

Annexure E

Brief particulars of the transferee/resulting and transferor/demerged companies:

Sr. No.	Particulars	Remarks
1.	Name of the Company	Dollar Industries Limited
2.	Exchange(s) Listed on	National Stock Exchange of India Ltd (NSE) and BSE Ltd (BSE)
3.	Designated Stock Exchange	BSE Ltd
4.	Date of Incorporation & details of name change, if any.	DOI : 26 th May, 1993. The name of the Company at the time of incorporation was Aradhana Share Consultancy Private Limited. Subsequently, on 5 th February, 1996, the name was changed to Graphic Finance Private Limited. The status of the Company was changed to Graphic Finance Limited on 8 th March, 1996. Later on Company name was again changed to Bhawani Textiles Limited on 25 th July, 2005. On 24 th June, 2008 the name of the Company changed to Dollar Industries Limited.
5.	Nature of business and business activities currently carried out by the Company	The Company is engaged in the business and leading player in the Indian hosiery and knitwear sector. The Company primarily engaged in two key activities: (a) procurement of raw cotton; and (b) manufacturing of fabric, which is further processed into a wide range of hosiery products including a portfolio of high value-added downstream products such as Vest, Brief, Trunks, Athleisure, thermal wear, leggings etc. The Company also has a well-established distribution network.
6.	Brief detail about Scheme including rationale for scheme along with a graphical representation.	The Scheme proposes for the demerger of the Hosiery Business Undertaking ("Demerged Undertaking") of Dindayal Texpro Private Limited ("Demerged Company") and vesting of the same with Dollar Industries Limited ("Resulting Company"). The demerger between Dollar Industries Ltd. and Dindayal Texpro Pvt. Ltd. marks a strategic step toward vertical integration to enhance in-house production capabilities. This operational association is designed to reduce reliance on external job work, thereby providing Dollar Industries with greater control over its manufacturing processes. Key benefits of this integration include improved quality consistency, streamlined production, and enhanced responsiveness to market demands, the core objective is to consolidate production under a single corporate entity. This will empower Dollar Industries Limited to manage its operations more efficiently and reinforce its market position through a fully integrated supply chain. The proposed arrangement will create greater value for shareholders and enable a more focused operational strategy. This will benefit the Demerged Company and the Resulting Company, as well as their respective shareholders, employees, creditors, and all other stakeholders. Ultimately, it will help both entities achieve their objectives more efficiently and economically. The demerger will pave way for Dollar Industries to concentrate on its core competencies by streamlining the production process, the company will be better positioned to enhance efficiency, foster innovation within its current product lines, and leverage economies of scale. These strategic advantages will further strengthen its competitive position in the market The Scheme also proposes the merger of ADDS Projects Private Limited ("Transferor Company 1"), Amicable Properties Private Limited ("Transferor Company 2"), Bhawani Yarns Private Limited ("Transferor Company 3"),

For DOLLAR INDUSTRIES LIMITED

(Signature)
Company Secretary

DOLLAR INDUSTRIES LTD.

(AN ISO 9001:2015 CERTIFIED ORGANISATION)

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CIN NO. : L17299WB1993PLC058969

