

[ A member of **LG** ]**CONSENT FROM SELLING SHAREHOLDER**

Date:

To,

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

**Anand Rathi Advisors Limited**  
11<sup>th</sup> 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 ₹ 10 each (the "Equity Shares") of Neelite ZKW Lightings Limited ("Company", and such offering, the "Offer").**

We, **ZKW Group GmbH** hereby consent to the following:

1. inclusion of up to such number of Equity Shares of face value of ₹10 each aggregating up to ₹ 460.00 million ("**Offered Shares**") as part of the Offer for Sale, subject to the approval of the Securities and Exchange Board of India ("**SEBI**"), and of any other regulatory authority, and subject to the terms of the Offer, as mentioned in the draft red herring prospectus ("**DRHP**");
2. inclusion of our name and details of the Offered Shares as provided by us as a "Selling Shareholder" (set out in **Annexure A**), as required under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and applicable laws, in the 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**");

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 red herring prospectus until the Bid / Offer Closing Date.

We confirm that the above information is true and correct and we will communicate any changes in the above information in writing to the BRLMs until the Company files the red herring prospectus 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 filing of the red herring prospectus.

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This consent shall stand withdrawn and cancelled in event of the earlier of the offer agreement or the engagement letter in relation to the Offer is terminated in accordance with the terms of the offer agreement or the engagement letter, as the case may be. It is clarified that upon such cancellation, revocation and termination, this consent shall be null and void and have no further force or effect, except that the BRLMs can continue to rely upon this consent in connection with any defences available to them under applicable law, including, for documenting and conducting their due diligence in connection with the Offer and in any regulatory proceedings thereof. Notwithstanding the above, our obligation to intimate the Company/BRLMs of any changes in relation to the information mentioned in this consent shall cease as on the date of the withdrawal of this consent.

We hereby consent to the submission of this letter, as may be necessary to SEBI, the Registrar of Companies, Delhi and Haryana at New Delhi 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 letter 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.

All the terms capitalized but not defined herein, shall have the meaning ascribed to them in the DRHP.

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

Yours faithfully,



**Name:** Wonyong Hwang

**Place:**

**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**  
2<sup>nd</sup> Floor, Block D, the MIRA,  
Mathura Road, Ishwar Nagar,  
New Delhi 110 065,  
Delhi, India

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## Annexure A

Details of the Selling Shareholder

|   |   |
|---|---|
| <b>Name of the Selling Shareholder</b>    | ZKW Group GmbH  |
| <b>Address of the Selling Shareholder</b> | FN 88672 a, Rottenhauser Straße 8, A-3250, Wieselburg |
| <b>Permanent Account Number</b>           | AAACZ4191Q  |
| <b>Commercial Registration No.</b>        | 88672a  |
| <b>Telephone number</b>                   | +43 7416 505 0  |