



TOLINS TYRES LIMITED
(formerly known as Tolins Tyres Private Limited)

Safer- Stronger - Lives Longer

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTOR OF TOLINS TYRES LIMITED (FORMERLY KNOWN AS TOLINS TYRES PRIVATE LIMITED) HELD ON WEDNESDAY, AUGUST 28, 2024 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED NO. 1/47, M C ROAD, KALADY 683574, KERALA, INDIA

SUB: APPROVAL AND ADOPTION OF THE RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFER BY THE COMPANY

It was noted that the Company has, in response to the draft red herring prospectus dated February 16, 2024 read with an addendum to the draft red herring prospectus dated April 05, 2024 filed by the Company with SEBI (the “**DRHP**”), received the final observation letter bearing reference no. SEBI/CFD/RAC-DIL1/2024/26495 dated June 28, 2024, (the “**Observation Letter**”) from SEBI which contained its observations and request for inclusion of further details in the red herring prospectus to be filed by the Company with the Registrar of Companies, Kerala at Ernakulam (“**RoC**”), the stock exchanges, SEBI or any other regulatory authorities. The updated draft of the DRHP after incorporating the necessary updates and changes and after providing such additional information in the document as advised by SEBI was filed with SEBI on August 13, 2024 and SEBI noted the changes and provided their letter on August 22, 2024.

The Board of the Company then considered the draft of the red herring prospectus to be filed with the Registrar of Companies placed before it and the following resolutions were passed by the Board unanimously:

“RESOLVED THAT in furtherance of the resolution dated February 16, 2024 approving the filing of the draft red herring prospectus, the approvals dated June 07, 2024 received from the BSE Limited and National Stock Exchange of India Limited, respectively (the “**Stock Exchanges**”) and the Securities and Exchange Board of India (“**SEBI**”) letter SEBI/CFD/RAC-DIL1/2024/26495 dated June 28, 2024 for noting changes made to the draft red herring prospectus, the red herring prospectus of the Company, a copy of which is placed before this meeting (“**RHP**”) and the information contained therein as per the requirements of Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and other applicable law, be and is hereby approved and taken on record in connection with the proposed initial public offering of equity shares of face value of ₹ 5 each of the Company for filing with the RoC, the Stock Exchanges, SEBI and such other authorities or persons as may be required under applicable laws.

RESOLVED FURTHER THAT subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the SEBI ICDR Regulations and other applicable laws, approvals (if any) by authorities as may be necessary, any Directors and/or CFO and/or Company Secretary and Compliance officer of the Company be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalise the RHP and approval be and is hereby granted for filing the RHP and any other related documents with the SEBI, the Registrar of Companies, the Stock Exchanges and with any other regulatory authority as may be necessary with respect to the initial public offering and undertake such other necessary steps to implement the above resolution.

RESOLVED FURTHER THAT any Directors and/or CFO and/or Company Secretary and Compliance officer of the Company be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalise the RHP and to file the same with the RoC, SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution.

RESOLVED FURTHER THAT each of the directors of the Company and the chief financial officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.

Registered Office: 1/47, MC Road, Kalady, Kerala, India – 683 574

Phone: +91 484 246 22 22 | Toll Free: 1800 123 21 22

Email: info@tolins.com | Website: www.tolinstyres.com

ISO 9001:2015 & IATF 16949:2016 Certified Company | CIN:U25119KL2003PLC016289



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RESOLVED FURTHER THAT, any Directors and/or CFO and/or Company Secretary and Compliance officer of the Company be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal counsels to the Offer and the BRLM appointed in this respect.

RESOLVED FURTHER THAT, all monies received out of the Offer (as defined in the Red Herring Prospectus) shall be transferred to a separate bank account maintained with the scheduled bank as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the company secretary of the Company, be forwarded to the concerned authorities for necessary action or be provided to those concerned.”

//Certified True Copy//
For Tolins Tyres Limited
(Formerly Known as Tolins Tyres Private Limited)

Kalamparambil Varkey Tolin
DIN: 00381218
Chairman and Managing Director
R/o: Kalamparambil House Kalady P.O
Ernakulam District Kerala India 683574