

5. Certificate on details of average cost of acquisition of Equity Shares by the Promoters and Selling Shareholders, certificate on weighted average price at which Equity Shares were acquired by the Promoters and Selling Shareholders in the last one year and weighted average cost of acquisition of all shares transacted in immediately preceding three years, 18 months and one year.

To,

The Board of Directors

Tolins Tyres Limited

No.1 First Floor, 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.

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

Dear Sir(s),

Sub: Proposed initial public offering of equity shares of face value of ₹ 5/- each (the “Equity Shares”) of Tolins Tyres Limited (the “Company” and such offering, the “Offer”)

We, **Krishnan Retna & Associates, Chartered Accountants**, the statutory auditors of the Company, have received a request from the Company to verify and certify the (i) average cost of acquisition of the Equity Shares of the Company held by the promoters and selling shareholders of the Company (ii) weighted average price at which Equity Shares were acquired by the Promoters and Selling Shareholders in the last one year (iii) and weighted average cost of acquisition of all Equity Shares transacted in the last one year, last eight months and last three years.

Accordingly, based on the information and explanation and on review of the share allotment register, minutes of the meetings of the Board of Directors of the Company, minutes of annual general meeting and extra-ordinary general meetings of the Company, relevant statutory registers and other documents and accounts presented to us, we hereby certify that:

- a) the following is the average cost of acquisition of the equity shares for the promoters and selling shareholders of the Company, as on the date of the Red Herring Prospectus:

Name of the Promoters	Number of Equity Shares held as on date [^]	Average cost of acquisition per share (₹)
Dr. Kalamparambil Varkey Tolin [#]	1,34,91,834	8.87
Jerin Tolin [#]	1,20,49,363	5.59

Note:

[#] Also, a Selling Shareholders

[^] the Equity shares adjusted for Bonus and Sub-division of equity share from face value of ₹ 100/- each to face value of ₹ 5/- each.

The details of the workings for the average cost of acquisition per Equity Share of the Promoters and selling shareholders is attached herewith as **Annexure A**.

- b) that the following is the weighted average price at which the equity shares of the Company were acquired by the Promoters and Selling shareholders in the one year preceding the date of the Red Herring Prospectus:

Name of the Promoters	Number of Equity Shares acquired in last one year**	Weighted average price per Equity Share (₹)
Kalamparambil Varkey Tolin [#]	99,29,080	9.65
Jerin Tolin [#]	75,61,363	5.94

Note:

[#] Also, a Selling Shareholders

****Pursuant to a resolution passed by our Board in its meeting held on October 12, 2023 and approved by the Shareholders at their meeting held on October 13, 2023, each fully paid-up Equity Share of our Company having face value of ₹100 was sub-divided into 20 Equity Shares of face value of ₹5 each. The impact of such sub-division of shares and bonus issue has been considered for the computation of weighted average cost of acquisition.**

For arriving at the weighted average price at which the equity shares of the Company were acquired by the Promoters and selling shareholders, only acquisition of equity shares has been considered while arriving at weighted average price per Equity Share for last one year.

The details of the workings for the weighted average cost of acquisition per equity shares of the Company acquired by the Promoters and selling shareholders in the last one year are attached herewith as **Annexure B**.

- c) weighted average cost of acquisition of all Equity Shares transacted in the last one year, last eight months and last three years preceding the date of the Red Herring Prospectus:

Particulars	Weighted Average Cost of Acquisition (WACA) (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition [#]	Range of acquisition price per equity shares: Lowest Price-Highest Price (in ₹)
Last 3 years	20.47	[●]	0 [^] - 118
Last 18 months	21.75	[●]	0 [^] - 118
Last 1 year	26.61	[●]	0 [^] - 118

[#]To be updated in the Prospectus, following finalisation of the Cap Price.

[^]the Lower Price of Equity shares adjusted for Sub-division of equity share from face value of ₹ 100/- each to face value of ₹ 5/- each.

