

# **Sandeep Kumar Agarwal**

Address: D-115A, Patel Nagar Second, Ghaziabad

Mobile no 9818772031; E-mail ID: [Sandeep.cs@ikiolighting.com](mailto:Sandeep.cs@ikiolighting.com)

Date : 29.09.2022

To,

The Board of Directors,  
Ikio Lighting Limited  
411, Arunachal Building 19  
Barakhamba Road, Connaught  
Place, Central Delhi,  
Delhi - 110001  
Delhi, India

Dear Sir,

Re: Proposed initial public offering of equity shares of face value of ₹ [●] each (the "Equity Shares" and such offering, the "Offer") of Ikio Lighting Limited (the "Company")

I, Sandeep Kumar Agarwal hereby give my consent to my name being included as key managerial personnel of the Company and any other information as provided by me and as required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended in the draft red herring prospectus ("DRHP") intended to be filed by the Company with the Securities and Exchange Board of India (the "SEBI") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges") and the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("RoC") and thereafter filed with the SEBI and the Stock Exchanges, as well as in other documents in relation to the Offer (the "Offer Documents").

I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLM in connection with the Offer.

I further confirm that the above information in relation to me is true, correct, accurate, complete and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

I confirm that I will immediately communicate any changes in writing in the above information to the Company, book running lead manager to the Offer ("BRLM") until the date when the Equity Shares that are allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, BRLM and the legal counsel to the Offer, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLM and the legal counsel to the Offer, in relation to the Offer.

I also 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 including through online means from date of the filing of the RHP until the Bid/Offer Closing Date.

## ***Sandeep Kumar Agarwal***

Address: D-115A, Patel Nagar Second, Ghaziabad

Mobile no 9818772031; E-mail ID: [Sandeep.cs@jkiolighting.com](mailto:Sandeep.cs@jkiolighting.com)

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All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,



Name: Sandeep Kumar Agarwal

Designation: Company Secretary & Compliance Office

Date : - 29/09/2022

CC:

**Motilal Oswal Investment Advisors Limited**  
Motilal Oswal Tower, Rahimtullah, Sayani Road,  
Opposite Parel S.T. Depot, Prabhadevi,  
Mumbai – 400025, Maharashtra

Along with any other book running lead managers which may be appointed.

**Legal Counsel to the Offer**

**M/s. Crawford Bayley & Co.**  
State Bank Buildings  
N.G. N. Vaidya Marg  
Fort, Mumbai 400 023  
Maharashtra, India

May 18, 2023

IKIO Lighting Limited  
411, Arunachal Building,  
19 Barakhamba Road,  
Connaught Place Delhi -110001  
India.

**Re: International Legal Counsel for Initial Public Offering**

Dear Ladies and Gentlemen:

In respect of the proposed initial public offering (the "Offer") of equity shares (the "Equity Shares") of IKIO Lighting Limited (the "Company"), Dentons US LLP hereby consents to our name being inserted as the International Legal Counsel in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus in respect of the Offer as filed with the Securities and Exchange Board of India, Register of Companies and such stock exchanges as the Company shall list its shares.

We also authorize you to deliver a copy of this letter of consent to any regulatory authority or stock exchange as required. This consent may be relied upon by the Book Running Lead Managers in respect of the Offer.

Yours sincerely,

Dentons US LLP



By: John Nelson Chrisman  
Partner

September 29, 2022

To,

**The Board of Directors,  
IKIO Lighting Limited**  
411, Arunachal Building 19  
Barakhamba Road, Connaught  
Place, New Delhi - 110 001, India

Dear Madam(s)/Sir(s),

**Re: Proposed initial public offering of equity shares of face value of ₹10 each (the "Equity Shares" and such offering, the "Offer") of IKIO Lighting Limited (the "Company")**

We, **Motilal Oswal Investment Advisors Limited**, do hereby consent to act as book running lead manager to the Offer and to our name and the details mentioned herein, being inserted as a book running lead manager to the Offer in the draft red herring prospectus ("DRHP") intended to be filed by the Company with the Securities and Exchange Board of India (the "SEBI") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges") and the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana at New Delhi ("RoC") and thereafter filed with the SEBI and the Stock Exchanges, as well as in other documents in relation to the Offer (the "Offer Documents").

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Offer Documents

Logo:



**Name:** Motilal Oswal Investment Advisors Limited

**Address:** 10th Floor, Motilal Oswal Tower, Rahimtullah, Sayani Road  
Opposite Parel S.T. Depot, Prabhadevi  
Mumbai-400025, Maharashtra, India

**Telephone Number:** +91 22 7193 4380

**E-mail:** [ikio.ipo@motilaloswal.com](mailto:ikio.ipo@motilaloswal.com)

**Website:** [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com)

**Contact Person:** Ritu Sharma / Kirti Kanoria

**Investor Grievance e-mail:** [moiapredressal@motilaloswalgroup.com](mailto:moiapredressal@motilaloswalgroup.com)

**SEBI Registration Number:** INM000011005

**CIN:** U67190MH2006PLC160583



We further confirm that the above information in relation to us is true, correct, accurate, complete and not misleading in any respect.

We confirm that we are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Banking) Regulations, 1992, as amended.

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We confirm that we will immediately communicate any changes in writing in the above information to the Company until the date when the Equity Shares that are allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, the legal counsel to the Offer, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company and the legal counsel to the Offer, in relation to the Offer.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of **Motilal Oswal Investment Advisors Limited**

  
  
Authorized signatory  
Name: Subodh Mallya  
Designation: Senior Group Vice President

CC: Legal Counsel to the Offer

**M/s. Crawford Bayley & Co.**  
State Bank Buildings  
N.G. N. Vaidya Marg  
Fort, Mumbai 400 023  
Maharashtra, India

भारतीय प्रतिभूति और विनियम बोर्ड

फॉर्म नं. 8

MERCHANT BANKER

# भारतीय प्रतिभूति और विनियम बोर्ड SECURITIES AND EXCHANGE BOARD OF INDIA

002834

(मर्चेंट बैंकर) विनियम, 1992  
(MERCHANT BANKERS) REGULATIONS, 1992

(धारा 8)  
Regulation 8)

## रजिस्ट्रीकरण प्रमाणपत्र CERTIFICATE OF REGISTRATION

I. मैं, इसके अधीन नाम, पर नियमों और विनियमों के साथ यहाँ भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) में  
II. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

**MOTILAL OSWAL INVESTMENT ADVISORS LIMITED**  
10<sup>TH</sup> FLOOR, MOTILAL OSWAL TOWER,  
RAHIMTULLAH SAYANI ROAD,  
PRADHADEVI, MUMBAI 400025  
MAHARASHTRA, INDIA.

