



Future of Lighting Technology

## NEOLITE ZKW LIGHTINGS LIMITED

(Formerly: Neelite ZKW Lightings Private Limited)

CIN: U74899DL1992PLC050702

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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 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**

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### **NOTING OF OFFER FOR SALE BY SELLING SHAREHOLDERS**

**“RESOLVED THAT** subject to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), and other applicable laws, rules, regulations, guidelines and circulars, and subject to the receipt of such consents, approvals, permissions and sanctions as may be required from the Securities and Exchange Board of India (“SEBI”), stock exchanges and other regulatory authorities, if any, the Board hereby **takes note of the intention of the following existing shareholders of the Company** to participate in the proposed Initial Public Offer by way of an Offer for Sale (“OFS”), pursuant to their respective consent letters:

- **Mr. Rajesh Jain**, Promoter Selling Shareholder – Offer for Sale aggregating up to **₹ 1,140 million**;
- **\*Neokraft Global Private Limited**, Promoter Group Selling Shareholder – Offer for Sale aggregating up to **₹ 400 million**; and
- **ZKW Group GmbH**, Other Selling Shareholder – Offer for Sale aggregating up to **₹ 460 million**; aggregating to a total Offer for Sale of up to **₹ 2,000 million**, together referred to as the “Selling Shareholders”, as disclosed in the Draft Red Herring Prospectus.

*\*An aggregate of 65,058 outstanding CCPS held by the Neokraft Global Private Limited will be converted into maximum of 3,252,900 Equity Shares in aggregate in accordance with Regulation 5(2) of the SEBI ICDR Regulation. The actual number of Equity Shares that such outstanding CCPS will convert into shall be determined at the time of conversion, prior to the filing of the Red Herring Prospectus with the RoC.*

**RESOLVED FURTHER THAT** the Board notes that the Offer for Sale shall be undertaken as part of the Initial Public Offer of equity shares of face value of ₹ 10 each of the Company, at a price to be determined through the book building process in accordance with the SEBI ICDR Regulations, in consultation with the

#### REGISTERED OFFICE:

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Website: [www.neolitezkw.com](http://www.neolitezkw.com)

#### CORPORATE OFFICE:

Plot No. 36, Sec-4B, HSIIDC  
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book running lead managers appointed for the Offer (“BRLMs”), and on such terms and conditions as may be finalised under the Offer Agreement and other offer-related documents.

**RESOLVED FURTHER THAT** the Board hereby notes that the equity shares offered pursuant to the Offer for Sale shall rank pari passu in all respects with the existing equity shares of the Company, including rights in respect of dividend, in accordance with applicable law.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary & Compliance Officer of the Company be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including execution of documents, filings, disclosures and correspondence with SEBI, stock exchanges, the Registrar of Companies and other authorities, and to provide confirmations or certifications as may be required in connection with the Offer for Sale.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary & Compliance Officer of the Company be authorised to certify a true copy of this resolution and furnish the same to any concerned authority or intermediary as and when required.”

**For Neolite ZKW Lightings Limited**

**Rajesh Jain**  
**Chairman & Managing Director**  
**DIN: 01481291**

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