

NEOLITE ZKW LIGHTINGS LIMITED

(Formerly: Neolite ZKW Lightings Private Limited)

CIN: U74899DL1992PLC050702

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF NEOLITE ZKW LIGHTINGS LIMITED IN ITS MEETING HELD ON TUESDAY, 23RD DECEMBER 2025 AT 10:00 A.M. (IST) THROUGH VIDEO CONFERENCING (VC) AT THE DEEMED VENUE OF THE MEETING, THE REGISTERED OFFICE OF THE COMPANY AT N-13, 2ND FLOOR, SOUTH EXTENSION PART-I, SOUTH DELHI, NEW DELHI – 110049, INDIA

APPROVAL OF INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY

“RESOLVED THAT, subject to the approval of the shareholders of the Company by way of special resolution and pursuant to the provisions of Sections 23, 26, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and the Companies (Share Capital and Debentures) Rules, 2014, as amended (collectively referred to as the “Companies Act”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended, and the rules and regulations made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (“GoI”), including the Securities and Exchange Board of India (“SEBI”) or the Reserve Bank of India (“RBI”), or any other competent authority, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the “Applicable Laws”), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company (“Articles of Association”) and the uniform listing agreement to be entered into between the Company and the respective recognised stock exchanges of India where the equity shares of face value of ₹10 each of the Company (“Equity Shares”) are proposed to be listed (“Stock Exchanges”), and subject to the receipt of such approvals, consents, permissions or sanctions as may be required from the GoI, the Registrar of Companies, SEBI, RBI, the Stock Exchanges, the Department for Promotion of Industry and Internal Trade (“DPIIT”), the Department of Economic Affairs, Ministry of Finance, Government of India (“DEA”), the Ministry of Commerce and Industry, and any other appropriate governmental, statutory or regulatory authorities of India (“Regulatory Authorities”), and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include a duly authorised committee thereof), the approval of the Board

REGISTERED OFFICE:N-13, 2nd Floor, South Extension Part-I,
I,

New Delhi – 110049, INDIA

Tel: 011-45028224

Fax: +91-1276-350002

Email: info@neolitezkw.comWebsite: www.neolitezkw.com**CORPORATE OFFICE:**

Plot No. 36, Sec-4B, HSIIDC

Industrial Estate,

Bahadurgarh – 124507, Haryana,

INDIA

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Future of Lighting Technology

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be and is hereby accorded to undertake an initial public offering of Equity Shares and to create, issue, offer and allot and/or transfer, in the Offer (as defined below), such number of Equity Shares of face value of ₹10 each of the Company, comprising a fresh issue of Equity Shares (the “Fresh Issue”) including a pre-IPO placement, if any and an offer for sale of Equity Shares by certain existing shareholders of the Company (the “Selling Shareholders”) (the offer for sale, together with the Fresh Issue, the “Offer”), for cash, either at par or at a premium, such that the amount raised pursuant to the Fresh Issue aggregates up to ₹4,000 million up to [●] Equity Shares, at a price to be determined by the Company in consultation with the Book Running Lead Managers (“BRLMs”), by way of the book-building process or otherwise, in accordance with the SEBI ICDR Regulations and other Applicable Laws, out of the authorised share capital of the Company, to such categories of investors as may be permitted under Applicable Laws, including anchor investors, qualified institutional buyers, non-institutional investors, retail individual bidders, eligible employees, non-resident Indians, foreign portfolio investors, alternative investment funds and such other persons as permitted, in one or more tranches and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs, with an option to retain oversubscription to the extent of 1% of the Offer size, or such other extent as may be permitted under Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment in consultation with the designated stock exchange, and to finalise all matters incidental thereto as the Board may, in its absolute discretion, deem fit.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including eligible employees of the Company by way of reservation, and/or to provide a discount to the offer price to retail individual bidders and/or eligible employees, and to take all actions in connection therewith as the Board may deem fit, including execution of documents, seeking approvals and settling any question or difficulty that may arise in this regard.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and other Applicable Laws, and subject to approval of the shareholders of the Company, the approval of the Board be and is hereby accorded to undertake a pre-IPO private placement of specified securities aggregating up to ₹750 million up to [●] equity shares, subject to the same not exceeding 20% of the estimated issue size or such other limit as may be permitted under Applicable Laws, at such price and on such terms as may be determined by the Board in consultation with the BRLMs. In the event of consummation of such pre-IPO placement, the size of the Offer shall stand reduced to the extent of securities issued thereunder, subject to compliance with the minimum public offer requirements under the Securities Contracts (Regulation) Rules, 1957.”

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“RESOLVED FURTHER THAT the Equity Shares issued and/or transferred pursuant to the Offer shall rank pari passu in all respects with the existing equity shares of the Company, including rights in respect of dividend.”

“RESOLVED FURTHER THAT the Equity Shares issued or transferred pursuant to the Offer shall be listed on one or more recognised stock exchanges in India.”

“RESOLVED FURTHER THAT all monies received pursuant to the Offer shall be transferred to a separate bank account in accordance with Section 40(3) of the Companies Act, 2013 and application monies shall be refunded in accordance with Applicable Laws.”

“RESOLVED FURTHER THAT the powers conferred on the Board under these resolutions shall be inclusive and not exclusive and may be exercised by the Board or any duly constituted committee thereof.”

“RESOLVED FURTHER THAT Mr. Rajesh Jain, Chairman and Managing Director, Mr. Arun Kumar Jain, Chief Financial Officer, and Mr. Brajesh Kumar Tiwary, Company Secretary, be and are hereby severally authorised to do all acts, deeds and things and to execute all such documents as may be necessary or desirable to give effect to the foregoing resolutions.”

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be authorised to certify true copies of these resolutions and forward the same to such authorities as may be required.”

For Neolite ZKW Lightings Limited

Rajesh Jain

Chairman & Managing Director

DIN: 01481291

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