

**Kalamparambil Varkey Tolin**

Kalamparambil, Kalady, Kalady P.O.,

Ernakulam, Kerala - 683 574

Mobile No.: +91 9846 822 222

Email ID: tolin@tolins.com

**Consent from each of the Director of the Company**

To

**The Board of Directors****Tolins Tyres Limited**

1/47 First Floor, M.C. Road,

Kalady P.O., Ernakulam,

Kerala - 683 574, India.

**Saffron Capital Advisors Private Limited**

605, 6th Floor, Center Point,

Andheri Kurla Road, J.B.Nagar,

Andheri (East), Mumbai - 400 059,

Maharashtra, India.

(Saffron Capital Advisors Private Limited referred to as the "Book Running Lead Manager")

Dear Sir,

**Sub: Proposed initial public offering of equity shares of face value ₹5 each ("Equity Shares") by Tolins Tyres Limited ("Company") (referred to as the "Issue").**

I, Kalamparambil Varkey Tolin, do hereby confirm that I am a Director on the Board of Directors of the Company and hereby consent to my name being included as a Managing Director of the Company in the Red Herring Prospectus and the Prospectus ("Issue Documents") that the Company intends to file with the National Stock Exchange of India Limited and BSE Limited where the Equity Shares are proposed to be listed ("Stock Exchanges") and with the Registrar of Companies, Ernakulam ("RoC") or any other authority as may be applicable.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchanges.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchanges, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Issue in conducting and documenting their investigation of the affairs of the Company in connection with the Issue and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the Issue.

I also consent to the extracts of this certificate being used for disclosure in the Issue Documents to be issued by the Company in relation to the Issue and other Issue related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue or otherwise in connection with the Issue.

I agree to keep the information regarding the Issue strictly confidential.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Issue Documents of the Company.

Yours faithfully,



Kalamparambil Varkey Tolin  
Managing Director  
DIN: 00381218  
Date: 28<sup>th</sup> August 2024

Cc to:

**Legal counsel to the Issue**  
**M/s. Crawford Bayley & Co.**  
State Bank Building, 4th Floor  
N.G.N Vaidya Marg,  
Fort, Mumbai – 400 023,  
Maharashtra, India.



# SANKARAKRISHNAN.R

Address: 504, Niharika, Film city Road, Goregaon East, Mumbai 400 063  
Email: sankara9@gmail.com | Mobile: +91 9324402266  
GSTIN :33ADYPR6394R1Z3

Date: 16 FEB 2024

To  
The Board of Directors  
Tolins Tyres Limited  
1/47 First Floor, M.C. Road,  
Kalady P.O., Ernakulam,  
Kerala – 683 574, India.

Saffron Capital Advisors Private Limited  
605, 6th Floor, Center Point,  
Andheri Kurla Road, J.B.Nagar,  
Andheri (East), Mumbai – 400 059,  
Maharashtra, India.  
(Saffron Capital Advisors Private Limited referred to as the “Book Running Lead Manager”)

Dear Sir,

**Sub: Proposed initial public offering of equity shares of face value ₹5 each (“Equity Shares”) by Tolins Tyres Limited (“Company”) (referred to as the “Issue”).**

I, SANKARAKRISHNAN RAMALINGAM, do hereby confirm that I am a Director on the Board of Directors of the Company and hereby consent to my name being included as a Non-Independent Director of the Company in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (“Issue Documents”) that the Company intends to file with the National Stock Exchange of India Limited and BSE Limited where the Equity Shares are proposed to be listed (“Stock Exchanges”) and with the Registrar of Companies, Ernakulam (“RoC”) or any other authority as may be applicable.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchanges.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchanges, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Issue in conducting and documenting their investigation of the affairs of the Company in connection with the Issue and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the Issue.



# SANKARAKRISHNAN.R

Address: 504, Niharika, Film city Road, Goregaon East, Mumbai 400 063

Email: sankara9@gmail.com | Mobile: +91 9324402266

GSTIN :33ADYPR6394R1Z3

I also consent to the extracts of this certificate being used for disclosure in the Issue Documents to be issued by the Company in relation to the Issue and other Issue related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue or otherwise in connection with the Issue.

I agree to keep the information regarding the Issue strictly confidential.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Issue Documents of the Company.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Sankar'.

