



CERTIFICATE ON WEIGHTED AVERAGE PRICE, WEIGHTED AVERAGE COST OF ACQUISITION AND AVERAGE COST OF ACQUISITION OF EQUITY SHARES

Date – 12.10.2024

To,

The Board of Directors

Deepak Builders and Engineers India Limited,

Ahluwalia Chambers, 1st Floor,

Plot No. 16 & 17, Local Shopping Centre,

Madangir, Near Pushpa Bhawan,

New Delhi, Delhi, India, 110062

Re: Proposed initial public offer (“IPO”) of equity shares of face value Rs. 10 each (“Equity Shares”) by Deepak Builders & Engineers India Limited (“Company”) (the “Offer”) in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and other applicable laws, as amended.

We, Parmod G Gupta & Associates, Chartered Accountants, Ludhiana, FRN – 018870N, the present statutory auditors of the Company, have been informed by the Company that it proposes to undertake the Offer in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”) and the Companies Act, 2013, as amended (“Companies Act”). We have received as request from the company to perform the procedures stated below in relation to the weighted average price, weighted average cost of acquisition, cost of acquisition per share of the Company and detail of acquisition of shares by promoter and selling shareholders in last three (3) years and other information. (the “Statement”).

Our engagement has been undertaken in accordance with the Standard on Related Services (SRS) 4400 (“SRS 4400”) “Engagements to Perform Agreed-upon Procedures regarding Financial Information”. issued by the Institute of Chartered Accountants of India. SRS 4400 is generally adopted to perform agreed upon procedures regarding financial information, however, this standard can also be used as a guide to perform agreed upon procedures regarding non-financial information.

We have performed the following procedures:

- (i) Obtained the list of Promoters as defined under Regulation 2(1)(OO) of the ICDR Regulations, 2018 from the management of the Company for the purpose of calculation of cost per share to the Promoter of the Company;
- (ii) Compared the date of acquisition / sale / transfer; number of equity shares; and acquisition / issue cost per equity share in respect of the promoter stated in the Statement, with the share allotment register, minutes of the meetings of the board of directors of the Company and duly organized committees thereof, minutes of annual general meeting and extra ordinary general meetings, relevant statutory registers, bank statements, relevant forms including share transfer forms, RBI filings, demat transfer statements, depository instruction slips and other documents and accounts as may be deemed relevant;
- (iii) Computed average cost per share to the Promoter as on date; and
- (iv) Computed the weighted average price at which the Equity Shares were acquired by the Promoter in the last one year;





Based on above procedures, we confirm that:

- (i) The weighted average price at which Equity Shares of the Company in the last one year as were acquired by Mr. Deepak Kumar Singal, and Sunita Singal the Promoters ("Weighted Average Price"), as on 12.10.2024 is as set out in **Annexure A.**
- (ii) The computation of the Weighted Average Cost of Acquisition is set out in **Annexure B.**
- (iii) The average cost of acquisition of Equity Shares by the Promoter is as set out in **Annexure C.**
- (iv) The detail of acquisition of shares by Promoters, members of the Promoter Group and Selling Shareholders in the last three years preceding the 12.10.2024 is as set out in **Annexure D.**
- (v) The detail of weighted average cost of acquisition, as compared with the Floor Price and Cap Price as set out in **Annexure E.**

Based on our examination and as per information and explanation given to us, we confirm that the information in this certificate is true, fair, correct, accurate and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

We conducted our examination of the information given in this certificate (including the annexures thereto) in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("ICAI"), as revised from time to time, to obtain a reasonable assurance that such details are in agreement with the books of accounts and other relevant records provided to us, in all material respects; the aforesaid Guidance Note requires that we comply with the ethical requirements of the 'Code of Ethics' issued by the ICAI, as revised from time to time. Further, we have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements', as revised from time to time.

This certificate may be relied upon by the Company, BRLM and Legal Counsel appointed in relation to the Offer. This certificate is for information and for inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, the Abridged Prospectus and any other addendum thereto of the Company to be submitted/filed with the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, New Delhi ("ROC") and the stock exchanges, or any other material (including in any corporate advertisement or investor presentation made by or on behalf of the Company) to be issued in relation to the Offer (together referred as "Offer Documents") prepared in connection with the Offer or any other document to be issued or filed in relation to the Offer, and for the submission of this certificate as may be necessary, to any regulatory / statutory authority, stock exchanges, any other authority as may be required and / or for the records to be maintained by the BRLM in connection with the Offer, and in accordance with applicable law, and for the purpose of any defense the BRLM may wish to advance in any claim or proceeding in connection with the contents of this certificate.

