



**Consent Letter**

**Date: July 05, 2024**

To,

**The Board of Directors,  
Toss the Coin Limited**  
Old No.29, New No.62, Abhiramapuram  
3rd Street, Abhiramapuram, Chennai-600018,  
Tamil Nadu, India

**Dear Sir,**

**Sub: Proposed SME Initial Public Issue of “Toss the Coin Limited”**

We, **Beeline Capital Advisors Private Limited**, hereby give our consent to act as the **Book Running Lead Manager** to the Proposed Public issue of **Toss the Coin Limited** on the SME Platform of BSE Limited (BSE SME) pursuant to the provisions of section 26 of the Companies Act, 2013 and have no objection in our name being inserted as the Book Running Lead Manager to the Issue in the Draft Red Herring Prospectus/ Red Herring Prospectus / Prospectus which the company intends to issue in respect thereof.

We authorize “**Toss the Coin Limited**” to deliver a copy of this consent letter to SEBI/ Stock Exchanges / Registrar of Companies, pursuant to the provisions of section 23, 26 & 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations 2018, as amended time to time.

We confirm that, we are authorized to Act as Book Running Lead Manager to the issue in accordance with the Section 12 of SEBI Act, 1992.

**Yours faithfully,**

**For Beeline Capital Advisors Private Limited**





**Nikhil Shah  
Director  
DIN: 02507020**

**Place - Ahmedabad**

**BEELINE CAPITAL ADVISORS PRIVATE LIMITED**

**CIN: U67190GJ2020PTC114322**

**SEBI Registration No.: INM000012917**

**Regd. Office: B 1311-1314 Thirteenth Floor Shilp Corporate Park Rajpath Rangoli Road Thaltej**

**Ahmedabad - 380054 India**

**Phone: +91-79-48407357/ E-Mail: nikhil@beelinemb.com**

# ANA ADVISORS

118,SHILA VIHAR,GOKULPURA,KALWAR ROAD,JHOTWARA,JAIPUR-302012,RAJASTHAN

Reach us at: [anaadvisors22@gmail.com](mailto:anaadvisors22@gmail.com) Mobile: 9887906529

## Consent Letter

Date: July 13, 2024

To,

The Board of Directors,

**Toss the Coin Limited**

Old No. 29, New No.62, Abhiramapuram  
3rd Street, Abhiramapuram, Chennai - 600018,  
Tamil Nadu, India

Dear Sir,

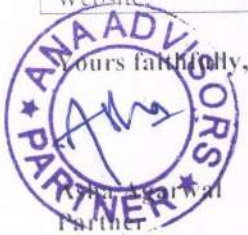
**Sub: Proposed SME Initial Public Offer (IPO) of "Toss the Coin limited"**

We, the undersigned do hereby give our consent to act as the **Legal Advisor** to the Proposed Public issue of **Toss the Coin Limited** on the SME Platform of BSE SME pursuant to the provisions of section 26 of the Companies Act, 2013 and have no objection in our name being inserted as the Legal Advisor to the Issue in the Draft Red Herring Prospectus and Red Herring Prospectus which the company intends to issue in respect thereof.

We authorize "**Toss the Coin Limited**" to deliver a copy of this consent letter to SEBI/ Stock Exchanges / Registrar of Companies, pursuant to the provisions of section 23, 26 & 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations 2018, as amended time to time.

Further, we hereby give our consent to include the following contact details:

Name:	ANA ADVISORS
Contact Person:	Kamlesh Kumar Goyal
Designation	Associate
Address:	118, Shila Vihar, Gokulpura, Kalwar Road, Jhotwara, Jaipur-302012
Telephone:	+ 91 9887906529
Fax:	--
Email id:	<a href="mailto:anaadvisors22@gmail.com">anaadvisors22@gmail.com</a>
Website:	--

  
Yours faithfully,  
  
Partner  
Ana Advisors

Date: 08/07/2024

To,

**The Board of Directors  
TOSS THE COIN LIMITED  
29/62, Abhiramapuram 3<sup>rd</sup> Street,  
Abhiramapuram, Chennai-600018**

Dear Sir,

**Proposed initial public offering (the “Issue”) of equity shares of ₹ 9,17,28,000 (the “Equity Shares”) by Toss the Coin Limited (the “Company”)**

