



### Consent from Selling Shareholder

Date: 20/10/2024

To,

**The Board of Directors,  
ACME Solar Holdings Limited**  
Plot no. 152, Sector 44,  
Gurugram – 122 002  
Haryana, India

**Re: Proposed initial public offering of equity shares of face value of Rs. 2 each (the “Equity Shares” and such offering, the “Offer”) of ACME Solar Holdings Limited (the “Company”)**

Ladies and Gentlemen,

We ACME Cleantech Solutions Private Limited, an entity established under the laws of Companies Act, 1956 and deemed existing under the provisions of Companies Act, 2013, having our registered office at Plot No. 152, Sector-44, Gurugram- 122002, Haryana, India having obtained all the requisite corporate approvals pertaining to the Offer for Sale, and that the Offer for Sale has been approved by way of a resolution passed by our board of directors on June 24, 2024, hereby consent to the following:

1. Inclusion of up to such number of Equity Shares held by us in the Company aggregating up to Rs. 5050 million as part of the Offer for Sale (the “Offered Shares”), 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, through the book building process as may be permitted and 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 in accordance with the SEBI ICDR Regulations and other applicable laws.
2. Including our name and details as the ‘Selling Shareholder’ in the red herring prospectus and the prospectus to be filed with SEBI, the Registrar of Companies, Gujarat at Ahmedabad (“RoC”) and stock exchanges or any other document to be filed or issued in relation to the Offer.

We hereby consent that our entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be 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 acknowledge and consent to the applicable Offer for Sale expenses, as decided by the Company, to be deducted, in proportion to the number of Offer Shares sold, from our share of the proceeds of the Offer for Sale, prior to being disbursed to us.

We also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, as amended, the stock exchanges, SEBI or any other statutory or regulatory authority, as required by law.

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer (“Book Running Lead Managers”) until the date when the Equity Shares are listed and commence trading on the relevant stock exchanges pursuant to the Offer.

**ACME Cleantech Solutions Private Limited**

(CIN : U74110HR2003PTC035026)

Regd. Office : Plot No .152, Sector-44, Gurgaon-122002 (Haryana) India  
Tel: +91-124-7117000 Fax : +91-124-7117001 Email : cs.acme@acme.in



**CC:**

**Book Running Lead Managers**

**Nuvama Wealth Management Limited**  
801-804, Wing A, Building No 3,  
Inspire BKC, G Block Bandra  
Kurla Complex,  
Bandra East, Mumbai 400 051  
Maharashtra, India

**ICICI Securities Limited**  
ICICI Venture House,  
Appasaheb Marathe Marg,  
Prabhadevi, Mumbai 400 025  
Maharashtra, India

**JM Financial Limited**  
7<sup>th</sup> Floor, Cnergy  
Appasaheb Marathe Marg,  
Prabhadevi  
Mumbai 400 025  
Maharashtra, India

**Kotak Mahindra Capital Company Limited**  
1st Floor, 27 BKC, Plot No. C – 27  
"G" Block, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

**Motilal Oswal Investment Advisors Limited**  
Motilal Oswal Tower, Rahimtullah  
Sayani Road, Opposite Parel ST  
Depot, Prabhadevi  
Mumbai – 400 025  
Maharashtra, India

**Domestic Legal Counsel to the BRLMs**

**Cyril Amarchand Mangaldas**  
Level 1 & 2, Max Towers,  
Plot No. C-001/A/1  
Sector-16b, Noida 201 301  
Gautam Buddha Nagar  
Uttar Pradesh, India

**International Legal Counsel to the BRLMs**

**Hogan Lovells Lee & Lee**  
50 Collyer Quay  
#10-01 OUE Bayfront  
Singapore - 049 321, Singapore

**Domestic Legal Counsel to the Company**

**Shardul Amarchand Mangaldas & Co**  
Amarchand Towers,  
216 Okhla Industrial Estate, Phase III,  
New Delhi 110 020, India

**ACME Cleantech Solutions Private Limited**

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This letter may be relied on by the Company, Book Running Lead Managers and the legal counsel to the Company and BRLMs, appointed in relation to the Offer. We hereby consent for this certificate being included for the records to be maintained by the Book Running Lead Managers in connection with the Offer.

All capitalized terms used herein and not defined shall have the same meaning as assigned to them in the RHP.

Thanking you

Yours faithfully,

**For ACME Cleantech Solutions Private Limited**

A handwritten signature in black ink, appearing to read "Rajesh Sodhi", is written over a horizontal line.

Name: Rajesh Sodhi  
Designation: Authorised Signatory  
Place: Gurugram

**ACME Cleantech Solutions Private Limited**

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