

Palak Dilipbhai Parekh

Address: 502 Pushpak Appartment, Near Shreyas Crossing, Ambawadi, Manekbag, Ahmedabad – 380015, Gujarat
Telephone Number: +91 79-26463784 | Email : compliance@mbel.in

Date: 15th 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, Palak Dilipbhai Parekh, a member of the Institute of Company Secretaries of India, (constituted under the Company Secretaries Act, 1980), bearing membership No. F10209, copy of the membership certificate annexed as **Annexure A**, hereby give my consent to act as the company secretary and compliance officer of the Company and to my name and other details mentioned herein being included as Company Secretary and Compliance Officer of the Company in the draft red herring prospectus (“**DRHP**”), red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) (collectively, the “**Offer Documents**”) to be filed with the Securities and Exchange Board of India (“**SEBI**”), and the Registrar of Companies, Gujarat at Ahmedabad (“**RoC**”) and the stock exchanges where the Equity Shares are proposed to be listed (“**Stock Exchanges**”) and any other documents in relation to the Offer.

I 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 BRLM in connection with the Offer.

I will be responsible for ensuring compliance of the securities laws and other applicable laws, handling and redressal of investor’s grievances, if any, in connection with the Offer, and subsequent listing of the Company’s Equity Shares on the stock exchange(s). The following details with respect to me may be disclosed in the Offer Documents and any other documents in relation to the Offer

Name: Palak Dilipbhai Parekh
Designation: Company Secretary and Compliance Officer
Address: MB House, 51, Chandrodaya Society, Opp. Golden Triangle Stadium Road, Post Navjivan, Ahmedabad – 380 014, Gujarat, India
Telephone Number: +91 79- 26463784
Email: compliance@mbel.in

I confirm that the information and confirmations set out in this [certificate are true, correct, adequate, not misleading in any material respect and do not omit to state a material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, not misleading].

I confirm that I will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer (the “**Book Running Lead Managers**”) until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, Book Running Lead Managers and the legal counsel, each to the Company and the Book Running Lead Managers, 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.

I hereby consent to this certificate being disclosed by the Book Running Lead Managers, 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.

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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 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.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal counsels appointed by the Company and the Book Running Lead Managers in relation to the Offer. I also consent to the inclusion of this consent 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 and uploaded on the website of the Company from the date of the RHP until the Bid / Offer Closing Date.

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

Yours faithfully,



Name: Palak Dilipbhai Parekh

Designation: Company Secretary and Compliance Officer

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 Book Running Lead Manager

J. Sagar Associates

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

Legal Counsel to the Company

Trilegal

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

No. 010309

FCS No. 10209



**THE INSTITUTE OF
Company Secretaries of India**
भारतीय कम्पनी सचिव संस्थान
IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament

CERTIFICATE OF MEMBERSHIP

This is to certify that

CS PALAK DILIP KUMAR PAREKH

of

AHMEDABAD

was admitted as an Associate Member

on the Tenth day of December Two Thousand Thirteen and

Fellow

of

The Institute of Company Secretaries of India

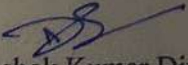
on the Seventeenth day of June Two Thousand Nineteen

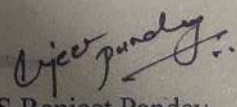
Given by the Council under the common seal of

The Institute of Company Secretaries of India,

on the Seventeenth day of June Two Thousand Nineteen




CS Ashok Kumar Dixit
Secretary


CS Ranjeet Pandey
President

(This certificate is the property of the Institute)