Sankar Krishnan Ramalingam  
Non Independent Director

Cc to:

Legal counsel to the Issue  
M/s. Crawford Bayley & Co.  
State Bank Building, 4th Floor  
N.G.N Vaidya Marg,  
Fort, Mumbai - 400 023,  
Maharashtra, India.

# Dr. P.M. JOSEPH

P.M.M Hospital

Kalady - 683574, Ernakulam Dist., Kerala

Phone : 0484-2463018 | +91-9400685620

Date: 16 FEB 2024

To

**The Board of Directors**

**Tolins Tyres Limited**

1/47 First Floor, M.C. Road,

Kalady P.O., Ernakulam,

Kerala – 683 574, India.

**Saffron Capital Advisors Private Limited**

605, 6th Floor, Center Point,

Andheri Kurla Road, J.B.Nagar,

Andheri (East), Mumbai – 400 059,

Maharashtra, India.

(Saffron Capital Advisors Private Limited referred to as the “Book Running Lead Manager”)

Dear Sir,

**Sub: Proposed initial public offering of equity shares of face value ₹5 each (“Equity Shares”) by Tolins Tyres Limited (“Company”) (referred to as the “Issue”).**

I Dr Joseph do hereby confirm that I am a Director on the Board of Directors of the Company and hereby consent to my name being included as an Independent Director of the Company in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (“**Issue Documents**”) that the Company intends to file with the National Stock Exchange of India Limited and BSE Limited where the Equity Shares are proposed to be listed (“**Stock Exchanges**”) and with the Registrar of Companies, Ernakulam (“**RoC**”) or any other authority as may be applicable.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchanges.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchanges, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Issue in conducting and documenting their investigation of the affairs of the Company in connection with the Issue and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the Issue.

I also consent to the extracts of this certificate being used for disclosure in the Issue Documents to be issued by the Company in relation to the Issue and other Issue related materials. This certificate may be produced in any

# Dr. P.M. JOSEPH

P.M.M Hospital

Kalady - 683574, Ernakulam Dist., Kerala

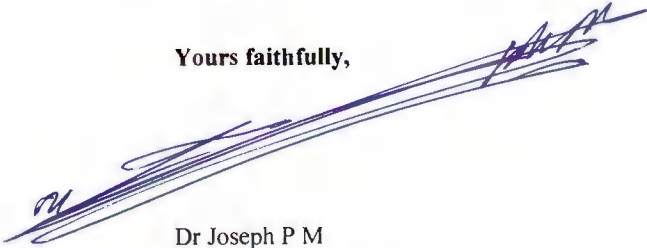
Phone : 0484-2463018 | +91 9400685620

actual or potential proceeding or actual or potential dispute relating to or connected with the Issue or otherwise in connection with the Issue.

I agree to keep the information regarding the Issue strictly confidential.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Issue Documents of the Company.

Yours faithfully,



Dr Joseph P M  
Independent Director  
DIN: 10405083

Cc to:

**Legal counsel to the Issue**

**M/s. Crawford Bayley & Co.**

State Bank Building, 4th Floor N.G.N Vaidya Marg,  
Fort, Mumbai – 400 023, Maharashtra, India.

**ADV. CMA. SANKAR P. PANICKER**

**ADVOCATE &  
INSOLVENCY PROFESSIONAL**

**B Com, LL.B., FCMA (India), CMA (U.S.), FCMA (Sri Lanka), Regd. IP, Regd. ID**

**Accredited Mediator | Certified Professional Commercial Arbitrator |**

**Accredited Independent Director**

**Consent from each of the Director of the Company**

Date: **16 FEB 2024**

To

**The Board of Directors**

**Tolins Tyres Limited**

1/47 First Floor, M.C. Road,  
Kalady P.O., Ernakulam,  
Kerala – 683 574, India.

**Saffron Capital Advisors Private Limited**

605, 6th Floor, Center Point,  
Andheri Kurla Road, J.B.Nagar,  
Andheri (East), Mumbai – 400 059,  
Maharashtra, India.

