities Limited are referred to as the “**Book Running Lead Managers**”)

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of Syrma SGS Technology Limited (the “Company” and such offer, the “Offer”)

I, Mr. Rahul Sinnarkar, am a key managerial personnel of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**ICDR Regulations**”) and confirm that the following information with respect to me is true, fair, correct, adequate and not misleading. I consent to the inclusion of the information contained in this certificate in the red herring prospectus (“**RHP**”) intended to be filed by the Company with the Securities and Exchange Board of India (the “**SEBI**”) and any relevant stock exchange(s) where the Equity Shares of the Company are proposed to be listed (the “**Stock Exchanges**”) and the prospectus (the “**Prospectus**”, together with RHP referred to as “**Offer Documents**”) which the Company intends to file with the Registrar of Companies, Maharashtra at Mumbai (the “**RoC**”) and SEBI and the Stock Exchanges, and in any other Offer related documents.

Profile

I confirm the contents of the below mentioned profile.

Rahul N Sinnarkar is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since April 5, 2021, and has been the Company Secretary of our Company since October 4, 2021. In our Company, he handles corporate governance and compliance functions. He holds a bachelor of commerce from the Kelkar Education Trust’s Vinayak Ganesh Vaze College of Arts, Science and Commerce,

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was selected as a key managerial personnel.

I have not entered into any agreement either on my own or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

I have not been a director, promoter, member or person in control of any entity that has been identified as a shell company identified by the Ministry of Corporate Affairs through its letter to the Securities Exchange Board of India dated June 9, 2017 (bearing reference 03/73/2017-CL-II) and subsequently published by the Securities Exchange Board of India through its letter dated August 7, 2017, bearing no. SEBI /HO/ISD/OW/P/2017/18183.

I have not been identified as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. I am neither on the board nor associated in any manner with any company which has been identified as the vanishing company.

I am not directly or indirectly (including through my relatives, as defined under the Companies Act, 2013, as amended) interested in any contract, agreement or arrangement entered into by the Company with other persons, and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made.

There are no material existing or anticipated transactions in relation to utilisation of the offer proceeds or project cost entered into by me.

There are no shares issued to me in an employee share purchase scheme by the Company.

I am not related to any other director or key managerial personnel of the Company.

I am familiar and undertake to comply with the regulations on publicity, marketing and research restrictions given in any publicity guidelines circulated by the legal counsel in relation to the Offer, the ICDR Regulations and other applicable law

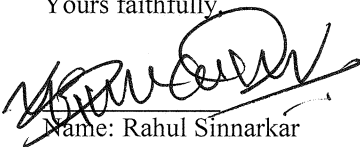
I confirm that I will immediately communicate any changes to the above information in writing to the Company and the Book Running Lead Managers until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information and for inclusion (in part or full) in the Offer Documents in relation to the Offer or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors to each of the Company and the Selling Shareholders and the Book Running Lead Managers. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

Attached as **Annexure 1** is the CTC of the Board Resolution indicating my appointment.

All capitalized terms used herein but not specifically defined shall have the same meaning as ascribed to them in the RHP.

Yours faithfully,



Name: Rahul Sinnarkar

Date:

Cc:



SYRMA SGS TECHNOLOGY PRIVATE LIMITED
(Formerly known as Syrma Technology Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS (BM06/FY21-22) OF SYRMA SGS TECHNOLOGY PRIVATE LIMITED HELD ON MONDAY, OCTOBER 04, 2021

Appointment of Mr. Rahul N. Sinnarkar as Company Secretary & Compliance Officer of the Company

*RESOLVED THAT pursuant to Section 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Rahul N. Sinnarkar (ACS39709) be and is hereby appointed as Company Secretary & Compliance Officer, also a Key Managerial Personnel of the Company with immediate effect i.e. from October 04, 2021 on the remuneration and on the term and conditions as may be mutually agreed and in line with Companies policies.

RESOLVED FURTHER THAT Mr. Rahul N. Sinnarkar (ACS 39709) be and is hereby also appointed as the Compliance Officer of the Company in accordance with Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), Regulation 23 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013, and the rules made thereunder, as amended (the "Companies Act") and the listing agreement to be entered into between the Company and the stock exchanges, to perform various acts, deeds and functions in accordance with the applicable law including the Securities and Exchange Board of India Act, 1992, the SEBI ICDR Regulations, the Companies Act the Securities Contracts (Regulation) Act, 1956, along with the rules made thereunder as amended ("SCRA"), the Depositories Act, 1996 and the SEBI Listing Regulations, each, as amended and the rules and regulations made thereunder and the regulations, general or special orders, guidelines or circulars made or issued by SEBI or any other regulatory authority for monitoring such compliance and redressal of investors' grievances, and any other ancillary activities.