		Dollar Brands Private Limited (“Transferor Company 4”), Goldman Trading Pvt. Ltd. (“Transferor Company 5”), KPS Distributors Private Limited (“Transferor Company 6”), PHPL Properties Private Limited (“Transferor Company 7”) and Zest Merchants Private Limited (“Transferor Company 8”) (collectively “Transferor Companies”)with Dollar Industries Limited (“Transferee Company”).								
		The Transferor Companies, all part of the promoter group of the Transferee Company, are set to merge under a single entity. This strategic move is designed to unify group operations, strengthen brand identity, sharpen business focus, and align long-term objectives. This merger will consolidate the "Dollar" brand, currently held Dollar Brands Private Limited (one of Transferor Company), into the listed entity (the Transferee Company). This strategic move will centralize brand ownership, thereby significantly enhancing transparency and instilling greater confidence among shareholders, investors, customers, and other stakeholders. One of the transferor Company M/s. Bhawani Yarns Private Limited performs job work for Dollar Industries Limited, this merger will reduce reliance on external job work, thereby providing Dollar Industries with greater control over its manufacturing processes. The proposed amalgamation of the Transferor Companies with the Transferee Company will facilitate the consolidation of business operations, thereby ensuring that the financial statements accurately reflect the true net worth of the combined entity. The proposed merger is expected to improve profitability margins and operating cash flows, leading to an overall increase in earnings. By virtue of this merger, Dollar Industries will acquire all the businesses of the transferor Companies it currently uses. This consolidation is expected to reduce costs and provide greater control over its operations. The proposed merger will combine value of all the transferor companies which would become greater than the sum of their individual values creating a synergy benefits for the companies. The remaining transferor Companies are primarily engaged in the business of holding commercial spaces and letting them on rent to Dollar Industries Limited and its affiliates. The proposed amalgamation is expected to reduce intercompany and related-party transactions, which will subsequently decrease the volume and value of arm’s-length-priced transactions and strengthen compliance. The proposed amalgamation is expected to streamline administrative functions by eliminating the need to maintain multiple records. This will lead to improved legal and regulatory compliance.								
7.	Date of Resolution passed by Board 1of Directors of the Company approving the scheme.	26 th September, 2025								
8.	Appointed Date	1 st April, 2025								
9.	Consideration/Exchange Ratio	<table><tr><th>Name of the transferor</th><th>Share Exchange Ratio</th><th>No. of shares proposed to be allotted</th></tr><tr><td>DTPL</td><td>10:135</td><td>2,22,222</td></tr></table>	Name of the transferor	Share Exchange Ratio	No. of shares proposed to be allotted	DTPL	10:135	2,22,222		
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		<table><tr><td>DBPL</td><td>10:358</td><td>1,20,196</td></tr><tr><td>APPL</td><td>10:204</td><td>3,46,775</td></tr><tr><td>AMPPL</td><td>100:108</td><td>1,89,815</td></tr><tr><td>BYPL</td><td>10:552</td><td>2,17,391</td></tr><tr><td>GTPL</td><td>10:65</td><td>6,12,942</td></tr><tr><td>KDPL</td><td>10:158</td><td>8,68,896</td></tr><tr><td>PPPL</td><td>100:35</td><td>2,14,286</td></tr><tr><td>ZMPL</td><td>100:109</td><td>1,87,615</td></tr><tr><td colspan="2">TOTAL</td><td>29,80,138</td></tr></table>	DBPL	10:358	1,20,196	APPL	10:204	3,46,775	AMPPL	100:108	1,89,815	BYPL	10:552	2,17,391	GTPL	10:65	6,12,942	KDPL	10:158	8,68,896	PPPL	100:35	2,14,286	ZMPL	100:109	1,87,615	TOTAL		29,80,138	
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10.	Will any of the unlisted companies seek listing pursuant to Rule 19(2)(b) of SEBI (SCRR),1957	No																												