Weighted average cost of acquisition ("WACA") = WACA is calculated as the sum of the product of number of equity shares and the price per equity share purchased/sold, divided by the total number of equity shares held which is adjusted for corporate action such as bonus and split, if any occurs during the period of calculation under consideration.

The details of the workings for the weighted average cost of acquisition of all shares transacted in the three years, 18 months and one year preceding the date of the Red Herring Prospectus, is attached herewith as **Annexure C**.

We hereby confirm that we have conducted our examination of the information given in this certificate (including the annexures thereto) in accordance with the 'Guidance Note on the Reports or Certificates for Special Purposes (Revised 2016)' issued by the Institute of Chartered Accountants of India ("ICAI"), as revised from time to time, to obtain a reasonable assurance that such details are in agreement with the books of accounts and other relevant records provided to us, in all material respects; the aforesaid Guidance Notes requires that we comply with the ethical requirements of the 'Code of Ethics' issued by the ICAI, as revised from time to time. We also confirm that we have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI.

We hereby consent to the extracts of this certificate being used in the Red Herring Prospectus (Such Red Herring Prospectus or the "RHP") of the Company in connection with the Offer. We also consent to the submission of this certificate as may be necessary, to any regulatory authority and / or for the records to be maintained by the Book Running Lead Manager in connection with the Offer and in accordance with applicable law.

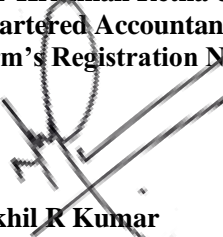
This certificate may be relied on by the Book Running Lead Manager and the legal counsel in relation to the Offer. This certificate may be relied on by the BRLM, their affiliates and legal counsel in relation to the Offer and to assist the BRLM in conducting and documenting their investigation of the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

We confirm that any changes to the above that we may be aware of shall immediately be intimated to the Book Running Lead Manager till the date the Equity Shares of the Company commence trading on the Stock Exchanges. In the absence of any communication from us, you may assume that there is no change in respect of the matters covered in this certificate.

Terms capitalised and not defined herein shall have the same meaning as ascribed to them in the Offer Documents.

Yours sincerely,

For Krishnan Retna & Associates
Chartered Accountants
Firm's Registration No: 001536S


Nikhil R Kumar
Partner
Membership No. 231162
Place: Ernakulam
Date: August 28, 2024
UDIN: 24231162BKESWZ5524



CC:

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

ANNEXURE A

PROMOTERS AND SELLING SHAREHOLDERS

Dr. Kalamparambil Varkey Tolin

Date of Allotment / Transfer	Nature of transaction	Number of Equity Shares	Face value per Equity Share (in ₹)	Issue / transfer price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	Total Consideration (in ₹)
July 7, 2003	Subscriber to MOA	5,000	100	100	Cash	5,00,000.00
April 28, 2004	Further Issue	4,600	100	100	Cash	4,60,000.00
March 16, 2007	Further Issue	23,500	100	100	Cash	23,50,000.00
May 11, 2010	Transmitted from K.P. Varkey	22,400	100	Nil	Nil	-
May 10, 2015	Transfer from Tom Thomas	100	100	100	Cash	10,000.00
December 15, 2021	Rights Issue	25,000	100	100	Cash	25,00,000.00
October 31, 2022	Transfer from Joy Kunnukudy Thomas	100	100	100	Cash	10,000.00
November 21, 2022	Rights Issue	30,000	100	100	Cash	30,00,000.00
March 10, 2023	Rights Issue	1,50,000	100	100	Cash	1,50,00,000.00
October 12, 2023	Bonus Issue in the ratio 1.6:1 i.e. 1.6 fully paid-up Equity Shares for every 1 Equity Share held by the Shareholders on October 10, 2023 being the cut-off date	4,17,120	100	NA	NA	-
October 13, 2023	Pursuant to a resolution passed by our Board in its meeting held on October 12, 2023 and approved by the Shareholders at their meeting held on October 13, 2023, each fully paid-up equity shares of our Company having face value of ₹100 was sub-divided into 20 Equity shares of face value of ₹5 each. Therefore, 677,820 Equity Shares of ₹ 100 each of Dr. Kalamparambil Varkey Tolin were sub-divided into 13,556,400 Equity Shares of ₹5 each					
October 31, 2023	Transfer from Annie Varkey	7,74,800	5	Nil	Gift	-
November 18, 2023	Rights Issue	2,75,424	5	118	Cash	3,25,00,032.00
December 8, 2023	Off Market Sale to RPV Holdings Private Limited	-2,00,000	5	103	Cash	-
December 8, 2023	Off Market Sale to Aastha Hitesh Bhansali	-1,00,000	5	118	Cash	-
December 8, 2023	Off Market Transfer to Praveen M R S	-3,000	5	Nil	Gift	-
December 11, 2023	Off Market Transfer to Employees and Others ⁽¹⁾	-1,17,000	5	Nil	Gift	-
December 12, 2023	Off Market Transfer to Employees and Others ⁽²⁾	-4,55,500	5	Nil	Gift	-
December 13, 2023	Off Market Transfer to Employees and Others ⁽³⁾	-2,03,000	5	Nil	Gift	-
December 14, 2023	Off Market Transfer to Employees and Others ⁽⁴⁾	-2,31,500	5	Nil	Gift	-
December 18, 2023	Off Market Transfer to Employees and Others ⁽⁵⁾	-56,000	5	Nil	Gift	-
December 18, 2023	Off Market Transfer to Chris Tolin	-70,000	5	Nil	Gift	-
December 18, 2023	Off Market Sale to George John-registered owner, holding shares on behalf of its beneficial owner i.e., Richmax Integrated Foundation	-42,373	5	118	Cash	-
December 20, 2023	Off Market Transfer to Cyrus Tolin	-70,000	5	Nil	Gift	-
December 20, 2023	Off Market Transfer to Rajendran M K	-500	5	Nil	Gift	-
December 20, 2023	Off Market Transfer to Anita C	-25,000	5	Nil	Gift	-
December 27, 2023	Off Market Transfer to C R Karikal Valavan	-10,000	5	Nil	Gift	-

Date of Allotment / Transfer	Nature of transaction	Number of Equity Shares	Face value per Equity Share (in ₹)	Issue / transfer price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	Total Consideration (in ₹)
December 28, 2023	Preferential Allotment	5,36,456	5	118	Allotment of Equity Shares pursuant to Share Purchase Agreement dated April 1, 2023 [#]	6,33,01,808.00
January 5, 2024	Off Market Transfer to Bharat Kumar K V	-5,000	5	Nil	Gift	-
January 5, 2024	Off Market Transfer to Sankar Parameswara Panicker	-10,000	5	Nil	Gift	-
January 9, 2024	Off Market Sale to George John	-42,373	5	118	Cash	-
January 17, 2024	Off Market Transfer to Cris Anna Sojan	-10,000	5	Nil	Gift	-
Total		1,34,91,834				11,96,31,840.00
Average Cost of acquisition of per equity share						8.87

