

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 THURSDAY, 18TH DECEMBER 2025 AT 02:30 P.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.

INCREASE IN THE AUTHORISED SHARE CAPITAL

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and the Articles of Association of the Company, the consent of the Board be and is hereby accorded, subject to the approval of the shareholders, to increase the authorised share capital of the Company from the existing **₹27,00,00,000/- (Rupees Twenty-Seven Crore only)** divided into **20,00,000 (Twenty Lakh)** equity shares of **₹100/- each** and **7,00,000 (Seven Lakh)** preference shares of **₹100/- each**, to **₹110,00,00,000/- (Rupees One Hundred Ten Crore only)** divided into **1,00,00,000 (One Crore)** equity shares of **₹100/- each** and **10,00,000 (Ten Lakh)** preference shares of **₹100/- each**, by creation and addition of **80,00,000 (Eighty Lakh)** equity shares of **₹100/- each** and **3,00,000 (Three Lakh)** preference shares of **₹100/- each**, ranking pari passu with the existing shares of the Company.”

RESOLVED FURTHER THAT subject to the approval of the shareholders of the Company, the consent of the Board be and is hereby accorded to amend Clause V of the Memorandum of Association of the Company to reflect the revised authorised share capital as under:

“Clause V

The Authorised Share Capital of the Company is ₹110,00,00,000/- (Rupees One Hundred Ten Crore only) divided into:

- 1,00,00,000 (One Crore) equity shares of ₹100/- each; and**
- 10,00,000 (Ten Lakh) redeemable / compulsorily convertible non-cumulative preference shares of ₹100/- each, on such terms and conditions as may be decided by the Board of Directors.”**

REGISTERED OFFICE:

N-13, 2nd Floor, South Extension Part-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,
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Future of Lighting Technology

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RESOLVED FURTHER THAT an Extra-Ordinary General Meeting of the shareholders of the Company be convened to obtain the approval of the shareholders by way of ordinary resolution(s) for the aforesaid increase in authorised share capital and consequential amendment to the Memorandum of Association, and that the draft notice and explanatory statement placed before the meeting be and are hereby approved.

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 sign, execute and file all necessary forms, returns and documents with the Registrar of Companies and other authorities, and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any Director, the Chief Financial Officer and/or the Company Secretary of the Company be and is hereby severally authorised to certify true copies of the aforesaid resolutions as and when required.”

For Neolite ZKW Lightings Limited

Rajesh Jain
Chairman & Managing Director
DIN: 01481291

REGISTERED OFFICE:

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SUB-DIVISION (STOCK SPLIT) OF EVERY 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 100.00/- EACH INTO 10 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH.

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d), Section 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and the Memorandum and Articles of Association of the Company, the Board of Directors of the Company do hereby approve and recommend to the shareholders of the Company for their approval the sub-division of every 1 (One) equity share of face value of ₹100/- (Rupees One Hundred only) each into 10 (Ten) equity shares of face value of ₹10/- (Rupees Ten only) each, subject to the approval of the shareholders of the Company.

RESOLVED FURTHER THAT upon approval of the shareholders and pursuant to the aforesaid sub-division, the issued, subscribed and paid-up equity share capital of the Company, comprising equity shares of face value of ₹100/- each, shall stand sub-divided into equity shares of face value of ₹10/- each, which shall be deemed to be fully paid-up, without any change in the aggregate paid-up equity share capital of the Company, and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT upon the aforesaid sub-division and subject to shareholders' approval:

- (a) every 1 (One) authorised equity share of face value of ₹100/- shall stand sub-divided into 10 (Ten) authorised equity shares of face value of ₹10/- each;
- (b) the authorised preference share capital of the Company shall remain unchanged and each preference share shall continue to have a face value of ₹100/-; and
- (c) the authorised share capital of the Company shall be ₹110,00,00,000/- (Rupees One Hundred Ten Crores only), divided into:
 - 10,00,00,000 (Ten Crore) equity shares of ₹10/- each; and
 - 10,00,000 (Ten Lakh) preference shares of ₹100/- each.

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RESOLVED FURTHER THAT consequent upon the approval of the shareholders, Clause V of the Memorandum of Association of the Company be altered to reflect the revised capital structure as approved by the shareholders.

RESOLVED FURTHER THAT the Board hereby approves the convening of an Extra-Ordinary General Meeting of the shareholders of the Company for obtaining their approval by way of Ordinary Resolution(s) in respect of the aforesaid sub-division of equity shares and consequential alteration of Clause V of the Memorandum of Association, and that the draft notice and explanatory statement placed before the Board be and are hereby approved.

RESOLVED FURTHER THAT Mr. Rajesh Jain, Chairman and Managing Director, Mr. Arun Kumar Jain, Chief Financial Officer, and Mr. Brajesh Kumar Tiwary, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things, including filing of necessary forms and documents with the Registrar of Companies and other authorities, as may be required to give effect to this resolution.