We hereby indemnify and keep indemnified, saved, defended and harmless the BRLM and Legal Counsel to the proposed Offer of the Company and all persons claiming under them ("Indemnified Persons"), from and against all losses and/or damages arising as a result of the aforementioned representations made by us in order to disclose details of the same in the Abridged Prospectus for the Offer or arising as a result of any notices, proceedings, litigations, claims, penalties, demands and costs that may be made and/or raised on the Indemnified Persons by any third parties and/or with regard to any matter arising in connection thereto or otherwise by reason of the matter contemplated herein and/or





PARMOD G. GUPTA & ASSOCIATES
CHARTERED ACCOUNTANTS
(A Peer Reviewed Firm)

sustained by the BRLM and/or Legal Counsel to the Offer as a result of any statements, representations, assurances, confirmations hereinunder given being untrue.

We undertake to update you of any changes in the abovementioned position until the date the Equity Shares issued pursuant to the Offer commence trading on the stock exchanges. In the absence of any communication from us till the Equity Shares commence trading on the stock exchanges, you may assume that there is no change in respect of the matters covered in this certificate.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours Sincerely,

For Parmod G Gupta & Associates,
Chartered Accountants
Firm Reg. No. – 0188709

Parmod Gupta
Parmod Gupta
Partner

Membership No. – 096109
UDIN – 24096109BKDSHW6927



Place: Ludhiana

CC:

Fedex Securities Private Limited
3rd Floor, B Wing, Jay Chambers,
Dayaldas Road, Vile Parle East,
Mumbai – 400057

(*Fedex Securities Private Limited is referred to as the “Book Running Lead Manager” or “BRLM”)

Vidhigya Associates

501, 5th Floor, Jeevan Sahakar Building
Sir P M Road, Homji Street
Fort, Mumbai - 400 001

(*Vidhigya Associates is referred to as the “Legal Counsel to the Offer”)

Annexure A

Weighted average price at which the Equity Shares were acquired by our Promoters and Selling Shareholders in the one year preceding the date of the Red Herring Prospectus

Name of the Promoter	Number of equity shares acquired in the one year preceding the date of this Red Herring Prospectus	Weighted average price per Equity Share (₹)
Deepak Kumar Singal [#]	Nil	Nil
Sunita Singal [#]	Nil	Nil

[#]Also, a Selling Shareholder



Annexure B

Weighted average cost of acquisition of all shares transacted[^] in (i) last one (1) year; (ii) last eighteen (18) months and (iii) last three (3) years preceding the date of the Red Herring Prospectus

Period	Weighted average cost of acquisition (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition**	Range of acquisition price: lowest price – highest price (in ₹)
Last one (1) year preceding the date of this Red Herring Prospectus	Nil [^]	[●]	Nil
Last eighteen (18) months preceding the date of this Red Herring Prospectus	Nil [^]	[●]	Nil
Last three (3) years preceding the date of this Red Herring Prospectus	0.01 [^]	[●]	Nil - 18

**To be updated once the price band information is available

[^]Since shares received by way of gift



Annexure C

Average cost of acquisition of Equity Shares of our Promoters and Selling Shareholders

The average cost of acquisition of Equity Shares of our Promoters and the Selling Shareholder as on the date of the Red Herring Prospectus is as follows:

Name of the Promoter	Number of Equity Shares held	Average cost per Equity Share (in ₹)
Deepak Kumar Singal [#]	32,305,970	9.87
Sunita Singal [#]	3,564,890	10.00

[#]Also, a Selling Shareholder



Annexure D

Details of price at which specified securities were acquired by our Promoters, members of the Promoter Group, Selling Shareholders and Shareholders with right to nominate directors or other rights in the last three years preceding the date of this Red Herring Prospectus

Except as disclosed below, none of the Promoters, members of the Promoter Group and Selling Shareholders acquired specified securities in the last three years preceding the date of the Red Herring Prospectus. The details of price at which specified securities acquired are as follows. There are no Shareholders with right to nominate directors or other rights.

