MSKA & Associates
Chartered Accountants

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Independent Auditor's Assurance Report on the Compilation of Unaudited Pro Forma Condensed Combined Financial Information included in the Red Herring Prospectus (the "RHP") and Prospectus

The Board of Directors
International Gemmological Institute (India) Limited (formerly known as International Gemmological Institute (India) Private Limited)
702, 7th Floor,
The Capital, Bandra Kurla Complex,
Bandra (E), Mumbai,
Maharashtra, India, 400051

Report on the Compilation of Unaudited Pro Forma Condensed Combined Financial Information included in the RHP and Prospectus

1. This Report is issued in accordance with the terms of our engagement letter dated June 17, 2024 and addendum to engagement letter dated October 10, 2024.

2. We have completed our assurance engagement to report on the compilation of Unaudited Pro Forma Condensed Combined Financial Information of International Gemmological Institute (India) Limited (hereinafter referred to as the "Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as the "Group") and, IGI Netherlands B.V. ("IGI Netherlands") and International Gemmological Institute BV ("IGI Belgium") prepared by management of the Holding Company. The Unaudited Condensed Combined Pro Forma Financial Information consists of the Pro Forma Condensed Combined Balance Sheet as at September 30, 2024 and December 31, 2023, Pro Forma Condensed Combined Statement of Profit and Loss for the nine months period ended September 30, 2024 and for the year ended December 31, 2023, and related notes for inclusion in the RHP and Prospectus by the Holding Company (hereinafter referred as the "Unaudited Pro Forma Condensed Combined Financial Information") in connection with proposed initial public offering (the "Offering") of equity shares of the Holding Company as per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), which includes an offer in jurisdictions outside the United States in "offshore transactions" in reliance on Regulation S under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act") and within the United States only to persons reasonably believed to be "qualified institutional buyers" as defined in Rule 144A under the U.S. Securities Act. The applicable criteria based on which the Holding Company has compiled the Unaudited Pro Forma Condensed Combined Financial Information are described in Note 2 of the Unaudited Pro Forma Condensed Combined Financial Information. Because of its nature, the Unaudited Proforma Condensed Combined Financial Information does not represent the actual financial position and financial performance of the Group.

3. The Unaudited Pro Forma Condensed Combined Financial Information has been compiled by the management of the Holding Company to illustrate the impact of the proposed acquisition of IGI Netherlands and IGI Belgium (IGI Netherlands and IGI Belgium together referred to as "Target Entities") from the proceeds of the proposed Offering (the "proposed transaction") as set out in Note 2 to the Unaudited Pro Forma Condensed Combined Financial Information, on the Group's financial position as at September 30, 2024 and December 31, 2023, and its financial performance for the nine months period ended September 30, 2024 and for the year ended December 31, 2023, as if the acquisitions had taken place as at January 1, 2023.

4. As part of this process, information about the Group's financial position and financial performance has been extracted by the management of the Holding Company from the Group's Restated Financial Information as at and for the nine months period ended September 30, 2024 and 30 September 2023 and the years ended December 31, 2023, December 31, 2022 and December 31, 2021 ('Restated Financial Information'), on which we have issued unmodified conclusion vide our Examination Report dated November 25, 2024. The information about the financial position and financial performance of IGI Netherlands and IGI Belgium has been extracted by the management of the Holding Company from the:

   a) audited Special Purpose Interim Consolidated Financial Statements of IGI Netherlands as at and for the nine months period ended September 30, 2024, on which we have issued an unmodified opinion vide our report dated November 25, 2024;

   b) audited Special Purpose Consolidated Financial Statements of IGI Netherlands as at and for the year ended December 31, 2023, on which we have issued an unmodified opinion vide our report dated August 6, 2024;

   c) audited Special Purpose Interim Consolidated Financial Statements of IGI Belgium as at and for the nine months period ended September 30, 2024, on which we have issued an unmodified opinion vide our report dated November 25, 2024; and

   d) audited Special Purpose Consolidated Financial Statements of IGI Belgium as at and for the year ended December 31, 2023, on which we have issued an unmodified opinion vide our report dated August 6, 2024.

