

Date: 15.06.2026

To,

The Board of Directors

**DEE Development Engineers Limited**

Unit 1, Prithla-Tatarpur Road Village Tatarpur,

Dist. Palwal, Faridabad, Haryana - 121102, India

**SUBJECT: COMPLIANCE CERTIFICATE PURSUANT TO REGULATION 163(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS 2018 ("SEBI ICDR REGULATIONS") AS AMENDED FROM TIME-TO-TIME FOR THE PROPOSED PREFERENTIAL ISSUE OF EQUITY SHARES BY DEE DEVELOPMENT ENGINEERS LIMITED.**

Dear Sir/Ma'am,

I, Kapil Kumar, proprietor of M/s. Kapil Kumar & Co, Practicing Company Secretaries, having office at Plot No 31, Street No 2, Raja Nahar Singh Colony, Ballabgarh, Faridabad, Haryana-121004 have been appointed by the Board of Directors of M/s. **DEE Development Engineers Limited** (CIN L74140HR1988PLC030225) ("**the Company**") to certify

In accordance with the SEBI ICDR Regulations, the Company has proposed a preferential issue of up to 59,76,096 equity shares to be issued at an issue price of Rs. 502/- (Rupees Five Hundred and Two Only) per equity share (including a premium of Rs. 492/- (Rupees Four Hundred Ninety-Two Only), aggregating to Rs. 3,00,00,00,192/- (the "**Preferential Issue**") to certain person/ entities belonging to "Promoter" & "Public" category. The said Preferential Issue was approved at the meeting of the Board of Directors of the Company held on June 03, 2026.

**Management Responsibility:**

The Management of the Company is responsible for ensuring compliance with the provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws in relation to the proposed preferential issue.

Our responsibility is to examine the relevant records and documents and issue this certificate based on such examination.

**Verification**

Based on our examination of the records and documents produced before us and

explanations provided by the management, we have verified the following:

1. The Board of Directors of the Company, at its meeting held on Wednesday, June 03, 2026, approved the preferential issue of up to 59,76,096 Equity Shares of face value ₹ 10 each at an issue price of ₹ 502 per Equity Share (including a premium of ₹ 492 per Equity Share), aggregating to ₹ 300,00,00,192 to the Proposed Allottees;
2. The Equity Shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).
3. The Equity Shares of the Company are frequently traded in terms of Regulation 164 of the SEBI ICDR Regulations;
4. The relevant "**Stock exchange**" is National Stock Exchange of India Limited ("**NSE**") since the trading volume in respect of the equity shares of the Company was higher compared to BSE and hence NSE price is considered for the weighted average computation as required by the Regulation 164 of SEBI (ICDR) Regulation, 2018;
5. The minimum issue price has been computed in accordance with Regulation 164 of the SEBI ICDR Regulations and the issue price of ₹ 502 per Equity Share is not less than the floor price determined under the said Regulations;
6. The Relevant Date for determination of issue price in accordance with Regulation 161 of the SEBI ICDR Regulations is 27.05.2026 (\*as relevant date i.e, 28.05.2026 falls on a holiday so accordingly taken the day preceding the weekend or the holiday will be reckoned to be the relevant date);
7. The Company is not required to obtain a valuation report under Regulation 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
8. Obtained and verified copies of Memorandum & Articles of Association of the Company
9. The Articles of Association of the Company does not contain any provision which is inconsistent with the provisions of the SEBI ICDR Regulations relating to preferential issues;
10. The proposed allottees are eligible to subscribe to the proposed preferential issue under the applicable provisions of the SEBI ICDR Regulations, list of the proposed allottees as provided by the management as per "**Annexure A**".
11. The Company is in compliance with the conditions prescribed under Chapter V of the SEBI ICDR Regulations for undertaking the proposed preferential issue;

12. The Company has obtained/shall obtain all necessary approvals as required under applicable laws, including approval of shareholders by way of special resolution;
13. Confirmation that the entire pre-preferential holding of the proposed allottees is in dematerialised;
14. The proposed allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date, wherever applicable under the SEBI ICDR Regulations;
15. Obtained and verified certified copy of the draft copy of notice of Extra-Ordinary General Meeting along with Explanatory Statement schedule to be held on June 27, 2026 for the proposed preferential issue of Equity Shares;
16. Verified and relevant statutory records of the company to confirm that:
  - a) It has no outstanding dues to the SEBI it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority;
  - b) it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder
17. The proposed preferential issue is subject to compliance with Regulation 170 of the SEBI ICDR Regulations relating to the timeline for completion of allotment;
18. The Company has complied with all other applicable provisions the SEBI ICDR Regulations in relation to the proposed preferential issue;