Name of acquirer/ shareholder ^a	Nature of the transaction	Nature of specified securities	Face value (in ₹)	Date of acquisition	Number of specified securities	Acquisition price per specified shares (in ₹)
Deepak Kumar Singal [#]	Transfer of Equity Shares from Sunita Singal by way of gift	Equity Shares	10	September 4, 2023	400,000	Nil
Akash Singal	Transfer of Equity Shares from Sunita Singal by way of gift	Equity Shares	10	March 28, 2022	3,500	Nil
Henna Singal	Transfer of Equity Shares from Deepak Kumar Singal by way of gift	Equity Shares	10	March 28, 2022	6,200	Nil

[#]Also, a Selling Shareholder

[^]Since shares received by way of gift



Annexure E

Weighted average cost of acquisition

- (a) The price per share of the Company (as adjusted for corporate actions, including split, bonus issuances) based on the primary/ new issue of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Scheme and issuance of equity shares pursuant to a bonus issue) during the 18 months preceding the date of Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days.

There has been no issuance of Equity Shares or convertible securities, during the 18 months preceding the date of Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- (b) The price per share of the Company (as adjusted for corporate actions, including split, bonus issuances) based on the secondary sale / acquisition of Equity Shares or convertible securities involving Promoter, Promoter Group during the 18 months preceding the date of filing of this Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

There has been no secondary sale / acquisition of Equity Shares or convertible securities involving Promoter, Promoter Group during the 18 months preceding the date of filing of this Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of the Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

For the purpose of disclosure under part (a) and (b) above, 'primary transaction' refers to a primary issue of Equity Shares or securities convertible into Equity Shares, excluding shares issued under a bonus issuance and sub-division of shares and 'secondary transactions' refer to any secondary sale or acquisition of Equity Securities (excluding gifts)

- (c) Since there are no eligible transaction of the Company reported in (a) and (b) above in accordance with paragraph (9)(K)(4)(a) of the SEBI ICDR Regulations, the price per Equity Share of the Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoter/ Promoter Group entities or Shareholders having the right to nominate director on the Board are a party to the transaction) not older than 3 years prior to the date of filing of this Red Herring Prospectus has been computed as under:

Date of Transfer	Name of Transferor	Name of Transferee	No. Equity Shares Allotted / Transferred	Face value per Equity Share (₹)	Price per Specified Security (₹)	Nature of transaction	Nature of consideration	Total consideration (in ₹) (B)
September 4, 2023	Sunita Singal	Deepak Kumar Singal	400,000	10.00	NIL	Gift	NA	NA
March 28, 2022	Deepak Kumar Singal	Henna Singal	6,200	10.00	NIL	Gift	NA	NA
March 28, 2022	Sunita Singal	Akash Singal	3,500	10.00	NIL	Gift	NA	NA
March 28, 2022	Sunita Singal	Harnam Singh	100	10.00	18	Sale*	Cash	1,800



Date of Transfer	Name of Transferor	Name of Transferee	No. Equity Shares Allotted / Transferred	Face value per Equity Share (₹)	Price per Specified Security (₹)	Nature of transaction	Nature of consideration	Total consideration (in ₹) (B)
		Khosa						
March 28, 2022	Sunita Singal	Ashok Kumar	100	10.00	18	Sale*	Cash	1,800
March 28, 2022	Sunita Singal	Jaswant Lal Verma	100	10.00	18	Sale*	Cash	1,800
Weighted Average							0.01	

for complying with minimum number of members requirement as per the Companies Act

Weighted average cost of acquisition, floor price and cap price

Based on the transaction described in (a), (b) and (c) above, the weighted average cost of acquisition, as compared with the Floor Price and Cap Price is set forth below

Date of Transfer	Weighted Average Cost of acquisition (₹ per equity share)	Floor price (i.e. ₹ [●]) ⁽¹⁾	Cap price (i.e. ₹ [●]) ⁽¹⁾
Weighted average cost of acquisition of primary / new issue as per paragraph (a) above	NA	[●] times	[●] times
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph (b) above	NA	[●] times	[●] times
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph (c) above	0.01	[●] times	[●] times

**There were no primary / new issue of shares (equity/convertible securities).*

***there were no secondary sales / acquisition of shares (equity/ convertible securities) transactions in last 18 months from the date of this Red Herring Prospectus, the detail as required under paragraph (b) above is thus applicable*

(1) Details have been left intentionally blank as the Floor Price and Cap Price are not available as on date.

