Certificate on Special Tax Benefit

Date: July 25, 2026

To:

Axis Capital Limited
Axis House, 1st Floor
Pandurang Budhkar Marg
Worli, Mumbai – 400025
Maharashtra, India

Jefferies India Private Limited
Level 16, Express Towers
Nariman Point, Mumbai 400 021
Maharashtra, India

Kotak Mahindra Capital Company Limited
27 BKC, 1st Floor, Plot No. C –27
"G" Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Nomura Financial Advisory and Securities (India) Private Limited
Ceejay House, Level 11
Plot F, Shivsagar Estate
Dr. Annie Besant Road, Worli
Mumbai 400 018, Maharashtra, India

SBI Capital Markets Limited
1501, 15th Floor, A & B Wing
Parinee Crescenzo Building
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

360 ONE WAM Limited
902, Hallmark Business Plaza
Sant Dnyaneshwar Marg
Bandra East
Mumbai – 400051
Maharashtra, India

*(Axis Capital Limited, Jefferies India Private Limited, Kotak Mahindra Capital Company Limited, Nomura Financial Advisory and Securities (India) Private Limited, SBI Capital Markets Limited, 360 ONE WAM Limited, and any other book running lead managers appointed by the Company are collectively referred to as the **"Book Running Lead Managers"** or the **"BRLMs"**)*

and

The Board of Directors
Dhoot Transmission Limited
Gut No 312, Nanekarwadi, Chakan Tq Khed
Dist. Pune, Chakan – 410 501
Maharashtra, India

Dear Sir/ Madam,

Re: Statement of special tax benefits available to Dhoot Transmission Limited (the "Company"), its Shareholders and its Material Subsidiaries under the direct and indirect tax laws, prepared in connection with the proposed Initial Public Offer of equity shares of the Company (the "Offer"), in accordance with the requirements under Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations")

In relation to the Company and its affiliates, we, Kirtane & Pandit LLP, Chartered Accountants, are an independent firm of chartered accountants. We have received a request from the Company to provide a certificate on possible special tax benefits available to the Company, its shareholders and the material subsidiaries of the Company, identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Material Subsidiaries**"), under the direct and indirect tax laws in India ("**Tax Laws**") as presently in force, including the Income-tax Act, 1961 read with rules, circulars, and notifications thereunder, as amended by the Finance Act, 2026, i.e., applicable for the Financial Year 2025-26 relevant to the Assessment Year 2026-27 and Income-Tax Act, 2025, as amended by the Finance Act, 2026 applicable with effect from April 1, 2026 for the tax year 2026-27. Several of these benefits are dependent on the Company, its Shareholders and Material Subsidiaries, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company, its Shareholders and its Material Subsidiaries to derive the special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company, its Shareholders and its Material Subsidiaries face in the future. The Company, its Shareholders and its Material Subsidiaries may or may not choose to fulfil such conditions for availing of the special tax benefits.

Basis our review of the legal status and business activities referred in the statements issued by the Company as **Annexure A** (the "**Statement**"), we hereby certify and confirm that:

1. the enclosed **Annexure "A"** provides the possible special tax benefits available to the Company, its Shareholders and the Material Subsidiaries, including the Income-tax Act, 1961 read with rules, circulars, and notifications thereunder (the "**IT Act, 1961**") as amended by the Finance Act, 2026, i.e., applicable for the Financial Year 2025-26 relevant to the Assessment Year 2026-27 and Income-Tax Act, 2025 (the "**IT Act, 2025**") as amended by the Finance Act, 2026 applicable with effect from April 1, 2026 for the tax year 2026-27, presently in force in India. and enclosed **Annexure "B"** provides possible tax benefits regarding indirect tax laws including Union, state and integrated GST, Customs Act 1962, and Tariff Act, 1975, collectively defined as "Tax Laws", presently in force in India.

2. Several of these benefits are dependent on the Company, its Shareholders and the Material Subsidiaries fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the the Company, its Shareholders and the Material Subsidiaries to derive the possible special tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives that the the Company, its Shareholders and the Material Subsidiaries faces in the future, the Company, its Shareholders and the Material Subsidiaries may or may not choose to fulfil.

3. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Offer.

4. We do not express any opinion or provide any assurance as to whether:

   i. the Company, its Shareholders and the Material Subsidiaries will continue to obtain these benefits in the future;
   ii. the conditions prescribed for availing the benefits have been / would be met with; and
   iii. the revenue authorities/courts in India will concur with the views expressed herein.

5. The views expressed in the enclosed **Annexure "A" & "B"** are not exhaustive and the preparation of the contents stated in **Annexure "A" & "B"** is the responsibility of the management of the Company and the Material Subsidiaries.

We confirm that the information in this certificate is true, fair, correct, accurate and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "**Guidance Note**") in accordance with the generally accepted auditing standards in India and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. These standards require that we plan and perform the examination to obtain reasonable assurance about the "Reporting Criteria". 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. We hereby confirm that while providing this certificate we have complied with the Code of Ethics and 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, issued by the Institute of Chartered Accountants of India.

This certificate is issued for the purpose of the Offer, and can be used, in full or part, for inclusion in the updated draft red herring prospectus-II to be filed by the Company with the the Securities and Exchange Board of India ("**SEBI**") and BSE Limited and National Stock

Exchange of India Limited (collectively, the "**Stock Exchanges"**, the red herring prospectus and prospectus to be filed by the Company with the Registrar of Companies, Maharashtra at Pune (the "**RoC**"), **SEBI** and the Stock Exchanges, and any other material used in connection with the Offer (together, the "**Offer Documents**").

We hereby consent (i) to our name Kirtane & Pandit LLP, Chartered Accountants and the aforementioned details being included in the Offer Documents; and (ii) to the submission of this certificate to any regulatory / statutory/ governmental authority, stock exchanges, any other authority as may be required and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law. We also consent to the inclusion of this certificate 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 filing of the red herring prospectus until the Bid/Offer Closing Date and on the website(s) of the Company.

This certificate may be relied on by the BRLMs, their affiliates and legal counsels in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation and due diligence of the affairs of the Company in connection with the Offer. We hereby consent to this certificate being disclosed by the BRLMs, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

Further, we consent to this certificate being uploaded, as may be necessary, as part of the back-up documents to be retained in relation to the Offer on the online document repository platform established by each of the Stock Exchanges, in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/170 dated December 5, 2024, as amended.

We undertake to immediately communicate, in writing, any changes to the above information/confirmations, as and when: (i) made available to us; or (ii) we become aware of any such changes, to the BRLMs and the Company until the equity shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

Yours sincerely,
For Kirtane & Pandit LLP
ICAI Firm Registration No: 105215W/W100057

MEHUL RAJESH SHAH
Digitally signed by MEHUL RAJESH SHAH
Date: 2026.07.25 22:39:07 +05'30'

CA Mehul Shah
Partner
Membership No. 129408
UDIN: 26129408MAXDAM4701

Annexure A: Direct Taxation

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE UNDER Income Tax Act,1961 TO DHOOT TRANSMISSION LIMITED (THE "COMPANY), ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARIES UNDER TAX LAWS

A. For Dhoot Transmission Limited ("DTL"):

1. Deduction in respect of employment of new employees – Section 80JJAA of the Income Tax Act, 1961 ("**IT Act**"):

   Subject to fulfilment of prescribed conditions specified in subsection (2) of Section 80JJAA of the IT Act, DTL is entitled to claim deduction, under the provisions of Section 80JJAA of the IT Act, of an amount equal to 30% of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

2. Deduction in respect of certain preliminary expenses – Section 35D of the Income Tax Act, 1961:

   In accordance with and subject to the fulfilment of conditions as laid out under section 35D of the IT Act, DTL may be entitled to amortize preliminary expenditure, being specified expenditure incurred in connection with the issue for public subscription or such expenditure as prescribed under section 35D of the IT Act, subject to the limit specified therein (viz maximum 5% of the cost of the project or 5% of the capital employed in the business of the company).

   The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive previous years beginning with the previous year in which the business commences or as the case may be, the previous year in which the extension of the undertaking is completed, or the new unit commences production or operation.

