

Kalamparambil Varkey Tolin

Kalamparambil House, Kalady P.O,

Ernakulam, Kerala - 683 574

Mobile No.: +91 9846 822 222

Email ID: tolin@tolins.com

February 16, 2024

To,

The Board of Directors

Tolins Tyres Limited

III/ 25B 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 “Offer”).

I consent to be named as a promoter of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the “DRHP”) intended to be filed by the Company with the Securities and Exchange Board of India (the “SEBI”), the National Stock Exchange of India Limited and BSE Limited (the “Stock Exchanges”) and the Red Herring Prospectus (the “RHP”) and the Prospectus (the “Prospectus”), which the Company intends to file with the Registrar of Companies, Ernakulam (the “RoC”) and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

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.

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

Kalamparambil Varkey Tolin

Kalamparambil House, Kalady P.O,


Ernakulam, Kerala - 683 574

Mobile No.: +91 9846 822 222

Email ID: tolin@tolins.com

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

Yours faithfully,



Kalamparambil Varkey Tolin
Promoter / Chairmau & Mauaging Director

Cc to:

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

Jerin Tolin

Kalamparambil House, Kalady P.O,
Ernakulam, Kerala - 683 574
Mobile No.: +91 9846 822 222
Email ID: jerin@tolins.com

February 16, 2024

To,

The Board of Directors

Tolins Tyres Limited

III/ 25B 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 “Offer”).

I consent to be named as a promoter of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the “DRHP”) intended to be filed by the Company with the Securities and Exchange Board of India (the “SEBI”), the National Stock Exchange of India Limited and BSE Limited (the “Stock Exchanges”) and the Red Herring Prospectus (the “RHP”) and the Prospectus (the “Prospectus”), which the Company intends to file with the Registrar of Companies, Ernakulam (the “RoC”) and thereafter file with the SEBI and the Stock Exchanges and in any other Offer-related documents.

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.

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

Jerin Tolin

Kalamparambil House, Kaiady P.O,
Ernakulam, Kerala - 683 574
Mobile No.: +91 9846 822 222
Email ID: jerin@toiins.com

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

Yours faithfully,



Jerin Tolin
Promoter and Non-Executive & Non-Independent Director

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.

Dr. K.V TOLIN

CHAIRMAN

+91 9846 822 222

tolin@tolins.com



Corporate Office : M.C. Road, Mattoor, Kalady, Ernakulam District, Kerala, India - 683 574

Contact : +91 484 246 22 22, Fax : +91 484 269 99 99, E mail : info@tolins.com, Visit us : www.tolins.com

Date: 31.01.2024

To

The Board of Directors

Tolins Tyres Limited

1/47 M C Road

Mattoor, Kalady

Ernakulam district

Kerala 683574

Dear Madam(s) / Sir(s),

Re: Proposed initial public offering of equity shares of face value of ₹5 each (the "Equity Shares") of Tolins tyres Limited (the "Company")

As of the date of this letter, I, Kalamparambil Varkey Tolin having his residential address at Kalamparambil, Kalady, Kalady P.O, Ernakulam, Kerala - 683 574, hold 1,34,91,834 Equity Shares, representing 44.01% of the pre-Offer equity share capital of the Company.

We further confirm that we are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended.

We have been informed by the Company of the proposed initial public offering of its Equity Shares, including an offer for sale of Equity Shares (the "Offer for Sale") and together with the fresh issue of Equity Shares (the "Fresh Issue") (the Fresh Issue together with the Offer for Sale) (the "Offer"), through the book building process in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013 and rules made thereunder and other applicable laws.

The weighted average price at which the Equity Shares were acquired by me in the last one year preceding, in the last 18 months preceding and the preceding three years is ₹21.50, ₹ 20.84 and ₹20.33 respectively.

The average cost of acquisition of Equity Shares held by us is ₹8.87 per equity share.

I hereby give our consent to the inclusion of Equity Shares worth ₹ 150 million (the "Offer Shares") held by me in the Company as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus") (together with the DRHP, RHP and Prospectus, the "Offer Documents") and other agreements executed in relation to the Offer and the approval of the Securities and Exchange Board of India (the "SEBI") and of any other regulatory authority, if required. Pursuant to the Board Resolution dated 31.01.2024. I confirm that I have the authority to offer and sell the Offer Shares in the Offer.

I consent to the inclusion of my name as a selling shareholder in addition to other details as required under the SEBI ICDR Regulations and other applicable laws in the DRHP to be filed by the Company with the SEBI and any relevant stock exchange(s) where the Equity Shares are proposed to be listed ("Stock Exchanges"), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Karnataka at Bangalore ("RoC") and thereafter file with SEBI and the Stock Exchanges. I also authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, the Stock Exchanges and any other regulatory authority as may be required.

Dr. K.V TOLIN

CHAIRMAN
+91 9846 822 222
tolin@tolins.com



Corporate Office : M.C. Road, Mattoor, Kalady, Ernakulam District, Kerala, India - 683 574

Contact : +91 484 246 22 22, Fax : +91 484 269 99 99, E mail : info@tolins.com, Visit us : www.tolins.com

I further consent to lock-in our entire pre-Offer equity shareholding excluding the Offer Shares which are successfully sold or transferred in the Offer, for a period of six months from the date of allotment in the Offer, or for such other time as may be required under the SEBI ICDR Regulations.

This letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material.

I further consent to the inclusion of this letter as a part of “Material Contracts and Documents for Inspection” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid / Offer Closing Date.

I confirm that I will immediately communicate any changes in writing in the above information to you until the date when the Equity Shares commence trading on the relevant stock exchanges. In the absence of any such communication from me, the book running lead managers (“BRLMs”) and the legal advisors to each of the Company and the BRLMs can assume that there is no change to the above information.

This certificate may also be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer. I further consent to this certificate being kept in records as required to be maintained by the BRLMs in accordance with applicable law and the submission of this certificate to Securities and Exchange Board of India, Registrar of Companies, relevant stock exchanges or any regulatory or statutory authority, as may be necessary.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

Yours faithfully,

KALAMPARAMBIL VARKEY TOLIN
Designation: Beneficial Owner

CC:

Saffron Capital Advisors Private Limited
605, Center Point,
Andheri Kurla Road, J B Nagar,
Andheri East,
Mumbai – 400 059
Maharashtra, India

M/s. Crawford Bayley & Co.
State Bank Building, 4th Floor
NGN Vaidya Marg,
Fort, Mumbai – 400 023,
Maharashtra, India.

Date: 31.01.2024

To

The Board of Directors
Tolins Tyres Limited
1/47 M C Road
Matoor, Kalady
Ernakulam district
Kerala 683574

Dear Madam(s) / Sir(s),

Re: Proposed initial public offering of equity shares of face value of ₹5 each (the "Equity Shares") of Tolins tyres Limited (the "Company")

As of the date of this letter, I, Jerin Tolin having his residential address at Kalamparambil, Kalady, Kalady P.O, Ernakulam, Kerala - 683 574, hold 1,20,49,363 Equity Shares, representing 39.30% of the pre-Offer equity share capital of the Company.

We further confirm that we are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended.

We have been informed by the Company of the proposed initial public offering of its Equity Shares, including an offer for sale of Equity Shares (the "**Offer for Sale**") and together with the fresh issue of Equity Shares (the "**Fresh Issue**") (the Fresh Issue together with the Offer for Sale) (the "**Offer**"), through the book building process in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013 and rules made thereunder and other applicable laws.

The weighted average price at which the Equity Shares were acquired by me in the last one year preceding, in the last 18 months preceding and the preceding three years is ₹21.50, ₹20.84 and ₹20.33 respectively.

The average cost of acquisition of Equity Shares held by us is ₹5.59 per equity share.

I hereby give our consent to the inclusion of Equity Shares worth ₹150 million (the "**Offer Shares**") held by me in the Company as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "**DRHP**"), the red herring prospectus (the "**RHP**"), the prospectus (the "**Prospectus**") (together with the DRHP, RHP and Prospectus, the "**Offer Documents**") and other agreements executed in relation to the Offer and the approval of the Securities and Exchange Board of India (the "**SEBI**") and of any other regulatory authority, if required. Pursuant to the Board Resolution dated 31.01.2024. I confirm that I have the authority to offer and sell the Offer Shares in the Offer.

I consent to the inclusion of my name as a selling shareholder in addition to other details as required under the SEBI ICDR Regulations and other applicable laws in the DRHP to be filed by the Company with the SEBI and any relevant stock exchange(s) where the Equity Shares are proposed to be listed ("**Stock Exchanges**"), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Karnataka at Bangalore ("**RoC**")

and thereafter file with SEBI and the Stock Exchanges. I also authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, the Stock Exchanges and any other regulatory authority as may be required.

I further consent to lock-in our entire pre-Offer equity shareholding excluding the Offer Shares which are successfully sold or transferred in the Offer, for a period of six months from the date of allotment in the Offer, or for such other time as may be required under the SEBI ICDR Regulations.

This letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material.

I further consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid / Offer Closing Date.

I confirm that I will immediately communicate any changes in writing in the above information to you until the date when the Equity Shares commence trading on the relevant stock exchanges. In the absence of any such communication from me, the book running lead managers ("**BRLMs**") and the legal advisors to each of the Company and the BRLMs can assume that there is no change to the above information.

This certificate may also be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer. I further consent to this certificate being kept in records as required to be maintained by the BRLMs in accordance with applicable law and the submission of this certificate to Securities and Exchange Board of India, Registrar of Companies, relevant stock exchanges or any regulatory or statutory authority, as may be necessary.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

Yours faithfully,



JERIN TOLIN

Designation: Beneficial Owner

CC:

Saffron Capital Advisors Private Limited

605, Center Point,
Andheri Kurla Road, J B Nagar,
Andheri East,
Mumbai – 400 059
Maharashtra, India

M/s. Crawford Bayley & Co.

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

January 11, 2024

To,

The Board of Directors

Tolins Tyres Limited

III/ 25B First Floor, M.C. Road,

Kalady P.O., Ernakulam,

Kerala – 683 574, India.

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

We, Saffron Capital Advisors Private Limited, do hereby consent to act as Book Running Lead Manager to the Issue and to our name being inserted as ‘Book Running Lead Manager to the Issue’ in Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (“**Issue Documents**”) that the Company intends to file with the National Stock Exchanges of India Limited and BSE Limited where the Equity Shares are proposed to be listed (“**Stock Exchanges**”), Securities and Exchange Board of India (“**SEBI**”) and with the Registrar of Companies, Ernakulam (“**RoC**”) or any other authority as may be applicable.