11.	Report of Audit Committee	Audit Committee report dated 26 th September, 2025 has recommended the draft scheme for favorable consideration.																												
12.	Valuation Report from a Registered Valuer	The share entitlement ratio has been derived based on Valuation report dated 26 th September, 2025 issued by KPMG Valuation Services LLP, Registered Valuer (IBBI Reg no. IBBI/RV-E//06/2020/115).																												
13.	Fairness opinion by Merchant Banker	V C Corporate Advisors Pvt. Ltd. (Reg No. INM000011096), Merchant Banker, in its fairness opinion dated 26 th September, 2025 as opined that the share entitlement ratio as recommended by the valuer is fair.																												
14.	Pre and post scheme Shareholding Pattern of the listed Company	Pre-Scheme Shareholding Pattern: <table><tr><th>Category</th><th>No. of shares</th><th>%</th></tr><tr><td>Promoter</td><td>40954464</td><td>72.21</td></tr><tr><td>Public</td><td>15761656</td><td>27.79</td></tr><tr><td>Total</td><td>56716120</td><td>100</td></tr></table> Post-amalgamation shareholding pattern: <table><tr><th>Category</th><th>No. of shares</th><th>%</th></tr><tr><td>Promoter</td><td>43934602</td><td>73.60</td></tr><tr><td>Public</td><td>15761656</td><td>26.40</td></tr><tr><td>Total</td><td>59696258</td><td>100</td></tr></table>		Category	No. of shares	%	Promoter	40954464	72.21	Public	15761656	27.79	Total	56716120	100	Category	No. of shares	%	Promoter	43934602	73.60	Public	15761656	26.40	Total	59696258	100			
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16	Pre and post scheme Shareholding pattern of Adds Projects Private Limited (Transferor Company 1)	Pre-amalgamation shareholding pattern: <table> <tr> <th>Category</th><th>No. of shares</th><th>%</th></tr> <tr> <td>Promoter</td><td>7074200</td><td>100</td></tr> <tr> <td>Public</td><td>0</td><td>0</td></tr> <tr> <td>Total</td><td>7074200</td><td>100</td></tr> </table> Post-amalgamation shareholding pattern: <table> <tr> <th>Category</th><th>No. of shares</th><th>%</th></tr> <tr> <td>Promoter</td><td>NIL</td><td>NIL</td></tr> <tr> <td>Public</td><td>NIL</td><td>NIL</td></tr> <tr> <td>Total</td><td>NIL</td><td>NIL</td></tr> </table>	Category	No. of shares	%	Promoter	7074200	100	Public	0	0	Total	7074200	100	Category	No. of shares	%	Promoter	NIL	NIL	Public	NIL	NIL	Total	NIL	NIL
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20	Pre and post scheme Shareholding pattern of Goldman Trading Private Limited (Transferor Company 5)	Pre-amalgamation shareholding pattern: <table> <tr> <th>Category</th><th>No. of shares</th><th>%</th></tr> <tr> <td>Promoter</td><td>3984120</td><td>100</td></tr> <tr> <td>Public</td><td>0</td><td>0</td></tr> <tr> <td>Total</td><td>3984120</td><td>100</td></tr> </table> Post-amalgamation shareholding pattern: <table> <tr> <th>Category</th><th>No. of shares</th><th>%</th></tr> <tr> <td>Promoter</td><td>NIL</td><td>NIL</td></tr> <tr> <td>Public</td><td>NIL</td><td>NIL</td></tr> <tr> <td>Total</td><td>NIL</td><td>NIL</td></tr> </table>	Category	No. of shares	%	Promoter	3984120	100	Public	0	0	Total	3984120	100	Category	No. of shares	%	Promoter	NIL	NIL	Public	NIL	NIL	Total	NIL	NIL
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23	Pre and post scheme Shareholding pattern of Zest Merchants Private Limited (Transferor Company 8)	Pre-amalgamation shareholding pattern: <table> <tr> <th>Category</th><th>No. of shares</th><th>%</th></tr> <tr> <td>Promoter</td><td>204500</td><td>100</td></tr> <tr> <td>Public</td><td>0</td><td>0</td></tr> <tr> <td>Total</td><td>204500</td><td>100</td></tr> </table> Post-amalgamation shareholding pattern: <table> <tr> <th>Category</th><th>No. of shares</th><th>%</th></tr> <tr> <td>Promoter</td><td>NIL</td><td>NIL</td></tr> <tr> <td>Public</td><td>NIL</td><td>NIL</td></tr> <tr> <td>Total</td><td>NIL</td><td>NIL</td></tr> </table>	Category	No. of shares	%	Promoter	204500	100	Public	0	0	Total	204500	100	Category	No. of shares	%	Promoter	NIL	NIL	Public	NIL	NIL	Total	NIL	NIL
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Details of promoter's shareholding