We, the undersigned, hereby consent to act as Registrar to the Issue and to our name being inserted as a Registrar to the Issue in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus to be filed by the Company with stock exchange where the Equity Shares of the Company are proposed to be listed and for the purpose of registration with the Registrar of Companies (the “RoC”) in respect of the Issue and any other document to be issued or filed in relation to the Issue (collectively, the “Offer Documents”), pursuant to the provisions of Section 26 of the Companies Act, 2013. Further, the following details with respect to us may be disclosed in the Offer Documents:

Logo: **LINK**Intime

Name: Link Intime India Private Limited

Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, Maharashtra – 400083, India

Tel: +91 810 811 4949

Fax: 49186060

Email: [tosscoin.smeipo@linkintime.co.in](mailto:tosscoin.smeipo@linkintime.co.in)

Investor Grievance Email: [tosscoin.smeipo@linkintime.co.in](mailto:tosscoin.smeipo@linkintime.co.in)

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

Contact Person: Shanti Gopalkrishnan

SEBI Registration No.: INR000004058

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

We enclose a copy of our registration certificate as **Annexure A** and declaration regarding our registration with SEBI as **Annexure B**. We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI or any other regulatory authority, court or tribunal to act as an intermediary in capital market issues.

We undertake to inform the LM promptly, in writing of any changes to the above information until the Equity Shares commence trading on the Stock exchange. In the absence of any such communication from us, the above mentioned information should be considered as updated information until the Equity Shares commence trading on the Stock exchange, pursuant to the Issue.

This letter may be relied upon by the Company, legal counsel and LM appointed in relation to the Issue. We hereby consent to the submission of this letter to the Securities and Exchange Board of India, Stock exchange, RoC and any other authority as may be required by law. We further consent to the aforementioned details being included for the records to be maintained by the LM in connection with the Issue and in accordance with applicable laws.

Capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

Yours faithfully,  
For Link Intime India Private Limited



Authorised Signatory

**Name: Dnyanesh Gharote**

**Designation: Deputy Head – Primary Market**

**Annexure A**

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 Offer is true and correct:

<b>Registration Number</b>	INR000004058
<b>Date of registration/ Renewal of registration</b>	15.07.2014
<b>Date of expiry of registration</b>	NA
<b>If applied for renewal, date of application</b>	NA
<b>Any communication from SEBI prohibiting the entity from acting as the intermediary</b>	None
<b>Any enquiry/ investigation being conducted by SEBI</b>	None
<b>Details of any penalty imposed by SEBI</b>	None

निर्गम रजिस्ट्रार और  
शेयर अंतरण अभिकर्ता

प्रारूप B  
FORM B

REGISTRARS TO AN ISSUE  
AND  
SHARE TRANSFER AGENTS

भारतीय प्रतिभूति और विनियम बोर्ड

## SECURITIES AND EXCHANGE BOARD OF INDIA

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

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

(विनियम 8)

(Regulation 8)

Regulation 8A

001372

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 उस अधिनियम की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए प्रवर्ग-I में निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता/प्रवर्ग-II में निर्गम-रजिस्ट्रार/शेयर अंतरण अभिकर्ता 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

LINK INTIME INDIA PVT. LTD.  
 C-13, KANTILAL MAGANLAL INDUSTRIAL ESTATE  
 PANNALAL SILK MILLS COMPOUND  
 L.B.S. MARG, BHANDUP (WEST)  
 MUMBAI 400 078

को नियमों की शर्तों के अधीन रहते हुए और विनियमों के अनुसार क्रियाकलाप करते के लिए, जैसे उसमें 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 अभिकर्ता का रजिस्ट्रीकरण कोड

INR000004058

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

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 विधिमाम्य है।

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

MUMBAI

स्थान Place

JULY 15, 2014

तारीख Date

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



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

B. K. GUPTA

प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

Consent Letter

Date: November 05, 2024

To,

**The Board of Directors,  
Toss the Coin Limited**  
Old No.29, New No.62, Abhiramapuram  
3rd Street, Abhiramapuram, Chennai-600018,  
Tamil Nadu, India

Dear Sir,

**Sub: Proposed SME Initial Public Issue (IPO) of "Toss the Coin Limited"**

We, **Spread X Securities Private Limited**, hereby give our consent to act as the **Market Maker** to the Proposed Public issue of **Toss the Coin Limited** on the SME Platform of BSE Limited (BSE SME) pursuant to the provisions of section 26 of the Companies Act, 2013 and have no objection in our name being inserted as the Market Maker to the Issue in the Red Herring Prospectus/ Prospectus which the company intends to issue in respect thereof.

