

**S Gayathri**  
New 11, Norton 3rd Street,  
Mandaveli,  
Chennai – 600 028.

**Consent from Director of the Company**

Date: 23.12.2024

TO

<b>The Board of Directors</b> <b>SEPC Limited</b> 4th Floor, Bascon Futura, SV IT Park, Venkatanarayana Road, Parthasarathy Puram, T. Nagar, Chennai – 600 017, Tamil Nadu, India	<b>Sumedha Fiscal Services Limited</b> <b>(Lead Managers to the Issue)</b> 6A Geetanjali, 6 <sup>th</sup> Floor, 8B Middleton Street, Kolkata – 700071, India
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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, **S. Gayathri**, do hereby confirm that I am a Director on the Board of Directors of the Company and hereby consent to my name being included as an **Independent & Non-executive Director** of the Company in the Draft Letter of Offer and the Letter of Offer that the Company intends to file with the Securities and Exchange Board of India (“SEBI”), National Stock Exchange of India Limited and BSE Limited, being the stock exchange 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 Lead Manager 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 Lead Manager 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 and for the purpose of any defence the Lead Manager may wish to advance in any claim or proceeding 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,**

  
**S. Gayathri**  
Director

Cc to:

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

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**Declaration from Non-executive Directors**

Date: 23.12.2024

TO

<b>The Board of Directors</b> <b>SEPC Limited</b> 4th Floor, Bascon Futura, SV IT Park, Venkatanarayana Road, Parthasarathy Puram, T. Nagar, Chennai – 600 017, Tamil Nadu, India	<b>Sumedha Fiscal Services Limited</b> <b>(Lead Managers to the Issue)</b> 6A Geetanjali, 6 <sup>th</sup> Floor, 8B Middleton Street, Kolkata – 700071, India
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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”).**

This is to certify the following:

- A. I am interested in the capacity of Director, to the extent of fees, if any, payable to me for attending meetings of the Board or Committee and reimbursement of travelling and other incidental expenses, if any, for such attendance as per the Articles of Association of the Company.
- B. I have not entered and shall not enter into any buy-back and/or standby arrangements directly or indirectly for purchase of equity shares of the Company with any person.
- C. There are no pending litigations in which I am involved or defaults to the financial institutions/banks, non-payment of statutory dues and dues towards instrument holder like debenture holder, fixed deposits, and arrears on cumulative preference share by me or the companies/ firms/any other entity promoted by me.
- D. There are no cases of pending litigations, defaults etc. and no lenders have taken action in respect of companies/ firms/ ventures with which I was associated in the past; in which my name continues to be associated with any particular litigation.
- E. There is no litigation against me involving violation of statutory regulation or criminal offences and no penalty has been imposed against me by Securities and Exchange Board of India (“SEBI”) or any regulatory authority in India/abroad. I have not violated the provisions of the Companies Act, 2013 and Companies Act, 1956 and have not been suspended by SEBI nor has any disciplinary action been taken by SEBI, except as mentioned below:  

*NIL*
- F. There are no pending proceedings initiated for economic offences against me and in my capacity as a director, promoter of the companies/ firms promoted by me and there are no past cases in this regard in which the penalties were imposed by any authority.
- G. There are no adverse findings against me or entities connected with me, as regards compliance with securities law.
- H. That, neither my name nor the name of the entity (ies) where I am associated, as Director/Promoter/Proprietor/Partner has appeared in the past and is presently not appearing in the RBI Defaulters List ([www.cibil.com](http://www.cibil.com); [www.watchoutinvestors.com](http://www.watchoutinvestors.com)). I shall immediately intimate the Company and the Lead Manager/ Legal Advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchanges where the Equity Shares of the Company are proposed to be listed (the “Stock Exchanges”).



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I. I have not been declared as a fugitive economic offender under the Fugitive Economic Offenders Act, 2018. I shall immediately intimate the Company and the Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchanges where the Equity Shares of the Company are proposed to be listed;

J. I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and the details of the companies in which we hold significant beneficial ownership along with the details of my shareholding are as follows:

**NIL**

K. I have no interest in the Company except to the extent of remuneration (if applicable) and reimbursement of expenses and to the extent of any equity shares of the Company held by me or my relatives and associates or held by the companies, firms and trusts in which I am interested as director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding.

