

**CONSENT LETTER FROM INDEPENDENT DIRECTOR**

Date: 25/09/2023

To,

**The Board of Directors**  
**DEE Development Engineers Limited**  
Unit 1, Prithala-Tatarpur Road,  
Village Tatarpur,  
Palwal, Faridabad,  
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, Bhisham Kumar Gupta 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.

**BHISHAM KUMAR GUPTA**

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:** Bhisham Kumar Gupta  
**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**

1<sup>st</sup> and 9<sup>th</sup> Floor  
Ashoka Estate  
Barakhamba Road  
Delhi-110001