

To
The Board of Directors
Dollar Industries Limited
Om Tower 32, J.L. Nehru Road
15th Floor, Kolkata- 700071

Certificate to examine and Report on the accounting treatment as mentioned in the clause 15 and 28 of the proposed Composite Scheme of Arrangement ("Scheme") under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred to as "Scheme") with applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standards) Amendment Rules, 2021 and SEBI Master circular SEBI/HO/CFD/POD-2/P/CIR/2023/93.

1. This certificate is issued in accordance with the terms of our engagement letter dated September 19,2025.
2. We, the statutory auditors of **Dollar Industries Limited** (hereinafter referred to as "the Company"), have examined the proposed accounting treatment (attached as "**Annexure A**") specified in Clause 15 and 28 of the Composite Scheme of Arrangement between Dollar Industries Limited ("DIL"/ "Resulting Company" / "Transferee Company"), Hosiery Business Unit ("Demerged Undertaking") of Dindayal Texpro Private Limited ("Demerged Company"), ADDS Projects Private Limited ("Transferor Company 1"), Amicable Properties Private Limited ("Transferor Company 2"), Bhawani Yarns Private Limited ("Transferor Company 3"), 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") and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules 2016 ("Scheme") with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 read with rules made thereunder and Other Generally Accepted Accounting Principles. The Scheme was approved by the Board of Directors of the Company in its meeting held on September 26,2025.

Management Responsibility

3. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved in the scheme. This responsibility includes design, implementation and maintenance of internal control relevant to the preparation and presentation of the draft Scheme and applying an appropriate basis of preparation, making estimates that are reasonable in the circumstances and includes the compliance with other relevant provisions of the Companies Act, 2013 and applicable laws and regulations.

Auditor's Responsibility

4. Our responsibility is to provide limited assurance on whether the accounting treatment prescribed in the books of Dollar Industries Limited ("DIL"/ "Resulting Company" / "Transferee Company") as mentioned in the clause 15 and 28 of the Scheme complies with the applicable Accounting Standards and other generally accepted accounting principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
5. We conducted our examination of the proposed accounting treatment in accordance with the "Guidance Note on Reports or Certificates for Special Purposes" ("the Guidance Note") 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.

6. We have complied with the relevant applicable requirements of 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 Engagement. Further, our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid scheme.
7. The procedure performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement; and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. The procedure selected depends on the auditor's judgement, including the areas where a material misstatement of the subject matter information is likely to arise. We have performed the following procedures in relation to the Statement:
 - A. Obtained the Composite Scheme of Arrangement duly approved by the Board of Directors in the Board Meeting dated 26-09-2025 and read the Scheme and the proposed accounting treatment specified in Clause 15 and Clause 28 of the Scheme as it relates to Resulting Company / Transferee company.
 - B. Examined the proposed Accounting Treatment prescribed in the Scheme and assessed whether the same is in compliance with the applicable accounting standards prescribed under Section 133 of the Act read with rules made thereunder and the Companies (Accounting Standards) Amendment Rules, 2021, as amended.
 - C. Checked certified true copy of the board resolution approving the draft scheme.
 - D. Obtained necessary representations from the Management of the Company.

We make no representation regarding the sufficiency of the procedures described above either for the purpose for which this has been requested or for any other purpose.

8. Our certification is subject to the limitations detailed hereunder:
 - A. This certificate is issued with the understanding that the Management has drawn our attention to all the matters which they are aware of and any other matter which may have an impact on our certification.
 - B. In the course of the present exercise, we were provided with both written and verbal information.
 - C. The procedures carried out above do not constitute either an audit or a review made in accordance with the Standards as issued by the Auditing and Assurance Standards Boards in India.

Opinion

9. Based on our examination and according to the information and explanations given to us, in our opinion, the accounting treatments specified in Clause 15 and 28 of the Scheme related to Resulting Company / Transferee company, attached herewith in Annexure A and initialled by us for identification, is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and circulars issued thereunder, in terms of the provisions of Sections 230-232 of the Companies Act, 2013 with reference to its compliance with all the applicable accounting standards notified by the Central Government under section 133 of the Act, read with rules made thereunder and the Companies (Accounting Standards) Amendment Rules, 2021, as amended and other generally accepted accounting principles, as applicable.
10. The proposed appointment date as per the scheme is April 01,2025 as approved by the Board of Directors and accounting treatment, if any, as indicated in clause 15 and 28 will be the responsibility of management of the Company on the scheme becoming effective and subject to the approval by NCLT.

Restriction on use

11. This certificate is issued for the purpose of the Offer, and can be used, in full or part, for inclusion in the Offer Documents which may be filed by the Company with SEBI, the Stock Exchanges, RoC and / or any other regulatory or statutory authority.

