



CERTIFICATE ON RELATED PARTY TRANSACTIONS

Date – 26.09.2024

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 Issue (“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 a request from the Company to provide certain confirmations in relation to related party transactions of the Company.

We have reviewed the restated financial statements of the Company as on June 30, 2024 and for the Fiscals 2024, 2023 and 2022, which was audited in accordance with the Companies Act, 2013, as amended and the rules framed thereunder, the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India and restated in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “Restated Financial Statements”).

Accordingly, based on the information and explanations provided by the Company, and on review of the following documents / information: (a) books of accounts, (b) agreements, (c) invoices, (d) terms of engagement and statutory records maintained by the Company as required, (e) basis of evaluation of transactions undertaken at arm’s length as certified by the management and supporting documents for justification of the arm’s length price for such related party transactions, (f) minutes of the meetings of the board of directors of the Company and its subsidiary, audit committee, general meetings and extra-ordinary general meetings of the Company and subsidiary, (g) relevant statutory registers, (h) balance confirmations from related parties and reconciliation therewith and other relevant documents presented to us, and (i) on enquiry with and written representation from Mr. Rishabh Gupta, the CFO of the Company, who is responsible for financial and accounting matters, on the nature of the related party transactions entered into by the Company and changes in terms of evaluation of transactions at arm’s length by the Company, we hereby certify and confirm that:





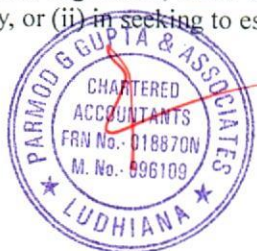
- (i) Except as mentioned under the Note 38 in Notes to the Restated Financial Statements to the Restated Financial Statements (Statement of Related Party Transactions), as of June 30, 2024 and for the Fiscals 2024, 2023 and 2022 which is set out at as **Annexure A** to this certificate, there are no other transactions (whether eliminated on consolidation or not) of the Company, which qualify as transactions entered into with related parties, as defined under Section 2(76) of the Companies Act, 2013 and the Indian Accounting Standard 24 ("**Ind AS 24**") ("**Related Parties**") and the transactions being referred to as "**Related Party Transactions**";
- (ii) all Related Party Transactions, [unless otherwise disclosed in the financial statements], have been entered into in accordance with applicable law and on an "arm's length basis";
- (iii) there are no Related Party Transactions entered into between the Company and any of its Related Parties that are not disclosed, or that are not fully disclosed, in the Restated Financial Statements;
- (iv) there have been no transactions with parties with whom the Company has a relationship that enables such parties to negotiate terms that may not be available from other, more clearly independent, parties on an arm's length basis;
- (v) all necessary consents and approvals, including from the Board of Directors or the shareholders of the Company for Related Party Transactions with the entities covered under the Companies Act, 2013 have been duly obtained.
- (vi) All profits arising from such Related Party Transactions till the date of restated financials, have arisen from legitimate Business transactions.

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 is issued for the purpose of the Offer, and can be used, in full or part, for inclusion in the draft red herring prospectus, updated draft red herring prospectus, red herring prospectus, prospectus and any other material used in connection with the Offer (together, the "**Offer Documents**").

This certificate may be relied on by the BRLM, their affiliates and legal counsel in relation to the Offer and to assist the BRLM in conducting and documenting their investigation of the affairs of the Company in connection with the Offer. We hereby consent to this certificate letter being disclosed by the BRLM, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection





PARMOD G. GUPTA & ASSOCIATES
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with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

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 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. – 018870N

Parmod Gupta
Parmod Gupta
Partner
Membership No. – 096109
UDIN – 24096109BKDSFN9107



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

Related Party Disclosures - As per IND AS 24

List of Related Parties where control exist and related parties with whom transactions have taken place and relationships

S. No.	Name of Related Party	Nature of Relationship
1.	Deepak Kumar Singal	Chairman cum Managing Director
2.	Sunita Singal	Whole-time Director
3.	Akash Singal	Whole-time Director (upto October 12, 2023)
4.	Inderdev Singh	Independent Director
5.	Vinod Kumar Kathuria	Independent Director (w.e.f. January 19, 2024)
6.	Kashish Mittal	Independent Director
7.	Rishabh Gupta	Chief Financial Officer (w.e.f. June 1, 2023)
8.	Anil Kumar	Company Secretary
9.	Henna Singal	Relative of KMP
10.	Vishal Singal	Relative of KMP
11.	Deepak Singal Engineers & Builders Private Limited	Enterprise over which KMP or their Relatives are able to exercise significant influence
12.	Deepak Buildcon Infrastructure, Ludhiana	
13.	Deepak Buildcon, Mohali	
14.	Henna Enterprises Private Limited	
15.	E9 News	
16.	AKS Luxuries Infra	
17.	H & S Infra	