We further confirm the following information in relation to us is true and correct and consent to the disclosure of such information in the above mentioned Issue Documents or any other documents issued in connection with the Issue:



Saffron Capital Advisors Private Limited

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

Telephone: +91 22 4973 0394

Facsimile: NA

E-mail: ipos@saffronadvisor.com

Website: www.saffronadvisor.com

Investor grievance: investorgrievance@saffronadvisor.com

Contact Person: Gaurav Khandelwal/Vipin Gupta

SEBI Registration Number: INM 000011211

Validity of Registration: Permanent

We confirm that we are registered with SEBI as a *Merchant Banker* and as on date, our registration is valid. We also confirm that as on date, we have not been prohibited by SEBI to act as an intermediary in a capital markets issue. We further confirm that we have not been debarred from functioning by any regulatory authority. A copy of our registration certificate is enclosed as **Annexure A** and we further enclose a declaration regarding our registration with SEBI as **Annexure B**.

We confirm that we are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Banking) Regulations, 1992, as amended.

Further, except as disclosed below, we confirm that neither we nor our associates hold any Equity Shares of the Company:

S. No.	Name of the entity	Number of Equity Shares	Percentage of Equity Shares
1.	NIL	NIL	NIL
2.	NIL	NIL	NIL

We confirm that we will immediately inform the Company of any changes to the information stated in this letter until the date when the Equity Shares receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any communication in this regard, the information stated in this letter should be taken as updated information until the date of commencement of listing and trading of the Equity Shares issued pursuant to the Issue on the Stock Exchanges.

This letter may be relied on by the Company and the legal advisor in relation to the Issue. We authorize you to deliver this letter of consent to SEBI, the Stock Exchanges, the RoC pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013 and the rules and regulations made there under, or any other governmental or regulatory authority as may be required.

We consent to the extracts of this consent letter 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 consent letter 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.

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

Yours faithfully,

For and behalf of Saffron Capital Advisors Private Limited



Authorized signatory

Name: Gaurav Khandelwal

Designation: Vice President

Place: Mumbai, Maharashtra

Encl.: As above

CC:

Legal Counsel to the Issue

M/s. Crawford Bayley & Co.

State Bank Building, 4th Floor,

NGN Vaidya Marg, Fort, Mumbai – 400 023

मर्चेन्ट बैंककार

फॉर्म B
FORM B

MERCHANT BANKER

भारतीय प्रतिभूति और विनिमय बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

00 2680

(मर्चेन्ट बैंककार) विनियम, 1992
(MERCHANT BANKERS) REGULATIONS, 1992

(विनियम B)
(regulation B)

Regulation 8A

रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION

PERMANENT REGISTRATION

- I, बोर्ड, उनके द्वारा बनाए गए नियमों और विनियमों के साथ पॉटल भारतीय प्रतिभूति और विनिमय बोर्ड अधिनियम, 1992 को धारा 12 को उपधारा (1) का शक्त रजिस्ट्रीकरण का प्रमाण करने हुए इसके द्वारा पत्रों I/ II/ III/ IV में मर्चेन्ट बैंककार के रूप में
- I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

SAFFRON CAPITAL ADVISORS PVT. LTD.
H-130, BHOOMI GREEN, RAHEJA ESTATE
KULUPWADI
BORIVALI (EAST)
MUMBAI 400 066

को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I/ II/ III/ IV subject to conditions in the rules and in accordance with the regulations to carry out following activities :-

1. किसी निगमन का प्रबंध जिसके अन्तर्गत प्रोस्पेक्टस तैयार करना, निर्माण में परामर्श आनकामें एकत्र करना, विनियोजन सार्वजनिक अवधारित करना, विनियोजन में संबंध बनाना, अंतिम आवंटन और अधिक आवंटन धनराशि का प्रतिपाद है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.
 2. निविधान सलाहकार। Investment Adviser
 3. निगमनों का निर्माण। Underwriting of issues.
 4. पोर्टफोलियो प्रबंध सेवाएं। Portfolio Management Services.
 5. किसी निगमन के प्रबंधक, परामर्शी या सलाहकार जिसके अन्तर्गत निगमित सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.
 6. सलाहकार या सलाहकार। Consultant or Adviser.
- (*को नष्ट न हो उसे काट दें।) (*Delete whichever are not applicable)

II. मर्चेन्ट बैंककार के लिए रजिस्ट्रीकरण कोड

INM000011211

III. Registration Code for the merchant banker is MB /

This certificate of Registration shall be valid for permanent unless suspended or cancelled by the Board

III. यह प्रमाणपत्र

III. This Certificate shall be valid from

THIS COLOUR XEROX

तक विधिमन्व होगा और यह भारतीय प्रतिभूति और विनिमय बोर्ड (मर्चेन्ट बैंककार) विनियम, 1992 में निर्दिष्ट है नवीकृत किया जा सकेगा।

and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.