के नियमों में धारा 8 के अधीन नाम हुए और विनियमों के अनुसार निम्नलिखित विवरणों को देने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant  
banker in Category 'A' - (A) - (i) - subject to conditions in the rules and in accordance with the regulations to carry out following activities :-

- 1. निम्नलिखित में से कोई भी कार्य निम्नलिखित प्रावधानों के अधीन करना, जिसमें से कोई भी प्रावधान लागू हो, इनमें से कोई भी प्रावधान लागू न हो, निम्नलिखित में से कोई भी प्रावधान लागू न हो, निम्नलिखित प्रावधानों के अधीन करना: Management of any issue, including preparation of prospectus, gathering information relating to the issue, underwriting financing structure, do up of investors, final allotment and return of excess application money.
- 2. निम्नलिखित प्रावधानों में निम्नलिखित कार्य: Management of any issue, including preparation of prospectus, gathering information relating to the issue, underwriting financing structure, do up of investors, final allotment and return of excess application money.
- 3. निम्नलिखित प्रावधानों में निम्नलिखित कार्य: Management of any issue, including preparation of prospectus, gathering information relating to the issue, underwriting financing structure, do up of investors, final allotment and return of excess application money.
- 4. निम्नलिखित प्रावधानों में निम्नलिखित कार्य: Management of any issue, including preparation of prospectus, gathering information relating to the issue, underwriting financing structure, do up of investors, final allotment and return of excess application money.
- 5. निम्नलिखित प्रावधानों में निम्नलिखित कार्य: Management of any issue, including preparation of prospectus, gathering information relating to the issue, underwriting financing structure, do up of investors, final allotment and return of excess application money.
- 6. निम्नलिखित प्रावधानों में निम्नलिखित कार्य: Management of any issue, including preparation of prospectus, gathering information relating to the issue, underwriting financing structure, do up of investors, final allotment and return of excess application money.

HM000011005

(कोई भी न हो उसे हटा दें) (Delete whichever are not applicable)

II. मर्चेंट बैंकर के लिए रजिस्ट्रीकरण कोड

II. Registration Code for the merchant banker is MB /

III. यह प्रमाणपत्र

This certificate of Registration shall be valid unless  
it is suspended or cancelled by the Board

~~III. This Certificate shall be valid from~~

जहाँ विनियमों और नियमों के अधीन नाम हुए और विनियमों के अनुसार निम्नलिखित विवरणों को देने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant  
banker in Category 'A' - (A) - (i) - subject to conditions in the rules and in accordance with the regulations to carry out following activities :-  
~~and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.~~



अनुमोदित द्वारा  
By order  
*Atul Agarwal*  
ATUL AGARWAL

Page No. MSB/014  
Date April 17, 2017

भारतीय प्रतिभूति और विनियम बोर्ड  
के लिए और उसके ओर से  
For and on behalf of  
Securities and Exchange Board of India

**Motilal Oswal Investment Advisors Limited**

Registered Office: Motilal Oswal Tower, 10th Floor

Rahimtullah Sayani Road, Opposite Parel S.T. Bus Depot  
Prabhadevi, Mumbai - 400 025

Tel: +91 22 7193 4380

CIN: U67190MH2006PLC160583

May 05, 2023

To,

**The Board of Directors,****IKIO Lighting Limited**

411, Arunachal Building 19

Barakhamba Road, Connaught

Place, New Delhi - 110 001, India

Dear Madam(s)/Sir(s),

**Re: Proposed initial public offering of equity shares of face value of ₹10 each (the "Equity Shares" and such offering, the "Offer") of IKIO Lighting Limited (the "Company")**

We refer to our consent letter dated September 29, 2022. In this regard, please note that the following details have been updated:

**MOTILAL OSWAL**Logo: **INVESTMENT BANKING****Contact Person: Ritu Sharma**

We request you to please take the same on record. We confirm that we will immediately communicate any changes in writing in the above information to the Company until the date when the Equity Shares that are allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, the legal counsel to the Offer, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company and the legal counsel to the Offer, in relation to the Offer. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of **Motilal Oswal Investment Advisors Limited****Authorized signatory****Name: Subodh Mallya****Designation: Senior Group Vice President****CC: Legal Counsel to the Offer****M/s. Crawford Bayley & Co.**

State Bank Buildings

N.G. N. Valdyia Marg, Fort, Mumbai 400 023, Maharashtra, India





**MOTILAL OSWAL**  
Investment Services

Motilal Oswal Financial Services Limited  
CIN : L67190MH2005PLC153397  
Queen's Mansion, 2nd Floor, 44,  
A. K. Naik Marg, Behind Khadi Gramodyog,  
Fort, Mumbai - 400 001.  
Tel.: +91 022 68273900

Date: May 15, 2023

To

**The Board of Directors**  
**IKIO Lighting Limited**  
411, Arunachal Building 19  
Barakhamba Road, Connaught  
Place, New Delhi - 110 001, India

Dear Madam(s) / Sir(s),

**Re: Proposed initial public offering of equity shares of face value of ₹10 each (the "Equity Shares" and such offering, the "Offer") of IKIO Lighting Limited (the "Company")**

We, **Motilal Oswal Financial Services Limited**, do hereby consent to act as a Syndicate Member to the Offer and to our name and the details mentioned herein being inserted as a Syndicate Member to the Offer in the red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") which the Company intends to file, with the Registrar of Companies, Delhi and Haryana, situated at New Delhi (the "RoC") the Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges"), as applicable and in any publicity matter, press release, presentation or any other documents in relation to the Offer.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

**Name:** Motilal Oswal Financial Services Limited  
**Address:** Motilal Oswal Tower, Rahimtullah, Sayani Road  
Opposite Parel ST Depot, Prabhadevi  
Mumbai 400 025, Maharashtra, India  
**Telephone Number:** +91 22 7193 4200 / +91 22 7193 4263  
**E-mail:** ipo@motilaloswal.com; santosh.patil@motilaloswal.com;  
**Website:** www.motilaloswalgroup.com  
**Contact Person:** Santosh Patil  
**SEBI Registration Number:** IN2000158836  
**CIN:** L67190MH2005PLC153397

We enclose a copy of our registration certificate regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any material respect.

We confirm that we will immediately communicate any changes in writing in the above information to the Company until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the legal counsel to the Offer, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.



We also 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 to the public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This consent letter is for information and for inclusion (in part or full) in Offer Documents or any other Offer-related material, and may be relied upon by the Company and the legal counsel to the Offer, in relation to the Offer.

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

Yours faithfully,

For and on behalf of **Motilal Oswal Financial Services Limited**




**Authorized signatory**

Name: Nayana Suvarna

Designation: Senior Group Vice President

Encl.: As above

CC:

**Legal Counsel to the Offer**

**M/s. Crawford Bayley & Co.**

State Bank Buildings

N.G. N. Vaidya Marg

Fort, Mumbai 400 023

Maharashtra, India

The Board of Directors,  
Ikllo Lighting Limited,  
411, Arunachal Building 19  
Barakhamba Road, Connaught  
Place, Central Delhi,  
Delhi - 110001  
Delhi, India

Kind Attention: [●]

Dear Sir/Madam,

**Re: Consent required by Ikllo Lighting Limited (the "Company") for the proposed initial public offering of equity shares of face value of ₹[●] each (the "Equity Shares" and such offering, the "Offer") by the "Company".**

We refer to the financial facilities availed by the Company from us pursuant to the terms of the Loan Documentation and as set out in Schedule A to this letter (the "Loans"), and to your letter dated [●] regarding the captioned matter (the "Request Letter"). All capitalized terms not defined herein shall have the same meaning as ascribed to such terms in the Request Letter.

