

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
MARELLI AUTOMOTIVE LIGHTING USA LLC,)	Case No. 25-11034 (CTG)
<i>et al.</i> , ¹)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. 487

**DECLARATION
OF DISINTERESTEDNESS
OF KHAITAN & CO LLP PURSUANT TO THE ORDER
AUTHORIZING THE DEBTORS TO RETAIN AND COMPENSATE
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

I, Ashwin Bishnoi (acting as partner of Khaitan & Co LLP), declare under penalty of perjury:

1. I am a partner of Khaitan & Co LLP, located at Max Towers, 7th & 8th Floors, Sector 16B, Noida, Uttar Pradesh, India (the “Firm”).
2. Marelli Holdings Co., Ltd. (“Marelli Holdings”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), have requested that the Firm provide legal advisory services as per Indian laws to Marelli Holdings in connection with matters concerning its Indian subsidiaries arising from the Chapter 11 proceedings of Marelli Holdings and certain of its affiliates (the “Transaction”), and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to these chapter 11 cases for persons that are parties in interest in the Debtors’ chapter 11 cases. Insofar as I have been able to ascertain, the Firm does not, however, perform services for any such person relating to these chapter 11 cases, or have any relationship with any such person,

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/Marelli>. The location of Marelli Automotive Lighting USA LLC’s principal place of business is 26555 Northwestern Highway, Southfield, Michigan 48033.



their attorneys, or their accountants that would be adverse to the Debtors or their estates with respect to the Transaction.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

5. Insofar as I have been able to ascertain, neither I nor any partner or director of the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees, partners, consultants, affiliates of the Firm.

6. Neither I nor any partner or director of the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the Transaction.

7. As of June 11, 2025, the Petition Date, the Debtors owed the Firm \$68,988 for prepetition services, the payment of which is subject to the limitations contained in title 11 of the United States Code, 11 U.S.C. §§ 101–1532.

8. As of the Petition Date, which was the date on which the Debtors commenced these chapter 11 cases, the Firm was retained to provide professional services to the Debtors in relation to the Transaction. The Firm was retained on 23 May, 2025.

9. As of the Petition Date, which was the date on which the Debtors commenced these chapter 11 cases, the Firm was not party to an agreement for indemnification with certain of the Debtors in relation to the Transaction.

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to my knowledge and belief.

Date: September 4, 2025

/s/ Ashwin Bishnoi

Ashwin Bishnoi