

**December 13, 2021**

**Securities and Exchange Board of India**

Corporation Finance Department  
Division of Issues and Listing  
SEBI Bhavan, Plot No. C4 A, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051  
Maharashtra, India

Dear Sir / Madam

**Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of Syrma SGS Technology Limited (formerly Syrma Technology Private Limited) (the “Company”) consisting of a fresh issue by the Company and an offer for sale by certain existing shareholder of the Company (the “Offer”);**  
**and**

**Application for relaxation in terms of Regulation 300(1)(c) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) from disclosing Sirjang Lal Tandon, Devinder Lal Tandon, Jawahar Lal Tandon, Kiran Kapoor, Shammi Puri and Chitaranjana Vij and their Connected Entities (as defined below) as a member of the ‘promoter group’ of our Company in the draft red herring prospectus, the red herring prospectus and the prospectus (collectively the “Offer Documents”), in accordance with the SEBI ICDR Regulations (the “Application”)**

**1. Background**

- 1.1 Our Company was incorporated as ‘Syrma Technology Private Limited’ pursuant to a certificate of incorporation dated August 23, 2004, issued by the Registrar of Companies, Maharashtra at Mumbai (“RoC”). Thereafter, following the acquisition of SGS Tekniks Manufacturing Private Limited, pursuant to a resolution passed by our Shareholders in the extraordinary general meeting held on August 28, 2021, the name of our Company was changed from ‘Syrma Technology Private Limited’ to ‘Syrma SGS Technology Private Limited’, and consequently, a fresh certificate of incorporation dated September 14, 2021, was issued by the RoC to our Company. Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed in the extraordinary general meeting of our Shareholders held on October 6, 2021, and the name of our Company was changed to Syrma SGS Technology Limited, and a fresh certificate of incorporation dated October 20, 2021, was issued to our Company by the RoC.
- 1.2 Our Company is a technology focused engineering and design company engaged in turnkey electronics manufacturing services (“EMS”), specializing in precision manufacturing for diverse end use industries, including industrial appliances, automotive, healthcare, consumer products and IT industries.
- 1.3 The promoters of our Company are Sandeep Tandon, Jasbir Singh Gujral, Veena Kumari Tandon and Tancom Electronics Private Limited (collectively, “Promoters”). As on date of the Draft Red Herring Prospectus (as defined below), the Promoters collectively hold 80,898,475 Equity Shares in aggregate, representing 58.78% of the issued, subscribed and paid-up Equity Share (as defined below) capital of our Company, as set forth in the table below.

S. No.	Name of the Promoter	No. of Equity Shares held	% of total Shareholding
1.	Sandeep Tandon	Nil	Nil



S. No.	Name of the Promoter	No. of Equity Shares held	% of total Shareholding
2.	Tancom Electronics Private Limited	63,319,425	46.01
3.	Jasbir Singh Gujral	12,694,690	9.22
4.	Veena Kumari Tandon	4,884,360	3.55
	<b>Total</b>	<b>80,898,475</b>	<b>58.78</b>

- 1.4 Our Company has filed a draft red herring prospectus dated December 13, 2021 (the “**Draft Red Herring Prospectus**” or the “**DRHP**”) with the Securities and Exchange Board of India (“**SEBI**”), the BSE Limited and the National Stock Exchange of India Limited (together, the “**Stock Exchanges**”) in relation to the Offer as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”). The Offer comprises a fresh issue of up to such number of Equity Shares aggregating to ₹ 9,260.00 million (“**Fresh Issue**”) and an offer for sale of up to 3,369,360 Equity Shares by Veena Kumari Tandon. The Offer has been authorized by a resolution of the board of directors of our Company (the “**Directors**”) dated November 13, 2021, and the Fresh Issue has been authorized by a special resolution of the shareholders of our Company dated November 20, 2021. The Selling Shareholders have consented to participate in the Offer pursuant to their consent letter.
- 1.5 As disclosed in the Draft Red Herring Prospectus, the book running lead managers to the Offer are DAM Capital Advisors Limited (Formerly IDFC Securities Limited), ICICI Securities Limited and IIFL Securities Limited (the “**Book Running Lead Managers**” or “**BRLMs**”).
- 1.6 In connection with the Offer, our Company is required to identify persons and entities, in accordance with the definition prescribed under Regulation 2(1)(pp) of the SEBI ICDR Regulations, as members of the ‘promoter group’ of our Company (“**Promoter Group**”). In terms of the definition under Regulation 2(1)(pp) of the SEBI ICDR Regulations, where a promoter is an individual, the ‘promoter group’ with respect to them consists of the immediate relatives of such promoter and spouse of promoter which, among others, includes the siblings of the spouse of the promoter. In addition, where the promoter is an individual, (a) any body corporate in which 20% or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member; and (b) any body corporate in which a body corporate as provided in (a) above holds 20% or more, of the equity share capital, is also identified as members of the ‘promoter group.’
- 1.7 As per the provisions of the SEBI ICDR Regulations and various directives issued by SEBI to the Association of Investment Bankers of India (“**AIBI**”), certain information and confirmations are required to be included in the Offer Documents with respect to Promoter Group including among others, confirmations stating that the members of the Promoter Group (i) have not been debarred or prohibited from accessing the capital markets or from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court, and (ii) are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent in force and applicable. Further, certain information and disclosures including, among others, (i) financing arrangements whereby the Promoters, Promoter Group, the Directors and their relatives have financed the purchase by any other person of the Equity Shares of our Company during a period of six months immediately preceding the date of the Draft Red Herring Prospectus, and (ii) details of all material existing or anticipated transactions in relation to utilisation of the proceeds of the Fresh Issue with Promoters, Promoter Group, Directors, the key managerial personnel of our Company, are required to be included in the Offer Documents.
- 1.8 In terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, we wish to highlight that as on the date of the DRHP, Sirjang Lal Tandon, Devinder Lal Tandon, Jawahar Lal Tandon, Kiran Kapoor, Shammi Puri