आदेश द्वारा
By order

MUMBAI



RUCHI CHOJER

भारतीय प्रतिभूति और विनिमय बोर्ड

Place

August 6, 2013

Annexure B

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a category I Merchant Banker is true and correct:

Registration Number	INM 000011211
Date of registration/ Renewal of Registration	Permanent
Date of expiry of registration	Registration
If applied for renewal, date of application	Not Applicable
Any communications from SEBI prohibiting the entry from acting as an intermediary	No
Any enquiry/ investigations being conducted by SEBI	No
Details of any penalty imposed by SEBI	No
Period up to which Registration/Renewal Fees has been applied	August 04, 2025



Date: August 27, 2024

To
The Board of Directors
Tolins Tyres Limited
III/ 25B First Floor, M.C. Road,
Kalady P.O., Ernakulam,
Kerala – 683 574, India.

Dear Sir,

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

We, the undersigned, consent to act as a syndicate member for the Issue and to our name being inserted as a syndicate member for the Issue in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (the "**Issue Documents**") that the Company intends to file with the National Stock Exchanges of India Limited and BSE Limited where the Equity Shares are proposed to be listed ("**Stock Exchanges**"), Securities and Exchange Board of India ("**SEBI**") and with the Registrar of Companies, Ernakulam ("**RoC**") or any other authority as may be applicable.

The following details with respect to us may be disclosed in the Issue Documents and any other Issue related materials:

Name: Saffron Capital Advisors Private Limited
Address: 605, Center Point, 6th floor, J. B. Nagar, Andheri Kurla Road,
Andheri (East), Mumbai - 400 059, Maharashtra, India.
Tel: +91 22 4973 0394
Fax: NA
E-mail: ipos@saffronadvisor.com
Website: www.saffronadvisor.com
Contact Person: Gaurav Khandelwal / Vipin Gupta
SEBI Registration No.: INM 000011211
Validity of Registration: Permanent
CIN: U67120MH2007PTC166711

SAFFRON

Logo: • • • • • energising ideas

We enclose a copy of our registration certificate as **Annexure A** and we further enclose a declaration regarding our registration with SEBI as **Annexure B**.

We confirm that we are registered with SEBI and that such registration is valid as on the date of this letter. We also confirm that we have not been prohibited by SEBI to act as an intermediary in capital market issues. Further, we confirm that we have not been debarred from functioning by any regulatory authority.

We further confirm that the above information in relation to us is true, correct, accurate, complete and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We confirm that we will immediately inform the Company and 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.

We hereby authorize you to deliver this consent letter to the SEBI, the Stock Exchanges, RoC and other statutory, regulatory or governmental authority, as may be required. This consent letter 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.

We also consent to the extracts of this consent letter 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 consent letter 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.

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

Yours faithfully,

For Saffron Capital Advisors Private Limited



Authorized signatory

Name: Gaurav Khandelwal

Date: August 27, 2024



Encl: copy of the registration certificate and declaration

CC to:

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

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

Qandakwal

Annexure B

• • • • • **energising ideas**

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India is true and correct:

Registration Number	INM000011211
Date of registration/ Renewal of registration	Permanent Registration
Date of expiry of registration	
If applied for renewal, date of application	Not Applicable
Any communication from SEBI prohibiting the entity from acting as the intermediary	No
Any enquiry/ investigation being conducted by SEBI	No
Details of any penalty imposed by SEBI	Not Applicable





CAMEO CORPORATE SERVICES LIMITED

Date: 10.01.2024


To
The Board of Directors
Tolins Tyres Limited
No. 1/47, M C Road,
Kalady, Ernakulam, Aluva,
Kerala - 683574, India.

Dear Sirs,

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").

We, the undersigned, hereby consent to act as Registrar to the Issue of Equity Shares and to our name being inserted as Registrar to the Issue in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus ("**Issue Documents**") that the Company intends to file with the National Stock Exchanges of India Limited and BSE Limited where the Equity Shares are proposed to be listed ("**Stock Exchanges**"), Securities and Exchange Board of India ("**SEBI**") and with the Registrar of Companies, Ernakulam ("**RoC**") or any other authority as may applicable.

The following details with respect to us may be disclosed:

Name	CAMEO CORPORATE SERVICES LIMITED
Logo	
Address	"Subramanian Building" No. 01, Club House Road, Chennai – 600002, India
Tele No	044 4002 0700 (5 Lines)
Fax No	NA
Email Id	priya@cameoindia.com
Website	www.cameoindia.com
Investor Grievance E-mail id	tolins@cameoindia.com
Online Investor Portal	https://wisdom.cameoindia.com
Contact Person	Ms. K. Sreepriya - Vice President & Company Secretary
SEBI Registration No	INR000003753

We confirm that we are registered with SEBI as a registrar to an issue and share transfer agent and as on date our registration is valid. We also confirm that as on date, we have not been prohibited by SEBI to act as an intermediary in capital market issues. We further confirm we have not been debarred from functioning by any regulatory authority. A copy of our registration certificate is enclosed as **Annexure A** and we further enclose a declaration regarding our registration with SEBI as **Annexure B**.





CAMEO CORPORATE SERVICES LIMITED

We further confirm that the above information in relation to us is true, correct, accurate, complete and not misleading in any material respect and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

Further, except as disclosed below, as on the date of this certificate, we confirm that we and our associates do not hold any Equity Shares of the Company.


We confirm that we will immediately inform the Company and 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.

We hereby authorize you to deliver this consent letter to the SEBI, the Stock Exchanges, RoC and other statutory, regulatory or governmental authority, as may be required. This consent letter may be relied on by the Book 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.

