

CONSENT LETTER

Date: 26/05/2025

To:

**The Board of Directors,
Oswal Pumps Limited**
Oswal Estate, NH-1, Kutail Road,
P. O. Kutail, District Karnal,
Haryana 132037, India

IIFL Capital Services Limited (formerly IIFL Securities Limited)
24th floor, One Lodha Place,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013,
Maharashtra, India

Axis Capital Limited
1st floor, Axis House,
Pandurang Budhkar Marg, Worli
Mumbai 400 025
Maharashtra, India

CLSA India Private Limited
8/F Dalamal House,
Nariman Point,
Mumbai 400 021
Maharashtra, India

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi,
Mumbai 400 025
Maharashtra, India

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

(IIFL Capital Services Limited (formerly IIFL Securities Limited), Axis Capital Limited, CLSA India Private Limited, JM Financial Limited, and Nuvama Wealth Management Limited appointed in connection with the Offer (as defined below) are collectively referred to as the "Book Running Lead Managers" or the "BRLMs")

Re: Proposed initial public offering of equity shares of face value of ₹ 1 each (the "Equity Shares") of Oswal Pumps Limited (the "Company" and such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

I, Vivek Gupta, (the "Selling Shareholder") aged 55 years, a resident of India, having my permanent residence at House No. 836, Sector 13, Urban Estate, Karnal, Haryana-132001 and holding a permanent

account number (PAN) AAPPG4029A, hold 25,043,000 Equity Shares, representing 25.17% of the pre- Offer paid-up Equity Share capital of the Company, hereby consent to the inclusion of up to 8,100,000 Equity Shares constituting 8.14 % of the pre- Offer paid-up Equity Share capital of the Company, (the “**Offered Shares**”), as part of the Offer for Sale, to be offered for cash at such price per equity share as may be determined pursuant to the book building process in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), to such categories of persons as determined in accordance with the SEBI ICDR Regulations or other applicable law and subject to the such terms of the Offer, as mentioned in the red herring prospectus (the “**RHP**”), the prospectus (the “**Prospectus**”) and together with the DRHP and RHP, the “**Offer Documents**”) and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required.

I hereby authorize the delivery of a copy of this letter to the Registrar of Companies, Delhi and Haryana at New Delhi (the “**RoC**”), if required, pursuant to Section 26 of the Companies Act, 2013, or any other regulatory or statutory authority, as may be required. I also consent to the inclusion of this letter as a part of “Material Contracts and Documents for Inspection” in connection with the Offer, which will be available to the public for inspection from the date of the filing of the RHP until the Bid/ Offer Closing Date.

I hereby consent that my 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 the SEBI ICDR Regulations from the date of allotment of Equity Shares in the Offer for such period as may be required under the SEBI ICDR Regulations.

I undertake that the above information is true and correct and also undertake to promptly inform the BRLMs and the Company of any change to the contents of this letter until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of such intimation from us, the above information shall be considered updated.

I have not been involved in the act of money mobilization in any manner and whether any Regulator/ Agency has at any time sought any information in any manner.

NIL

I have not entered into any agreement which, either directly or indirectly, or potentially or whose purpose and effect is to impact the management or control of the Company or impose any restriction or create any liability upon the Company.

This letter may also be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer. I hereby consent to the submission of this certificate as may be necessary to SEBI, the RoC, the relevant Stock Exchanges (the “**Stock Exchanges**”) including the repository system of SEBI/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 law.

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.

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

Sincerely,

Signature: 

Name: Vivek Gupta

Date: 26/05/2025

Copy To:

Legal counsel to the Book Running Lead Managers, as to Indian laws

J. Sagar Associates

One Lodha Place
27th Floor, Senapati Bapat Marg,
Lower Parel,
Mumbai 400 013
Maharashtra, India

Legal counsel to the Company as to Indian laws

S&R Associates

Max House, Tower C, 4th Floor
Okhla Industrial Estate Phase III
New Delhi 110 020, India

Legal counsel to the Book Running Lead Managers, as to International laws

Hogan Lovells Lee & Lee

50 Collyer Quay
#10-01 OUE Bayfront
Singapore 049321