and Chitaranjana Vij (siblings of Manoharlal Tandon i.e. the spouse of our Promoter, Veena Kumari Tandon) (collectively, the “**Relevant Persons**”), qualify as being members of the ‘promoter group’ of our Company.

Accordingly, in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, (a) any body corporate in which 20% or more of the equity share capital is held by any of the Relevant Persons or a firm or a Hindu Undivided Family in which any of the Relevant Persons is a member; and (b) any body corporate in which a body corporate mentioned in (a) above, holds 20% or more of its equity share capital; and (c) any Hindu Undivided Family or firm in which the aggregate share of the Relevant Persons, jointly or severally, is equal to or more than 20% of the total capital, also qualify to form part of the promoter group of our Company (“**Connected Entities**”).

1.9 Accordingly, this Application is being made by our Company to SEBI for seeking relaxation from the requirement to include (a) the Relevant Persons and their Connected Entities in the list of the members of the Promoter Group of our Company; and (b) the relevant information and confirmations pertaining to the Relevant Persons and their Connected Entities in the Offer Documents, on the grounds as set forth below in paragraph 2 of this Application. While our Company has disclosed the list of the Promoters and members of the Promoter Group in the Draft Red Herring Prospectus, such list does not include the Relevant Persons and their Connected Entities.

1.10 The information and confirmations as set out in paragraph 1.7 above required to be obtained from the Relevant Persons and their Connected Entities, have not been included in the DRHP and will not be included in the other Offer Documents, owing to the explanations set out below.

## 2. Grounds for seeking exemption

### *Inability to obtain information*

2.1 Given the background, please note the following:

2.1.1 While the Relevant Persons fall within the scope of the ‘promoter group’ as highlighted in paragraph 1.7 above, due to the strained relationship between our Promoters and them over an extended period of time, there has been very limited communication between our Promoters, Veena Kumari Tandon and Sandeep Tandon and the Relevant Persons.

2.1.2 Our Company has written e-mails, and the letters delivered through registered post (collectively, the “**Letters**”) to each of the Relevant Persons to share a copy of the necessary certifications required to be obtained from them, and requesting for their cooperation with the Offer-related procedures, and accordingly, provide the necessary confirmations and information pertaining to them. Details of the Letters issued to each of the Relevant Persons have been set out below:

	Date of first e-mail communication	Date of first letter sent by registered post	Date of second e-mail communication	Date of second letter sent by registered post	Date of third e-mail communication
<b>Chitaranjana Vij</b>	November 24, 2021	November 25, 2021	November 26, 2021	November 30, 2021	December 6, 2021
<b>Devinder Lal Tandon</b>	November 24, 2021	November 25, 2021	November 26, 2021	November 30, 2021	December 6, 2021

	Date of first e-mail communication	Date of first letter sent by registered post	Date of second e-mail communication	Date of second letter sent by registered post	Date of third e-mail communication
<b>Jawahar Lal Tandon</b>	November 24, 2021	November 25, 2021	-	-	-
<b>Kiran Kapoor</b>	November 24, 2021	November 25, 2021	November 26, 2021	November 30, 2021	December 6, 2021
<b>Shammi Puri</b>	November 24, 2021	November 25, 2021	November 26, 2021	November 30, 2021	December 6, 2021
<b>Sirjang Lal Tandon</b>	November 24, 2021	November 25, 2021	November 26, 2021	November 30, 2021	December 6, 2021

Copies of the relevant emails, and the receipts for the letters sent by registered post are annexed to this Application as **Annexure I**.