We hereby confirm that, (i) all loans and facilities currently sanctioned by us in favour of the Company, and/or (ii) all outstanding borrowings of the Company from us, are governed by the abovementioned Loan Documentation.

We understand and acknowledge that the Company is considering capital raising, by way of initial public offering of its equity shares of face value of ₹[●] each ("Equity Shares" and such offering, the "Offer"), subject to receipt of necessary approvals, applicable law, consents, permissions and/ or sanctions which may be agreed to by the board of directors of the Company and subject to the consent of the shareholders of the Company which may comprise a fresh issue of Equity Shares by the Company ("Fresh Issue") and/or an offer for sale of Equity Shares by certain existing shareholders of the Company, including its promoters and/or members of promoter group. We are aware that the Offer may involve or may require the Company to undertake several steps in compliance with applicable laws and as considered appropriate by the Company.

We hereby convey our unconditional approval, consent and no objection to the Company undertaking and consummating the Offer, and to the Company doing all other acts and deeds, and executing all other documents, forms and instruments as may be required in connection therewith, including but not limited to, issuance of Equity Shares by the Company pursuant to the Offer, sale of Equity Shares by existing shareholder(s) including promoters and/or members of promoter group, undertaking new projects and expansion of business, changes to the capital structure and operating structure of the Company, changes in the memorandum of association and articles of association, shareholding pattern, and management of the Company, dilution of the current shareholding of the promoters and members of the promoter group of the Company, utilization of the proceeds of the Offer in a manner as may be determined by the Company, including but not limited to prepayment and/or repayment, working capital and capital expenditure or undertaking any other activities as may be required in relation to the Offer (together, the "Actions") as deemed appropriate by the Company.

Further, we hereby give our consent to our name being inserted as a banker/lender (as the case may be) to the Company, and to the disclosure of the terms and conditions of the abovementioned agreements in the draft red herring prospectus, red herring prospectus, and prospectus which will be filed with the Securities and Exchange Board of India, the Stock Exchanges, the Registrar of Companies, National Capital Territory of Delhi and Haryana and other regulatory authorities and as will be made available to prospective investors, and to do any acts, deeds and things, including the execution of any other documents, forms and instruments in connection therewith.

Further, we agree and confirm with respect to any future documentation *vis-à-vis* the sanction letter issued by the



Page 1 of 4

[www.hdfcbank.com](http://www.hdfcbank.com)

Bank, this approval shall be deemed to be approval vis-à-vis all the covenants captured / to be captured in the loan document, if any.

Further, with reference to the Loans, we confirm that:

1. The Loans constitute all the outstanding borrowings and sanctioned facilities that the Company has currently availed from us and the Loan Documentation governs all such credit facilities;
2. The accounts of the Company held with us are regular and satisfactorily performing and the Company has never defaulted in repayment of any loan taken from us or payment of interest thereon, and there has been no rollover or re-scheduling or restructuring or acceleration of such loans or other credit facilities or any event of default or acceleration under any Loan Documentation, except as mentioned below:  
*[Note: Lender to provide details, or state "NIL".]*
3. There is no pending litigation, dispute, notice, show-cause, attachment orders initiated or issued by us against the Company or against any of the directors or promoters of the Company till date, except as mentioned below:  
*[Note: Lender to provide details, or state "NIL".]*
4. We have not, until date, (a) issued any notices of default (including cross-default) or sought any prepayments, accelerations in repayment or lump sum payments or amounts towards penalty or fines in connection with the Loan Documentation; (b) or sought termination, suspension or cancellation of any loan or credit facilities availed by the Company, or (c) sought conversion of any borrowed amounts under the Loan Documentation into equity share capital of the Company, or (d) invoked any of our rights in relation to the security provided in relation to the borrowings till date; and there has been no rescheduling or restricting of any loans, except as mentioned below: *[Note: Lender to provide details, or state "NIL".]*
5. The Company has complied with and is not, nor has in the past been, in breach of any of the terms, conditions, representations, warranties and covenants in relation to the Loans (including those relating to maintenance of certain financial ratios) and we waive all rights that we may have in case of any past non-compliance by the Company under the documentation in relation to the loans or credit facilities availed by the Company from us.
6. There has been no moratorium pursuant to COVID-19 Schemes of RBI or otherwise;
7. We have not declared the Company, its promoters or directors as wilful defaulters or fraudulent borrower and there has been no CIBIL Suit filed against the Company, its promoters or directors

Our consent and approval given in this letter satisfies all requirements, with respect to the Loans and the Loan Documentation, to obtain our approval, consent and/or no objection for the Offer, including the Actions and matters related thereto as well as those required for any future loans and loan documentation and shall supersede all covenants and conditions that may be stipulated in the Loan Documentation including in relation to facilities availed by the Company from us as set out in **Schedule A**.

We also hereby waive any of our rights under any Loan Documentation that may be triggered as a result of any action or other step taken in connection with the Offer.

We represent that our execution, delivery and performance of this consent have been duly authorised by all necessary actions (corporate or otherwise).

We also authorize you to deliver a copy of this letter of consent to SEBI, the Stock Exchanges, the RoC, or any other legal/governmental/regulatory authority as may be required under any applicable laws or if requested for by any such legal/governmental/regulatory authority or by court order.

We confirm that this letter can be relied on by the book running lead managers and the legal advisors appointed in relation to the Offer.

This consent can be deemed to be in full force until the date of listing and commencement of trading of the Equity Shares on the relevant stock exchanges pursuant to the Offer. The contents of this consent can be disclosed in any document relating to, or prepared in connection with, the Offer, as may be required or appropriate in accordance with applicable laws.






We confirm that we will immediately inform the Company of any change to the above information until the Equity Shares commence trading on the relevant stock exchanges pursuant to the Offer. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares are listed and commence trading on the relevant stock exchanges pursuant to the Offer.

We agree to keep the information regarding the Offer, the contents of the Request Letter and this consent granted by us strictly confidential.

