

AMIT VED GARG & CO.

Chartered Accountants

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To
The Board of Directors
Dollar Industries Limited
Om Tower, 15th Floor
32, Jawahar Lal Nehru Road
Kolkata – 700 071

Independent Practitioner's Certificate on pre and post arrangement provisional net worth of "Dollar Industries Limited" ("the Company" or "the Transferee Company") as at March 31, 2025.

1. This Certificate is issued in accordance with the terms of our engagement dated 7th October, 2025.
2. We have been requested by the company having its registered office at the above-mentioned address to issue a certificate on the accompanying Statement of computation of pre and post arrangement provisional consolidated net worth of the Company as at March 31, 2025 ("the Statement").

The Statement contains the details as required pursuant to the requirement of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for onward submission to the NCLT (National Company Law Tribunal) and other regulatory authorities including Securities and Exchange Board of India (SEBI), Stock Exchange(s), Regional Director and Ministry of Corporate Affairs in connection with the draft Composite Scheme of Arrangement between the Company and the following entities:-

Sl. No.	Name of the Company	Particulars
1.	Dindoyal Texpro Pvt Ltd (Only Hosiery Business Unit)	Demerged Company
2.	Adds Projects Pvt Ltd	Transferor Company – 1
3.	Amicable Properties Pvt Ltd	Transferor Company – 2
4.	Bhawani Yarns Pvt Ltd	Transferor Company – 3
5.	Dollar Brands Pvt Ltd	Transferor Company – 4
6.	Goldman Trading Pvt Ltd	Transferor Company – 5
7.	KPS Distributors Pvt Ltd	Transferor Company – 6
8.	PHPL Properties Pvt Ltd	Transferor Company – 7
9.	Zest Merchants Pvt Ltd	Transferor Company – 8

and their respective shareholders and creditors (hereinafter referred to as the 'Scheme') as approved by the Board of Directors of the Company in their meeting held on September 26, 2025, in terms of the provisions of section 230 to 232 of The Companies Act, 2013 (the 'Act') and other provisions applicable, if any, of the Act and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and circular issued thereunder.



3. The Appointed date for the purposes of the Scheme means 1st day of April, 2025 or any other date as may be mutually decided by the Board of Directors of the Demerged Company, Transferor Companies, and the Resulting Company/Transferee Company with the approval of the Hon'ble NCLT (National Company Law Tribunal) Bench, Kolkata or any other Appropriate Authority may approve.

Management's Responsibility

4. The preparation of the above Statement is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are responsible in the circumstances.
5. The management is also responsible for ensuring that the Company complies with the provisions of Sections 230 to 232 of the Act and other provisions applicable, if any, of the Act and SEBI (Listing Obligations and Disclosure Requirements), regulations, 2015 and circular issued thereunder.
6. The company had appointed M/s KPMG Valuation Services LLP for recommendation of share entitlement ratio for the proposed demerger of the Hosiery Business Unit of Dindoyal Texpro Pvt Ltd into Dollar Industries Limited and also equity share exchange ratios for the proposed merger of 8 other companies (as mentioned in para 2 above) with Dollar Industries Limited as on the agreed date of the valuation.

The said, M/s KPMG Valuation Services LLP has provided the valuation report dated September 26, 2025 after conducting the relative valuation (not an absolute valuation) of the Business and recommended the Share entitlement ratio for the proposed demerger, Equity share exchange ratios for the proposed merger and pricing mechanism for deriving the exchange ratio thru' volume weighted average price for the proposed merger as per composite scheme of arrangement.

Practitioner's Responsibility

7. Pursuant to the requirement of regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, our responsibility is to provide reasonable assurance whether:-
- a) The amounts in the Statement that form part of the pre and post arrangement provisional consolidated net worth computation have been accurately extracted from the audited Financial Statements of the Company and Demerged Company / Transferor Companies as at and for the year ended March 31, 2025 and correctly determined considering the proposed accounting treatment, and Share Exchange Ratio specified in the Scheme and per Independent Valuers Report: and
- b) The Computation of pre and post arrangement provisional net worth is arithmetically correct and is in accordance with the basis of computation as set out in the Statement.
8. The financial statements of the Company and the Demerged Company / Transferor Companies for the year ended March 31, 2025 referred to in paragraph 2 above have been audited by their respective auditors, who have issued an unmodified opinion. The audit of such financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that audit is planned performed to obtain reasonable assurance about whether the financial statements are free of material misstatement. The audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
9. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.