Name	Spread X Securities Private Limited
Correspondence Address:	SHILP CORPORATE PARK B BLOCK 13TH FLR B-1309 NR RAJPATH CLUB RAJPATH RANGOLI ROAD S.G.HIGHWAY AHMEDABAD – 380054, GUJARAT, INDIA.
Tel No.:	079-69072020
E-mail:	info@spreadx.in
Website:	www.spreadx.in
Contact Person:	Mrs. Khushbu Nikhilkumar Shah
SEBI Registration No.:	IN2000310930

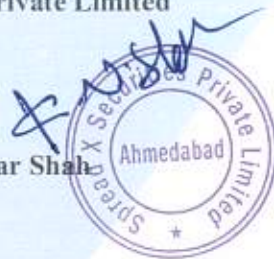
We authorize "**Toss the Coin Limited**" to deliver a copy of this consent letter to SEBI/ Stock Exchanges/ Registrar of Companies, pursuant to the provisions of section 23, 26 & 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations 2018, as amended time to time.

We confirm that, we are authorized to Act as Market Maker to the issue in accordance to the Section 12 of SEBI Act, 1992.

Yours faithfully,

For Spread X Securities Private Limited

Mrs. Khushbu Nikhilkumar Shah  
Director  
DIN: 02507013

**SpreadX Securities Private Limited**

B/1309, Shilp Corporate Park,  
Nr. Rajpath Club, Rajpath Rangoli Road,  
S.G. Highway, Ahmedabad-380054

Ph : +91 079-6907 2020  
E : info@spreadx.in  
W : www.spreadx.in

SEBI REG. No. IN2000310930  
CIN : U65999GJ2022PTC133525  
Member: NSE - BSE - CDSL



**Consent Letter**

**Date: November 05, 2024**

To,

**The Board of Directors,  
Toss the Coin Limited**  
Old No.29, New No.62, Abhiramapuram  
3rd Street, Abhiramapuram, Chennai-600018,  
Tamil Nadu, India

**Dear Sir,**

**Sub: Proposed SME Initial Public Issue (IPO) of “Toss the Coin Limited”**

We, **Beeline Capital Advisors Private Limited**, hereby give our consent to act as the **Underwriters** to the Proposed Public issue of **Toss The Coin Limited** on the SME Platform of BSE Limited (BSE SME) pursuant to the provisions of section 26 of the Companies Act, 2013 and have no objection in our name being inserted as the **Underwriter** to the Issue in the Red Herring Prospectus/ Prospectus which the company intends to issue in respect thereof.

We authorize “**Toss The Coin Limited**” to deliver a copy of this consent letter to SEBI/ Stock Exchanges/ Registrar of Companies, pursuant to the provisions of section 23, 26 & 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations 2018, as amended time to time.

We confirm that, we are authorized to Act as Underwriter to the issue in accordance to the Section 12 of SEBI Act, 1992.

**Yours faithfully,**

**For Beeline Capital Advisors Private Limited**



**Nikhil Shah**  
**Director**  
**DIN: 02507020**

**BEELINE CAPITAL ADVISORS PRIVATE LIMITED**

**CIN: U67190GJ2020PTC114322**

**SEBI Registration No.: INM000012917**

**Regd. Office: B 1311-1314 Thirteenth Floor Shilp Corporate Park Rajpath Rangoli Road Thaltej**

**Ahmedabad - 380054 India**

**Phone: +91-79-48407357/ E-Mail: nikhil@beelinemb.com**



Consent Letter

Date: November 04, 2024

To,

The Board of Directors,  
Toss the Coin Limited  
Old No.29, New No.62, Abhiramapuram  
3rd Street, Abhiramapuram, Chennai-600018,  
Tamil Nadu, India

Dear Sir,

Sub: Proposed SME Initial Public Issue (IPO) of "Toss The Coin Limited"

We, the undersigned, do hereby consent to act as the Syndicate Member to the issue and our name, along with other details as given below, being inserted as Syndicate Member in the Red Herring Prospectus/ Prospectus which the company intends to file with the Securities and Exchange Board of India ("SEBI"), and the stock exchange(s) where the Equity Shares are proposed to be listed ("Stock Exchange(s)") and register with the Registrar of Companies, Ahmedabad ("RoC"). The following details with respect to us may be disclosed in the aforementioned offer related documents.

