

Girishbhai Manibhai Patel

Residence: Nisarg, Opp. Ace Tennis Club, B/h Karnavati Club, Mumatpura, Daskroi, Bopal, Ahmedabad– 380 058, Gujarat
Phone: + 9198795 31817 | Email: gmpatel@mbphenix.com

CONSENT FROM INDIVIDUAL SELLING SHAREHOLDER

Date: 12th February, 2025

To,

**The Board of Directors,
M & B Engineering Limited**
MB House 51 Chandrodaya Society
Opp Golden Triangle Stadium Road Post Navjivan
Ahmedabad, Gujarat – 380 014

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of M & B Engineering Limited (the “Company”) comprising a fresh issue of the Equity Shares of the Company (“Fresh Issue”) and an offer for sale of Equity Shares by certain existing shareholders of the Company (the “Offer for Sale”, and together with the Fresh Issue, the “Offer”)

Dear Sir/Madam,

I, Girishbhai Manibhai Patel, aged 77 years, residing at Nisarg, Opp. Ace Tennis Club, B/h Karnavati Club, Mumatpura, Daskroi, Bopal, Ahmedabad, Gujarat – 380 058, holding a permanent account number (PAN) AAWPP1120E confirm that I hold 19490000 Equity Shares, representing 38.98 % of the pre-Offer equity capital of the Company and hereby give my consent to offer up to Equity Shares of face value of ₹ 10 each aggregating up to ₹ 1,533.50 million held by me in the Company as part of the Offer for Sale in the Offer (the “**Offer for Sale**”), subject to the terms of the Offer, to be offered for cash at such price per equity share as may be determined pursuant to the book building process in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), to such categories of persons as determined in accordance with the SEBI ICDR Regulations or other applicable law.

I consent to the inclusion of my name and certain details as set out in **Annexure 1**, as a Selling Shareholder in the draft red herring prospectus to be filed with the Securities and Exchange Board of India (“**SEBI**”), the red herring prospectus to be filed with the RoC, the prospectus which the Company intends to be issued in respect of the Offer and such other documents as may be required to be issued in relation to the Offer (collectively, the “**Offer Documents**”) or any Offer related material. I also hereby authorize the issue of the Offer Documents and the delivery of a copy of this letter to the RoC, if required, pursuant to Section 26 of the Companies Act, 2013, or any other regulatory authority, as may be required.

I also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with the Offer, which will be available to the public for inspection from the date of the filing of the RHP until the Bid/ Offer Closing Date.

I hereby consent that our entire pre- Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

I undertake that the above information/certification/declaration is true and correct and also undertake to promptly inform the BRLMs and the Company of any change to the contents of this letter until the date when the Equity Shares commence trading on the BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”). In the absence of such intimation from me, the above information shall be considered updated.

This consent letter is for the information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material and may also be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer and may be uploaded on their respective websites. I hereby consent to the submission of this certificate as may be necessary, to SEBI, Stock Exchanges, including the repository system of SEBI and/or the BSE Limited and National Stock Exchange of India Limited (together, the “**Stock Exchanges**”), Registrar of Companies, Gujarat at Ahmedabad (the “**RoC**”) and/or any regulatory authority

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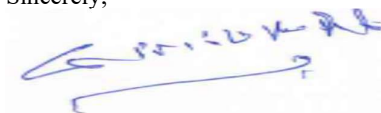
and/or for any other litigation purposes and/or for the records to be maintained by the Book Running Lead Manager in connection with the offer and in accordance with applicable law.

I confirm that we will immediately communicate any changes in writing in the above information to the Company and the BRLMs until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

I hereby consent to this certificate being disclosed by the BRLMs, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents, as the case may be.

Sincerely,



Name: Girishbhai Manibhai Patel

Encl: Annexure 1: Details of Selling Shareholder

CC:

Book Running Lead Managers

Equirus Capital Private Limited

12th Floor, C Wing,
Marathon Futurex,
N. M. Joshi Marg, Lower Parel,
Mumbai – 400 013
Maharashtra, India

DAM Capital Advisors Limited

One BKC, Tower C,
15th Floor, Unit No. 1511,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051,
Maharashtra, India

Legal Counsel to the Company

Trilegal

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

Legal Counsel to the Book Running Lead Managers

J. Sagar Associates

One Lodha Place, 27th Floor,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400013 Maharashtra, India

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Annexure 1

Details of the Selling Shareholder

Name of Selling Shareholder	Girishbhai Manibhai Patel
Age	77 years
Citizenship of country	India
Resident of country	India
Address of the Selling Shareholder, including PIN code	Nisarg, Opp. Ace Tennis Club, B/h Karnavati Club, Mumatpura, Daskroi, Bopal, Ahmedabad, Gujarat – 380 058
PAN of Selling Shareholder	AAWPP1120E
Proof of Address	Aadhar Card
Telephone number	+91 98795 31817
DP ID	IN300982
Client ID	10012089
Email	gmpatel@mbphenix.com