**(Saffron Capital Advisors Private Limited referred to as the “Book Running Lead Manager”)**

Dear Sir,

**Sub: Proposed initial public offering of equity shares of face value ₹5 each (“Equity Shares”) by Tolins Tyres Limited (“Company”) (referred to as the “Issue”).**

I, Sankar Panicker, do hereby confirm that I am a Director on the Board of Directors of the Company and hereby consent to my name being included as an Independent Director of the Company in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (“**Issue Documents**”) that the Company intends to file with the National Stock Exchange of India Limited and BSE Limited where the Equity Shares are proposed to be listed (“**Stock Exchanges**”) and with the Registrar of Companies, Ernakulam (“**RoC**”) or any other authority as may be applicable.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchanges.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchanges, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Issue in conducting and documenting their investigation of the affairs of the Company in connection with the Issue and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the Issue.

Office: Panicker & Panicker | Advocates | Jaikunj | Chittoor Road | Kochi | Kerala

Annexe: 1st Floor | Getwell Arcade | Veekshanam Road | Kochi | 682018

Email : [sankarpanicker@gmail.com](mailto:sankarpanicker@gmail.com) | Mobile – 9995911101

**ADV. CMA. SANKAR P. PANICKER**

ADVOCATE &  
INSOLVENCY PROFESSIONAL

**B Com, LL.B., FCMA (India), CMA (U.S.), FCMA (Sri Lanka), Regd. IP, Regd. ID**  
**Accredited Mediator | Certified Professional Commercial Arbitrator |**  
**Accredited Independent Director**

I also consent to the extracts of this certificate being used for disclosure in the Issue Documents to be issued by the Company in relation to the Issue and other Issue related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue or otherwise in connection with the Issue.

I agree to keep the information regarding the Issue strictly confidential.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Issue Documents of the Company.

**Yours faithfully,**

Sankar Panicker  
Independent Director  
DIN: 10419132

Cc to:

**Legal counsel to the Issue**  
**M/s. Crawford Bayley & Co.**  
State Bank Building, 4th Floor  
N.G.N Vaidya Marg,  
Fort, Mumbai – 400 023,  
Maharashtra, India.

Office: Panicker & Panicker | Advocates | Jaikunj | Chittoor Road | Kochi | Kerala  
Annexe: 1st Floor | Getwell Arcade | Veekshanam Road | Kochi | 682018  
Email : [sankarpanicker@gmail.com](mailto:sankarpanicker@gmail.com) | Mobile – 9995911101



**CRIS ANNA SOJAN**

Chartered Accountant  
ICAI Membership No - 240180

Cheriyavayaliparambil (H)  
Vembilly P.O, Pazhamthottam,  
Ernakulam - 683565

Date: **16 FEB 2024**

To  
**The Board of Directors**  
**Tolins Tyres Limited**  
1/47 First Floor, M.C. Road,  
Kalady P.O., Ernakulam,  
Kerala – 683 574, India.

**Saffron Capital Advisors Private Limited**  
605, 6th Floor, Center Point,  
Andheri Kurla Road, J.B.Nagar,  
Andheri (East), Mumbai – 400 059,  
Maharashtra, India.  
(Saffron Capital Advisors Private Limited referred to as the “Book Running Lead Manager”)

Dear Sir,

**Sub: Proposed initial public offering of equity shares of face value ₹5 each (“Equity Shares”) by Tolins Tyres Limited (“Company”) (referred to as the “Issue”).**

I, Cris Anna Sojan do hereby confirm that I am a Director on the Board of Directors of the Company and hereby consent to my name being included as an Independent Director of the Company in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (“**Issue Documents**”) that the Company intends to file with the National Stock Exchange of India Limited and BSE Limited where the Equity Shares are proposed to be listed (“**Stock Exchanges**”) and with the Registrar of Companies, Ernakulam (“**RoC**”) or any other authority as may be applicable.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchanges.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchanges, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Issue in conducting and documenting their investigation of the affairs of the Company in connection with the Issue and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the Issue.

I also consent to the extracts of this certificate being used for disclosure in the Issue Documents to be issued by the Company in relation to the Issue and other Issue related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue or otherwise in connection with the Issue.



**CRIS ANNA SOJAN**

Chartered Accountant  
ICAI Membership No - 240180

Cheriyavayaliparambil (H)  
Vembilly P.O, Pazhamthottam,  
Ernakulam - 683565

I agree to keep the information regarding the Issue strictly confidential.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Issue Documents of the Company.