Kind regards,  
For and on behalf of HDFC BANK LIMITED

  
Authorized Signatory

Name: [●]  
Designation: [●]

  
Charan Singh  
RM

Schedule A

NO	PARTICULARS OF LOAN FACILITY (INCLUDING	SANCTIONED AMOUNT	OUTSTANDING AMOUNT AS ON [●]			RATE OF INTEREST / COMMISSION
			PRINCIPAL AMOUNT	INTERESTS AND	TOTAL	

NATURE AND DATE)			OTHER AMOUNTS			
<b>Secured</b>						
<i>Fund based facility</i>						
1.	Cash Credit	6,00,00,000	[•]	[•]	[•]	[•]
2.	[•]	[•]	[•]	[•]	[•]	[•]
	<b>Total</b>	[•]	[•]	[•]	[•]	[•]
<i>Non-fund based facility--- NOT APPLICABLE</i>						
1.	Letter of Credit (LC) (*)	[•]	[•]	[•]	[•]	[•]
2.	[•]	[•]	[•]	[•]	[•]	[•]
	<b>Total</b>	[•]	[•]	[•]	[•]	[•]
<b>Unsecured</b>						
<i>Fund based facility--- NOT APPLICABLE</i>						
1.	[•]	[•]	[•]	[•]	[•]	[•]
2.	[•]	[•]	[•]	[•]	[•]	[•]
	<b>Total</b>	[•]	[•]	[•]	[•]	[•]
<i>Non-fund based facility--- NOT APPLICABLE</i>						
1.	[•]	[•]	[•]	[•]	[•]	[•]
2.	[•]	[•]	[•]	[•]	[•]	[•]
	<b>Total</b>	[•]	[•]	[•]	[•]	[•]

(\*) Fungible



Date: [22.09.2022]

To,

The Board of Directors,  
Ikio Lighting Limited,  
411, Arunachal Building 19  
Barakhamba Road, Connaught  
Place, Central Delhi,  
Delhi - 110001  
Delhi, India

Kind Attention: [Mr. Hardeep Singh, Director of the company]

Dear Sir/Madam,

**Re: Consent required by Ikio Lighting Limited (the "Company") for the proposed initial public offering of equity shares (the "Equity Shares" and such offering, the "Offer") by the "Company".**

We refer to the financial facilities availed by the Company from us pursuant to the terms of the Loan Documentation and as set out in Schedule A to this letter (the "Loans"), and to your letter dated [22.09.2022] regarding the captioned matter (the "Request Letter"). All capitalized terms not defined herein shall have the same meaning as ascribed to such terms in the Request Letter.

We hereby confirm that, (i) all loans and facilities currently sanctioned by us in favour of the Company, and/or (ii) all outstanding borrowings of the Company from us, are governed by the abovementioned Loan Documentation.

We understand and acknowledge that the Company is considering capital raising, by way of initial public offering of its equity shares ("Equity Shares" and such offering, the "Offer"), subject to receipt of necessary approvals, applicable law, consents, permissions and / or sanctions which may be agreed to by the board of directors of the Company and subject to the consent of the shareholders of the Company which may comprise a fresh issue of Equity Shares by the Company ("Fresh Issue") and/or an offer for sale of Equity Shares by certain existing shareholders of the Company, including its promoters and/or members of promoter group. We are aware that the Offer may involve or may require the Company to undertake several steps in compliance with applicable laws and as considered appropriate by the Company.

We hereby convey our unconditional approval, consent and no objection to the Company undertaking and consummating the Offer, and to the Company doing all other acts and deeds, and executing all other documents, forms and instruments as may be required in connection therewith, including but not limited to, issuance of Equity Shares by the Company pursuant to the Offer, sale of Equity Shares by existing shareholder(s) including promoters and/or members of promoter group, undertaking new projects and expansion of business, changes to the capital structure and operating structure of the Company, changes in the memorandum of association and articles of association, shareholding pattern, and management of the Company, dilution of the current shareholding of the promoters and members of the promoter group of the Company, utilization of the proceeds of the Offer in a manner as may be determined by the Company, including but not limited to prepayment and/or repayment, working capital and capital expenditure or undertaking any other activities as may be required in relation to the Offer (together, the "Actions") as deemed appropriate by the Company.

Further, we hereby give our consent to our name being inserted as a banker/lender (as the case may be) to the Company, and to the disclosure of the terms and conditions of the abovementioned agreements in the draft red herring prospectus, red herring prospectus, and prospectus which will be filed with the Securities and Exchange Board of India, the Stock Exchanges, the Registrar of Companies, National Capital Territory of Delhi and Haryana and other regulatory authorities and as will be made available to prospective investors, and to do any acts, deeds and things, including the execution of any other documents, forms and instruments in connection therewith.



**Hyatt Regency Office:** IndusInd Bank Limited, New Tower, Hyatt Regency Complex Block A,  
District Centre, Bhikaji Cama Place, R.K. Puram, New Delhi - 110066 Tel: (011) 42505200

**Registered Office:** 2401 Gen. Thimmayya Road, Pune 411 001, India  
Tel.: (020) 6901 9000 Visit us at [www.indusind.com](http://www.indusind.com)  
CIN: L65191PN1994PLC076333



Further, we agree and confirm with respect to any future documentation *vis-à-vis* the sanction letter issued by the Bank, this approval shall be deemed to be approval *vis-à-vis* all the covenants captured / to be captured in the loan document, if any.

Further, with reference to the Loans, we confirm that:

1. The Loans constitute all the outstanding borrowings and sanctioned facilities that the Company has currently availed from us and the Loan Documentation governs all such credit facilities;
2. The accounts of the Company held with us are regular and satisfactorily performing and the Company has never defaulted in repayment of any loan taken from us or payment of interest thereon, and there has been no rollover or re-scheduling or restructuring or acceleration of such loans or other credit facilities or any event of default or acceleration under any Loan Documentation, except as mentioned below:  
[ "NIL" ];
3. There is no pending litigation, dispute, notice, show-cause, attachment orders initiated or issued by us against the Company or against any of the directors or promoters of the Company till date, except as mentioned below:  
[ "NIL" ]
4. We have not, until date, (a) issued any notices of default (including cross-default) or sought any prepayments, accelerations in repayment or lump sum payments or amounts towards penalty or fines in connection with the Loan Documentation; (b) or sought termination, suspension or cancellation of any loan or credit facilities availed by the Company, or (c) sought conversion of any borrowed amounts under the Loan Documentation into equity share capital of the Company, or (d) invoked any of our rights in relation to the security provided in relation to the borrowings till date; and there has been no rescheduling or restricting of any loans, except as mentioned below: [ "NIL" ]
5. The Company has complied with and is not, nor has in the past been, in breach of any of the terms, conditions, representations, warranties and covenants in relation to the Loans (including those relating to maintenance of certain financial ratios).
6. There has been no moratorium pursuant to COVID-19 Schemes of RBI or otherwise;
7. We have not declared the Company, its promoters or directors as willful defaulters or fraudulent borrower and there has been no CIBIL Suit filed against the Company, its promoters or directors

Our consent and approval given in this letter satisfies all requirements, with respect to the Loans and the Loan Documentation, to obtain our approval, consent and/or no objection for the Offer, including the Actions and matters related thereto as well as those required for any future loans and loan documentation, to the extent required for undertaking the Offer

We represent that our execution, delivery and performance of this consent have been duly authorised by all necessary actions (corporate or otherwise).

We also authorize you to deliver a copy of this letter of consent to SEBI, the Stock Exchanges, the RoC, or any other legal/governmental/regulatory authority as may be required under any applicable laws or if requested for by any such legal/governmental/regulatory authority or by court order.

