

1. CONSENT LETTER FROM INDEPENDENT DIRECTOR

Date: 28/09/2023

To,

The Board of Directors
DEE Development Engineers Limited
Unit 1, Prithala-Tatarpur Road,
Village Tatarpur,
Distt. Palwal,
Haryana-121102

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

Equirus Capital Private Limited
12th Floor, C Wing, Marathon Futurex,
N.M. Joshi Marg, Lower Parel,
Mumbai – 400013
Maharashtra, India ("Equirus")

(SBICAPS and Equirus, collectively, with any other book running lead managers that may be appointed in connection with the Offer, the "Book Running Lead Managers")

Dear Sir/Madam,

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

I, Ashwani Kumar Prabhakar hereby give my consent to my name being included as an Independent Director of the Company and to the inclusion of the information appearing in relation to me therein in the Draft Red Herring Prospectus ("DRHP") to be filed by the Company with the Securities and Exchange Board of India, ("SEBI"), and any relevant stock exchange(s) where the Equity Shares of the Company are proposed to be listed (the "Stock Exchanges"), the Red Herring Prospectus ("RHP") and the prospectus ("Prospectus") which the Company intends to file with Registrar of Companies, NCT of Delhi and Haryana at New Delhi ("RoC"), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, the Stock Exchanges or any other regulatory authority required by law.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents.

I confirm that the information in this certificate is true, fair, correct, and not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well informed decision.

I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

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 from date of the filing of the RHP until the Bid/ Offer Closing Date.

ASHWANI KUMAR PRABHAKAR

This letter is for information and for inclusion (in part or full) in the DRHP, the RHP and the Prospectus filed in relation to the Offer (collectively, the "Offer Documents") or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers in relation to the Offer. I hereby consent to the submission of this letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

A copy of my government identity proof is attached herewith in **Annexure A**

Sincerely,

Name: Ashwani Kumar Prabhakar

Designation: Independent Director

Date: 28/09/2023

Cc:

Legal Counsel to the Company as to Indian Law

Trilegal

One World Centre,
10th Floor, Tower 2A & 2B,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai - 400 013

Legal Counsel to the Book Running Lead Managers

Luthra and Luthra Law Offices India

1st and 9th Floor
Ashoka Estate
Barakhamba Road
Delhi-110001