   DTL shall be required to furnish a statement in Form 3AF containing the particulars of expenditure specified under section 35D of the Act to income tax authority prior to one month before the due date of filing income tax return as per section 139(1) of the IT Act.

B. For Dhoot Automotive Systems Private Limited ("DASPL"):

Subject to fulfilment of prescribed conditions specified in subsection (2) of Section 80JJAA of the IT Act, DASPL is entitled to claim deduction, under the provisions of Section 80JJAA of the IT Act, of an amount equal to 30% of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

C. **For Dhoot Autocomponents Private Limited ("DACPL")**:

DACPL does not avail any special tax benefit under Income Tax Laws and regulations in accordance with Income Tax Act,1961 & Income Tax Rules,1962.

D. **For shareholders of DTL:**

Resident Shareholders:

The resident shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961

Non-resident shareholders:

In respect of non-resident shareholders, the tax rates, and the consequent taxation (in relation to capital gains, etc) shall be further subject to benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE UNDER Income Tax Act,2025 TO DHOOT TRANSMISSION LIMITED (THE "COMPANY), ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARIES UNDER TAX LAWS:

Effective from 1 April 2026, the Income-tax Act, 2025 has come into effect. The statement of tax benefits outlined below is as per the Income-tax Act, 2025 ("the Act, 2025") read with Income Tax Rules, 2026, circulars, notifications, as amended from time-to-time ("Income Tax Law 2025") and applicable for Tax Year ('TY') 2026-27.

A. **For Dhoot Transmission Limited ("DTL"):**

1. Deduction in respect of employment of new employees – Section 146 of the Income Tax Act, 2025 ("**IT Act**"):

As per the provisions of Section 146 of the Act, 2025 where the gross total income of a taxpayer who is subject to tax audit under section 63, includes any profit and gains derived from business, then such taxpayer shall be entitled to claim a deduction of an amount equal to 30% of additional employee cost incurred in the course of such business in the tax year, for 3 consecutive tax years beginning from the tax year in which the employment is provided. The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in sub-section (3) of section 146 of the Act, 2025.

The term "additional employee" and "additional employee cost" is as defined in sub-section (5) of section 146 of the Act, 2025.

2. Deduction in respect of certain preliminary expenses – Section 44 of the Income Tax Act, 2025:

In accordance with and subject to the fulfilment of conditions as laid out under section 44 of the IT Act 2025, DTL may be entitled to amortize preliminary expenditure, being specified expenditure incurred in connection with the issue for public subscription or such expenditure as prescribed under section 44 of the IT Act 2025, subject to the limit specified therein (viz maximum 5% of the cost of the project or 5% of the capital employed in the business of the company.

The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive tax years beginning with the tax year in which the business commences or as the case may be, the tax year in which the extension of the undertaking is completed, or the new unit commences production or operation.

DTL shall be required to furnish a statement in Form 5 containing the particulars of expenditure specified under section 44 & rule 27 of the Act to income tax authority prior to one month before the due date of filing income tax return as per section 263(1) of the IT Act 2025.

B. For Dhoot Automotive Systems Private Limited ("DASPL"):

As per the provisions of Section 146 of the Act, 2025 where the gross total income of a taxpayer who is subject to tax audit under section 63, includes any profit and gains derived from business, then such taxpayer shall be entitled to claim a deduction of an amount equal to 30% of additional employee cost incurred in the course of such business in the tax year, for 3 consecutive tax years beginning from the tax year in which the employment is provided. The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in sub-section (3) of section 146 of the Act, 2025.

The term "additional employee" and "additional employee cost" is as defined in sub-section (5) of section 146 of the Act, 2025.

C. For Dhoot Autocomponents Private Limited ("DACPL"):

DACPL does not avail any special tax benefit under Income Tax Laws and regulations in accordance with Income Tax Act, 2025.

