

Consent for offer

CONSENT LETTER FROM INDEPENDENT DIRECTOR

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)*, 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 hereby give my consent to my name being included as an Independent Director of the Company in the red herring prospectus (“**RHP**”) intended to be filed by the Company with the Securities and Exchange Board of India, (“**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 (“**Prospectus**”) which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai (“**RoC**”), the SEBI and the Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Sections 26 and 32 of the Companies Act, 2013, SEBI, the Stock Exchanges or any other regulatory authority required by law.

I certify that the information in respect of me, attached as Annexure I is true, correct, adequate and not misleading.

I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges.. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

I also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This certificate is for information and for inclusion (in part or full) in the RHP and the Prospectus to be filed in relation to the Offer (collectively, the “Offer Documents”) or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and Selling Shareholder and the Book Running Lead Managers in relation to the Offer. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the relevant 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.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Sincerely,



Director

Name: Bharat Anand

Designation: Independent Director

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

Consent of Director

CONSENT LETTER FROM INDEPENDENT DIRECTOR

Date:

To,

The Board of Directors
Syrma SGS Technology Limited
[Unit No, 601, 6th Floor
Floral Deck Plaza, MIDC, Andheri (East)
Mumbai - 400093)

DAM Capital Advisors Limited
(Formerly IDFC Securities limited)
One BKC, Tower C, 15th Floor Unit No.
1511, Sandra Kurla Complex Sandra
(East), Mumbai - 400 051

IIFL Securities Limited
10th Floor, IIFL Centre, Kamala City
Senapati Bapat Marg
Lower Pare] (W)
Mumbai 400013

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg,
Prabhadevi,
Mumbai 400025

(DAM Capital Advisors Limited *(Formerly IDFC Securities limited)*, 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 off 10 each (the "Equity Shares") of Syrma SGS Technology Limited (the "Company" and such offer, the "Offer")

I hereby give my consent to my name being included as an Independent Director of the Company in the red herring prospectus ("**RHP**") intended to be filed by the Company with the Securities and Exchange Board of India, ("**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 ("**Prospectus**") which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), the SEBI and the Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Sections 26 and 32 of the Companies Act, 2013, SEBI, the Stock Exchanges or any other regulatory authority required by law.

I certify that the information in respect of me, attached as Annexure I is true, correct, adequate and not misleading.

I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

I also consent to the inclusion of this letter as a part of " *Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This certificate is for information and for inclusion (in part or full) in the RHP, and the Prospectus to be filed in relation to the Offer (collectively, the "**Offer Documents**") or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and selling Shareholder and the Book Running Lead Managers in relation to the Offer. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the relevant 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.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Sincerely,



Director

Name: Kunal Shah

DIN: 01653176

Designation: Independent Director

Date:

Cc:

Legal Counsel to the Company as to Indian Law

Khaitan & Co

Max Towers

7¹¹¹ and 8¹¹¹ Floors

Sector 16B, Noida

Gautam Buddh Nagar 201 301 Unar

Pradesh

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

Trilegal

Peninsula Business Park

17th Floor, Tower B

Ganpat Rao Kadarn Marg

Lower Parel (West)

Mumbai 400 013

4/11/2017
Consent of Director

CONSENT LETTER FROM INDEPENDENT DIRECTOR

Date:

To,

The Board of Directors

Syrma SGS Technology Limited

[Unit No, 601, 6th Floor
Floral Deck Plaza, 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)*, 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 hereby give my consent to my name being included as an Independent Director of the Company in the red herring prospectus (“RHP”) intended to be filed by the Company with the Securities and Exchange Board of India, (“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 (“Prospectus”) which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai (“RoC”), the SEBI and the Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Sections 26 and 32 of the Companies Act, 2013, SEBI, the Stock Exchanges or any other regulatory authority required by law.

I certify that the information in respect of me, attached as Annexure I is true, correct, adequate and not misleading.

I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

I also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This certificate is for information and for inclusion (in part or full) in the RHP and the Prospectus to be filed in relation to the Offer (collectively, the “**Offer Documents**”) or any other Offer-related material, and may be relied

upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and Selling Shareholder and the Book Running Lead Managers in relation to the Offer. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the relevant 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.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Sincerely,



Director

Name: Anil Nair

DIN: 02655564

Designation: Independent Director

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

CONSENT LETTER FROM INDEPENDENT DIRECTOR

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)*, 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 hereby give my consent to my name being included as an Independent Director of the Company in the red herring prospectus ("**RHP**") intended to be filed by the Company with the Securities and Exchange Board of India, ("**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 ("**Prospectus**") which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), the SEBI and the Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Sections 26 and 32 of the Companies Act, 2013, SEBI, the Stock Exchanges or any other regulatory authority required by law.

I certify that the information in respect of me, attached as Annexure I is true, correct, adequate and not misleading.

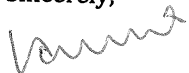
I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

I also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This certificate is for information and for inclusion (in part or full) in the RHP and the Prospectus to be filed in relation to the Offer (collectively, the "Offer Documents") or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and Selling Shareholder and the Book Running Lead Managers in relation to the Offer. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the relevant 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.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Sincerely,



Director

Name: Hetal Gandhi

DIN: 00106895

Designation: Independent Director

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 01

Smriti Jaha
consent to offer

Consent from Independent Director

Date:

To,

The Board of Directors

Syrma SGS Technology Limited

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

DAM Capital Advisors Limited

(Formerly IDFC Securities Limited)
OneBKC, TowerC, 15thFloorUnitNo.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), 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 off 10 each (the "Equity Shares") of Syrma SGS Technology Limited (the "Company" and such offer, the "Offer")

I hereby give my consent to my name being included as an Independent Director of the Company in the red herring prospectus ("**RHP**") intended to be filed by the Company with the Securities and Exchange Board of India, ("**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 ("**Prospectus**") which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), the SEBI and the Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Sections 26 and 32 of the Companies Act, 2013, SEBI, the Stock Exchanges or any other regulatory authority required by law.

I certify that the information in respect of me, attached as Annexure I is true, correct, adequate and not misleading.

I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

I also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This certificate is for information and for inclusion (in part or full) in the RHP and the Prospectus to be filed in relation to the Offer (collectively, the "**Offer Documents**") or any other Offer-related material, and

may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and Selling Shareholder and the Book Running Lead Managers in relation to the Offer. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the relevant 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.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Sincerely,



Name: Smita Jatia

DIN: 03165703

Designation: Independent Director

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 Pare) (West)

Mumbai 400 013