Jerin Tolin

Date of allotment/ transfer	Number of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue/ acquisition price per Equity Share (₹)	Nature of Transaction	Total Consideration (in ₹)
Name of the Promoter: Jerin Tolin						
April 28, 2004	5,400	Cash	100	100	Further Issue	5,40,000
March 16, 2007	14,000	Cash	100	100	Further Issue	14,00,000
December 15, 2021	25,000	Cash	100	100	Further Issue	25,00,000
November 21, 2022	30,000	Cash	100	100	Further Issue	30,00,000
March 10, 2023	1,50,000	Cash	100	100	Further Issue	1,50,00,000
October 12, 2023	3,59,040	N.A.	100	N.A.	Bonus Issue	
Pursuant to the Shareholders' resolution dated, each full paid-up equity shares of our Company of face value of ₹ 100 was sub-divided into Twenty Equity Shares of our Company of face value of ₹ 5 each. Therefore, 5,83,440 equity shares of our Company of face value of ₹ 100 each held by Mrs. Jerin Tolin were sub-divided into 1,16,68,800 Equity Shares of our Company of face value of ₹5 each.						
December 28, 2023	3,80,563	Consideration for acquisition of TRPL & TTLIC (one person)	5	118	Preferential Allotment	4,49,06,434
Total	1,20,49,363					6,73,46,434
Average Cost of acquisition of per equity share						5.59

ANNEXURE B

Workings for the weighted average per Equity Share acquired in the last one year by the Promoters and Selling Shareholders

Dr. Kalamparambil Varkey Tolin

Date of Allotment / Transfer	Nature of transaction	Number of Equity Shares	Face value per Equity Share (in ₹)	Issue / transfer price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	Total Consideration (in ₹)
October 12, 2023	Bonus Issue in the ratio 1.6:1 i.e. 1.6 fully paid-up Equity Shares for every 1 Equity Share held by the Shareholders on October 10, 2023 being the cut-off date	4,17,120	100	NA	NA	-
October 13, 2023	Pursuant to a resolution passed by our Board in its meeting held on October 12, 2023 and approved by the Shareholders at their meeting held on October 13, 2023, each fully paid-up equity shares of our Company having face value of ₹100 was sub-divided into 20 Equity shares of face value of ₹5 each. Therefore, 677,820 Equity Shares of ₹ 100 each of Dr. Kalamparambil Varkey Tolin were sub-divided into 13,556,400 Equity Shares of ₹5 each					-
October 31, 2023	Transfer from Annie Varkey	7,74,800	5	Nil	Gift	-
November 18, 2023	Rights Issue	2,75,424	5	118	Cash	3,25,00,032.00
December 28, 2023	Preferential Allotment	5,36,456	5	118	Allotment of Equity Shares pursuant to Share Purchase Agreement dated April 1, 2023 [#]	6,33,01,808.00
Total		99,29,080				9,58,01,840.00
Weighted Average Price per share acquired in the last one year						9.65

Jerin Tolin

Date of allotment/ transfer	Nature of Transaction	Number of Equity Shares	Face value per Equity Share (₹)	Issue/ acquisition price per Equity Share (₹)	Nature of consideration (cash / other than cash)	Total Consideration (in ₹)
October 12, 2023	Bonus Issue	3,59,040	100	N.A	N.A	-
Pursuant to the Shareholders' resolution dated, each full paid-up equity shares of our Company of face value of ₹ 100 was sub-divided into Twenty Equity Shares of our Company of face value of ₹ 5 each. Therefore, 5,83,440 equity shares of our Company of face value of ₹ 100 each held by Mrs. Jerin Tolin were sub-divided into 1,16,68,800 Equity Shares of our Company of face value of ₹5 each.						-
December 28, 2023	Preferential Allotment	3,80,563	5	118	Consideration for acquisition of TRPL & TTLLC (one person)	4,49,06,434.00
Total		75,61,363				4,49,06,434.00
Weighted Average Price per share acquired in the last one year						5.94

ANNEXURE C**Weighted average cost of acquisition of all shares transacted in the three years preceding the date of the RHP**

