

CONSENT FROM PROMOTER GROUP SELLING SHAREHOLDER

Date: December 29, 2925

To,

The Board of Directors,
Neolite ZKW Lightings Limited
N-13, 2nd Floor South Extension Part-I
New Delhi 110 049,
Delhi, India

Anand Rathi Advisors Limited
11th Floor, Times Tower,
Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai 400 013
Maharashtra, India

Systematix Corporate Services Limited
The Capital, A-Wing, No. 603-606,
6th Floor, Plot No. C-70,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
Maharashtra, India

Dear Sir/Ma'am,

(Anand Rathi Advisors Limited, Systematix Corporate Services Limited and any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the "Book Running Lead Managers" or the "BRLMs")

Sub: Proposed initial public offering of equity shares of face value of INR 10 each (the "Equity Shares") of Neolite ZKW Lightings Limited ("Company") comprising a fresh offer of up to Equity Shares, aggregating up to ₹ 4,000.00 million, by the Company (the "Fresh Issue") and an offer for sale of up to Equity Shares, by ₹ 2,000.00 million, aggregating up to ₹ 6,000.00 million (the "Promoter Group Selling Shareholder") (the "Offer for Sale", and together with the Fresh Issue, the "Offer" and such Equity Shares, the "Offered Shares").

We, **Neokraft Global Private Limited**, are a company incorporated under the laws of the Companies Act, 2013, having our office N-13, 2nd Floor, NDSE-I, South Delhi, New Delhi, Delhi, India, bearing CIN: U25209DL2007PTC164864, hereby consent to the following:

We have been informed by the Company of the proposed initial public offering of its Equity Shares, which includes a fresh issue of Equity Shares by the Company (the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company through the book building process in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013 and rules notified thereunder.

NEOKRAFT Global Pvt. Ltd.

Regd. Office : N-13, 2nd Floor, South Extn.-I, New Delhi-110049

CIN : U25209DL2007PTC164864

Works - I : 137, Noida Special Economic Zone, Phase-II, Noida - 201305 (U.P.)

Works - II : 136A, Noida Special Economic Zone, Phase-II, Noida - 201305 (U.P.)

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We, hereby consent to the following:

1. inclusion of Equity Shares aggregating up to ₹ 400.00 million held by us as part of the offer for sale (the "Offered Shares") (set out in Annexure 1), subject to the approval of Securities and Exchange Board of India ("SEBI"), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, by the Company and selling shareholders, in consultation with the book running lead managers to the Offer ("BRLMs") in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). The Offered Shares may be offered to such category of persons as permitted in accordance with the SEBI ICDR Regulations and other applicable laws;
2. inclusion of our name and details as provided by me as a "Promoter Group Selling Shareholder" (set out in Annexure 2), as required under SEBI ICDR Regulations and applicable law, in the draft red herring prospectus ("DRHP") to be filed with SEBI, the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE, the "Stock Exchanges"), the red herring prospectus ("RHP") and the prospectus to be filed with SEBI, the Registrar of Companies, Delhi and Haryana, at New Delhi ("RoC") and Stock Exchanges or any other materials or documents to be filed or issued in relation to the Offer; and
3. to our entire pre-Offer shareholding, excluding the Offered Shares, which will be sold and transferred as part of the Offer, being locked-in, in terms of Regulation 16 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

We further consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid / Offer Closing Date

We confirm that the above information/certification/declaration is true and correct and we will immediately communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the relevant Stock Exchanges pursuant to the Offer. In the absence of any such communication, the information stated in this letter should be taken as updated information until the date of commencement of listing and trading of the Equity Shares on the Stock Exchanges.

We confirm that this consent will remain valid and in force till the date on which Equity Shares of the Company commence trading on the Stock Exchanges, in the absence of any written communication from me.

We hereby authorise the issue of these Offer Documents and consent to the submission of this letter, as may be necessary to SEBI, the RoC pursuant to Sections 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, the relevant Stock Exchanges and any other regulatory or statutory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable laws.

We hereby consent to this certificate being disclosed by the BRLMs, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

 **NEOKRAFT Global Pvt. Ltd.**

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Under the terms of this letter, the authority conferred hereby is irrevocable and would bind my successors, heirs and executors.

All the terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents, as the case may be.

This letter may also be relied upon by the Company, BRLMs and the legal counsels to the Offer.
Yours faithfully,

Authorised Signatory
Rajesh Jain
Director
Place: New Delhi

Cc:

Legal Counsel to the Company

Dentons Link Legal
5, Link Road, Block M,
Jangpura Extension
New Delhi -110014, India

Legal Counsel to the BRLMs

CMS IndusLaw
2nd Floor, Block D, the MIRA,
Mathura Road, Ishwar Nagar,
New Delhi 110 065,
Delhi, India



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Annexure 1

Neokraft Global Private Limited

Equity shareholding as on the date of the DRHP:

Sl. No.	Name of Shareholder	Number of Equity Shares held	Percentage of the pre-Offer Equity Share capital (%)	Number of Equity Shares held on a fully diluted basis	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)
1.	Neokraft Global Private Limited	500	0.00%	3,253,400#	4.80%

Neokraft Global Private Limited holds 65,058 preference shares in the Company and the pre-Offer fully diluted % has been arrived at by considering a conversion ratio of Compulsory Convertible Preference Share to Equity Share in 50:1 ratio.

Build-up of the Preferential share holding:

Date of allotment/ transfer	Number of fully paid- up Preference Shares	Face value (₹)	Issue/ Transfer price per Preference Share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer
March 7, 2013	65,058	100	850.00	Cash	Preferential issue

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Annexure 2

Details of the Selling Shareholder

Name of Selling Shareholder	Neokraft Global Private Limited
Address of Selling Shareholder	N-13 2nd Floor, NDSE-I, South Delhi, New Delhi, Delhi, India, 110049
CIN/ Registration No.	U25209DL2007PTC164864
Telephone number	91-120- 4409700

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