L. I undertake that the details related to my education, work experience as mentioned below in my profile in the chapter titled “**Our Management**” of the Draft Letter of Offer/ Letter of Offer to be filed before the Securities and Exchange Board of India, Stock Exchanges and any other regulatory authorities is true and correct. I further declare that the details related to my profile as well as remuneration as mentioned below are true and correct.

*Sundaram Gayathri, aged 55 years, is the Independent Director of our Company. She is a chartered accountant and cost and management accountant. She has an experience of more than two decades in corporate accounting, risk management accounting and treasury. She is a director and partner at Profajids Consulting, a boutique consulting firm specializing in management and internal audits, handling audit of companies across a wide spectrum of industries. She is also an independent director of S & S Power Switchgear Limited.*

M. I have not been debarred from accessing the capital market by SEBI or any other regulatory authority;

N. I further confirm, that the entities of which, I am/was a promoter/director/Person in control (as defined in the SEBI (Issue of Capital and Disclosure Requirement), Regulations, 2018, as amended (“**SEBI (ICDR) Regulations**”)) are not debarred from accessing the capital market under any order or directions passed by the SEBI or any other regulatory authority or court/tribunal inside or outside India except:-

**NIL**

O. I further confirm that I am / was not a director of any company whose shares were suspended from trading on recognised stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority during my association with the said company in the last 5 years except as mentioned below:

**NIL**

P. I am/was not a director of any entity, whose shares were delisted from any of the recognised stock exchange(s) in India, except as mentioned below:

**NIL**

Q. I further certify that following is my shareholding in the Company and its subsidiary as on date of the Draft Letter of Offer:

Shareholding	Number of Equity Shares (pre – Issue)	Percentage (in %)
Shareholding in Company	NIL	NIL
Shareholding in Subsidiary	NIL	NIL



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R. I am not interested in the appointment of any person(s) acting as underwriters, Lead Manager, registrar, legal advisor and bankers to the proposed Issue or any such intermediary appointed in connection with the proposed Issue.

S. Neither I nor my relatives are a beneficiary of or interested in any loan or advance given by the Company to any Person(s)/ Company(ies) nor I have granted any loan or advance to the Company, except as stated below.

*NIL*

T. I have not entered into any service contracts with the Company providing for benefits upon termination of my employment, except as stated below:

*NIL*

U. It is further certified that the company or firm in which I have an interest, do not have interest in the promotion of the Company

V. I am interested in the promotion of the Company

W. Neither I, nor any company or firm in which I have interest, have been paid for the promotion or formation of the Company by any person, or induced by any person to become, or qualify as, director of the Company.

X. Neither I nor any of my relatives are interested in any property acquired by the Company or proposed to be acquired by the Company except the following:

*NIL*

Y. I further confirm that the Company has not purchased any property in which I or any of my relatives had or have a direct or indirect interest or in respect of any payment thereof except the following:

*NIL*

Z. I have not been paid any amount of compensation by the Company pursuant to any bonus or profit sharing plan.

*NIL*

AA. I do not hold any warrants, employee stock options or other convertible instruments in the Company as of the date of this Certificate. *NIL*

BB. None of my relatives or entities in which I am associated as promoter, director, partner, proprietor or trustee, hold any Equity Shares, warrants or other convertible instruments in the Company as of the date of this Certificate,

CC. I further confirm that neither I nor any of my relatives, have directly or indirectly entered into any financial arrangement, to finance the purchase by any other person of securities of the Company other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing of Draft Letter of Offer with SEBI and the Stock Exchanges.

DD. It is further certified that neither my relatives nor I have directly or indirectly undertaken or financed any transactions in the securities of the Company during the last six months, except the following. *NIL*

EE. I further confirm that I am not associated as promoter / director / partner / proprietor of any firm that is/ was associated with securities related business and registered with SEBI except as mentioned below, and no outstanding action has been initiated against me by SEBI in the past five years:

**FF. Litigation**

This is to certify that there are no outstanding litigations towards tax liabilities or any criminal/ civil prosecution for any offences (irrespective of whether they are specified under paragraph (i) of part I of Schedule V of the



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Companies Act, 2013), violation of statutory regulations, disputes, defaults, non-payment of statutory dues, penalties imposed on me in the past by any regulatory or statutory authority, proceedings initiated for economic offences against or in respect of me as an individual or any company, firm, venture or Collective Investment Scheme with which I am or have been associated in the past as promoter, partner, trustee or major shareholder save and except the following.