RESOLVED FURTHER THAT any Director, the Chief Financial Officer and/or the Company Secretary of the Company be and is hereby severally authorised to certify a true copy of the aforesaid resolution and furnish the same to any authority or person as may be required.”

For Neolite ZKW Lightings Limited

Rajesh Jain
Chairman & Managing Director
DIN: 01481291

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APPROVAL OF REMUNERATION PAYABLE TO THE MANAGING DIRECTOR PURSUANT TO CONVERSION OF THE COMPANY INTO A PUBLIC COMPANY

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, 178, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, the consent of the Board be and is hereby accorded to approve and ratify the remuneration payable to Mr. Rajesh Jain, Managing Director of the Company, pursuant to and consequent upon the conversion of the Company from a private limited company into a public limited company, as placed before the meeting and initialled by the Chairman for identification.

RESOLVED FURTHER THAT the Board hereby notes and confirms that the aforesaid remuneration also constitutes a related party transaction, and accordingly, the approval granted herein is in compliance with Section 188 of the Companies Act, 2013 read with the applicable rules, and is in the ordinary course of business and on an arm's length basis, to the extent applicable.

RESOLVED FURTHER THAT the remuneration so approved is in conformity with the limits prescribed under the Companies Act, 2013 and shall be subject to such further approvals, including shareholders' approval, if required, under applicable law.

RESOLVED FURTHER THAT Mr. Rajesh Jain, Managing Director, being interested, did not participate in the discussion and did not vote on the said resolution.

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RESOLVED FURTHER THAT Mr. Arun Jain, Chief Financial Officer / Mr. Brajesh Kumar Tiwary, Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including making necessary disclosures, filings with the Registrar of Companies, and issuing certified copies of this resolution as and when required.”

For Neolite ZKW Lightings Limited

Rajesh Jain
Chairman & Managing Director
DIN: 01481291

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NOTING OF TRADEMARK LICENSE AGREEMENT

“RESOLVED THAT pursuant to the recommendation of the Audit Committee under Section 177 of the Companies Act, 2013 and subject inter alia to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, the Board hereby takes note of the trademark license agreement proposed to be entered into between the Company and Rajesh Jain and Vaishali Jain (“Licensor”) being the partners of Neolite Industries, a related party within the meaning of Section 2(76) of the Companies Act, 2013, pursuant to which the Licensor has agreed to grant to the Company a license to use certain trademarks in connection with the business of the Company, on the terms and conditions as placed before the Board.”

“RESOLVED FURTHER THAT the Board notes that the aforesaid transaction constitutes a related party transaction under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and shall be undertaken in compliance with the applicable provisions thereof, including approvals, if any, of the Audit Committee and/or shareholders, as may be required.”

“RESOLVED FURTHER THAT Mr. Rajesh Jain, Chairman and Managing Director, Mr. Arun Kumar Jain, Chief Financial Officer and Mr. Brajesh Kumar Tiwary, Company Secretary of Company be and are severally authorised to do all such acts, deeds, matters and things and to negotiate, finalize, execute and deliver the agreement and such other documents, etc. as they may, in their absolute discretion, deem necessary or desirable to implement the above resolution.”

“RESOLVED FURTHER THAT any Director, Chief Financial Officer and / or the Company Secretary of the Company, is severally authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

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For Neolite ZKW Lightings Limited

Rajesh Jain

Chairman & Managing Director

DIN: 01481291

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NOTING OF NON-COMPETE AGREEMENT

“RESOLVED THAT pursuant to the reaccommodation of the Audit Committee under Section 177 of the Companies Act, 2013 and subject inter alia to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, the Board hereby takes note of the non-compete agreement proposed to be entered into between the Company and the counter-parties as per the draft placed before the Board and initialled by the chairman for the purpose of identification, and approves the same for execution”

“RESOLVED FURTHER THAT Mr. Rajesh Jain, Chairman and Managing Director, Mr. Arun Kumar Jain, Chief Financial Officer and Mr. Brajesh Kumar Tiwary, Company Secretary of Company be and are severally authorised to do all such acts, deeds, matters and things and to negotiate, finalize, execute and deliver the agreement and such other documents, etc. as they may, in their absolute discretion, deem necessary or desirable to implement the above resolution.”

“RESOLVED FURTHER THAT any Director, Chief Financial Officer and / or the Company Secretary of the Company, is severally authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

For Neolite ZKW Lightings Limited

Rajesh Jain
Chairman & Managing Director
DIN: 01481291

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NOTING OF COOPERATION AGREEMENT

“RESOLVED THAT pursuant to the recommendations of the Audit Committee under Section 177 of the Companies Act, 2013 and subject inter alia to the provisions of the Companies Act, 2013 and other applicable laws the Board hereby takes note of the cooperation agreement proposed to be entered into by the Company with the counter parties and on the terms and conditions as mentioned in the draft placed before the Board and initialled by the Chairman for the purpose of identification.

