

Rajesh Jain
4, 3rd Avenue Bandh Road, Chandanhola, Chattarpur, South Delhi, Delhi- 110074

CONSENT FROM PROMOTER SELLING SHAREHOLDER

Date:

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 Offer") and an offer for sale of up to Equity Shares, by ₹ 2,000.00 million, aggregating up to ₹ 6,000.00 million (the "Promoter Selling Shareholder") (the "Offer for Sale", and together with the Fresh Offer, the "Offer" and such Equity Shares, the "Offered Shares").

I, **Rajesh Jain**, a promoter of the Company, residing at 4, 3rd Avenue Bandh Road, Chandanhola Chhatarpur, Chandan Hoola, PO: Chandanhoola, Dist: South Delhi, Delhi- 110074, holder of passport number Z8064076 and PAN no. AAGPJ8169H, hereby consent to the following:

1. inclusion of Equity Shares aggregating up to ₹ 1,140.00 million held by me 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 sure 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 my name and details as provided by me as a "Promoter 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



Rajesh Jain
4, 3rd Avenue Bandh Road, Chandanhola, Chattarpur, South Delhi, Delhi- 110074

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 my 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.

I 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

I confirm that the above information/certification/declaration is true and correct. I 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

I 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.

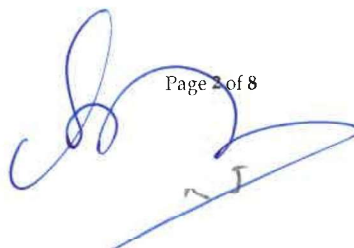
This letter may also be relied upon by the Company, BRLMs and the legal counsels. I hereby authorise the issue of these Offer Documents and consent to the submission of this letter as may be necessary to SEBI, the Registrar of Companies pursuant to Sections 26 and 32 of the Companies Act, 2013, and the 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.

I 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.

I 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.

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

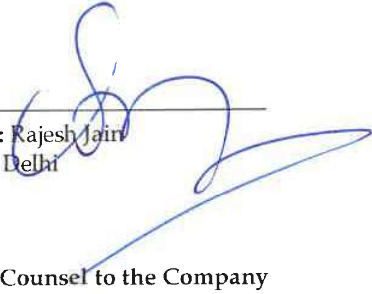
All the terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents, as the case may be.


Page 2 of 8

Rajesh Jain
4, 3rd Avenue Bandh Road, Chandanhola, Chattarpur, South Delhi, Delhi-110074

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

Yours faithfully,


Name: Rajesh Jain
Place: 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

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


Annexure 1

Build-up of the Equity Shares:

Date of allotment/ transfer	Number of fully paid-up Equity Shares	Face value (₹)	Issue/ transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition/ allotment / transfer	Cumulative number of Equity Share	Percent age of pre-Offer Equity Share capital (%)	Percent age of pre-Offer Equity Share capital fully diluted basis (%)*	Percent age of post-Offer Equity Share capital (%)
October 20, 1992	10	100	100.00	Cash	Initial subscription to the Memorandum of Association	10	Negligible	Negligible	[•]
November 18, 1997	14,990	100	100.00	Cash	Further issue	15,000	0.03%	0.02%	[•]
December 20, 2002	35,000	100	100.00	Cash	Further issue	50,000	0.06%	0.05%	[•]
March 6, 2003	45,000	100	100.00	Cash	Further issue	95,000	0.08%	0.07%	[•]
June 20, 2003	30,000	100	100.00	Cash	Further issue	125,000	0.05%	0.04%	[•]
September 3, 2003	19,000	100	100.00	Cash	Further issue	144,000	0.03%	0.03%	[•]
March 10, 2005	26,000	100	100.00	Cash	Further issue	170,000	0.04%	0.04%	[•]
December 14, 2007	487,500	100	100.00	Other than Cash	Further issue	657,500	0.83%	0.72%	[•]
February 29, 2008	162,500	100	Nil	N.A.	Transfer from Vaishali Jain	820,000	0.28%	0.24%	[•]