Default to banks or financial institutions / Roll over / Re-scheduling of loans or any other liability

*NIL*

Further, no lenders have taken action in respect of companies/ firms/ ventures with which I was associated in the past; in which my name continues to be associated with any particular litigation(s), except the following:

*NIL*

Guarantees given

*NIL*

Further there are no showcause or legal notices or any other legal or regulatory proceedings or investigations known to be initiated or contemplated against me except as follows:

*NIL*

I certify that none of the above litigation has any adverse effect on the financial performance of the Company, except the following:

*NIL*

It is further certified that I have no interest in the Company except to the extent of remuneration and reimbursement of expenses and to the extent of any equity shares of the Company held by me or my relatives (as defined under 2(77) of the Companies Act 2013) (hereinafter referred as “Relatives”) and associates or held by the companies, firms and trusts in which I am interested as promoter, director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding and to the extent of the transactions entered in the ordinary course of business with the companies in which I hold directorship.

GG. There are no financing arrangements whereby I or any of my relatives have financed the purchase or sale of any securities of the Company directly or indirectly, other than in the normal course of the business of the financing entity during the period of preceding six months, except as disclosed below:

*NIL*

HH. I hereby certify that except as disclosed below, there are no financing arrangements whereby I or any of my relatives have financed the purchase or sale of any securities of the Subsidiary of the Company directly or indirectly, other than in the normal course of the business of the financing entity during the period of preceding six months:

*NIL*

II. None of my relatives hold or has held in the preceding two years, any office or place of profit in the Company or its subsidiary or associate companies *NIL*

JJ. Except as stated below, I have not engaged in sale or purchase of securities of the Company within three years of filing the Draft Letter of Offer with SEBI and the Stock Exchanges which in aggregate is equal or greater than 1% of the pre-Issue capital of the Company: *NIL*

Nature of transaction	Date	Total no. of Equity Shares purchased/ subscribed / sold	% of pre-Issue Equity Share capital
[•]	[•]	[•]	[•]



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KK. I am not related to and do not have any relationship with any of the entities from whom the Company has acquired land or from whom the Company proposes to acquire land.

LL. There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was appointed as a director of the Company, except as disclosed below:

*NIL*

MM. 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, except as disclosed below:

*NIL*

NN. I or any other company with which I was associated as promoter, director or person in control, have not been prohibited by SEBI from accessing the capital market under any order or direction passed by SEBI or any regulatory authority or court/ tribunal inside court or outside India and no penalty has been imposed by SEBI or any other regulatory authority in India or abroad against me or any other company/firm with whom I am associated as a promoter/partner/director.

OO. I nor any of the ventures promoted by me or the companies with which I am, or have been associated with as a promoter or director have been identified as a wilful defaulter by the Reserve Bank of India (“RBI”) or any other regulatory authorities.

PP. I am neither on the board nor associated in any manner with any company which has been identified as the vanishing company

QQ. I am not related to any director of the Company, except as disclosed below: *NIL*

Name of the Director	Relationship
[•]	[•]
[•]	[•]

RR. I am not related to any other promoter or director, key management persons, senior management or any person to whom the Company has made any loans and advances or sundry debtors of the Company, except as disclosed below:

*NIL*

SS. I am interested as a Director/ Officer in the following companies, in addition to our Company:

CIN/FCRN	Company Name	Begin Date	End Date	ACTIVE compliance
<u>L31200TN1975PLC006966</u>	S & S POWER SWITCHGEAR LIMITED	02.11.2015	-	ACTIVE compliant

TT. I was not associated with any public or rights issue.

UU. I have not dissociated myself from any Company or venture in the last three years save and except the following:

*NIL*



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VV. There is no company, partnership firm, HUF, sole proprietorship or other business entities or ventures in which I am interested and which is in the same line of business as the Company and there is no potential conflict of interest with the Company save and except the following:

*NIL*

WW. I will not receive any portion of the proceeds from the proposed Issue of the Company

I am familiar with the requirements and restrictions on public communications, as stated in the SEBI (ICDR) Regulations, as amended (and summarised in the memorandum on publicity guidelines circulated by the legal counsel), and agree to abide by the same.