5. As indicated in the examination report and audit reports referred to in paragraph 4 above:

   i. Our audit report on the Special Purpose Interim Consolidated Financial Statements of the Group as at and for the nine months period ended September 30, 2024 included an Emphasis of Matter paragraph and Other Matter paragraph which is reproduced below: -

   Emphasis of Matter

   Basis of Accounting and Restriction on Distribution and Use

   We draw attention to Note 2.1 to the Special Purpose Interim Consolidated Financial Statements which describes the purpose and basis of preparation of the Special Purpose Interim Consolidated Financial Statements. These Special Purpose Interim Consolidated Financial Statements have been prepared by the management of the Holding Company solely for the purpose of preparation of the Restated Financial Information to be included in the Red Herring Prospectus ("RHP") and Prospectus of the Holding Company to be filed in connection with its proposed initial public offering of equity shares as required by Section 26 of Part I of Chapter III of the Act and as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time and to comply with the SEBI Communication and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI. Accordingly, these Special Purpose Interim Consolidated Financial Statements may not be suitable for any another purpose.

Our report is addressed to the Board of Directors of the Holding Company solely for the purpose as mentioned above. This should not be distributed to or used by any other parties. M S K A & Associates 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 for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Our opinion is not modified in respect of the above matter.

Other Matter

We did not audit the financial statements of a subsidiary, located outside India, whose financial information reflect total assets of Rs. 44.79 million and Rs 74.15 million as at September 30, 2024 and September 30, 2023 respectively, total revenues of Rs. 12.35 million and Rs 16.30 million and net cash (outflows)/inflows amounting to Rs. (4.56) million and Rs 9.29 for the nine-month period ended on September 30, 2024 and September 30, 2023 respectively, as considered in the Special Purpose Interim Consolidated Financial Statements. These financial statements are unaudited and have been furnished to us by the Management of the Holding Company and our opinion on the Special Purpose Interim Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the said subsidiary, is based solely on such unaudited financial statement. These financial statements of the said subsidiary have been prepared in accordance with accounting principles generally accepted in that country. The Holding Company's Management has converted these financial statements of the said subsidiary from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have not audited these conversion adjustments made by the Holding Company's Management. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the Special Purpose Interim Consolidated Financial Statements is not modified in respect of the above matter.

ii. Our audit report on the Consolidated Financial Statements of the Group as at and for the year ended December 31, 2023 included an Emphasis of Matter paragraph and Other Matters paragraph which are reproduced below:

Emphasis of Matter

We draw attention to Note 42 of the consolidated financial statements, which describes the prior period errors identified by the management of the Company, who have accordingly restated the comparative Statement of Profit or Loss for the year ended December 31, 2023 and the comparative Balance Sheet as at that date, and also the opening Balance Sheet as at January 1, 2022, in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors.

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Other Matters

a. We did not audit the financial statements of a subsidiary, located outside India, whose financial information reflect total assets of Rs. 53.68 million as at December 31, 2023, total revenues of Rs. 23.26 million and net cash outflows amounting to Rs. 20.81 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management of the Holding Company and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the said subsidiary and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statements. These financial statements of the said subsidiary have been prepared in accordance with accounting principles generally accepted in that country. The Holding Company's Management has converted these financial statements of the said subsidiary from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have not audited these conversion adjustments made by the Holding Company's Management. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

b. The consolidated financial statements of the Company for the year ended December 31, 2022, were audited by another auditor whose report dated May 15, 2023, expressed an unmodified opinion on those statements.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters.

iii. Our audit report on the Special Purpose Interim Consolidated Financial Statements of IGI Netherlands as at and for the nine months period ended September 30, 2024 included an Emphasis of Matter paragraph and Other Matter paragraph which is reproduced below:

Emphasis of Matter

Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2.1 to the Special Purpose Interim Consolidated Financial Statements, which describes the purpose and basis of preparation of the Special Purpose Interim Consolidated Financial Statements. These Special Purpose Interim Consolidated Financial Statements have been prepared by the Holding Company to assist International Gemmological Institute (India) Limited ("IGI India") to meet the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, for the proposed Initial Public Offer of equity shares of IGI India and will be included in the Red Herring Prospectus ("RHP") and Prospectus of IGI India. As a result, these Special Purpose Interim Consolidated Financial Statements may not be suitable for another purpose.

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Our report is addressed to the Board of Directors of the Holding Company and of IGI India, solely for the purposes stated above and should not be distributed to or used by any other parties. M S K A & Associates shall not be liable to the Group 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 for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Our Opinion is not modified in respect of the above matter.