10. 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.
11. To provide reasonable assurance as stated above, we have performed the following procedures with respect to the Statement:-
- a) The amounts in the computation of the pre-amalgamation net worth have been traced from the audited Financial Statements of the Company as at and for the year ended March 31, 2025:
 - b) We have been provided by the Company's management with a copy of the Scheme proposed to be filed by the Transferee Company with the NCLT (National Company Law Tribunal) and other regulatory authorities including Securities and Exchange Board of India (SEBI), Stock Exchange(s), Regional Director and Ministry of Corporate Affairs and we have read the same and noted the impact of the proposed accounting treatment specified in Paragraph 28 of the Scheme.
 - c) The amounts in the computation of the post arrangement provisional net worth have been verified after considering the impact of :
 - The proposed accounting treatment specified in Paragraph 28 of the Said Scheme.
 - The share exchange ratio for the Demerged Company */ transferor Companies specified above of the Said Scheme; and
 - Valuation Reports issued by the Independent Registered Valuer, M/s KPMG Valuation Services LLP dated September 26, 2025
 - d) We have verified that the computation of pre and post arrangement provisional net worth is arithmetically correct and is in accordance with the basis of computation as set out in the Statement.
 - e) Obtained and read certified true copy of the minutes of the meeting of the Board of Directors held on September 26, 2025 being the date of the meeting in which the Board of Directors of the Company approved the Said Composite Scheme of Arrangement.
 - f) Obtained information and explanation given to us by the management of the Company.

Opinion

Based on our examination and according to the information and explanations and representations given to us by the Company's managements, we are of the opinion that "-

- a) The amount in the statement that form part of the pre-arrangement net worth computation have been accurately extracted from the audited Financial Statements of the Company as at and for the year ended march 31, 2025.
- b) The amounts in the Statement that form part of the post arrangement have been accurately extracted from the audited Financial Statements of the Company and Demerged Company/Transferor Companies as at and for the year ended March 31, 2025 and correctly determined considering the proposed accounting treatment, and Share Exchange Ratio as per the said Scheme and valuation Report issued by the Independent Registered Valuer, M/s KPMG Valuation Services LLP dated September 26, 2025: and
- c) The computation of pre and post arrangement provisional net worth is arithmetically correct and is in accordance with the basis of computation as set out in the Statement.



Emphasis of Matter

We draw attention to note 3 of the Statement. The post arrangement net worth of the Company as at March 31, 2025 calculated in the Statement is provisional and will undergo change on actual implementation of the Scheme on the effective date. Our opinion is not qualified in respect of this matter.

Restriction on Use

This Certificate is issued at the request of the Company and is addressed to the Board of Directors of the Company solely for the purpose for the use of the management of the Company for the purpose of the onward submission to the NCLT (National Company Law Tribunal) and other regulatory authorities including Securities and Exchange Board of India (SEBI), Stock Exchange(s), Regional Director and Ministry of Corporate Affairs to comply with the requirement of regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and should not be used by any other person or for any other purpose without our prior written consent. We shall not be liable to the company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For AMIT VED GARG & CO.

Chartered Accountants

Firm Registration No. 325121E

A. Garg

(C.A. A. Garg)

Proprietor

Membership No: 061677

Date: October 8, 2025.

Place: Kolkata



UDIN : - 25061677BMHYWV6820

Calculation of Pre and Post Amalgamation Net-worth of **DOLLAR INDUSTRIES LIMITED**

(₹ in Lacs)

<u>Sl. No.</u>	<u>Particulars</u>	<u>Pre-Amalgamation</u>	<u>Post-Amalgamation</u>
1.	Equity Share Capital	1,134.32	1,193.93
2.	Free Reserves (including Capital Reserve on Amalgamation)	85,350.22	92,460.74
	Total	86,484.54	93,654.67

Notes:

1. For the purpose of above calculation, following definition of “net worth” as defined in section 2(57) of the Companies Act, 2013, as amended, has been considered

“Net worth” as the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation”.

2. Pre-arrangement net worth as at March 31, 2025 has been determined on the basis of audited Financial Statements of respective companies as at and for the year ended March 31, 2025.
3. Pre-arrangement provisional net worth as at March 31, 2025 has been determined on the basis of balances as at March 31, 2025 in the books of respective companies involved in the proposed composite scheme of arrangement as on that date and will undergo change on account of profit/loss of the Company and Demerged Company/Transferor Companies during Intervening period (From April 1 2025 to effective date) and also by the impact of implementation of the proposed accounting treatment as per the proposed Composite Scheme of Arrangement.