Pre- scheme shareholding pattern:

Name	No. of shares	%	Promoter (Yes/No)
Aayush Gupta	539170	0.95	Yes
Anant Gupta	668750	1.18	Yes
Anita Gupta	350000	0.62	Yes
Ankit Gupta	538700	0.95	Yes
			Yes
Bajrang Kumar Gupta	140315	0.25	
Binay Kumar Gupta	735785	1.30	Yes
Gaurav Gupta	606530	1.07	Yes
Krishan Kumar Gupta	979065	1.73	Yes
Nitu Gupta	860000	1.51	Yes
Ruchi Gupta	530000	0.93	Yes
Seema Gupta	496750	0.88	Yes
Vinod Kumar Gupta	411195	0.72	Yes
Dollar Holdings Private Limited	26245534	46.27	Yes
V K Mercantile Private Limited	7852670	13.85	Yes
Total	40954464	72.21	

Post- scheme shareholding pattern:

Name	No. of shares	%	Promoter (Yes/No)
Aayush Gupta	5,63,576	0.94	Yes
Anant Gupta	6,68,750	1.12	Yes
Anita Gupta	3,50,000	0.59	Yes
Ankit Gupta	5,63,106	0.94	Yes
	1,79,500	0.30	Yes
Bajrang Kumar Gupta			
Binay Kumar Gupta	7,74,970	1.30	Yes
Gaurav Gupta	6,94,292	1.16	Yes
Krishan Kumar Gupta	10,47,109	1.75	Yes
Nitu Gupta	9,19,772	1.54	Yes
Ruchi Gupta	5,66,836	0.95	Yes
Seema Gupta	5,04,442	0.85	Yes
		0.78	Yes
Vinod Kumar Gupta	4,62,675		
Dollar Holdings Private Limited	2,71,42,236	45.47	Yes
V K Mercantile Private Limited	90,30,027	15.13	Yes
Dindayal Gupta	1,50,964	0.25	Yes

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		<table><tr><td>Chandrakala Gupta</td><td>7,692</td><td>0.01</td><td>Yes</td><td></td></tr><tr><td>Ashita Gupta</td><td>69,444</td><td>0.12</td><td>Yes</td><td></td></tr><tr><td>Krishan Kumar Gupta (HUF)</td><td>91,743</td><td>0.15</td><td>Yes</td><td></td></tr><tr><td>BS Infraproperties Pvt Ltd</td><td>71,519</td><td>0.12</td><td>Yes</td><td></td></tr><tr><td>BR Infraprojects Pvt Ltd</td><td>75,949</td><td>0.13</td><td>Yes</td><td></td></tr><tr><td>Total</td><td>43934602</td><td>73.60</td><td></td><td></td></tr></table>	Chandrakala Gupta	7,692	0.01	Yes		Ashita Gupta	69,444	0.12	Yes		Krishan Kumar Gupta (HUF)	91,743	0.15	Yes		BS Infraproperties Pvt Ltd	71,519	0.12	Yes		BR Infraprojects Pvt Ltd	75,949	0.13	Yes		Total	43934602	73.60		
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25	Minimum public shareholding in all the companies pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')	YES. Public Shareholding : Pre : 27.79% Post : 26.40%																														
26	Approval of shareholders through postal ballot and e-voting	Will be obtained as per NCLT direction.																														
27	Resolution for scheme approval (Ordinary/Special) <i>Note: specifically state applicability of Clause 10(b) of SEBI Master Circular on Scheme of Arrangement i.e.</i> <i>"If the Scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it"</i>	Will be obtained as per NCLT direction.																														
28	Treatment of Fractional Entitlement, if any	Fractional entitlement is rounded off to nearest one.																														
29	Compliance with Regulation 11 of the Listing Regulations	The Company has vide letter dated 6 th October, 2025 confirmed that the proposed scheme of amalgamation to be presented to any court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/2013, the rules, Regulations and guidelines under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and stock exchanges.																														
30	Statutory Auditor's certificate confirming the compliance of the accounting treatment as	Mr. Rahul Bothra, Partner of M/s. Singhi & Co, Statutory Auditors have provided the certificate dated 26 th September, 2025, confirming the accounting treatment as per SEBI circular.																														

For DOLLAR INDUSTRIES LIMITED

R. Bhatnagar
Company Secretary

DOLLAR INDUSTRIES LTD.

(AN ISO 9001:2015 CERTIFIED ORGANISATION)

Regd. Office Om Tower 15th Floor 32 J. L. Nehru Road Kolkata 700071 India
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CIN NO. : L17299WB1993PLC058969

	per SEBI Master Circular	
31	Compliance Report as per SEBI circular	Compliance Report as per SEBI Master Circular is enclosed as Annexure M.
32	Net Worth (Rs. in crores)	Dollar Industries Limited
	Pre	864.84
	Post	936.54
33	Capital before the scheme (No. of equity shares as well as capital in rupees)	5,67,16,120 & Rs. 11,34,32,240/-
	No. of shares to be issued	29,80,138
	Cancellation of shares on account of cross holding, if any	N.A
	Capital after the scheme (No. of equity shares as well as capital in rupees)	5,96,96,258 & Rs. 11,93,92,516/-
34	Please specify the relation among the companies involved in the scheme, if any.	All Companies belongs Promoter & Promoter Group Companies.
35	Details regarding change in management control in listed or resulting company seeking listing, if any.	N.A
36	Remarks, if any	N.A

For DOLLAR INDUSTRIES LIMITED

[Signature]
 Company Secretary

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