**Opinion**

Based on the procedures performed by me and on the basis of relevant management inquiries, necessary representations, and information received from/furnished by the management of the Company as required under the aforesaid regulations, we have verified that the issue is being made in accordance with the requirements of the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as applicable to the Preferential Issue, except that the Special Resolution(s) required for approval of shareholders for the said issue are yet to be passed.

**Restriction on Use**

This certificate is intended solely for the use of the management of the Company for the purpose of making it available for inspection by shareholders and/or submission to the Stock Exchanges and / or any Regulatory Authority in connection with the Preferential Issue under Chapter V of the SEBI ICDR Regulations, and is not to be used for any marketing, sale or any other offer of securities or referred to for any other purpose or distributed to any other person without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without my prior written consent in writing. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

**For Kapil Kumar & Co**  
**Company Secretaries**  
**(ICSI Unique Code S2017HR489000)**

**Kapil Kumar**  
**Proprietor**  
**M. No.: 40929**  
**CP No. 18416**  
**Peer Review No.: 3891/2023**  
**UDIN: A040929H000631684**

**Date: 15.06.2026**  
**Place: Faridabad**

## ANNEXURE A

Sr .	Name of the Proposed Allottee	Category	Pre-Preferential Shareholding	%age of Holdings	Maximum Equity Shares Proposed	Post-Preferential Shareholdings	%age of Holdings
1	Krishan Lalit Bansal	Promoter	3,52,00,366	50.82	3,98,406	3,55,98,772	47.31
2	Kotak Mahindra Trustee Co Limited A/c Kotak Multi Asset Allocation Fund	Public	45,12,288	6.51	2,98,804	48,11,092	6.39
3	WhiteOak Capital Equity Fund	Public	0	0	86,902	86,902	0.12
4	WhiteOak Capital India Opportunities Fund	Public	0	0	7,82,123	7,82,123	1.04
5	Ashoka WhiteOak ICAV - Ashoka Whiteoak Emerging Markets Equity Fund	Public	0	0	4,72,936	4,72,936	0.63
6	Ashoka WhiteOak ICAV - Ashoka Whiteoak Emerging Markets Equity Ex China Fund	Public	0	0	72,266	72,266	0.10
7	TCW White Oak Emerging Markets Equity Fund	Public	0	0	6,403	6,403	0.01

8	Ashoka India Equity Investment Trust PLC	Public	0	0	1,99,418	1,99,418	0.27
9	Ashoka WhiteOak Emerging Market Trust PLC	Public	0	0	27,443	27,443	0.04
10	India Acorn Fund Ltd	Public	0	0	90,561	90,561	0.12
11	ValueQuest India G.I.F.T. Fund	Public	0	0	7,42,031	7,42,031	0.99
12	ValueQuest India Inflexion Fund	Public	0	0	9,96,020	9,96,020	1.32
13	360 ONE PIPE Fund	Public	0	0	4,98,007	4,98,007	0.66
14	Enigma Small Opportunities Fund	Public	0	0	1,99,203	1,99,203	0.26
15	Meghraj Properties Private Limited	Public	0	0	2,98,804	2,98,804	0.40
16	Niveshaay Hedgehogs Fund	Public	1,79,535	0.26	1,99,203	3,78,738	0.50
17	LC Pharos Multi Strategy Fund VCC - LC Pharos Mutli Strartegy Fund SF 1	Public	0	0	2,98,804	2,98,804	0.40
18	Zeal Global Opportunities Fund	Public	0	0	99,601	99,601	0.13
19	Finavenue Capital Trust - Finavenue Growth Fund	Public	10,000	0.01	99,601	109,601	0.15
20	Swati Agarwal	Public	0	0	9,960	9,960	0.01



21	Preeti Singal	Public	0	0	19,920	19,920	0.03
22	Tushar Aggarwal HUF	Public	0	0	19,920	19,920	0.03
23	Achen Jakher	Public	0	0	39,840	39,840	0.05
24	Invicto Incrementum Fund	Public	0	0	19,920	19,920	0.03