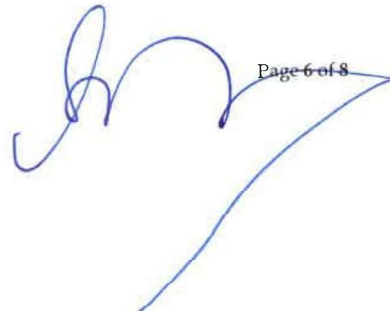


Date of allotment/transfer	Number of fully paid-up Equity Shares	Face value (₹)	Issue/transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition/ allotment / transfer	Cumulative number of Equity Share	Percent age of pre- Offer Equity Share capital (%)	Percent age of pre- Offer Equity Share capital fully diluted basis (%)*	Percent age of post- Offer Equity Share capital (%)
	11,548	100	Nil	N.A.	Transfer from Vaishali Jain	831,548	0.02%	0.02%	[●]
	27,000	100	Nil	N.A.	Transfer from Pramod Jain and Sons (HUF)	858,548	0.05%	0.04%	[●]
	10,994	100	Nil	N.A.	Transfer from Pramod Jain and Sons (HUF)	869,542	0.02%	0.02%	[●]
November 19, 2010	(76,532)	N.A.	N.A.	N.A.	Reduction of share capital consequent upon cancellation of equity shares upon demerger*	793,010	(0.13)%	(0.11)%	[●]
January 12, 2011	1	100	30,000.00	Cash	Further issue	793,011	Negligible	Negligible	[●]
September 28, 2011	1	100	30,000.00	Cash	Further issue	793,012	Negligible	Negligible	[●]
November 21, 2025	(10)	100	Nil	Gift	Gift to Vaishali Jain	793,002	Negligible	Negligible	[●]


 Page 5 of 8

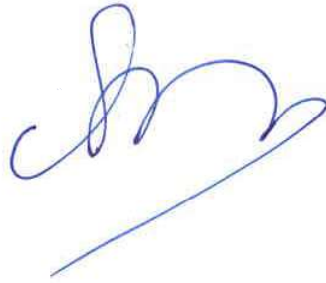
Date of allotment/transfer	Number of fully paid-up Equity Shares	Face value (₹)	Issue/transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition/ allotment / transfer	Cumulative number of Equity Share	Percentage of pre-Offer Equity Share capital (%)	Percentage of pre-Offer Equity Share capital fully diluted basis (%)*	Percentage of post-Offer Equity Share capital (%)
November 21, 2025	(10)	100	Nil	Gift	Gift to Pranav Jain	792,992	Negligible	Negligible	[•]
November 21, 2025	(10)	100	100	Cash	Transfer to Neokraft Global Private Limited	792,982	Negligible	Negligible	[•]
November 21, 2025	(10)	100	100	Cash	Transfer to Neo Metal and Electrical Industries Private Limited	792,972	Negligible	Negligible	[•]
Pursuant to resolution passed by our Board on December 18, 2025, and resolution passed at the extraordinary general meeting of Shareholders held on December 18, 2025, each equity share of face value of ₹ 100 each has been sub-divided into 10 Equity Shares of face value of ₹ 10 each. Accordingly, the shareholding of Rajesh Jain changed from 792,972 equity shares of face value ₹ 100 each to 7,929,720 Equity Shares of face value ₹ 10 each.									
December 23, 2025	31,718,880	10	N.A.	N.A.	Bonus issue as on record date i.e., December 19, 2025, in the ratio of 4 Equity Shares for every Equity Share held	39,648,600	53.77%	46.78%	[•]
Total	39,648,600					39,648,600	67.22%	58.47%	

* Assuming conversion of the outstanding 1,76,470 CCPS into 8,823,500 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC.


Page 6 of 8

Rajesh Jain
4, 3rd Avenue Bandh Road, Chandanholra, Chattarpur, South Delhi, Delhi- 110074

*** Pursuant to order dated November 19, 2010, passed by Hon'ble High Court of Delhi in the matter of scheme of arrangement between our Company and Neo Metal & Plastics Private Limited (now known as Neokraft Global Private Limited) (the "**Transferee Company**"), (a) the Transferee Company allotted 950,000 equity shares of ₹ 10 each aggregating to ₹ 9,500,000 to the then shareholder of our Company as on the appointed date i.e., October 1, 2007 except to the foreign collaborator i.e. ZKW Group GmbH and (b) our Company cancelled 95,000 equity shares of ₹ 100 each aggregating to ₹ 9,500,000 of the then shareholders of our Company in the proportion of their shareholding in our Company as on the appointed date i.e., October 1, 2007. Accordingly, 76,532 equity shares of ₹ 100 each of our Company held by Rajesh Jain was cancelled.*



Rajesh Jain
4, 3rd Avenue Bandh Road, Chandanhola, Chattarpur, South Delhi, Delhi- 110074

Annexure 2

Details of the Selling Shareholder

Name of Selling Shareholder	Rajesh Jain
Address of Selling Shareholder	4,3rd Avenue Bandh Road, Chandanhola Chhatarpur, Chandan Hola, PO: Chandanhoola, Dist: South Delhi, Delhi- 110074
Permanent Account Number	AAGPJ8169H
Passport Number	Z8064076
Telephone number	9810040404