We confirm that this letter can be relied on by the book running lead managers and the legal advisors appointed in relation to the Offer.

This consent can be deemed to be in full force until the date of listing and commencement of trading of the Equity Shares on the relevant stock exchanges pursuant to the Offer. The contents of this consent can be disclosed in any document relating to, or prepared in connection with, the Offer, as may be required or appropriate in accordance with applicable laws.

We confirm that we will immediately inform the Company of any change to the above information until the Equity

Shares commence trading on the relevant stock exchanges pursuant to the Offer. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares are listed and commence trading on the relevant stock exchanges pursuant to the Offer.

We agree to keep the information regarding the Offer, the contents of the Request Letter and this consent granted by us strictly confidential.

This Consent Letter is restricted to the Offer by the Company and shall be without prejudice to our rights, securities provided in our favour, remedies, title and interest under the loan and security documents executed in respect of the credit facilities availed by the Company from us, except to the extent required for undertaking the Offer.

Kind regards,  
For and on behalf of IndusInd Bank Limited

  
Authorized Signatory

Name: [Amit Malhotra]  
Designation: [Regional Head]

Schedule A

NO	PARTICULARS OF LOAN FACILITY (INCLUDING NATURE AND DATE)	SANCTIONED AMOUNT	OUTSTANDING AMOUNT AS ON [●]			RATE OF INTEREST / COMMISSION
			PRINCIPAL AMOUNT	INTERESTS AND OTHER AMOUNTS	TOTAL	
<b>Secured</b>						
<i>Fund based facility</i>						
1.	Cash Credit	9,65,00,000	NIL	NIL	NIL	NIL
2.	WCTL- MIBOR Linked	1,26,00,000	NIL	NIL	NIL	NIL
3.	IRS	5,04,000				
	<b>Total</b>	<b>10,96,04,000</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<i>Non-fund based facility- --- NOT APPLICABLE</i>						
1.	[●]	NIL	NIL	NIL	NIL	NIL
2.	[●]	NIL	NIL	NIL	NIL	NIL
	<b>Total</b>	<b>[●]</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Unsecured</b>						
<i>Fund based facility- --- NOT APPLICABLE</i>						
1.	[●]	NIL	NIL	NIL	NIL	NIL
2.	[●]	NIL	NIL	NIL	NIL	NIL
	<b>Total</b>		<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<i>Non-fund based facility- --- NOT APPLICABLE</i>						
1.	[●]	NIL	NIL	NIL	NIL	NIL
2.	[●]	NIL	NIL	NIL	NIL	NIL
	<b>Total</b>	<b>[●]</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



**(A) CONSENT LETTER FROM THE ESCROW COLLECTION BANKS/REFUND BANKS / PUBLIC OFFER BANK**

To,

**The Board of Directors,**  
**Ikio Lighting Limited**  
411, Arunachal Building 19  
Barakhamba Road, Connaught  
Place, Central Delhi,  
Delhi - 110001, India

Dear Sir,

**Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares" and such offering, the "Offer") of Ikio Lighting Limited (the "Company")**

We, HDFC Bank Limited, do hereby consent to act as the Escrow Collection Bank / Refund Bank/Public Offer Bank and to the inclusion of our name and details mentioned herein being inserted as an Refund Bank/Public Offer Bank in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), as well as in other documents in relation to the Offer (the "Offer Documents").

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLM in connection with the Offer. The following details with respect to us may be disclosed in the Offer Documents:

Name	HDFC Bank Limited
Address	HDFC Bank Limited, FIG- OPS Department- Lodha, I Think Techno Campus O-3 Level, Next to Kanjurmarg, Railway Station, Kanjurmarg (East) Mumbai- 400042
Telephone No	022-30752927/28/2914
Fax No	022-25799801
Email ID	Siddharth.Jadhav@hdfcbank.com, eric.bacha@hdfcbank.com, vikas.rahate@hdfcbank.com, tushar.gavankar@hdfcbank.com
Website	www.hdfcbank.com
Contact Person	Siddharth Jadhav, Eric Bacha, Vikas Rahate, Tushar Gavankar
SEBI Cert Registration No	INBI00000063
CIN No	L65920MH1994PLC080618

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We have also not been debarred from functioning by any regulatory authority.

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[www.hdfcbank.com](http://www.hdfcbank.com)

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Regd. Office: HDFC Bank Ltd., HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.

Corporate Identity No.: L65920MH1994PLC080618



We further confirm that the above information in relation to us is true, correct, accurate, complete and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We confirm that we will immediately communicate any changes in writing in the above information to the Company, book running lead manager to the Offer ("BRLM") until the date when the Equity Shares that are allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, BRLM and the legal counsel to the Offer can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

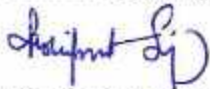
This consent letter, including any annexures, hereto is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLM and the legal counsel to the Offer and the BRLM in relation to the Offer.

We also 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 including through online means from date of the filing of the RHP until the Bid/Offer Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of **HDFC Bank Limited**



**Authorized signatory**

Name: Rishipreet Singh Bhatia

Date:

CC:



**Motilal Oswal Investment Advisors Limited**  
Motilal Oswal Tower, Rahimtullah, Sayani Road,  
Opposite Parel S.T. Depot, Prabhadevi,  
Mumbai - 400025, Maharashtra

Along with any other book running lead managers which may be appointed.

**Legal Counsel to the Offer**

**M/s. Crawford Bayley & Co.**  
State Bank Buildings  
N.G. N. Vaidya Marg  
Fort, Mumbai 400 023  
Maharashtra, India

**Annexure A**

1. Registration Number:	INBI00000063
2. Date of registration / Renewal of registration:	January 31, 2013
3. Date of expiry of registration:	Permanent Registration.
4. If applied for renewal, date of application:	Not Applicable
5. Any communication from SEBI prohibiting HDFC Bank Ltd	Not Applicable
6. Any enquiry/investigation being conducted by SEBI:	Not Applicable
7. Details of any penalty imposed	Not Applicable
8. Period up to which registration/renewal fees have been paid	Permanent Registration.





**CONSENT LETTER FROM THE SPONSOR BANK**

To,

**The Board of Directors,**  
**Ikio Lighting Limited**  
411, Arunachal Building 19  
Barakhamba Road, Connaught  
Place, Central Delhi,  
Delhi - 110001  
Delhi, India

Dear Sir,

**Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares" and such offering, the "Offer") of IKIO Lighting Limited (the "Company")**

We, HDFC Bank Limited, do hereby consent to act as the Sponsor Bank and to our name and details mentioned herein being inserted as Sponsor Bank and Banker to the Offer in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), as well as in other documents in relation to the Offer (the "Offer Documents").

