

To,

**The Board of Directors,
DEE Development Engineers Limited**
Unit 1, Prithla-Tatarpur Road,
Village Tatarpur, Dist. Palwal, Faridabad,
Haryana – 121102, India

Dear Sir(s)/Ma'am(s),

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the “Equity Shares” and such offering, the “Offer”) of DEE Development Engineers Limited (the “Company”)

We, SBI Capital Markets Limited, do hereby consent to act as book running lead manager to the Offer and to our name and the details mentioned herein, being inserted as a book running lead manager to the Offer in the red herring prospectus (“RHP”) and the prospectus (“Prospectus”) intended to be filed with the Registrar of Companies, N.C.T of Delhi and Haryana at New Delhi (“RoC”) and thereafter filed with the Securities and Exchange Board of India (the “SEBI”) and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “Stock Exchanges”), as well as in other documents in relation to the Offer (the “Offer Documents”).

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer. The following details with respect to us may be disclosed in the Offer Documents:



Logo:

Name: SBI Capital Markets Limited

Address: 1501, 15th floor, A & B Wing,
Parinee Crescenzo Building,
G Block, Bandra Kurla Complex, Bandra East,
Mumbai- 400 051

Telephone Number: +91 22 4006 9807

E-mail: dee.ipo@sbicaps.com

Investor Grievance E-mail: investor.relations@sbicaps.com

Website: www.sbicaps.com

Contact Person: Janardhan Wagle / Krithika Shetty

SEBI Registration Number: INM000003531

CIN: U99999MH1986PL040298

We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

Further, we confirm that neither we nor our associates hold any Equity Shares of the Company.

We enclose a copy of our registration certificate with SEBI. We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the other book running lead manager to the Offer (“**BRLMs**”) until the date when the Equity Shares that are allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, BRLMs and the legal counsels, each to the Company and the BRLMs, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

We 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 including through online means on the website of the Company.

This consent letter, including annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of **SBI Capital Markets Limited**



Authorized signatory

Name: Janardhan Wagle

Date: February 28, 2024

CC:

Equirus Capital Private Limited

12th Floor, C Wing, Marathon Futurex,

N.M. Joshi Marg, Lower Parel,

Mumbai – 400013

Maharashtra, India

Legal Counsel to the BRLMs


Luthra and Luthra Law Offices

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

Legal Counsel to the Company

Trilegal

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

| | | |
|--|-----------------|--|
| मर्चेट बैंककार | रूप B FORM B | MERCHANT BANKER |
| भारतीय प्रतिभूति और विनियम बोर्ड | | |
| SECURITIES AND EXCHANGE BOARD OF INDIA | | |
| 00 25 77 | | |
| (मर्चेट बैंककार) विनियम, 1992 (MERCHANT BANKERS) REGULATIONS, 1992 | | |
| (विनियम 8) (regulation 8) / Regulation 8A | | |
| रजिस्ट्रीकरण प्रमाणपत्र / PERMANENT REGISTRATION | | |
| CERTIFICATE OF REGISTRATION | | |
| <p>I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए इसके द्वारा पत्र I / II / III / IV में मर्चेट बैंककार के रूप में</p> <p>I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to</p> | | |
| <p>SBI CAPITAL MARKETS LIMITED 202, MAKER TOWERS 'E', CUFFE PARADE, MUMBAI - 400 005.</p> | | |
| <p>को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I / II / III / IV subject to conditions in the rules and in accordance with the regulations to carry out following activities :-</p> <ul style="list-style-type: none"> *1. किसी निर्गमन का प्रबंध जिसके अन्तर्गत प्रोस्पेक्टस तैयार करना, निर्गमन से संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अवधारित करना, वित्तदाताओं से संबंध बनाना, अंतिम आवंटन और अधिक आवेदन धनराशि का प्रतिदाय है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money. *2. विनिधान सलाहकार। Investment Adviser *3. निर्गमनों का निम्नंकन। Underwriting of Issues. *4. सविमान प्रबंध सेवाएं। Portfolio Management Services. *5. किसी निर्गमन के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निर्गमित सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services. *6. परामर्शी या सलाहकार। Consultant or Adviser. <p>(*जो लागू न हो उसे काट दें) (*Delete whichever are not applicable)</p> | | |
| <p>II. मर्चेट बैंककार के लिए रजिस्ट्रीकरण कोड</p> <p>II. Registration Code for the merchant banker is MB /</p> | | <p>INM000003531</p> |
| <p>This certificate of Registration shall be valid for permanent unless suspended or cancelled by the Board</p> | | |
| <p>III. यह प्रमाणपत्र</p> <p>III. This Certificate shall be valid from -</p> | | |
| <p>तक विधिमन्व होगा और जैसे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकेगा। and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.</p> | | |
| | | <p>आदेश द्वारा By order</p> |
|  | | <p>K. SARAVANAN भारतीय प्रतिभूति और विनियम बोर्ड के लिए और उसकी ओर से For and on behalf of Securities and Exchange Board of India</p> |
| स्थान Place | MUMBAI | |
| तारीख Date | MAY 28, 2012 | |