Other Matter

We did not audit the financial statements of three subsidiaries whose financial information reflect total assets of Rs. 309.70 million as at September 30, 2024, total revenues of Rs.78.50 million and profit after tax amounting to Rs. 20.89 million for the nine months period ended on that date, as considered in the Special Purpose Interim Consolidated Financial Statements. These financial statements are unaudited and have been furnished to us by the Management of the Holding Company and our opinion on the Special Purpose Interim Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the said subsidiaries, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the Special Purpose Interim Consolidated Financial Statements is not modified in respect of the above matter.

iv. Our audit report on the Special Purpose Consolidated Financial Statements of IGI Netherlands as at and for year ended December 31, 2023 included an Emphasis of Matter paragraph and Other Matter paragraph which is reproduced below:

Emphasis of Matter

Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2.1 to the Special Purpose Consolidated Financial Statements, which describes the purpose and basis of preparation of the Special Purpose Consolidated Financial Statements. These Special Purpose Consolidated Financial Statements have been prepared by the Holding Company to assist International Gemmological Institute (India) Limited ("IGI India") to meet the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, for the proposed Initial Public Offer of equity shares of IGI India and will be included in the Draft Red Herring Prospectus ("DRHP") of IGI India. As a result, these Special Purpose Consolidated Financial Statements may not be suitable for another purpose.

Our report is addressed to the Board of Directors of the Holding Company and of IGI India, solely for the purposes stated above and should not be distributed to or used by any other parties. M S K A & Associates shall not be liable to the Group 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 for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Our Opinion is not modified in respect of the above matter.

Other Matter

We did not audit the financial statements of three subsidiaries whose financial information reflect total assets of Rs. 201.44 million as at December 31, 2023, total revenues of Rs. 168.40 million and loss after tax amounting to Rs. 5.08 million for the year ended on that date, as considered in the Special Purpose Consolidated Financial Statements. These financial statements are unaudited and have been furnished to us by the Management of the Holding Company and our opinion on the Special Purpose Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the said subsidiaries, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the Special Purpose Consolidated Financial Statements is not modified in respect of the above matter.

v. Our audit report on the Special Purpose Interim Consolidated Financial Statements of IGI Belgium as at and for the nine months period ended September 30, 2024 included an Emphasis of Matter paragraph which is reproduced below:

Emphasis of Matter

Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2.1 to the Special Purpose Interim Consolidated Financial Statements, which describes the purpose and basis of preparation of the Special Purpose Interim Consolidated Financial Statements. These Special Purpose Interim Consolidated Financial Statements have been prepared by the Holding Company to assist International Gemmological Institute (India) Limited ("IGI India") to meet the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, for the proposed Initial Public Offer of equity shares of IGI India and will be included in the Red Herring Prospectus ("RHP") and Prospectus of IGI India. As a result, these Special Purpose Interim Consolidated Financial Statements may not be suitable for another purpose.

Our report is addressed to the Board of Directors of the Holding Company and of IGI India, solely for the purposes stated above and should not be distributed to or used by any other parties. M S K A & Associates shall not be liable to the Group 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 for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Our Opinion is not modified in respect of the above matter.

vi. Our audit report on the Special Purpose Consolidated Financial Statements of IGI Belgium as at and for year ended December 31, 2023 included an Emphasis of Matter paragraph which is reproduced below: -

Emphasis of Matter

Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2.1 to the Special Purpose Consolidated Financial Statements, which describes the purpose and basis of preparation of the Special Purpose Consolidated Financial Statements. These Special Purpose Consolidated Financial Statements have been prepared by the Holding Company to assist International Gemmological Institute (India) Limited ("IGI India") to meet the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, for the proposed Initial Public Offer of equity shares of IGI India and will be included in the Draft Red Herring Prospectus ("DRHP") of IGI India. As a result, these Special Purpose Consolidated Financial Statements may not be suitable for another purpose.

Our report is addressed to the Board of Directors of the Holding Company and of IGI India, solely for the purposes stated above and should not be distributed to or used by any other parties. M S K A & Associates shall not be liable to the Group 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 for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Our Opinion is not modified in respect of the above matter.