“RESOLVED FURTHER THAT Mr. Rajesh Jain, Chairman and Managing Director of Company be and is authorised to do all such acts, deeds, matters and things and to negotiate, finalize, execute and deliver all engagement letters, memoranda of understanding, agreements and such other documents, etc. as they may, in their absolute discretion, deem necessary or desirable to implement the above resolution.”

“RESOLVED FURTHER THAT any Director, Chief Financial Officer and / or the Company Secretary of the Company, is severally authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

For Neolite ZKW Lightings Limited

Rajesh Jain
Chairman & Managing Director
DIN: 01481291

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CONSIDERATION AND APPROVAL OF INVESTMENT OF SURPLUS FUNDS AND DELEGATION OF AUTHORITY

“**RESOLVED THAT** pursuant to the provisions of Section 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and subject to such approvals as may be required, the consent of the Board of Directors of the Company be and is hereby accorded to invest the surplus funds of the Company, from time to time, not immediately required for business operations, in one or more of the following permitted instruments:

- fixed deposits with scheduled commercial banks;
- liquid, money market or debt mutual funds;
- treasury bills, government securities or other approved debt instruments; and
- such other low-risk instruments as may be permissible under applicable law,

with the objective of ensuring safety, liquidity and reasonable return on such surplus funds.”

RESOLVED FURTHER THAT Mr. Rajesh Jain, Chairman & Managing Director be and is hereby authorised to:

- determine the amount of surplus funds to be invested;
- select the bank(s), financial institution(s) or investment instrument(s);
- open, operate and close investment accounts, fixed deposits or folios;
- execute and sign all applications, agreements, instructions, declarations and related documents;
- give instructions for renewal, premature withdrawal, rollover or reinvestment; and
- do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution.”

RESOLVED FURTHER THAT the aforesaid investments shall be made in compliance with the applicable provisions of the Companies Act, 2013, and shall be placed before the Board periodically for review and noting.

RESOLVED FURTHER THAT Mr. Rajesh Jain, Chairman & Managing Director of the Company, be and is hereby authorised to further delegate, from time to time, to such officer(s) or employee(s) of the Company as he may deem fit, the authority to carry out routine, clerical and administrative actions in

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connection with the investments made pursuant to this resolution, including but not limited to submission of forms, furnishing of information or documents, follow-ups with banks, financial institutions or intermediaries, and other incidental compliances, provided that such delegation shall not extend to approval of investment decisions or exposure limits.

For Neolite ZKW Lightings Limited

Rajesh Jain

Chairman & Managing Director

DIN: 01481291

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CONSIDERATION AND APPROVAL OF ENGAGEMENT OF A PRACTISING COMPANY SECRETARY FOR IPO-RELATED CERTIFICATIONS

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws and regulations, the consent of the Board of Directors of the Company be and is hereby accorded to engage a Practising Company Secretary (“PCS”) to provide certifications, reports and confirmations in connection with the proposed Initial Public Offering (“IPO”) of the Company, including such certifications as may be required by SEBI, stock exchanges, merchant bankers, legal advisors or other regulatory or statutory authorities.

RESOLVED FURTHER THAT Mr. Rajesh Jain, Chairman & Managing Director, Mr. Arun Jain, Chief Financial Officer, be and are hereby jointly and/or severally authorised to:

- identify and finalise the Practising Company Secretary;
- negotiate and finalise the scope of work, professional fees and other terms of engagement;
- issue the engagement letter / appointment letter and execute all necessary documents;
- provide information, records and confirmations required for such certifications; and
- do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution.”

RESOLVED FURTHER THAT the certifications and reports issued by the Practising Company Secretary pursuant to this engagement shall be placed before the Board and/or the Audit Committee, as may be required, for noting and record.”

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Chairman & Managing Director

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CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF NEOLITE ZKW LIGHTINGS LIMITED IN ITS MEETING HELD ON THURSDAY, 18TH DECEMBER 2025 AT 02:30 P.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.

REGULARISATION OF APPOINTMENT OF MR. RAKESH SARIN (DIN: 02082150) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 and other applicable provisions of the Companies Act, 2013 read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014, and subject to the approval of the shareholders of the Company, Mr. Rakesh Sarin (DIN: 02082150) be and is hereby recommended for appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years .”

RESOLVED FURTHER THAT Mr. Rajesh Jain, Chairman and Managing Director, Mr. Arun Kumar Jain, Chief Financial Officer and Mr. Brajesh Kumar Tiwary, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including filing of necessary returns and documents with the Registrar of Companies and other authorities, settling any questions or difficulties that may arise, and to take all incidental and consequential actions in connection therewith.