**Yours faithfully,**

Cris Anna Sojan  
Independent Director

Cc to:

**Legal counsel to the Issue**  
**M/s. Crawford Bayley & Co.**  
State Bank Building, 4th Floor  
N.G.N Vaidya Marg,  
Fort, Mumbai – 400 023,  
Maharashtra, India.

Date: 16.02.2024

To

**The Board of Directors**

**Tolins Tyres Limited**

1/47 First Floor, M.C. Road,  
Kalady P.O., Ernakulam,  
Kerala – 683 574, India.

**Saffron Capital Advisors Private Limited**

605, 6th Floor, Center Point,  
Andheri Kurla Road, J.B.Nagar,  
Andheri (East), Mumbai – 400 059,  
Maharashtra, India.

(Saffron Capital Advisors Private Limited referred to as the “Book Running Lead Manager”)

Dear Sir,

**Sub: Proposed initial public offering of equity shares of face value ₹5 each (“Equity Shares”) by Tolins Tyres Limited (“Company”) (referred to as the “Issue”).**


I, Jerin Tolin do hereby confirm that I am a Director on the Board of Directors of the Company and hereby consent to my name being included as a Non-Executive Director of the Company in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (“**Issue Documents**”) that the Company intends to file with the National Stock Exchange of India Limited and BSE Limited where the Equity Shares are proposed to be listed (“**Stock Exchanges**”) and with the Registrar of Companies, Ernakulam (“**RoC**”) or any other authority as may be applicable.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchanges.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchanges, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Issue in conducting and documenting their investigation of the affairs of the Company in connection with the Issue and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the Issue.

I also consent to the extracts of this certificate being used for disclosure in the Issue Documents to be issued by the Company in relation to the Issue and other Issue related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue or otherwise in connection with the Issue.

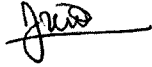
Kalamparambil (H), Aluva Road, Kalady



I agree to keep the information regarding the Issue strictly confidential.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Issue Documents of the Company.

**Yours faithfully,**



Jerin Tolln  
Non Executive Director  
DIN: 00412851

Cc to:

**Legal counsel to the Issue**  
**M/s. Crawford Bayley & Co.**  
State Bank Building, 4th Floor  
N.G.N Vaidya Marg,  
Fort, Mumbai – 400 023,  
Maharashtra, India.

To  
**The Board of Directors**  
**Tolins Tyres Limited**  
1/47, M.C. Road,  
Kalady P.O., Ernakulam,  
Kerala – 683 574, India.

**Saffron Capital Advisors Private Limited**

605, 6th Floor, Center Point,  
Andheri Kurla Road, J.B.Nagar,  
Andheri (East), Mumbai – 400 059,  
Maharashtra, India.

(Saffron Capital Advisors Private Limited referred to as the “Book Running Lead Manager”)

Dear Sir,

**Sub: Proposed initial public offering of equity shares of face value ₹ 5 each (“Equity Shares”) Tolins Tyres Limited (“Company”) (referred to as the “Offer”).**

I, Umesh Muniraj, Company Secretary, a key managerial personnel of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and Companies Act, 2013, as amended and read with the rules, circulars and notifications issued in relation thereto (“Companies Act”) and confirm that the following information with respect to me is true, correct and adequate and not misleading. I consent to be named as a ‘key managerial personnel’ of the Company and to the inclusion of the information contained in this certificate in the Updated Draft Red Herring Prospectus (“UDRHP”) intended to be filed by the Company with the Securities and Exchange Board of India (the “SEBI”) and The National Stock Exchange of India Limited and BSE Limited where the Equity Shares of the Company are proposed to be listed (the “Stock Exchanges”) and the Red Herring Prospectus (“RHP”) and the Prospectus which the Company intends to file with the Registrar of Companies, Ernakulam (the “RoC”) and thereafter, file with SEBI and the Stock Exchanges, and in any other Offer related documents.

A. The following is my shareholding in the Company as on the date of the Draft Red Herring Prospectus:

I hold 5000 shares in the company.

B. This is to certify that the following description contained in the chapter titled “Our Management”, as applicable to me, is true and accurate.