I confirm that I will immediately inform the Lead Manager 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 Lead Manager 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 and for the purpose of any defence the Lead Manager may wish to advance in any claim or proceeding 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,**



**S. Gayathri**  
*Director*

Cc to:

**Legal counsel to the Issue**

**T&S Law**  
Near VVIP Mall, Raj Nagar Extension,  
Ghaziabad – 201 017,  
Uttar Pradesh, India

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**Consolidated Undertaking from Independent Directors**

Date: 23.12.2024

<b>The Board of Directors</b> <b>SEPC Limited</b> 4th Floor, Bascon Futura, SV IT Park, Venkatanarayana Road, Parthasarathy Puram, T. Nagar, Chennai – 600 017, Tamil Nadu, India	<b>Sumedha Fiscal Services Limited</b> <b>(Lead Managers to the Issue)</b> 6A Geetanjali, 6 <sup>th</sup> Floor, 8B Middleton Street, Kolkata – 700071, India
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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”).**

This is to certify the following:

- A. I am interested in the capacity of Director, to the extent of fees, if any, payable to me for attending meetings of the Board or Committee and reimbursement of travelling and other incidental expenses, if any, for such attendance as per the Articles of Association of the Company.
- B. I have not entered and shall not enter into any buy-back and/or standby arrangements directly or indirectly for purchase of equity shares of the Company with any person
- C. There are no pending litigations in which I am involved or defaults to the financial institutions/banks, non-payment of statutory dues and dues towards instrument holder like debenture holder, fixed deposits, and arrears on cumulative preference share by me or the companies/ firms/any other entity promoted by me.
- D. There is no litigation against me involving violation of statutory regulation or criminal offences and no penalty has been imposed against me by Securities and Exchange Board of India (“SEBI”) or any regulatory authority in India/abroad. I have not violated the provisions of the Companies Act, 2013 and Companies Act, 1956 and have not been suspended by SEBI nor has any disciplinary action been taken by SEBI.
- E. There are no pending proceedings initiated for economic offences against me and in my capacity as a director, promoter of the companies/ firms promoted by me and there are no past cases in this regard in which the penalties were imposed by any authority.
- F. There are no adverse findings against me or entities connected with me, as regards compliance with securities law.
- G. That, neither my name nor the name of the entity(ies) where I am associated, as Director/Promoter/Proprietor/Partner has appeared in the past and is presently not appearing in the RBI Defaulters List ([www.cibil.com](http://www.cibil.com); [www.watchoutinvestors.com](http://www.watchoutinvestors.com)). I shall immediately intimate the Company and the Lead Manager/ legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchanges where the Equity Shares of the Company are proposed to be listed (the “Stock Exchanges”).
- H. I have not been declared as a fugitive economic offender under the Fugitive Economic Offenders Act, 2018. I shall immediately intimate the Company and the Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchanges where the Equity Shares of the Company are proposed to be listed;





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- I. I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 and the details of the companies in which I hold significant beneficial ownership along with the details of my shareholding are as follows:

NIL

- J. I undertake that the details related to my education, work experience as mentioned below in my profile in the chapter titled “**Our Management**” of the Draft Letter of Offer / Letter of Offer to be filed before the Securities and Exchange Board of India, Stock Exchanges and any other regulatory authorities, as may be applicable is true and correct. I further declare that the details related to my profile as well as remuneration as mentioned below are true and correct.

*Sundaram Gayathri, aged 54 years, is the Independent Director of our Company. She is a chartered accountant and cost and management accountant. She has an experience of more than two decades in corporate accounting, risk management accounting and treasury. She is a director and partner at Profajids Consulting, a boutique consulting firm specializing in management and internal audits, handling audit of companies across a wide spectrum of industries. She is also an independent director of S & S Power Switchgear Limited.*