RESOLVED FURTHER THAT any Director, the Chief Financial Officer and/or the Company Secretary of the Company be and is hereby severally authorised to certify a true copy of the aforesaid resolutions and to furnish the same to any authority or person as may be required.

For Neolite ZKW Lightings Limited

Rajesh Jain
Chairman & Managing Director
DIN: 01481291

REGISTERED OFFICE:
N-13, 2nd Floor, South Extension Part-I,
New Delhi – 110049, INDIA
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Fax: +91-1276-350002
Email: info@neolitezkw.com
Website: www.neolitezkw.com

CORPORATE OFFICE:
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REGULARISATION OF APPOINTMENT OF MR. JAYANTA KUMAR PRADHAN (DIN: 07544323) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 and other applicable provisions of the Companies Act, 2013 read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014, a, and subject to the approval of the shareholders of the Company, Mr. Jayanta Kumar Pradhan (DIN: 07544323) be and is hereby recommended for appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years .”

RESOLVED FURTHER THAT Mr. Rajesh Jain, Chairman and Managing Director, Mr. Arun Kumar Jain, Chief Financial Officer and Mr. Brajesh Kumar Tiwary, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including filing of necessary returns and documents with the Registrar of Companies and other authorities, settling any questions or difficulties that may arise, and to take all incidental and consequential actions in connection therewith.

RESOLVED FURTHER THAT any Director, the Chief Financial Officer and/or the Company Secretary of the Company be and is hereby severally authorised to certify a true copy of the aforesaid resolutions and to furnish the same to any authority or person as may be required.

For Neolite ZKW Lightings Limited

Rajesh Jain
Chairman & Managing Director
DIN: 01481291

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Future of Lighting Technology

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REGULARISATION OF APPOINTMENT OF MS. PREETI BAHL (DIN: 00031686) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 and other applicable provisions of the Companies Act, 2013 read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014, a, and subject to the approval of the shareholders of the Company, Ms. Preeti Behl (DIN: 00031686) be and is hereby recommended for appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years .”

RESOLVED FURTHER THAT Mr. Rajesh Jain, Chairman and Managing Director, Mr. Arun Kumar Jain, Chief Financial Officer and Mr. Brajesh Kumar Tiwary, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including filing of necessary returns and documents with the Registrar of Companies and other authorities, settling any questions or difficulties that may arise, and to take all incidental and consequential actions in connection therewith.

RESOLVED FURTHER THAT any Director, the Chief Financial Officer and/or the Company Secretary of the Company be and is hereby severally authorised to certify a true copy of the aforesaid resolutions and to furnish the same to any authority or person as may be required.

For Neolite ZKW Lightings Limited

Rajesh Jain
Chairman & Managing Director
DIN: 01481291

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APPROVAL FOR ISSUE OF BONUS SHARES TO THE EXISTING SHAREHOLDERS

RESOLVED FURTHER THAT the bonus equity shares shall be credited as fully paid-up to the eligible equity shareholders of the Company whose names appear in the Register of Members and/or in the list of beneficial owners furnished by the depositories as on 19 December 2025, being the record date fixed for the purpose of the bonus issue, and that the bonus equity shares so issued shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the bonus equity shares shall be issued by way of capitalisation of reserves and shall be treated for all purposes as an increase in the nominal amount of the equity share capital of the Company held by each such shareholder and not as income in lieu of dividend.

RESOLVED FURTHER THAT the bonus equity shares shall be subject to the following terms and conditions:

- (a) the bonus equity shares shall be issued in accordance with the Memorandum and Articles of Association of the Company;
- (b) the bonus equity shares shall be credited to the respective demat accounts of the shareholders holding shares in dematerialised form.

RESOLVED FURTHER THAT an Extra-Ordinary General Meeting of the shareholders of the Company be convened to obtain the approval of the shareholders by way of an Ordinary Resolution for the aforesaid bonus issue, and that the draft notice and explanatory statement placed before the Board be and are hereby approved.

RESOLVED FURTHER THAT Mr. Rajesh Jain, Chairman and Managing Director, Mr. Arun Kumar Jain, Chief Financial Officer and Mr. Brajesh Kumar Tiwary, Company Secretary of the Company be and

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are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including filing of necessary returns and documents with the Registrar of Companies and other authorities, settling any questions or difficulties that may arise, and to take all incidental and consequential actions in connection therewith.

RESOLVED FURTHER THAT any Director, the Chief Financial Officer and/or the Company Secretary of the Company be and is hereby severally authorised to certify a true copy of the aforesaid resolutions and to furnish the same to any authority or person as may be required.

For Neolite ZKW Lightings Limited

Rajesh Jain
Chairman & Managing Director
DIN: 01481291

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