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLM in connection with the Offer. The following details with respect to us may be disclosed in the Offer Documents:

Name	HDFC Bank Limited
Address	HDFC Bank Limited, FIG- OPS Department- Lodha, I Think Techno Campus O-3 Level, Next to Kanjurmarg, Railway Station, Kanjurmarg (East) Mumbai-400042
Telephone No	022-30752927/28/2914
Fax No	022-25799801
Email ID	Siddharth.Jadhav@hdfcbank.com, eric.bacha@hdfcbank.com, vikas.rahate@hdfcbank.com, tushar.gavankar@hdfcbank.com
Website	www.hdfcbank.com
Contact Person	Siddharth Jadhav, Eric Bacha, Vikas Rahate, Tushar Gavankar
SEBI Cert Registration No	INBI00000063
CIN No	L65920MH1994PLC080618

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

[www.hdfcbank.com](http://www.hdfcbank.com)

Regd. Office: HDFC Bank Ltd., HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013

Corporate Identity No.: L65920MH1994PLC080618



We further confirm that the above information in relation to us is true, correct, accurate, complete and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We confirm that we will immediately communicate any changes in writing in the above information to the Company, book running lead manager to the Offer ("BRLM") until the date when the Equity Shares that are allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, BRLM and the legal counsel to the Offer, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLM and the legal counsel to the Offer and the BRLM in relation to the Offer.

We also 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 including through online means from date of the filing of the RHP until the Bid/Offer Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of **HDFC Bank Ltd**



**Authorized signatory**

Name: Rishipreet Singh Bhatia

Date: ,



CC:

**MotilalOswal Investment Advisors Limited**

MotilalOswal Tower, Rahimtullah, Sayani Road,  
Opposite Parel S.T. Depot, Prabhadevi,  
Mumbai – 400025, Maharashtra

Along with any other book running lead managers which may be appointed.

**Legal Counsel to the Offer**

**M/s. Crawford Bayley & Co.**

State Bank Buildings  
N.G. N. Vaidya Marg  
Fort, Mumbai 400 023  
Maharashtra, India

**Annexure A***[On the letterhead of the Sponsor Bank]*

1. Registration Number:	INBI00000063
2. Date of registration / Renewal of registration:	January 31, 2013
3. Date of expiry of registration:	Permanent Registration.
4. If applied for renewal, date of application:	Not Applicable
5. Any communication from SEBI prohibiting HDFC Bank Ltd	Not Applicable
6. Any enquiry/investigation being conducted by SEBI:	Not Applicable
7. Details of any penalty imposed	Not Applicable
8. Period up to which registration/renewal fees have been paid	Permanent Registration.





**CONSENT LETTER FROM THE SPONSOR BANK**

To,

**The Board of Directors,  
Ikio Lighting Limited  
411, Arunachal Building 19  
Barakhamba Road, Connaught  
Place, Central Delhi,  
Delhi - 110001  
Delhi, India**

Dear Sir,

**Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares" and such offering, the "Offer") of Ikio Lighting Limited(the "Company")**

We, Axis Bank Limited, do hereby consent to act as the Sponsor Bank and to our name and details mentioned herein being inserted as Sponsor Bank and Banker to the Offer in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges"), as well as in other documents in relation to the Offer (the "Offer Documents").

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLM in connection with the Offer. The following details with respect to us may be disclosed in the Offer Documents:

**Name: Axis Bank Limited  
Address: B21-B22, Sector - 16 Noida , U.P., 201301  
Telephone Number: 9582800221  
Email: noida.branchhead@axisbank.com  
Website: www.axisbank.com  
SEBI Registration Number: INB100000017  
Contact Person: Mr. Somnath Sharma  
Mobile no - 9582800221**

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (Annexure A). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We further confirm that the above information in relation to us is true, correct, accurate, complete and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We confirm that we will immediately communicate any changes in writing in the above information to the Company, book running lead manager to the Offer ("BRLM") until the date when the Equity Shares that are allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, BRLM and the legal counsel to the Offer, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.



This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLM and the legal counsel to the Offer and the BRLM in relation to the Offer.

We also 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 including through online means from date of the filing of the RHP until the Bid/ Offer Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of Axis Bank Limited

Authorized signatory  
Name: Somnath Sharma  
Date: 03.4.2023

For AXIS BANK LTD  
SOMNATH SHARMA  
DVP & Branch Head  
Emp. No. 4819, SS No. 2481  
Sector-16, Noida-201301

CC:

**MotilalOswal Investment Advisors Limited**  
MotilalOswal Tower, Rahimtullah, Sayani Road,  
Opposite Parel S.T. Depot, Prabhadevi,  
Mumbai – 400025, Maharashtra

Along with any other book running lead managers which may be appointed.

**Legal Counsel to the Offer**

**M/s. Crawford Bayley & Co.**  
State Bank Buildings  
N.G. N. Vaidya Marg  
Fort, Mumbai 400 023  
Maharashtra, India

**Annexure A**

1. Registration Number:	INBI00000017
2. Date of registration / Renewal of registration:	16 <sup>th</sup> November 2018
3. Date of expiry of registration:	Permanent Registration
4. If applied for renewal, date of application:	NA
5. Any communication from SEBI prohibiting Axis Bank Limited	NA
6. Any enquiry/investigation being conducted by SEBI:	NA
7. Details of any penalty imposed	NA
8. Period up to which registration/renewal fees have been paid	15 <sup>th</sup> November 2024

Date: 06/06/2022

To,

The Board of Directors,  
Ikio Lighting Limited  
411, Arunachal Building 19  
Barakhamba Road, Connaught  
Place, Central Delhi,  
Delhi - 110001  
Delhi, India

Dear Sir,

**Re: Proposed initial public offering of equity shares of face value of ₹10 each (the "Equity Shares" and such offering, the "Offer") of Ikio Lighting Limited (the "Company")**

We, KFin Technologies Limited, consent to our name and the details mentioned herein being inserted as a Registrar to the Offer in the draft red herring prospectus ("DRHP") intended to be filed by the Company with the Securities and Exchange Board of India (the "SEBI") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges") and the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("RoC") and thereafter filed with the SEBI and the Stock Exchanges, as well as in other documents in relation to the Offer (the "Offer Documents").

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLM in connection with the Offer. The following details with respect to us may be disclosed in the Offer Documents.

Name : KFin Technologies Limited  
Logo :   
Address : Selenium, Tower B, Plot No-31 and 32, Gachibowli, Financial District,  
Nanakramguda, Serilingampally, Hyderabad 500 032, Telangana  
Telephone Number : +91 40 6716 2222 / 1800 309 4001  
Website : www.kfintech.com  
E-mail : ikiolighting.ipo@kfintech.com  
Investor Grievance Email : einward.ris@kfintech.com  
Contact Person : M Murli Krishna  
SEBI Registration No. : INR000000221  
CIN : U72400TG2017PLC117649

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (Annexure A). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI or any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.





We further confirm that the above information in relation to us is true, correct, accurate, complete and not misleading in any material respect and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that we will immediately communicate any changes in writing in the above information to the Company, book running lead manager to the Offer ("BRLM") until the date when the Equity Shares that are allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, BRLM and the legal counsel to the Offer, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLM and the legal counsel to the Offer, in relation to the Offer.