We also consent to the extracts of this consent letter 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 consent letter 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.

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

**Yours faithfully,
For Cameo Corporate Services Ltd**


R.D. Ramasamy
Director



Place: Chennai

Encl.: As above

CC to:

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

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



CAMEO CORPORATE SERVICES LIMITED

Annexure B

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Registrar to the Issue are true and correct:

Registration Number	INR000003753
Date of registration/ Renewal of registration	12.04.1999
Date of expiry of registration	Permanent
If applied for renewal, date of application	Not Applicable
Any communication from SEBI prohibiting the entity from acting as the Registrar	Nil
Any enquiry/ investigation being conducted by SEBI	Nil

**Yours faithfully,
For Cameo Corporate Services Ltd**

**R.D.Ramasamy
Director**



निर्गम-रजिस्ट्रार और
शेयर अंतरण अधिकर्ता

फॉर्म
FORM B

REGISTRARS TO AN ISSUE
AND
SHARE TRANSFER AGENTS

भारतीय प्रतिभूति और विनिमय बोर्ड SECURITIES AND EXCHANGE BOARD OF INDIA

[निर्गम-रजिस्ट्रार और शेयर अंतरण अधिकर्ता] विनियम, 1993

(Registrars to an issue and Share transfer agents) Regulations, 1993

(विनियम 8)

(Regulation 8/ Regulation 8A)

001297

रजिस्ट्रीकरण का प्रमाणपत्र

CERTIFICATE OF REGISTRATION / PERMANENT REGISTRATION

- I. बोर्ड, भारतीय प्रतिभूति और विनियम अधिनियम, 1992 के अधीन बनाये गए नियमों और विनियमों के साथ पठित इस अधिनियम की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए प्रवर्ग-II में निर्गम-रजिस्ट्रार और शेयर अंतरण अधिकर्ता/विनियम-II में निर्गम-रजिस्ट्रार/शेयर अंतरण अधिकर्ता के रूप में
- I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992 read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to

CAMEO CORPORATE SERVICES LIMITED
"SUBRAMANIAN BUILDING"
NO.1 CLUB HOUSE ROAD
CHENNAI 600 002

की नियमों की शर्तों के अधीन रहते हुए और विनियमों के अनुसार प्रत्यापन कागज के लिए, जैसे उससे विनिर्दिष्ट है, इसके द्वारा रजिस्ट्रीकरण का प्रमाणपत्र देता है।

as registrars to an issue and share transfer agent in Category I*/Registrar to an issue*/share transfer agent* in Category II subject to the conditions in the rules and in accordance with the regulations to carry out the activities as specified therein.

II. निर्गम-रजिस्ट्रार और शेयर अंतरण अधिकर्ता का रजिस्ट्रीकरण कोड

II. Registration Code for the registrar to an issue and share transfer agent is

INR000003753

This certificate of registration shall be valid for permanent, unless suspended or cancelled by the Board

III. जब तक नवीकृत न किया जाए रजिस्ट्रीकरण प्रमाणपत्र तक विधिभाष्य है।

III. Unless renewed, the certificate of registration is valid from

स्थान Place

MUMBAI

तारीख Date

JANUARY 13, 2012

*जो लागू न हो उसे हटा दें। *Delete whichever is not applicable



आदेश से
भारतीय प्रतिभूति और विनिमय बोर्ड
के लिए और उसकी ओर से
By order
For and on behalf of
Securities and Exchange Board of India

P. K. SARAVANAN

अधिकृत हस्ताक्षरकर्ता, Authorised Signatory



Consent from the Bankers to the Company

Ref: AXISB/COK/MC/333/2023-24

Date: 11 January 2024

To,

The Board of Directors

Tolins Tyres Limited

III/ 25B First Floor, M.C. Road,
Kalady P.O., Ernakulam,
Kerala – 683 574, India.

Dear Sir,

Sub: Proposed initial public offering of equity shares of face value ₹ 5.00 each ("Equity Shares") by Tolins Tyres Limited ("Company") (referred to as the "Issue").

We, the undersigned, do hereby confirm that we are bankers to the Company. We also provide our consent for our name to be inserted as a 'Banker to 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 Exchanges of India Limited and BSE Limited where the Equity Shares are proposed to be listed ("Stock Exchanges"), Securities and Exchange Board of India ("SEBI") and with the Registrar of Companies, Ernakulam ("RoC") or any other authority as may be applicable, and any other document to be issued or filed in relation to the Issue. The following information in relation to us may be disclosed:

Name: Axis Bank

Address: Circle Office- 5th Floor , Chicago Plaza, Rajaji Road, Ernakulam - 682035

Contact person: Dennis Johnson

Telephone number: 7012119018

Fax number: NA

E-mail ID: dennis.johnson@axisbank.com

Website: Axisbank.com

CIN: L65110GJ1993PLC020769

We agree to keep information regarding the Issue strictly confidential.

We further confirm that we will not withdraw this consent until the date of the listing of the Equity Shares.

We further confirm that the above information in relation to us is true, complete and correct and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We confirm that we 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 where the Equity Shares are proposed to be listed. 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.

We hereby authorize you to deliver a copy of this letter of consent to the the RoC pursuant to the provisions of Section 32 of the Companies Act, 2013, SEBI, the Stock Exchanges and other statutory, regulatory or governmental authority, as may be required. This letter of consent 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 proceeding in connection with the Issue.

