



# KAPIL KUMAR & CO.

COMPANY SECRETARIES

Consent letter of the independent company secretary (a) for inclusion of specific certificates obtained from the independent company secretary in the UDRHP/RHP/Prospectus and (b) to include its name as an expert and a peer reviewed practicing company secretary in the UDRHP, RHP and Prospectus.

Certificate issued by the 'Peer Review Board' of the Institute of Company Secretaries of India, and certificate confirming validity of the Peer Review certificate, at UDRHP/RHP (with appropriate reference to Prospectus) stages.

To,

**The Board of Directors,**  
**DEE Development Engineers Limited**  
Unit 1, Prithla-Tatarpur Road,  
Village Tatarpur Palwal, Faridabad  
Haryana-121102 (the "Company")

**SBI Capital Markets Limited**  
1501, 15th Floor, A & B Wing,  
Parinee Crescenzo G Block,  
Bandra Kuria Complex, Bandra (E) Mumbai 400 051

**Equirus Capital Private Limited**  
12th Floor, C Wing Marathon Futurex  
N. M. Joshi Marg, Lower Parel,  
Mumbai-400 013

(SBI Capital Markets Limited and Equirus Capital Private Limited are hereinafter referred to as the "BRLMs/Book Running Lead Managers")

Dear Sirs,

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares" and such offering, the "Offer") of 'DEE Development Engineers Limited' (the "Company")

We, **Kapil Kumar & Co, Company Secretaries**, hereby accord our no-objection and our consent to be named as an "expert" as defined under Section 2(38) of the Companies Act 2013, read with Section 26(5) of the Companies Act, 2013 as amended, for use in the updated draft red herring prospectus, red herring prospectus and prospectus to be filed by the Company in respect of the Offer with the Securities and Exchange Board of India ("SEBI"), the BSE Limited and the National Stock Exchange of India Limited (together, the "Stock Exchanges") and the Registrar of Companies, NCT of Delhi and Haryana, at New Delhi (collectively, the "Offer Documents") and any other document in relation to the Offer, content from certificates and confirmations provided by us on certain financial and operational data of the Company which will appear in the Offer Documents and other documents in connection with the Offer.

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We also consent the references to us as "**Independent Company Secretary**" under the headings Definitions, and Abbreviations', 'General Information', 'Other Regulatory and Statutory Disclosures', 'Offer Document Summary', 'Capital Structure and other sections in such Offer Documents as may be required.

We further consent for the inclusion of the following details in relation to us in the Offer Documents and any other document to be issued in relation to the Offer:

**Name:** Kapil Kumar & Co

**Address:** B-155, Gali No.22, Bhikam Colony, Ballabgarh, Faridabad, Haryana-121004

**Contact person:** Kapil Kumar

**Membership No.** A40929

**Telephone number:** +91-9711127962

**Registration number:** 18416

**E-mail ID:** kapil@cskk.co.in

**Peer Review number:** 3891/2023

We, hereby confirm that, we are not and have not been engaged or interested in the formation or promotion or management of the Company. We further confirm that we do not have any relationship with the Company, its directors, promoter, key managerial personnel or its senior management.

We have subjected ourselves to the peer review process of the Institute of Company Secretaries of India (the "ICSI") and hold a valid certificate dated July 25, 2023, attached herewith as Annexure A, issued by the Peer Review Board of the ICSI which is valid until July 31, 2028 and shall remain valid until the completion of the Offer. Attached is a copy of our peer review certificate.

This letter may be relied on by the Company, the Book Running Lead Managers and the legal counsels appointed in respect of the Offer for disclosures in the Offer Documents and for the clarifications/submissions issued to any regulatory authority in relation to the Offer, including (but not limited to) SEBI, the Registrar of Companies, NCT of Delhi and Haryana, at New Delhi ("**RoC**"), and the Stock Exchanges. We further consent to the contents of this certificate being included for the records to be maintained by the Book Running Lead Managers in connection with the Offer and in accordance with applicable law. We also authorise you to deliver this letter of consent to SEBI, the Stock Exchanges, the RoC pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013 and the rules and regulations made thereunder, or any other governmental or regulatory authority as may be required.

We authorize you to include this letter as a "**Material Contract and Document for inspection**" in the Offer Documents, as required and make this letter available for inspection in accordance with applicable law and upload the same on the website of the Company.

We undertake to immediately inform the Company and the Book Running Lead Managers appointed as such for the purpose of the Offer, of any changes to the information included herein till the date the Equity Shares commence trading on the relevant stock exchanges where the Equity Shares are proposed to be listed. In the

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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, pursuant to 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 agree to keep the information regarding the Offer strictly confidential.

Sincerely,

For **Kapil Kumar & Co**  
Company Secretaries  
Firm Registration No. 18416

*Kapil Kumar*  
3/3/24

Kapil Kumar  
Proprietor  
Membership No. A40929  
Peer Review Certificate No.: 3891/2023  
Place: Faridabad  
Date: -03<sup>rd</sup> March, 2024  
UDIN: A040929E003528765