I, Umesh Muniraj, aged 27 years, the Company Secretary and Compliance Officer of the Company. I have been appointed as Company Secretary of the Company with effect from October 1, 2023. I hold Master of Commerce Degree from Indira Gandhi National Open University. I am also an associate member of the Institute of Company Secretaries of India (“ICSI”). I have completed the management training of two years as required by ICSI. I have not received any remuneration from the Company in Fiscal 2023 as I was appointed as the Company Secretary in Fiscal 2024.

C. I have received a total remuneration of ₹ 210,000 in the previous Fiscal Year.

No benefits in kind were granted to me on an individual basis, by the Company for services in all capacities to the Company and its Subsidiaries.

Except as disclosed below, there is no contingent or deferred compensation accrued for the year, including any compensation payable at a later date.

D. I have no economic interest in the Company except to the extent of any remuneration, reimbursement of expenses and Equity Shares held by me or my relatives and associates or held by the companies, firms, partnerships or entities in which I am interested as a director, member, partner and/or trustee, executive officer and to the extent of benefits arising out of such shareholding.

- E. I have no economic interest in the Subsidiaries.
- F. I further confirm that I am not related to any directors, key managerial personnel or senior management of the Company and am not a director or promoter of any of the group entities of the Company.
- G. I am not interested in the appointment of any person(s) acting as underwriters, registrars, legal counsel or bankers to the Offer or any such intermediary appointed in connection with the Offer.
- H. I do not have a direct or indirect interest in any property purchased / acquired by the Company within the last two years or proposed to be acquired by the Company.
- I. I further confirm that I will not receive any portion of the proceeds from the proposed Offer of the Company.
- J. I further that I have not taken any loans and advances including guarantees from the Company.
- K. Neither my relatives nor I have directly or indirectly undertaken or financed any transactions in any securities of the Company during the last six months.
- L. I confirm that there is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was selected as key managerial personnel or a member of the senior managerial personnel of the Company.
- M. I have not entered into contracts or arrangement with the Company relating to my appointment and remuneration or providing for benefits upon termination of employment.
- N. I further confirm that I have not been paid any amount of compensation pursuant to any bonus or profit – sharing plan.
- O. I further confirm that I hold 5000 shares in the company.
- P. I have not entered into buy – back arrangements directly or indirectly for purchase of the equity shares to be offered and sold in the Offer, except as may be permitted under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, including safety net facility.
- Q. I am familiar with the requirements and restrictions on public communications, as stated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (and summarised in the memorandum on publicity guidelines circulated by legal counsel) and agree to abide by the same.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Offer, of any changes to the above information until the date when the Equity Shares offered in this Offer receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchanges.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchanges, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Offer in conducting and documenting their investigation of the affairs of the Company in connection with the Offer and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the Offer.

I also consent to the extracts of this certificate being used for disclosure in the Offer Documents to be issued by the Company in relation to the Offer and other Offer related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Offer or otherwise in connection with the Offer.

**Yours faithfully,**



**Umesh Muniraj**

**Company Secretary & Compliance Officer**

Date: 12 August 2024

Cc to:

**Legal counsel to the Offer**

**M/s. Crawford Bayley & Co.**

State Bank Building, 4th Floor

N.G.N Vaidya Marg,

Fort, Mumbai – 400 023,

Maharashtra, India.

Date : 28<sup>th</sup> August, 2024

To

**The Board of Directors**

**Tolins Tyres Limited**

1/47, M.C. Road,

Kalady P.O., Ernakulam,

Kerala – 683 574, India.

**Saffron Capital Advisors Private Limited**

605, 6th Floor, Center Point,

Andheri Kurla Road, J.B.Nagar,

Andheri (East), Mumbai – 400 059,

Maharashtra, India.

(Saffron Capital Advisors Private Limited referred to as the “Book Running Lead Manager”)

Dear Sir,

**Sub: Proposed initial public offering of equity shares of face value ₹ 5 each (“Equity Shares”) Tolins Tyres Limited (“Company”) (referred to as the “Offer”).**

I, Ravi Sharma, Chief Financial Officer, a key managerial personnel of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and Companies Act, 2013, as amended and read with the rules, circulars and notifications issued in relation thereto (“Companies Act”) and confirm that the following information with respect to me is true, correct and adequate and not misleading.

