



# 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 DRHP/RHP/Prospectus and (b) to include its name as an expert and a peer reviewed practicing company secretary in the DRHP, 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 DRHP/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 Kurla Complex, Bandra (E) Mumbai 400 051

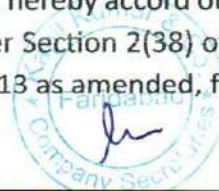
**Equirus Capital Private Limited**  
12th Floor, C Wing Marathon Futurex  
N. M. Joshi Marg, Lower Parel,  
Mumbai - 400 013

(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 draft red herring



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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.

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

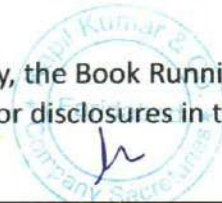
E-mail ID: kapil@cskk.co.in

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



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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 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

Proprietor

Membership No. A40929

**Peer Review Certificate No.:** 3891/2023

**Place:** Faridabad

**Date:** September 25, 2023

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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**

1st and 9th Floor  
Ashoka Estate  
Barakhamba Road Delhi 110 001

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**THE INSTITUTE OF  
Company Secretaries of India**

**भारतीय कम्पनी सचिव संस्थान**  
**IN PURSUIT OF PROFESSIONAL EXCELLENCE**  
Statutory body under an Act of Parliament  
(Under the jurisdiction of Ministry of Corporate Affairs)

Certificate No. 3891/2023

## PEER REVIEW *Certificate*

*Certified that in terms of the Guidelines for Peer Review of Attestation and Audit Services by Practicing Company Secretaries issued by the Council, the Certification and Audit Services provided by M/s. Kapil Kumar & Co. Company Secretary (ies) in Practice bearing Unique Identification No. S2017HR489000 having his / her / its office at Faridabad has been reviewed for the year 2022-23.*

*The Certificate is effective from the date of issue and shall remain valid till 31st July, 2028.*



*Saurabh Jain*

*Dwarakanath Chennur*

Date : 25th July, 2023

**CS Saurabh Jain**  
Secretary  
Peer Review Board

**CS Dwarakanath Chennur**  
Chairman  
Peer Review Board