RELATED PARTY TRANSACTIONS

S. No.	Particulars	For the period ended 30.06.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
I	<u>Key Managerial Personnel</u>				
(a)	<u>Remuneration</u>				
(i)	Deepak Kumar Singal	4.50	10.50	9.00	6.15
(ii)	Sunita Singal	2.25	6.50	6.00	2.40
(iii)	Rishabh Gupta	0.30	1.13	-	-
(iv)	Anil Kumar	0.20	0.73	0.43	-
(b)	<u>Rent Payments</u>				
(i)	Deepak Kumar Singal	0.30	1.20	1.20	1.20
(ii)	Sunita Singal	-	-	0.60	0.60
(c)	<u>Security Deposit Given</u>				
(i)	Deepak Kumar Singal	-	70.00	-	50.00
(ii)	Sunita Singal	-	-	-	9.00
(d)	<u>Unsecured Loan Accepted</u>				
(i)	Deepak Kumar Singal	26.60	56.27	-	25.88





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S. No.	Particulars	For the period ended 30.06.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
(ii)	Sunita Singal	54.90	-	-	-
(e)	Unsecured Loan Repaid				
(i)	Deepak Kumar Singal	20.11	56.27	3.53	25.39
(ii)	Sunita Singal	43.70	-	-	-
2	Independent Directors				
(a)	Sitting Fees				
(i)	Inderdev Singh	0.05	0.24	0.25	-
(ii)	Kashish Mittal	0.09	0.22	0.25	-
(iii)	Vinod Kumar Kathuria	0.18	-	-	-
3	Relatives of Key Managerial Personnel				
(a)	Remuneration				
(i)	Akash Singal	-	1.20	2.40	2.40
(ii)	Henna Singal	-	-	2.40	2.40
(b)	Rent Payments				
(i)	Akash Singal	-	-	0.60	0.60
(c)	Commission Paid				
(i)	Vishal Singal	1.43	-	-	-
(d)	Security Deposit Given				
(i)	Akash Singal	-	-	-	9.00
(e)	Advances Given				
(i)	Vishal Singal	-	1.35	-	-
4	Associate Concerns				
(a)	Sales				
(i)	Deepak Singal Engineers & Builders Private Limited	8.31	8.93	42.52	70.84
(b)	Purchases				
(i)	Deepak Singal Engineers & Builders Private Limited	110.45	22.36	25.99	1.11
(ii)	H & S Infra	-	2.37	-	-
(c)	Advances Given (Net)				
(i)	H & S Infra	1.50	0.75	-	-
(ii)	AKS Luxuries Infra	5.30	2.00	-	-
5	Closing Balances				
(a)	Key Managerial Personnel				
(i)	Deepak Kumar Singal (Dr.)	120.00	120.00	50.00	50.00
(ii)	Deepak Kumar Singal (Cr.)	10.84	0.39	-	3.53
(iii)	Sunita Singal (Dr.)	9.00	9.89	9.00	9.00
(iv)	Sunita Singal (Cr.)	11.76	0.14	-	-
(v)	Rishabh Gupta (Cr.)	0.11	0.11	-	-
(vi)	Anil Kumar (Cr.)	0.06	0.06	-	-





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S. No.	Particulars	For the period ended 30.06.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
(b)	Relative of KMP				
(i)	Akash Singal (Dr.)	7.52	7.52	9.00	9.00
(ii)	Vishal Singal (Dr.)	-	1.35	-	-
(c)	Associate Concerns				
(i)	Deepak Singal Engineers & Builders Private Limited (Dr.)	-	13.14	10.11	42.38
(ii)	Deepak Singal Engineers & Builders Private Limited (Cr.)	91.56	-	-	-
(iii)	AKS Luxuries Infra (Dr.)	7.30	2.00	-	-
(iv)	H & S Infra (Dr.)	1.73	0.75	-	-
(v)	Deepak Buildcon Infrastructure (Dr.)	109.64	109.64	109.64	109.64
(vi)	Deepak Buildcon, Mohali (Dr.)	97.77	97.77	97.77	97.77