- K. I further confirm that I am / was not a director of any company whose shares were suspended from trading on recognised stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority during my association with the said company in the last 5 years.
- L. I am / was not a director of any listed entity (listed during my tenure of the directorship), whose shares have been delisted from any of the recognised stock exchange(s) in India.
- M. I further certify that I do not have any shareholding in the Company, its subsidiary and the associate companies as on date of the Draft Letter of Offer.
- N. I am not interested in the appointment of any person(s) acting as underwriters, Lead Manager, registrar and bankers to the proposed Issue or any such intermediary appointed in connection with the proposed Issue.
- O. Neither I nor my relatives are a beneficiary of or interested in any loan or advance given by the Company to any Person(s)/ Company(ies) nor I have granted any loan or advance to the Company.
- P. I have not entered into any service contracts with the Company providing for benefits upon termination of my employment.
- Q. It is further certified that neither I nor any company or firm in which I have an interest, have interest in the promotion of the Company
- R. Neither I, nor any company or firm in which I have interest, have been paid for the promotion or formation of the Company by any person, or induced by any person to become, or qualify as, director of the Company.
- S. Neither I nor any of my relatives are interested directly or indirectly in any property acquired by the Company or proposed to be acquired by the Company
- T. I further confirm that the Company has not purchased any property in which I or any of my relatives had or have a direct or indirect interest or in respect of any payment thereof
- U. I have not been paid any amount of compensation by the Company pursuant to any bonus or profit sharing plan.
- V. I do not hold any Equity Shares of the Company or any warrants, employee stock options or other convertible instruments in the Company as of the date of this Certificate.
- W. I do not hold any equity shares in the subsidiary or associate companies of the Company as of the date of this Certificate.



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XX. None of my relatives or entities in which I am associated as director, partner, proprietor or trustee, hold any Equity Shares, warrants or other convertible instruments in the Company as of the date of this Certificate.

X. I further confirm that neither I nor any of my relatives, have directly or indirectly entered into any financial arrangement, to finance the purchase by any other person of securities of the Company other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing Draft Letter of Offer with SEBI and the Stock Exchanges.

Y. It is further certified that neither my relatives nor I have directly or indirectly undertaken or financed any transactions in the securities of the Company during the last six months.

Z. I am not associated as promoter / director / partner / proprietor of any firm that is/ was associated with securities related business and registered with SEBI, except as mentioned below, and there has been no action initiated by SEBI against me or any of the entities, I am associated with in the past five years;

**AA. Independent Director undertaking**

I hereby certify, undertake and confirm that I am an “Independent Director” in terms of the definition of that term contained in (i) Section 149(6) of the Companies Act, 2013, as amended; and (ii) regulation 16(1)(b) of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, as amended. I also confirm that I am qualified to be appointed as an “Independent Director” under the Companies Act, 2013. I confirm that I have been validly appointed as an Independent Director of the Company on **30<sup>th</sup> January 2023** and am acting as such on the date of this Certificate.

Without the prejudice to the generality of the abovementioned paragraph, I hereby certify, undertake and confirm each of the following:

- (a) Apart from receiving Director’s remuneration, I do not have any material pecuniary relationships or transactions with the Company, its directors, its holding company, its subsidiary and associate companies during the two immediately preceding financial years or during the current financial year which may affect my independence as an Independent Director;
- (b) I have not been paid any amount of compensation by the Company pursuant to any bonus or profit sharing plan;
- (c) Neither I nor any my relatives (as defined under Section 2(77) of the Companies Act, 2013, hereinafter referred to as “**Relatives**”) had, or have, any pecuniary relationship or transaction with the Company, its holding, subsidiary or associate companies or directors, amounting to 2% or more of its gross turnover or total income or fifty lakh rupees, whichever is lower, during the current financial year and during the immediately preceding two financial years;
- (d) I am not related to any of the directors of the Company, its holding, subsidiary or associate companies or to persons occupying management positions at the board level or at one level below the board in the Company;
- (e) Neither I nor any of my Relatives holds or has held the position of key managerial personnel or is or has been employee of the Company or its holding, subsidiary, and associate companies in any of three financial years immediately preceding the financial year in which I am appointed;
- (f) Neither I nor any of my Relatives have been a proprietor or a partner or an executive during the preceding three financial years, of any of the following:
  - (i) the statutory audit firm or the internal audit firm or company secretaries in practice or cost auditor that are associated with the Company or its holding, subsidiary or associate companies, and
  - (ii) the legal firm(s) and consulting firm(s) that has or had any transaction with the Company, its holding, subsidiary or associate companies amounting to ten percent or more of the gross turnover of such firm.
- (g) I am not a material supplier, service provider or a customer or a lessor or lessee of the Company, which may affect my independence as a Director;
- (h) Neither I nor any of my Relatives hold two percent or more of the total voting power of the Company and following are the details of the number of shares held by me in the Company:

*NIL*



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- (i) Neither I nor any of my Relatives are a chief executive officer or director, by whatever name called, of any non-profit organization that: (a) received 25% or more of its receipts from the Company or directors or its holding, subsidiary or associate companies; or (b) holds two percent or more of the total voting power of the Company.
- (j) I am more than 21 years of age.
- (k) I have not entered into any service contracts with the Company providing for benefits upon termination of my employment.