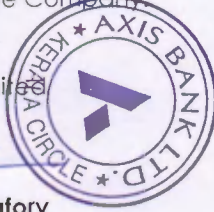
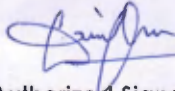
We also consent to the extracts of this letter of consent being used for disclosure in the Issue Documents to be issued by the Company in relation to the Issue and other Issue related materials. This letter of



consent 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.

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

Yours faithfully,
For Axis Bank Limited



Authorized Signatory

Name: Dennis Johnson

Designation: Vice President

Place: Kochi

Cc to:

Book Running Lead Manager to the Issue
Saffron Capital Advisors Private Limited

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

Legal counsel to the Issue
M/s. Crawford Bayley & Co.

State Bank Buildings
N.G. N. Vaidya Marg
Fort, Mumbai 400 023
Maharashtra, India

Date: 16th Jan 2024

To,
The Board of Directors
Tolins Tyres Limited
III/ 25B First Floor, M.C. Road,
Kalady P.O., Ernakulam,
Kerala – 683 574, India.

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").

We, the undersigned, do hereby confirm that we are bankers to the Company. We also provide our consent for our name to be inserted as a 'Banker to 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 Exchanges of India Limited and BSE Limited where the Equity Shares are proposed to be listed ("**Stock Exchanges**"), Securities and Exchange Board of India ("**SEBI**") and with the Registrar of Companies, Ernakulam ("**RoC**") or any other authority as may be applicable, and any other document to be issued or filed in relation to the Issue. The following information in relation to us may be disclosed:

Name: Suresh Padikkaparambil
Address: Padikkaparambil House, Valiyakunnu PO, Malappuram Dist, Kerala, Pin :676552
Contact person: Suresh Padikkaparambil
Telephone number: 9846800877
E-mail ID: suresh.padikkaparambil@hdfcbank.com
Website: www.hdfcbank.com
CIN: L65920MH1994PLC080618

We agree to keep information regarding the Issue strictly confidential.

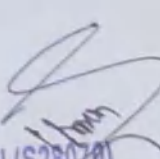
We further confirm that we will not withdraw this consent until the date of the listing of the Equity Shares.

We further confirm that the above information in relation to us is true, complete and correct and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We confirm that we 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 where the Equity Shares are proposed to be listed. 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.

www.hdfcbank.com

Regd. Office: HDFC Bank Ltd., HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.
Corporate Identity No.: L65920MH1994PLC080618


Suresh Padikkaparambil (S28078)
Relationship Manager - Business Banking
HDFC Bank Ltd.

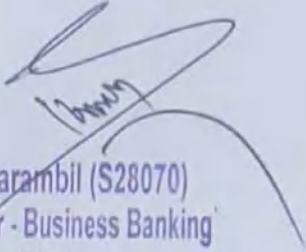
We hereby authorize you to deliver a copy of this letter of consent to the the RoC pursuant to the provisions of Section 32 of the Companies Act, 2013, SEBI, the Stock Exchanges and other statutory, regulatory or governmental authority, as may be required. This letter of consent may be relied on by the 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.

We also consent to the extracts of this letter of consent 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 letter of consent 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.

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

Yours faithfully,

Authorized Signatory


Suresh Padikkaparambil (S28070)
Relationship Manager - Business Banking
HDFC Bank Ltd.

Name: Suresh Padikkaparambil
Designation: Relationship Manager

Place: Cochin

Cc to:

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

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

Date: 16th Jan 2024

To,
The Board of Directors
Tolins Tyres Limited
III/ 25B First Floor, M.C. Road,
Kalady P.O., Ernakulam,
Kerala – 683 574, India.

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").

We, the undersigned, do hereby confirm that we are bankers to the Company. We also provide our consent for our name to be inserted as a 'Banker to 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 Exchanges of India Limited and BSE Limited where the Equity Shares are proposed to be listed ("**Stock Exchanges**"), Securities and Exchange Board of India ("**SEBI**") and with the Registrar of Companies, Ernakulam ("**RoC**") or any other authority as may be applicable, and any other document to be issued or filed in relation to the Issue. The following information in relation to us may be disclosed:

Name: Suresh Padikkaparambil
Address: Padikkaparambil House, Valiyakunnu PO, Malappuram Dist, Kerala, Pin :676552
Contact person: Suresh Padikkaparambil
Telephone number: 9846800877
E-mail ID: suresh.padikkaparambil@hdfcbank.com
Website: www.hdfcbank.com
CIN: L65920MH1994PLC080618

We agree to keep information regarding the Issue strictly confidential.

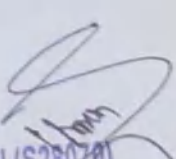
We further confirm that we will not withdraw this consent until the date of the listing of the Equity Shares.

We further confirm that the above information in relation to us is true, complete and correct and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We confirm that we 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 where the Equity Shares are proposed to be listed. 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.

www.hdfcbank.com

Regd. Office: HDFC Bank Ltd., HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013.
Corporate Identity No.: L65920MH1994PLC080618


Suresh Padikkaparambil (S28078)
Relationship Manager - Business Banking
HDFC Bank Ltd.