Yours Sincerely,

For Singhi & Co.,
Chartered Accountants
Firm Registration No: 302049E

(Rahul Bothra)

Partner
Membership No. 067330

UDIN: 25067330BMLGTZ5526

Place: Kolkata
Date: September 26, 2025

Annexure “A”

Relevant Extract of Clause 15 and 28 of the Draft Composite Scheme of Arrangement describing the Accounting Treatment in the books of Dollar Industries Limited (“DIL”/ “Resulting Company”/ “Transferee Company”) for i) Demerger and vesting of Hosiery Business Unit (“Demerged Undertaking”) of Dindayal Texpro Private Limited (“Demerged Company”) into Dollar Industries Limited (“Resulting Company”) on a going concern basis; ii) Amalgamation of ADDS Projects Private Limited (“Transferor Company 1”), Amicable Properties Private Limited (“Transferor Company 2”), Bhawani Yarns Private Limited (“Transferor Company 3”), 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”) with Dollar Industries Limited (“Transferee Company”).

15. ACCOUNTING TREATMENT

IN THE BOOKS OF THE RESULTING COMPANY

Upon the Scheme coming into effect and with effect from Appointed Date, since the transaction involves entities which are ultimately controlled by the same party before and the demerger, the Resulting Company shall account for the Demerged Undertaking in its books of account, using pooling of interest method, in accordance with Appendix C “Business Combinations of entities under common control” of IND AS 103 for Business Combination prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015 and generally accepted accounted principles, as may be amended from time to time.

- 15.5.** With effect from the Appointed Date, the Resulting Company shall record the assets and liabilities of the Demerged undertaking of Demerged Company transferred pursuant to this Scheme, at their respective carrying values as appearing in the books of account of the Demerged Company.
- 15.6.** Loans and advances and other dues outstanding between the Demerged Undertaking of the Demerged Company and the Resulting Company, if any would stand cancelled and there shall be no further obligation / outstanding in that behalf.
- 15.7.** The Resulting Company shall credit to its share capital in its books of accounts, the aggregate face value of the equity shares issued by it to the members of the Demerged Company pursuant to Clause 14.1 of this Scheme;
- 15.8.** The difference being the Net Assets transferred from Demerged Company pursuant to Clause 15.5 above as reduced by the share capital issued pursuant to Clause 14.1 shall be adjusted to Capital Reserve in the books of the Resulting Company and shall be presented separately from other capital reserves with disclosure of its nature and purpose in the notes.
- 15.9.** In case of any differences in the accounting policies between Demerged Company as compared to Resulting Company, the impact of the same till the Appointed Date will be quantified and adjusted to the Reserves of the Resulting Company to ensure that the

Vinod
Kumar
Gupta

Digitally signed by
Vinod Kumar Gupta
Date: 2025.09.26
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DOLLAR INDUSTRIES LTD.

(AN ISO 9001:2015 CERTIFIED ORGANISATION)

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CIN NO. : L17299WB1993PLC058969

financial statements of the Resulting Company reflect the financial position on the basis of consistent accounting policies.

28. ACCOUNTING TREATMENT
IN THE BOOKS OF THE Transferee COMPANY

- 28.1.** With effect from the Appointed Date and upon the Scheme becoming effective, the Transferee Company shall account for amalgamation of Transferor Company in its books of account as per “Pooling of Interest Method” prescribed under Appendix C of India Accounting Standard AS – 103 “Business Combinations” as prescribed under Section 133 of the Act read with the relevant rules issued thereunder and other generally accepted accounting principles in India.
- 28.2.** The Transferee Company shall, record all the assets and liabilities, including reserves, of the Transferor Companies at their respective book values as appearing in the books of the Transferor Companies on the Appointed date. No adjustments are made to reflect fair values or recognize any new assets or liabilities. The only adjustments that are made are to harmonize accounting policies.
- 28.3.** The inter-company balances between the Transferee Company and the Transferor Companies, if any, appearing in the books of the Transferee Company shall stand cancelled
- 28.4.** Upon the Scheme coming into effect, the surplus/ deficit, if any, of the net value of assets and liabilities, including reserves, of the Transferor Companies acquired and recorded by the Transferee Company over the sum of (a) the face value of the shares issued and allotted pursuant to Clause 26.1 and (b) the value of investments cancelled pursuant to Clause 28.3 above shall be adjusted in “Capital Reserve Account” in the financial statements of the Transferee Company and shall be presented separately from other capital reserves with disclosure of its nature and purpose in the notes.
- 28.5.** In case of any difference in accounting policy between the Transferor Companies and the Transferee Company, the impact of the same till the Appointed Date will be quantified and adjusted in the “General Reserves” of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.
- 28.6.** any matter not dealt with in clause hereinabove shall be dealt with in accordance with the requirement of applicable Indian Accounting Standards.

For Dollar Industries Limited

Vinod Kumar
Digitally signed by
Vinod Kumar Gupta
Date: 2025.09.26
18:01:36 +05'30'

Name: Vinod Kumar Gupta

Designation: Managing Director

DIN: 00877949

Date: 26-09-2025

Place: Kolkata

***Initialed for identification.**

DOLLAR INDUSTRIES LTD.

(AN ISO 9001:2015 CERTIFIED ORGANISATION)

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