I further certify that there are no other factors existing as on date of this Certificate that would affect my independence in my capacity as a Director of the Company, including my ability to exercise an unbiased and independent judgment in relation to the matters affecting the Company. I undertake that I shall abide by the provisions of the 'Code for Independent Directors' as provided in Schedule IV of the Companies Act, 2013.

**BB. Litigation**

This is to certify that there are no outstanding litigations towards tax liabilities or any criminal/ civil prosecution for any offences (irrespective of whether they are specified under paragraph (i) of part 1 of Schedule V of the Companies Act, 2013), violation of statutory regulations, disputes, defaults, non-payment of statutory dues, penalties imposed on me in the past by any regulatory or statutory authority, proceedings initiated for economic offences against or in respect of me as an individual or any company, firm, venture or Collective Investment Scheme with which I am or have been associated in the past as promoter, partner, trustee or major shareholder.

There has been no Default to banks or financial institutions / Roll over / Re-scheduling of loans or any other liability by me.

There have been no Guarantees given by me to the company in last 5 years for any pecuniary or non-pecuniary transaction, arising in the course of business.

Further there are no show-cause or legal notices or any other legal or regulatory proceedings or investigations known to be initiated or contemplated against me.

I certify that none of the above litigation has any adverse effect on the financial performance of the Company.

CC. None of my relatives hold or has held in the preceding two years, any office or place of profit in the Company or its subsidiary or associate companies;

DD. I have not engaged in sale or purchase of securities of the Company within three years of filing the Draft Letter of Offer with SEBI and the Stock Exchanges which in aggregate is equal or greater than 1% of the pre-Issue capital of the Company:

EE. I am not related to and do not have any relationship with any of the entities from whom the Company has acquired land or from whom the Company proposes to acquire land.

FF. I or any other company with which I was associated as promoter, director or person in control, have not been prohibited by SEBI from accessing the capital market under any order or direction passed by SEBI or any regulatory authority or court/ tribunal inside court or outside India and no penalty has been imposed by SEBI or any other regulatory authority in India or abroad against me or any other company/firm with whom I am associated as a promoter/partner/director.

GG. I am neither on the board nor associated in any manner with any company which has been identified as the vanishing company.



**S Gayathri**  
New 11, Norton 3rd Street,  
Mandaveli,  
Chennai – 600 028.

HH. I am not related to any director of the Company.

II. I am not related to any other promoter or director, key management persons or any person to whom the Company has made any loans and advances or sundry debtors of the Company

JJ. I am interested as a Director/ Officer in the following companies, in addition to our Company:

CIN/FCRN	Company Name	Begin Date	End Date	ACTIVE compliance
<u>L31200TN1975PLC006966</u>	S & S POWER SWITCHGEAR LIMITED	02.11.2015	-	ACTIVE compliant

KK. There is no company, partnership firm, HUF, sole proprietorship or other business entities or ventures in which I am interested and which is in the same line of business as the Company and there is no potential conflict of interest with the Company

LL. I will not receive any portion of the proceeds from the proposed Issue of the Company.


I am familiar with the requirements and restrictions on public communications, as stated in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (and summarised in the memorandum on publicity guidelines circulated by the legal counsel), and agree to abide by the same.

I confirm that I will immediately inform the Lead Manager 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 of the Equity Shares offered in this Issue and commencement of trading on the Stock Exchanges where the Equity Shares are proposed to be listed (“**Stock Exchanges**”). 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 Lead Manager 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 and for the purpose of any defence the Lead Manager may wish to advance in any claim or proceeding 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.

**Yours faithfully,**

  
**S. Gayathri**  
**Independent Director**

**Encl:** *The photocopies of the documents evidencing my educational qualifications and work experience are annexed to this certificate.*

Cc to:

**Legal counsel to the Issue**

**S Gayathri**  
New 11, Norton 3rd Street,  
Mandaveli,  
Chennai – 600 028.



**T&S Law**  
Near VVIP Mall, Raj Nagar Extension, Ghaziabad – 201 017, Uttar Pradesh, India