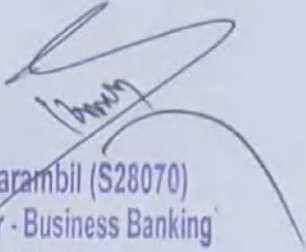
We hereby authorize you to deliver a copy of this letter of consent to the the RoC pursuant to the provisions of Section 32 of the Companies Act, 2013, SEBI, the Stock Exchanges and other statutory, regulatory or governmental authority, as may be required. This letter of consent may be relied on by the 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.

We also consent to the extracts of this letter of consent 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 letter of consent 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.

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

Yours faithfully,

Authorized Signatory


Suresh Padikkaparambil (S28070)
Relationship Manager - Business Banking
HDFC Bank Ltd.

Name: Suresh Padikkaparambil
Designation: Relationship Manager

Place: Cochin

Cc to:

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

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

Date: 19/01/ 2024

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

Dear Sir,

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

We, the undersigned, do hereby confirm that as on date we are one of the bankers to the Company. We also provide our consent for our name to be inserted as a ‘Banker to 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 Exchanges of India Limited and BSE Limited where the Equity Shares are proposed to be listed (“Stock Exchanges”), Securities and Exchange Board of India (“SEBI”) and with the Registrar of Companies, Ernakulam (“RoC”) or any other authority as may be applicable, and any other document to be issued or filed in relation to the Issue. The following information in relation to us may be disclosed:

Name: YES Bank Ltd

Address: Puthooran Plaza First Floor Northern Side M G ROAD Kochi -682011

Contact person: Sreejith D S

Telephone number: 0484 6641047

Fax number: 0484 6641047

E-mail ID: Sreejith.ds@yesbank.in

Website: www.yesbank.com

CIN:

We agree to keep information regarding the Issue strictly confidential.

We further confirm that we will not withdraw this consent until the date of the listing of the Equity Shares.

We further confirm that the above information in relation to us is true, complete and correct and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We confirm that we 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 where the Equity Shares are proposed to be listed. 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.

We hereby authorize you to deliver a copy of this letter of consent to the the RoC pursuant to the provisions of Section 32 of the Companies Act, 2013, SEBI, the Stock Exchanges and other statutory,

regulatory or governmental authority, as may be required. This letter of consent 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.

We also consent to the extracts of this letter of consent 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 letter of consent 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.

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

Yours faithfully,

For YES BANK LTD


Authorized Signatory
Name: Sreejith DS
Designation: AOM

Place: Kochi

Cc to:

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

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



Date: August 27, 2024

To
The Board of Directors
Tolins Tyres Limited
III/ 25B First Floor, M.C. Road,
Kalady P.O., Ernakulam,
Kerala – 683 574, India.

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 "Offer").

We, the undersigned, consent to act as escrow collection bank for the Offer / banker to the Offer / public offer bank / [refund bank], and to our name being inserted as an escrow collection bank for the Offer/ public offer bank / [refund bank] in the Red Herring Prospectus and the Prospectus ("**Offer Documents**") that the Company intends to file with the National Stock Exchanges of India Limited and BSE Limited where the Equity Shares are proposed to be listed ("**Stock Exchanges**"), the Securities and Exchange Board of India ("**SEBI**") and with the Registrar of Companies, Ernakulam ("**RoC**") or any other authority as may be applicable. The following details with respect to us may be disclosed in the Offer Documents and any other Offer related materials:

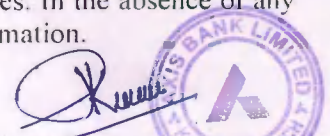
Name,	: AXIS BANK LTD.
Address	: No. 936 A, MAIN CENTRAL ROAD, KALADY, ERNAKULAM - 683574
Tel	: 0484-2464151
E-mail	: KALADY.BRANCHHEAD@AXISBANK.COM
Website	: WWW.AXISBANK.COM
Contact Person	: VIMAL KUMAR P
SEBI Registration Number	: INB100000017
Corporate Identity Number (CIN)	: L65110GJ1993PLC020769

We enclose a copy of our registration certificate as **Annexure A** and we further enclose a declaration regarding our registration with SEBI as **Annexure B**.

We confirm that we are registered with SEBI as a banker to an offer and that such registration is valid as on date and that we have not been prohibited by SEBI to act as an intermediary in capital market issues. Further, we confirm that we have not been debarred from functioning by any regulatory authority. We authorise you to deliver this letter of consent to the RoC, pursuant to Sections 26 and 32 of the Companies Act, 2013, as amended, SEBI, the Stock Exchanges and any other regulatory or statutory authority as required by law.

We further confirm that the above information in relation to us is true, correct, accurate, complete and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

This consent letter can be relied on by the Book Running Lead Manager and the legal advisor in relation to the Offer. We confirm that we will immediately inform you and the Book Running Lead Manager, appointed as such for the purpose of the Issue, of any change to the above information until the Equity Shares of the Company commence trading on the Stock Exchanges. In the absence of any such communication, the above information should be taken as updated information.





All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.