We also 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 including through online means from date of the filing of the RHP until the Bid/Offer Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of **KFin Technologies Limited**  
(formerly known as KFin Technologies Private Limited)



**Authorized signatory**

Name: Ketan H Shroff

Designation: Assistant Vice President

Encl.: As above

CC:

**Motilal Oswal Investment Advisors Limited**  
Motilal Oswal Tower, Rahimtullah, Sayani Road,  
Opposite Parel S.T. Depot, Prabhadevi,  
Mumbai – 400025, Maharashtra

(Motilal Oswal Investment Advisors Limited along with any other book running lead managers which may be appointed in connection with the Offer, the "BRLM".)

**Legal Counsel to the Offer**

**M/s. Crawford Bayley & Co.**  
State Bank Buildings  
N.G. N. Vaidya Marg  
Fort, Mumbai 400 023  
Maharashtra, India

**KFin Technologies Limited**

(Formerly known as KFin Technologies Private Limited)

**Registered & Corporate Office:**

Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda,  
Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

CIN: U72400TG2017PLC117649



**Annexure A**

Date: 06/06/2022

**Re: Proposed initial public offering of equity shares of face value of ₹10 each (the "Equity Shares" and such offering, the "Offer") of Ikio Lighting Limited (the "Company")**


We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Registrar to the Offer are true, correct, accurate, complete and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision:

1. Registration Number:	INR000000221
2. Date of registration / Renewal of registration:	24th December 2019
3. Date of expiry of registration:	Not Applicable (Permanent Registration)
4. If applied for renewal, date of application:	Not Applicable
5. Any communication from SEBI prohibiting from acting as registrars to the Offer:	NIL
6. Any enquiry/investigation being conducted by SEBI:	NIL
7. Details of any penalty imposed by SEBI	NIL
8. Period up to which registration/ renewal fees has been paid	11th July, 2024

Yours faithfully,

**For and on behalf of KFin Technologies Limited**  
(formerly known as KFin Technologies Private Limited)**Authorized signatory**  
Name: Ketan H Shroff  
Designation: Assistant Vice President

**Certificate of Registration**

<p>निर्गम रजिस्ट्रार और शेयर अंतरण अधिकर्ता</p>	<p>FORM B</p>	<p>REGISTRARS TO AN ISSUE AND SHARE TRANSFER AGENTS</p>
<p><b>भारतीय प्रतिभूति और विनियम बोर्ड</b></p> <p><b>SECURITIES AND EXCHANGE BOARD OF INDIA</b></p> <p>[निर्गम-रजिस्ट्रार और शेयर अंतरण अधिकर्ता] विनियम, 1993 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (Form B) (Regulation 4)</p>		
<p>001499</p> <p><b>रजिस्ट्रीकरण का प्रमाणपत्र</b> <b>CERTIFICATE OF REGISTRATION</b></p>		
<p>I. बोर्ड, भारतीय प्रतिभूति और विनियम विनियम, 1992 के अधीन बनाये गए विधियों और विनियमों के तहत उचित उक्त अधिनियम की धारा 12 की उपधारा (1) द्वारा इतने शक्तियों का प्रयोग करते हुए प्रमाण-1 में निर्गम-रजिस्ट्रार और शेयर अंतरण अधिकर्ता/अवकाश में निर्गम-रजिस्ट्रार/अंतरण अधिकर्ता के रूप में</p> <p>I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992 read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to</p>		
<p><b>KFIN TECHNOLOGIES PRIVATE LIMITED (formerly known as KARYV FINTECH PRIVATE LIMITED) FINANCIAL DISTRICT, NANAKRAMGUDA SERILINGAMPALLY, TELANGANA HYDERABAD-500032</b></p>		
<p>की विधियों की शर्तों के अधीन रहते हुए और विनियमों के अनुसार क्रियाकलाप करते के लिए, जैसे उक्त विनियमित है, इसके द्वारा रजिस्ट्रीकरण का प्रमाणपत्र देता है।</p> <p>as registrars to an issue and share transfer agent in Category 'I' / registrar to an issue / share transfer agent* in Category 'II', subject to the conditions in the rules and in accordance with the regulations to carry out the activities as specified therein.</p>		
<p>II. निर्गम-रजिस्ट्रार और शेयर अंतरण अधिकर्ता का रजिस्ट्रीकरण कोड</p> <p>II. Registration Code for the registrar to an issue and share transfer agent is <b>INR00000221</b></p>		
<p><b>This Certificate of registration shall be valid for permanent, unless suspended or cancelled by the Board</b></p>		
<p>III. जब तक नवीकृत न किया जाए रजिस्ट्रीकरण प्रमाणपत्र सक्रिय विधिवत है।</p> <p>III. Unless renewed, the certificate of registration is valid from</p>		
<p>स्थान Place</p> <p><b>Mumbai</b></p>		<p>अपेक्ष से <b>भारतीय प्रतिभूति और विनियम बोर्ड</b> के लिए और उसके ओर से By order For and on behalf of <b>Securities and Exchange Board of India</b></p> <p><i>Anupma Chadha</i> <b>ANUPMA CHADHA</b> अधिकृत हस्ताक्षरकर्ता / Authorized Signatory</p>
<p>तारीख Date</p> <p><b>December 24, 2019</b></p>		
<p>*को हटाने न हो उसे काटें। *Delete whichever is not applicable</p>		

*Khos* 

## CONSENT LETTER FROM THE SHARE ESCROW AGENT TO THE OFFER

Date: May 03, 2023

To,

The Board of Directors,  
Ikio Lighting Limited  
411, Arunachal Building 19  
Barakhamba Road, Connaught  
Place, Central Delhi,  
Delhi - 110001  
Delhi, India

Dear Sir,

**Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares" and such offering, the "Offer") of Ikio Lighting Limited (the "Company")**

We, Kfin Technologies Limited, consent to our name and the details mentioned herein being inserted as a **Share Escrow Agent** to the Offer in the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("RoC") and thereafter filed with the SEBI and the Stock Exchanges, as well as in other documents in relation to the Offer (the "Offer Documents").

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLM in connection with the Offer. The following details with respect to us may be disclosed in the Offer Documents.

Name: KFin Technologies Limited

Logo: 

Address: Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana, India.

Telephone Number: +91 40 6716 2222/1800309401

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

E-mail: [kiolighting.ipo@kfintech.com](mailto:kiolighting.ipo@kfintech.com)

Investor Grievance Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

Contact Person: M.Murali Krishna

SEBI Registration No.: INR000000221

CIN: L72400TG2017PLC117649

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI or any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We further confirm that the above information in relation to us is true, correct, accurate, complete and not misleading in any material respect and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

**KFin Technologies Limited** 

(Formerly known as KFin Technologies Private Limited)

**Registered & Corporate Office:**

Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda,  
Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

CIN: L72400TG2017PLC117649



We confirm that we will immediately communicate any changes in writing in the above information to the Company, book running lead manager to the Offer ("BRLM") until the date when the Equity Shares that are allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, BRLM and the legal counsel to the Offer, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLM and the legal counsel to the Offer, in relation to the Offer.