RESOLVED FURTHER THAT, Mr. Rahul N. Sinnarkar shall also be responsible for: (i) ensuring conformity with regulatory provisions applicable to the Company in letter and spirit; (ii) co-ordination with and reporting to the board of directors, recognized stock exchanges and depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time; (iii) ensuring that the correct procedures have been followed that would result in the correctness, authenticity and comprehensiveness of the information, statements and reports filed by the Company under the SEBI Listing Regulations; (iv) monitoring email address of grievance redressal division as designated by the Company for the purpose of registering complaints by investors; (v) any other ancillary activities including in relation to the proposed IPO (vi) delegating those powers vested in him as may be required and necessitated and (vii) appointing experts/practicing firms in domain of compliance and governance as may be required for purpose of procuring services, certifications, opinions and such other services as may be required.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel's be and are hereby authorized severally to file necessary e-Forms with Registrar of Companies, Mumbai, take necessary steps to make entries in the Register of Directors and Key Managerial Personnel and their Shareholding and to do all such acts, deeds or things which are necessary to give effect to the said appointment.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required."

For SYRMA SGS TECHNOLOGY PRIVATE LIMITED

Date: October 18, 2021
Place: Mumbai


RAHUL SINNARKAR
COMPANY SECRETARY
M. NO. A39709

Chennai : Plot No. 827, Phase II, Zone II, MEPS-SEZ, Tambaram, Chennai - 600045. Phone : +91 44 7172 8600 Fax : +91 44 7172 8612
Registered Office : Unit No. 601, 6th Floor, Haveli Deck Plaza, MIDC Andheri (East), Mumbai 400093, India. Tel : +91 22 4806 3000 Fax : +91 22 2829 1376

CIN : U32007 MH3200 PTC 148165

E-mail : info@syрма.com

Website : www.syrma.com

Legal Counsel to the Company as to Indian Law

Khaitan & Co

Max Towers, 7th and 8th Floors
Sector 16B, Noida,
Gautam Buddh Nagar 201 301
Uttar Pradesh

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

Peninsula Business Park
17th Floor, Tower B
Ganpat Rao Kadam Marg
Lower Parel (West)
Mumbai 400 013

University of Mumbai, and an advanced diploma in business administration from Prin. L. N. Welingkar Institute of Management Development & Research. He is an associate member of the Institute of Company Secretaries of India, and has completed the crash course on laws related to arbitration conducted by the Institute of Company Secretaries of India. He has also passed the professional competence examination held by the Institute of Chartered Accountants of India. He has approximately 7 years' experience in compliance and governance functions. He has previously served as company secretary with Sahara International Airport Private Limited and the company secretary of L&T Sapura Shipping Private Limited, and has previously been associated with L&T Hydrocarbon Engineering Limited. The remuneration paid to him in Fiscal 2022 was ₹ 1.35 million.

I am presently employed on a full-time basis as a permanent employee on the rolls of the Company.

Interest of KMP

Except as disclosed below, I do not hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company, as of the date of this certificate.

S No.	Particulars	No. of ESOPs*
1	ESOP Scheme – II	27

**Bonus effect of 1:100(100 equity shares for every one held) is not considered.*

None of my relatives (as defined under the Companies Act, 2013), hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company, as of the date of this certificate.

Except to the extent of remuneration payable to me and normal reimbursement of any traveling and other incidental expenses, I received a compensation of Rs. Nil in the last fiscal (including compensation received in all capacities, coverage under bonus / profit sharing plan, contingent or deferred compensation accrued for the year, including any compensation payable at a later date) and no benefits in kind [(apart from stock options granted and shares allotted pursuant to an ESOP scheme)] were granted to me on an individual basis by the Company for services in all capacities to the Company. There is no contingent or deferred compensation accrued for the year, including any compensation payable at a later date.

I have no interest in the Company other than to the extent of the remuneration [(including employee stock options)] or benefits to which I am entitled to in accordance with the terms of my appointment and reimbursement of expenses incurred by me during the ordinary course of business.

I confirm that no amount or benefit, other than the compensation as disclosed above, has been paid or given to me within the two preceding years or intended to be paid or given to me:

I confirm that the as on the date of filing this RHP I do not hold any Equity Shares in the Company

I have no intention to sell Equity Shares allotted to me on exercise of options granted under any ESOP scheme or allotted under any employee stock purchase scheme within three months of the date of listing and commencement of trading of the Equity Shares of the Company in the Offer:

I have not entered into any contracts or arrangement with the Company relating to my appointment and remuneration, or providing for benefits upon termination of employment/retirement.

I am not party to any bonus or profit-sharing plan of the Company. I am paid performance based discretionary incentives and am entitled to receive employee stock options.

I shall not be paid any portion of the Offer proceeds by the Company.

There is no proposal whereby I/we will receive any portion of the proceeds from the Offer.