Management's Responsibility for the Unaudited Pro Forma Condensed Combined Financial Information

6. The management of the Holding Company is responsible for compiling the Unaudited Pro Forma Condensed Combined Financial Information on the basis set out in note 2 to the Unaudited Pro Forma Condensed Combined Financial Information. This responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Unaudited Pro Forma Condensed Combined Financial Information on the basis set out in note 2 to the Unaudited Pro Forma Condensed Combined Financial Information that is free from material misstatement, whether due to fraud or error. The management of Holding Company is also responsible for identifying and ensuring that the Holding Company complies with the laws and regulations applicable to its activities, including compliance with the provisions of the laws and regulations for the compilation of Unaudited Pro Forma Condensed Combined Financial Information. The Unaudited Pro Forma Condensed Combined Financial Information was approved by the Board of Directors of the Holding Company at their meeting held on November 25, 2024 for the purpose of inclusion in the RHP and Prospectus.

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Auditor's Responsibilities

7. Our responsibility is to express an opinion, whether the Unaudited Pro Forma Condensed Combined Financial Information has been compiled, in all material respects, by the management of Holding Company on the basis set out in Note 2 to the Unaudited Pro Forma Condensed Combined Financial Information ("applicable criteria").

8. We conducted our engagement in accordance with Standard on Assurance Engagements (SAE) 3420, "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus", issued by the Institute of Chartered Accountants of India ('ICAI'). This Standard requires that the Auditors comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the management has compiled, in all material respects, the Unaudited Pro Forma Condensed Combined Financial Information on the basis set out in applicable criteria.

9. For the purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Condensed Combined Financial Information.

10. The purpose of Unaudited Pro Forma Condensed Combined Financial Information included in the RHP and Prospectus is solely to illustrate the impact of the proposed acquisitions as described in Note 2 to the Unaudited Pro Forma Financial Information on unadjusted financial information of the Group as if the acquisitions had been made at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the acquisitions would have been as presented.

11. A reasonable assurance engagement to report on whether the Unaudited Pro Forma Condensed Combined Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by Management in the compilation of the Unaudited Pro Forma Condensed Combined Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the acquisitions, and to obtain sufficient appropriate evidence about whether:

    a) The related pro forma adjustments give appropriate effect to those criteria; and

    b) The Unaudited Pro Forma Condensed Combined Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

12. The procedures selected depend on the auditor's judgment, having regard to the auditor's understanding of the nature of the Company, the acquisitions in respect of which the Unaudited Pro Forma Condensed Combined Financial Information has been compiled, and other relevant engagement circumstances.

13. The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Condensed Combined Financial Information.

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14. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

15. This report is issued for the sole purpose of the Offering. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside India, including in the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

16. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports or examination reports issued by us or by other chartered accountants on any financial statements of the Company or any of the components included in the Unaudited Pro Forma Condensed Combined Financial Information (Refer paragraph 4 above).

17. We have no responsibility to update our report or reissue our report for events and circumstances occurring after the date of the report.

Opinion

18. In our opinion, the Unaudited Pro Forma Condensed Combined Financial Information has been compiled, in all material respects, on the basis set out in Note 2 to the Unaudited Pro Forma Condensed Combined Financial Information.

Emphasis of Matter

19. We draw attention to Note 2 to the Unaudited Pro Forma Condensed Combined Financial Information, which states that Unaudited Pro Forma Condensed Combined Financial Information for the nine months period ended September 30, 2024, and year ended December 31, 2023, has been included as additional information in the RHP and Prospectus, considering the proposed acquisition of the Target Entities as a significant acquisition, although these Unaudited Pro Forma Condensed Combined Financial Information are not mandatorily required to be included as per SEBI ICDR Regulations.

Restrictions on use

20. This report is addressed to and is provided to enable the Board of Directors of the Holding Company to include this report in RHP and Prospectus, prepared in connection with the proposed Initial Public Offering of Equity Shares of the Company, to be filed by the Holding Company with the Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited and Registrar of Companies, Maharashtra, situated at Mumbai ("RoC") in connection with the proposed Offering. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. The Unaudited Proforma Condensed Combined Financial Information is not a complete set of financial statements of the Group in accordance with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, ("the Act") as applicable and is not intended to give a true and fair view of the Pro Forma Condensed Combined Balance Sheet and Pro Forma Condensed Combined Statement of profit and loss of the Group for the nine months period ended September 30, 2024 and year ended December

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31, 2023, in accordance with the Indian Accounting Standards prescribed under section 133 of the Act, as applicable. As a result, these Unaudited Pro Forma Condensed Combined Financial Information may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **M S K A & Associates**
Chartered Accountants
Firm Registration Number: 105047W

Ankush. A.

Ankush Agrawal
Partner
Membership No.159694
UDIN: 24159694BKFHXV6982

Place: Mumbai
Date: November 25, 2024