We also 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 including through online means from date of the filing of the RHP until the Bid/Offer Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of Kfin Technologies Limited



**Authorized signatory**

Name: M.Murali Krishna

Encl: As above

CC:

**Motilal Oswal Investment Advisors Limited**

Motilal Oswal Tower, Rahimtullah, Sayani Road,  
Opposite Parel S.T. Depot, Prabhadevi,  
Mumbai – 400025, Maharashtra

(Motilal Oswal Investment Advisors Limited along with any other book running lead managers which may be appointed in connection with the Offer, the "BRLM".)

**Legal Counsel to the Offer**

**M/s. Crawford Bayley & Co.**

State Bank Buildings  
N.G. N. Vaidya Marg  
Fort, Mumbai 400 023  
Maharashtra, India

**Annexure A**

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Registrar to the Offer are true, correct, accurate, complete and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision:

1. Registration Number:	IN000000221
2. Date of registration / Renewal of registration:	April 01, 2022
3. Date of expiry of registration:	Not Applicable
4. If applied for renewal, date of application:	Not Applicable
5. Any communication from SEBI prohibiting Kfin Technologies Limited from acting as registrars to the Offer:	Not Applicable
6. Any enquiry/investigation being conducted by SEBI:	Not Applicable
7. Details of any penalty imposed by SEBI	Not Applicable
8. Period up to which registration/ renewal fees has been paid	Not Applicable

**KFin Technologies Limited** 

(Formerly known as KFin Technologies Private Limited)

**Registered & Corporate Office:**Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda,  
Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

CIN: L72400TG2017PLC117649

**Annexure B**

निर्गम रजिस्ट्रार और शेयर अंतरण अभिकर्ता	SFC 2 FORM B	REGISTRARS TO AN ISSUE AND SHARE TRANSFER AGENTS
<b>भारतीय प्रतिभूति और विनियम बोर्ड</b> <b>SECURITIES AND EXCHANGE BOARD OF INDIA</b> [निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता] विनियम, 1993 (Registrars to an issue and Share transfer agents) Regulations, 1993 (विभाग 8) (Regulation 8)		
<b>00 14 30</b> <b>रजिस्ट्रीकरण का प्रमाणपत्र</b> <b>CERTIFICATE OF REGISTRATION</b>		
<p>I. बोर्ड, भारतीय प्रतिभूति और विनियम अधिनियम, 1992 के अधीन बताने गए नियमों और विनियमों के प्राव्य पठित उस अधिनियम की धारा 12 की उपधारा (1) द्वारा प्रारंभ शक्तियों का प्रयोग करते हुए प्रवर्ग-I में निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता/प्रवर्ग-II में निर्गम-रजिस्ट्रार/शेयर अंतरण अभिकर्ता के रूप में</p> <p>I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992 read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to</p>		
<b>KFIN TECHNOLOGIES LIMITED</b> <b>Selenium, Tower B, Plot No. 31 and 32</b> <b>Financial District, Nanakramguda, Serilingampally</b> <b>Hyderabad- 500032</b> <b>Telangana, India</b>		
<p>को नियमों की शर्तों के अधीन रहते हुए और विनियमों के अनुसार निष्पादन करने के लिए, जैसे उसमें विनिर्दिष्ट है, इसके द्वारा रजिस्ट्रीकरण का प्रमाणपत्र देता है।</p> <p>as registrars to an issue and share transfer agent in Category I/registrars to an issue/share transfer agent in Category II, subject to the conditions in the rules and in accordance with the regulations to carry out the activities as specified therein.</p>		
<p>II. निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता का रजिस्ट्रीकरण कोड</p> <p>II. Registration Code for the registrar to an issue and share transfer agent is</p> <p style="text-align: center;"><b>This Certificate of registration shall be valid for permanent, unless suspended or canceled by the Board</b></p>		
<p>III. जब तक नवीकृत न किया जाए रजिस्ट्रीकरण प्रमाणपत्र एक विनियम है।</p> <p>III. Unless renewed, the certificate of registration is valid from</p>		
	जारीत से <b>भारतीय प्रतिभूति और विनियम बोर्ड</b> के लिए और उसकी ओर से By order For and on behalf of <b>Securities and Exchange Board of India</b>	
स्थान Place <b>Mumbai</b> तिथि Date <b>April 1, 2022</b> <small>*को हटाएं न ही उसे हटाएं। *Delete whichever is not applicable</small>	 <b>Dinesh Joshi</b> प्राधिकृत हस्ताक्षरकर्ता / Authorized Signatory	



# CRAWFORD BAYLEY & CO.

(Registered)

Advocates & Solicitors

State Bank Building

N.G.N. Vaidya Marg

Mumbai - 400 023

Direct dial : + 91 22 2266 3353

Direct fax: + 91 22 2266 3978

Email: [sanjay.asher@crawfordbayley.com](mailto:sanjay.asher@crawfordbayley.com)

Telephone : + 91 22 2266 3713, 2266 0699, 2266 0910, 2266 0488, 2266 5443

Facsimile : + 91 22 2266 3978, 2266 0955, 2266 0986

HCA/SKANK

September 27, 2022

The Board of Directors  
IKIO Lighting Limited  
411, Arunachal Building,  
19 Barakhamba Road,  
Connaught Place,  
New Delhi – 110001,  
India

Dear Sir(s),

**Initial public offering of equity shares of face value of ₹ 10/- each ("Equity Shares") by IKIO Lighting Limited ("Company") (referred to as "Offer")**

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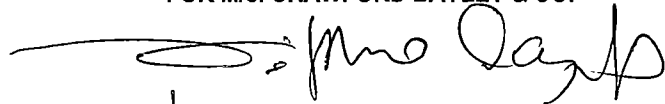
We hereby consent to act as legal counsel to the Offer as to Indian Law and to our name being inserted as 'legal counsel to the Offer' in the Draft Red Herring Prospectus intended to be filed by the Company with Securities Exchange Board of India ("SEBI") and BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the Equity Shares of the Company are intended to be listed and the Red Herring Prospectus and the Prospectus which the Company intends to file with SEBI, Registrar of Companies, Delhi and Haryana at New Delhi ("RoC") and the Stock Exchanges in respect of the Offer.

It may be clarified that for several factual matters including matters involving figures and numbers, we have relied on the certifications, documents and representations issued by the Company, its statutory auditors and book running lead manager to the Offer.

We authorize you to deliver a copy of this letter of consent to the RoC pursuant to the Companies Act, 2013 and the rules thereunder, each as amended and to the Stock Exchanges.

Yours faithfully,

FOR M/s. CRAWFORD BAYLEY & CO.



(SANJAY ASHER)

Senior Partner

Telephone: + 91 22 2266 3353

Email: [sanjay.asher@crawfordbayley.com](mailto:sanjay.asher@crawfordbayley.com)