2.1.3 It may be noted that we have not received any information from the Relevant Persons in response to these Letters till date. However, following the Letters, each of Devinder Lal Tandon, Jawahar Lal Tandon, Kiran Kapoor, Shammi Puri and Chitaranjana Vij, have vide separate letters (copies of which are annexed to this Application as **Annexure II**) ("**Exemption Requests**") confirmed that:

- (i) their family is distinct, separate and completely independent from the family of the Promoters; and
- (ii) neither they or any members of their family currently have any business, financial, shareholding or any other interest whatsoever in the management, business and day-to-day operations of the Company or its subsidiaries, or any of the businesses owned or controlled by the Promoters.

In light of the above confirmations, each of Devinder Lal Tandon, Jawahar Lal Tandon, Kiran Kapoor, Shammi Puri and Chitaranjana Vij have requested that they do not wish to be part of the Promoter Group. Further, in light of the nature of the relationship shared with each of the Relevant Persons, we have not received, and do not expect a response from Sirjang Lal Tandon to the Letters.

2.2 In order to comply with the eligibility and disclosure requirements for a member of the 'promoter group' under the SEBI ICDR Regulations, as highlighted above, our Company has repeatedly reached out to the Relevant Persons, as set out Paragraph 2.1.2 above. As such, consistent and protracted attempts by us and our Promoters to reach out to the Relevant Persons and obtain any information and confirmations from them, have been unsuccessful.

2.3 It is further submitted that as of the date of the DRHP, the Relevant Persons do not hold any securities of our Company or its Subsidiaries. Additionally, our Company and the Promoters do not hold, directly or indirectly, any securities in any venture that has been promoted by any of the Relevant Persons.

2.4 In addition, as on the date of the DRHP, we would like to confirm that:

2.4.1 neither our Company nor its subsidiaries, have engaged any of the Relevant Persons in any capacity, including as an officer of our Company or its Subsidiaries;



- 2.4.2 none of the Relevant Persons hold any shares in our Company and its Subsidiaries, nor do they have any interests (of any nature) in the management, business or day-to-day operations of our Company and its Subsidiaries;
- 2.4.3 there are no related party transactions between our Company or its subsidiaries, and the Relevant Persons or any entities promoted by the Relevant Persons. Further, neither our Company nor its subsidiaries, Promoters or directors have any interest, shareholding, control or nowhere related to such entities, in any other manner.
- 2.4.4 the Relevant Persons do not have any special rights with respect to our Company or its subsidiaries through any formal or informal arrangement. The Relevant Persons are neither directors nor have any representative on the board of directors of our Company or its Subsidiaries, accordingly they do not exercise any control over the affairs of our Company.

### 3. Relaxation sought

- 3.1 It is submitted that under Regulation 300(1)(c) of the SEBI ICDR Regulations, a relaxation from the strict enforcement of any requirement of the regulations can be sought, if non-compliance was caused due to factors beyond the control of the issuer.
- 3.2 As indicated in paragraph 2 above, our Company (directly as well as through our Promoter) has not been able to obtain any information and confirmations from the Relevant Persons, in spite of efforts made towards the same, due to factors beyond our control. Accordingly, we request you to kindly grant us a relaxation in terms of Regulations 300(1)(c) of the SEBI ICDR Regulations for:
- 3.2.1 exempting names of the Relevant Persons and their Connected Entities from being classified and disclosed as members of the 'promoter group', in terms of the SEBI ICDR Regulations, in the Offer Documents; and
- 3.2.2 not disclosing information and confirmations with respect to the Relevant Persons and their Connected Entities in the Offer Documents, required under the SEBI ICDR Regulations and directives issued by SEBI.
- 3.3 In accordance with Regulation 300(3) of the SEBI ICDR Regulations, our Company has made a payment of ₹ 100,000 (Rupees One Lakh only) through NEFT bearing transaction reference number HSBCN21347562605, which has been directly credited to SEBI's bank account number SEBIRCCFDICDREXEMFEE maintained with ICICI Bank Limited, RPC Delhi.
- 3.4 We request you to kindly keep the contents of this Application confidential.
- 3.5 We trust the information included in this Application meets your application requirements and look forward to receiving your approval.
- 3.6 Should you require any clarification, we request you to contact the following official from our Company:

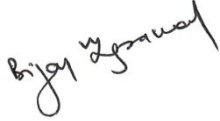
Contact Person	Telephone	Email
Rahul N Sinnarkar	+91 44 7172 8600	compliance@syrmasgs.com

Thanking you.

Yours faithfully



For Syrma SGS Technology Limited



Authorized Signatory

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