



Date: 25.09.2023

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

The Board of Directors
DEE Fabricom India Private Limited
1255, Sector 14
Faridabad
Haryana - 121007

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, SANMARKS & Associates, Chartered Accountants, are the statutory auditor of M/s. DEE Fabricom India Private Limited, which is a subsidiary of the Company, and 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 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 including Report on the utilization of loans of DEE Fabricom India Private Limited for the purposes aailed, which will appear in the Offer Documents and other documents in connection with the Offer.

We also consent the references to us as "DFIPL Subsidiary Auditor" 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: SANMARKS & Associates, Chartered Accountants
Address: C908 909, 9th Floor, Block-C, Vipul Plaza, Sector 81, Greater Faridabad, (HR.)-121002
Contact person: CA Santosh Kumar Agrawal
Membership No. 091127
Authorizing Body: The Institute of Chartered Accountants of India
Telephone number: 0129-4058899
Registration number FRN:003343N
E-mail ID: skagfawalbfd@yahoo.co.in

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, promoters, key managerial personnel or its senior management.

We have subjected ourselves to the peer review process of the Institute of Chartered Accountants of India (the "**ICAI**") and hold a valid certificate dated 28.07.2023, attached herewith as **Annexure A**, issued by the Peer Review Board of the ICAI which is valid until 31.07.2026 and shall remain valid until the completion of the Offer. Attached is a copy of our peer review certificate.



Consequently, we are eligible to certify the financial information as per the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

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 as well as will be uploaded 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 SANMARKS & Associates,
Chartered Accountants**

Firm Registration No. 003343N



CA Santosh Kumar Agrawal

Membership Number: 091127

Place Faridabad
Date 25.09.2023
UDIN:

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



The Institute of Chartered Accountants of India

(Setup by an Act of Parliament)

Peer Review Board

Peer Review Certificate No.: 015653

This is to certify that the Peer Review of

M/s SANMARKS & Associates

4F-6, 4th Floor,

Ozone Centre, Sector-12,

Faridabad-121007

FRN.: 003343N

has been carried out for the period

2020-2023

pursuant to the *Peer Review Guidelines 2022*, issued by the Council of the Institute of Chartered Accountants of India.

This Certificate is effective from: 28-07-2023

The Certificate shall remain valid till: 31-07-2026

Issued at New Delhi on 28-07-2023

CA. (Dr.) Anuj Goyal

Chairman
Peer Review Board

CA. Sripriya Kumar

Vice-Chairperson
Peer Review Board

CA. Nidhi Singh

Secretary
Peer Review Board

Note : The Certificate is issued on behalf of the Peer Review Board of ICAI and ICAI or any of its functionaries are not liable for any non-compliance by the Practice Unit. The Certificate can be revoked for the reason stated in the '*Peer Review Guidelines 2022*'.