Yours faithfully,

For and on behalf of **AXIS BANK LTD.**


Authorized Signatory
Name: **VIMAL KUMAR P**

Designation: **BRANCH HEAD**

Place: **KALADY**


VIMAL KUMAR P
AVP & Branch Head
Emp. ID 355395
SS No. 27398

Encl.: As above

Cc to:

Book Running Lead Manager to the Offer

Saffron Capital Advisors Private Limited

605, 6th Floor, Center Point,

Andheri Kurla Road, J.B.Nagar,

Andheri (East), Mumbai – 400 059,

Maharashtra, India.

Legal counsel to the Offer

M/s. Crawford Bayley & Co.

State Bank Buildings

N.G. N. Vaidya Marg

Fort, Mumbai 400 023

Maharashtra, India

निर्गमन बैंककार

 प्रपत्र ७
 FORM-D

BANKERS TO AN ISSUE
भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

 (निर्गमन बैंककार) विनियम, 1994
 0004 10 (BANKERS TO AN ISSUE) REGULATIONS, 1994

 (विनियम 7)
 (Regulation 7)

Regulation 7A

रजिस्ट्रीकरण का प्रमाणपत्र
CERTIFICATE OF REGISTRATION

PERMANENT REGISTRATION

- १) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन बनाये गये नियमों और विनियमों के साथ पठित इसकी धारा 12 की उप धारा (1) द्वारा प्रदात शक्तियों का प्रयोग करते हुए,
- 1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to

AXIS BANK LIMITED
3RD FLOOR, TRISHUL
OPP. SAMRTHESWAR TEMPLE
LAW GARDEN, ELLIS BRIDGE
AHMEDABAD 380 006

को निधियों में, शर्तों के अधीन रहते हुए और विनियमों के अनुसार निर्गमन बैंककार के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है।
 as a banker to an issue subject to the conditions in the rules and in accordance with the regulations.

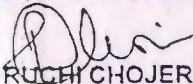
- २) निर्गमन बैंककार के लिए रजिस्ट्रीकरण कोड है। INBI00000017
- 2) Registration Code for the Banker to an issue is

- ३) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र तब तक विधिवान्य है।
- 3) Unless renewed, the certificate of registration is valid from

- 3) This Certificate of Registration shall be valid for permanent, unless suspended or cancelled by the Board.



आदेश से
 भारतीय प्रतिभूति और विनियम बोर्ड
 के लिए और उसकी ओर से
 By order
 For and on behalf of
Securities and Exchange Board of India


RUCHI CHOJER

प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

स्थान Place : **MUMBAI**

तारीख Date : **FEBRUARY 6, 2013**

9/936 A, Main Central Road, Kalady, Ernakulam, Kerala 683574 0484-2464151
 REGISTERED OFFICE : "Trishul" - 3rd Floor Opp. Samartheshwar Temple, Near Law Garden, Ellisbridge, Ahmedabad - 380006
 Telephone No. 079-26409322 Fax No. - 079-26409321 CIN: L65110GJ1993PLC020769 Website - www.axisbank.com

9/936 A, Main Central Road, Kalady, Ernakulam, Kerala 683574 0484-2464151
 REGISTERED OFFICE : "Trishul" - 3rd Floor Opp. Samartheshwar Temple, Near Law Garden, Ellisbridge, Ahmedabad - 380006.
 Telephone No. 079-26409322 Fax No. - 079-26409321 CIN: L65110GJ1993PLC020769 Website - www.axisbank.com

Annexure B

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a [●] is true and correct:

Registration Number	INB100000017
Date of registration/ Renewal of registration	FEBRUARY 6, 2013
Date of expiry of registration	PERMANENT REGISTRATION
If applied for renewal, date of application	NA
Any communication from SEBI prohibiting the entity from acting as the intermediary	NA
Any enquiry/ investigation being conducted by SEBI	NA
Details of any penalty imposed by SEBI	NA



CRAWFORD BAYLEY & CO.

(Registered)

Advocates & Solicitors

State Bank Building

N.G.N. Vaidya Marg

Mumbai - 400 023

Direct dial : + 91 22 2266 3353

Direct fax: + 91 22 2266 3978

Email: sanjay.asher@crawfordbayley.com

Telephone : + 91 22 2266 3713, 2266 0699, 2266 0910, 2266 0488, 2266 5443

HCA/SKA/ 0173 August 28, 2024

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

Saffron Capital Advisors Private Limited
605, 6th Floor, Center Point,
Andheri Kurla Road, J.B. Nagar,
Andheri (East), Mumbai - 400 059,
Maharashtra, India.

Dear Sirs,

Proposed initial public offer of equity shares of face value of ₹5/- each ("Equity Shares") of Tolins Tyres Limited ("Company" and such offering referred to as the "Offer").

We consent to act as the Legal Advisor to the Offer and to our name being inserted as Legal Advisor to the Offer in the Red Herring Prospectus and Prospectus intended to be filed by the Company with Securities and Exchange Board of India ('SEBI'), BSE Limited and National Stock Exchange of India Limited (collectively referred to as 'Stock Exchanges') where the Equity Shares of the Company are proposed to be listed, in respect of the Offer.

This letter may be relied on by the Company and the Book Running Lead Manager in relation to the Offer. You may deliver this letter of consent to SEBI and the Stock Exchanges pursuant to the applicable laws as may be required.

Yours faithfully,
FOR M/s. CRAWFORD BAYLEY & CO.



(SANJAY ASHER)

Senior Partner

Telephone: + 91 22 2266 3353

Email: sanjay.asher@crawfordbayley.com