Sr. No	Date	Nature of Transaction	Consideration	No. of Shares	Price of allotment/transfer	Total Value
1	15.12.2021	Allotment	Cash	50,000	100.00	50,00,000.00
2	21.11.2022	Allotment	Cash	60,000	100.00	60,00,000.00
3	10.03.2023	Allotment	Cash	3,00,000	100.00	3,00,00,000.00
4	12.10.2023	Bonus issue	-	1,60,00,000	-	-
5	13.10.2023	Sub-division of Shares	-	82,00,000	-	-
6	18.10.2023	Rights Issue	Cash	84,746	118.00	1,00,00,028.00
7	26.10.2023	Rights Issue	Cash	25,424	118.00	30,00,032.00
8	02.11.2023	Rights Issue	Cash	1,06,746	118.00	1,25,96,028.00
9	07.11.2023	Rights Issue	Cash	42,373	118.00	50,00,014.00
10	18.11.2023	Rights Issue	Cash	5,16,772	118.00	6,09,79,096.00
11	28.11.2023	Rights Issue	Cash	1,44,071	118.00	1,70,00,378.00
12	08.12.2023	Rights Issue	Cash	1,99,283	118.00	2,35,15,394.00
13	21.12.2023	Private Placement	Cash	1,09,832	118.00	1,29,60,176.00
14	28.12.2023	Private Placement	Consideration other than cash	34,30,025	118.00	40,47,42,950.00
TOTAL				2,88,59,272		59,07,94,096.00
Weighted average cost of acquisition per share						20.47

Weighted average cost of acquisition of all shares transacted in the last 18 months preceding the date of the RHP

Sr. No	Date	Nature of Transaction	Consideration	No. of Shares	Price of allotment/transfer	Total Value
1	10-03-2023	Allotment	Cash	3,00,000	100.00	3,00,00,000.00
2	12.10.2023	Bonus issue	-	1,60,00,000	-	-
3	13.10.2023	Sub-division of Shares	-	60,00,000	-	-
4	18.10.2023	Rights Issue	Cash	84,746	118.00	1,00,00,028.00
5	26.10.2023	Rights Issue	Cash	25,424	118.00	30,00,032.00
6	02.11.2023	Rights Issue	Cash	1,06,746	118.00	1,25,96,028.00
7	07.11.2023	Rights Issue	Cash	42,373	118.00	50,00,014.00
8	18.11.2023	Rights Issue	Cash	5,16,772	118.00	6,09,79,096.00
9	28.11.2023	Rights Issue	Cash	1,44,071	118.00	1,70,00,378.00
10	08.12.2023	Rights Issue	Cash	1,99,283	118.00	2,35,15,394.00
11	21.12.2023	Private Placement	Cash	1,09,832	118.00	1,29,60,176.00
12	28.12.2023	Private Placement	Consideration other than cash	34,30,025	118.00	40,47,42,950.00
TOTAL				2,66,59,272		57,97,94,096.00
Weighted average cost of acquisition per share						21.75

Weighted average cost of acquisition of all shares transacted in the last 1 year preceding the date of the RHP

Sr. No.	Date	Nature of Transaction	Consideration	No. of Shares	Price of allotment/transfer	Total Value
1	12.10.2023	Bonus issue		1,60,00,000		-
2	18.10.2023	Rights Issue	Cash	84,746	118.00	1,00,00,028.00
3	26.10.2023	Rights Issue	Cash	25,424	118.00	30,00,032.00
4	02.11.2023	Rights Issue	Cash	1,06,746	118.00	1,25,96,028.00
5	07.11.2023	Rights Issue	Cash	42,373	118.00	50,00,014.00
6	18.11.2023	Rights Issue	Cash	5,16,772	118.00	6,09,79,096.00
7	28.11.2023	Rights Issue	Cash	1,44,071	118.00	1,70,00,378.00
8	08.12.2023	Rights Issue	Cash	1,99,283	118.00	2,35,15,394.00
9	21.12.2023	Private Placement	Cash	1,09,832	118.00	1,29,60,176.00
10	28.12.2023	Private Placement	Consideration other than cash	34,30,025	118.00	40,47,42,950.00
TOTAL				2,06,59,272		54,97,94,096.00
Weighted average cost of acquisition per share						26.61