

**N K Suryanarayanan**  
2A, Shri Shashwati, Poes Road 1<sup>st</sup> Cross,  
Teynampet,  
Chennai 600018

Date:

To  
**The Board of Directors**  
**SEPC Limited**  
4th Floor, Bascon Futura,  
SV IT Park, Venkatnarayana Road,  
Parthasarathy Puram,  
T. Nagar, Chennai – 600 017,  
Tamil Nadu, India

Dear Sirs,

**Sub: Proposed rights issue of equity shares of Rs. 10 each (the “Equity Shares”) of SEPC Limited (the “Company” and such offering, the “Issue”).**

---

I, **N K Suryanarayanan**, do hereby confirm that I am an Executive Director on the Board of Directors of the Company and hereby consent to my name being included as a Director of the Company in the Draft Letter of Offer and the Letter of Offer that the Company intends to file with BSE Limited and National Stock Exchange of India Limited, being the stock exchanges where the Equity Shares are proposed to be listed (“**Stock Exchanges**”) and with any other regulatory authorities, and to be included in any other documents or related advertisements.

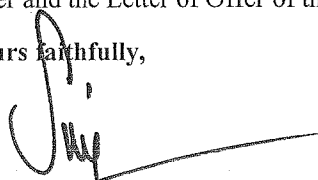
I confirm that I will immediately inform the Company and the legal advisor appointed in respect of the Issue, in writing, of any changes to the above information until receipt of final listing and trading approval from the Stock Exchanges for the Equity Shares offered in this Issue. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchanges of the Equity Shares offered in this Issue.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchanges and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Company and the legal advisor in relation to the Issue in conducting and documenting their investigation of the affairs of the Company in connection with the Issue.

I also consent to the extracts of this certificate being used for disclosure in the Draft Letter of Offer and the Letter of Offer to be issued by the Company in relation to the Issue and other Issue related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue or otherwise in connection with the Issue.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Draft Letter of Offer and the Letter of Offer of the Company.

Yours faithfully,

  
**N K Suryanarayanan**  
*Managing Director & CEO*

Cc to:

**Legal counsel to the Issue**  
**T&S Law**  
Near VVIP Mall, Raj Nagar Extension,  
Ghaziabad – 201 017, Uttar Pradesh, India