D. For shareholders of DTL:

Resident Shareholders:

The resident shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 2025

Non-resident shareholders:

In respect of non-resident shareholders, the tax rates, and the consequent taxation (in relation to capital gains, etc) shall be further subject to benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

Annexure B: Indirect Taxation

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE UNDER APPLICABLE INDIRECT TAX LAWS TO DHOOT TRANSMISSION LIMITED (THE "COMPANY), ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARIES UNDER TAX LAWS

This annexure sets out the special tax benefits available to DTL, its shareholder and its material subsidiaries under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 / relevant State Goods and Services Tax Act, 2017 read with rules, circulars, and notifications ("GST Laws"), the Customs Act, 1962, the Customs Tariff Act, 1975 ("Customs Law"), as amended from time to time, and Foreign Trade Policy (FTP) 2023 (collectively referred to as " Indirect Tax Laws"), presently in force in India.

1. <u>Benefits under the Central Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and the Integrated Goods and Services Tax Act, 2017:</u>

   DTL does not avail any tax benefits under the GST Laws for the Financial Year 2025-26.

   For Material Subsidiaries:

   We confirm that no Material Subsidiary is availing any special tax benefit, concession, or exemption under the provisions of the Central Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017 or Integrated Goods and Services Tax Act, 2017.

2. <u>Benefits under the Foreign Trade (Development and Regulation) Act, 1992 read with Foreign Trade Policy 2023</u>

   DTL & its Material Subsidiaries do not avail any benefits under the Foreign Trade (Development and Regulation) Act 1992, Foreign Trade Policy 2023.

3. <u>Benefits under the Customs Act, 1962</u>

   Section 25 of the Customs Act grants the government the power to exempt goods from customs duty by notification, either absolutely or subject to conditions. The Project Imports Regulations, 1986 allow for the import of capital goods at a concessional customs duty rate for specific projects, including infrastructure and power projects. The Export Promotion Capital Goods (EPCG) Scheme enables the import of capital goods at zero customs duty for pre-production, production, and post-production activities, provided there is an export obligation. Additionally, Customs Notification No. 50/2017-Customs offers exemptions or concessional customs duty rates for specified goods, subject to conditions.

   However, we confirm that the Company and none of its Material Subsidiaries are not availing any special tax benefit, concession, or exemption under the provisions of the Customs Act,1962.

4. Special tax benefits available to Shareholders:

The Shareholders of DTL are not entitled to any special tax benefits under the Indirect Tax Laws.

5. Other Incentives under Incentives Package Scheme (IPS)

Dhoot Automotive Systems Private Limited (DASPL), a Material Subsidiary of Dhoot Transmissions Limited, is entitled to Incentive Package Scheme (IPS) from the Government of Maharashtra (“State Government”) under the Package Scheme of Incentives - 2019 of the State Government.

The scheme requires DASPL to invest in eligible fixed assets (items of property, plant and equipment) over a certain period. IPS equivalent to 77.77% of the investment in eligible fixed assets, restricted to INR 91.41 million every year, will be paid to DASPL based on the gross Goods and Services Tax collected by DASPL and deposited with the State Government, on sale of the finished goods, over a defined period of time.

Following are the benefits available under the scheme:

a. Electricity Duty exemption for a period of 9 years from the date of effect of Eligibility Certificate
(i.e. from September 01, 2022, to August 31, 2031)

b. 100% exemption from payment of stamp duty on purchase/lease of land, and

c. IPS equivalent to tax collected on sales made by DASPL and paid to the State Government during the recovery period as specified in the respective Eligibility Certificate.

The eligible refund amount is before adjustment of set off or other credits available less amount paid under clause (a) and (b) above.

Except as mentioned above, we confirm that the Company and none of its Material Subsidiaries are not availing any special tax benefit, concession, or exemption under the Incentive Package Scheme.

Notes:

1. We have not considered the general tax benefits available to DTL, its shareholders and the Material Subsidiaries.

2. The above annexures of special tax benefits set out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of DTL.

3. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable double taxation avoidance agreement, if any, between India and the country in which the non-resident has fiscal domicile.

4. These annexures do not discuss any tax consequences in any country outside India of an investment in the shares of DTL. The shareholders/investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

5. The tax benefits discussed in these annexures are not exhaustive and are only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax advisor with respect to the specific tax implications arising out of their participation in the issue.

6. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.