

Thiruppathi Sriraman

Plot No. 164, Sai Raksha 1 Floor,
Rajaji Nagar, 4th Cross Street,
Madipakkam, Chennai 600 091

Date: 15.04.24

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

Sumedha Fiscal Services Limited
6A Geetanjali, 6th Floor,
8B Middleton Street, Kolkata – 700 071,
West Bengal, India.

(Sumedha Fiscal Services Limited referred to as the “Lead Manager”)

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 hereby give consent to my name being included as the key managerial personnel of the Company in and the draft Letter of Offer (referred to as the “Offer Documents”) and in other issue related material in relation to the captioned Issue (collectively referred to as the “Other Documents”). I also authorise you to deliver this letter of consent to SEBI, the stock exchanges and any other regulatory authority as may be required.

- A. This is to certify that I am Thiruppathy Sriraman, Company Secretary and Compliance Officer of the Company.
- B. The following is my shareholding in the Company as on the date of this letter:

Shareholding	Number of Equity Shares (pre – Issue)	Percentage (in %)
Shareholding in Company	385	Negligible

- C. This is to certify that the following description contained in the chapter titled “Our Management”, as applicable to me, is true and accurate.

Thiruppathi Sriraman, aged 56 years, is the Company Secretary and Compliance Officer of our Company. He holds a bachelor’s degree in arts (economics) from University of Madras. He is also an associate of the Institute of Company Secretaries of India. He was appointed as the Company Secretary and Compliance Officer of our Company on February 11, 2022.

- D. I received a gross remuneration of Rs. 18,00,000 in Fiscal 2024. I did not receive any benefit in kind on an individual basis in the last Fiscal and there is no contingent or deferred compensation accrued for the year which is payable to me.
- E. I did not receive any amount or benefit in the two preceding years from the date of this letter.
- F. I have no economic interest in the Company except to the extent of any remuneration, reimbursement of expenses and Equity Shares held by me or my relatives and associates or held by the companies, firms, partnerships or entities in which I am interested as a director, member, partner and/or trustee, executive officer and to the extent of benefits arising out of such shareholding.

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- G. I further confirm that I am not related to any directors or key managerial personnel or senior management of the Company and am not a director or promoter of any of the group entities of the Company.
- H. I confirm that as on the date of this letter, there are no Equity Shares held by me which were allotted on exercise of options granted under any employee stock option scheme or under an employee stock purchase scheme.
- I. I am not a party to any material existing or anticipated transactions with the Company in relation to utilisation of the Issue Proceeds or project cost.
- J. I am not interested in the appointment of any person(s) acting as underwriters, registrars, legal counsel or bankers to the Issue or any such intermediary appointed in connection with the Issue.
- K. I do not have a direct or indirect interest in any property purchased / acquired by the Company within the last two years or proposed to be acquired by the Company.
- L. I further confirm that I will not receive any portion of the proceeds from the proposed Issue of the Company.
- M. I have not entered into any agreement by myself 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.
- N. I further confirm that I have not taken any loans and advances including guarantees from the Company.
- O. Neither my relatives nor I have directly or indirectly undertaken or financed any transactions in any securities of the Company during the last six months.
- P. I confirm that there is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was selected as key managerial personnel of the Company.
- Q. I have not entered into contracts or arrangement with the Company relating to my appointment and remuneration or providing for benefits upon termination of employment.
- R. I further confirm that I have not been paid any amount of compensation pursuant to any bonus or profit – sharing plan.
- S. I have not entered into buy – back arrangements directly or indirectly for purchase of the equity shares to be offered and sold in the Issue, except as may be permitted under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“**SEBI ICDR Regulations**”) including safety net facility.
- T. I am familiar with the requirements and restrictions on public communications, as stated in the SEBI ICDR Regulations, (and summarised in the memorandum on publicity guidelines circulated by legal counsel) and agree to abide by the same.
- U. I confirm that I am a permanent employee of the Company.

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



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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 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,



Thiruppathi Sriraman
Company Secretary and Compliance Officer

Cc to

Legal counsel to the Issue

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