I consent to be named as a ‘key managerial personnel’ of the Company and to the inclusion of the information contained in this certificate intended to be filed by the Company with the Securities and Exchange Board of India (the “SEBI”) and The National Stock Exchange of India Limited and BSE Limited where the Equity Shares of the Company are proposed to be listed (the “Stock Exchanges”) and the Red Herring Prospectus (“RHP”) and the Prospectus which the Company intends to file with the Registrar of Companies, Ernakulam (the “RoC”) and thereafter, file with SEBI and the Stock Exchanges, and in any other Offer related documents.

A. The following is my shareholding in the Company as on the date of the Red Herring Prospectus:

I hold NIL shares in the company.

B. This is to certify that the following description contained in the chapter titled “Our Management” in the RHP, as applicable to me, is true and accurate.

Ravi Sharma, aged 46 years, is the Chief Financial Officer of our Company. I was appointed with effect from September 4, 2023. I hold a bachelor’s degree and a master’s degree of commerce from the Rajasthan University. I have completed his post-graduate diploma in management from the Institute of Management Development & Research (IMDR), Pune. I possess approximately 18 years of experience and knowledge in the area of investment banking and the Indian capital markets. I was previously associated with A.K. Capital Services Limited, Birla Capital and Financial Services Limited, Aster Capital Advisory Services Private Limited and Saffron Financial Advisory & Consultancy Services Private Limited. I did not receive any remuneration from the Company in Fiscal 2023 as he was appointed as the Chief Financial Officer in Fiscal 2024.

C. I have received a total remuneration of ₹ 12,80,771 in the previous fiscal year.

No benefits in kind were granted to me on an individual basis, by the Company for services in all capacities to the Company and its Subsidiaries.

Except as disclosed below, there is no contingent or deferred compensation accrued for the year, including any compensation payable at a later date.

- D. I have no economic interest in the Company except to the extent of any remuneration, reimbursement of expenses and Equity Shares held by me or my relatives and associates or held by the companies, firms, partnerships or entities in which I am interested as a director, member, partner and/or trustee, executive officer and to the extent of benefits arising out of such shareholding.
- E. I have no economic interest in the Subsidiaries.
- F. I further confirm that I am not related to any directors, key managerial personnel or senior management of the Company and am not a director or promoter of any of the group entities of the Company.
- G. I am not interested in the appointment of any person(s) acting as underwriters, registrars, legal counsel or bankers to the Offer or any such intermediary appointed in connection with the Offer.
- H. I do not have a direct or indirect interest in any property purchased / acquired by the Company within the last two years or proposed to be acquired by the Company.
- I. I further confirm that I will not receive any portion of the proceeds from the proposed Offer of the Company.
- J. I further that I have not taken any loans and advances including guarantees from the Company.
- K. Neither my relatives nor I have directly or indirectly undertaken or financed any transactions in any securities of the Company during the last six months.
- L. I confirm that there is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was selected as a key managerial personnel or a member of the senior managerial personnel of the Company.
- M. I have not entered into contracts or arrangement with the Company relating to my appointment and remuneration or providing for benefits upon termination of employment.
- N. I further confirm that I have not been paid any amount of compensation pursuant to any bonus or profit – sharing plan.
- O. I further confirm that I hold NIL shares in the company.
- P. I have not entered into buy – back arrangements directly or indirectly for purchase of the equity shares to be offered and sold in the Offer, except as may be permitted under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, including safety net facility.
- Q. I am familiar with the requirements and restrictions on public communications, as stated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (and summarised in the memorandum on publicity guidelines circulated by legal counsel) and agree to abide by the same.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Offer, of any changes to the above information until the date when the Equity Shares offered in this Offer receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchanges.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchanges, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Offer in conducting and documenting their investigation of the affairs of the Company in connection with the Offer and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the Offer.

I also consent to the extracts of this certificate being used for disclosure in the Offer Documents to be issued by the Company in relation to the Offer and other Offer related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Offer or otherwise in connection with the Offer.

**Yours faithfully,**

  
**Ravi Sharma**  
**Chief Financial Officer**

Cc to:

**Legal counsel to the Offer**  
**M/s. Crawford Bayley & Co.**  
State Bank Building, 4th Floor  
N.G.N Vaidya Marg,  
Fort, Mumbai – 400 023,  
Maharashtra, India.