<b>Name:</b>	<b>Spread X Securities Private Limited</b>
<b>Address:</b>	SHILP CORPORATE PARK B BLOCK 13TH FLR B-1309 NR RAJPATH CLUB RAJPATH RANGOLI ROAD S.G.HIGHWAY AHMEDABAD – 380054, GUJARAT, INDIA.
<b>Contact person:</b>	Mrs. Khushbu Nikhilkumar Shah
<b>Telephone number:</b>	079-69072020
<b>E-mail ID:</b>	info@spreadx.in
<b>Website:</b>	www.spreadx.in
<b>SEBI registration number:</b>	IN2000310930

We further confirm that the above information in relation to us is true and correct.

We authorize you to deliver a copy of this letter of consent to the RoC, Pursuant to the provisions of Sections 26 and 32 of the Companies Act, 2013, and the rules and regulations, each as amended, SEBI, Stock Exchanges or any other regulatory authority.

We confirm that we will immediately inform the Company and the Book Running Lead Manager to the Issue of any changes to the information stated in this letter till the date the Equity Shares commence trading on the Stock Exchange. In the absence of any such communication from us, the information stated in this letter should be taken as updated information.

This letter can be relied on by you, the book running lead manager appointed in relation to the Issue and the legal advisors to each of the Company and the book running lead manager.

**SpreadX Securities Private Limited**

B/1309, Shilp Corporate Park,  
Nr. Rajpath Club, Rajpath Rangoli Road,  
S.G. Highway, Ahmedabad-380054

Ph : +91 079-6907 2020  
E : info@spreadx.in  
W : www.spreadx.in



SEBI REG. No. IN2000310930  
CIN : U65999GJ2022PTC133525  
Member: NSE - BSE - CDSL

All capitalized terms not defined herein would have the same meaning as attributed to it in the Red Herring Prospectus/ prospectus of the Company.

Yours faithfully,

For Spread X Securities Private Limited

Mrs. Khushbu Nikhilkumar Shah  
Director  
DIN: 02507013



**SpreadX Securities Private Limited**

B/1309, Shilp Corporate Park,  
Nr. Rajpath Club, Rajpath Rangoli Road,  
S.G. Highway, Ahmedabad-380054

Ph : +91 079-6907 2020  
E : info@spreadx.in  
W : www.spreadx.in

SEBI REG. No. INZ000310930  
CIN : U65999GJ2022PTC133525  
Member: NSE - BSE - CDSL

Date: 02/07/24

To,

The Board of Directors,  
TOSS THE COIN LIMITED  
#62/29 3RD STREET ABHIRAMAPURAM  
CHENNAI -600018

Dear Sir,

**Sub: Proposed SME Initial Public Offer (IPO) of TOSS THE COIN LIMITED ”**


We the undersigned, hereby give our consent to our name being included as “**Bankers to the Company**” in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus which the company intends to issue in respect of the proposed Issue of equity shares. We hereby also authorise you to deliver this letter of consent for the purpose of filing under provisions of Section 23, 26 & 32 of the Companies Act, 2013.

We hereby also confirm that we have No Objection for Proposed Initial Public Issue of TOSS THE COIN LIMITED. Also, we have no objection for change in corporate structure and shareholding of the company.

**Details of the Banker to the Company:**

Name:	HDFC BANK Limited
Address:	NO 10,Ashwin Apartments R A PURAM THIRD CROSS Street Chennai – 600028
Telephone:	NA
Fax:	NA
Email id:	Maheshsharma.S@hdfcbank.com
Website	HDFCBANK.COM
Contact Person:	MAHESH SHARMA
Designation	Relationship Manager

Thanking you,

  
Name: MAHESH SHARMA. S  
Designation: Relationship Manager  
Emp. Code: M12433  
Yours faithfully,

To,

The Board of Directors,  
**TOSS THE COIN LIMITED**  
Old No. 29, New No.62,  
Abhiramapuram 3rd Street,  
Abhiramapuram, Chennai - 600018,  
Tamil Nadu, India

Dear Sir,

**Sub: Proposed SME Initial Public Offer (IPO) of "Toss The Coin Limited"**

We, the undersigned, do hereby consent to act as the Sponsor Bank/ Refund Bank/ Public issue Bank and our name, along with other details as given below, being inserted as banker to the issue and sponsor bank in the Red Herring Prospectus and Prospectus which the company intends to file with the Securities and Exchange Board of India ("SEBI"), and the stock exchange(s) where the Equity Shares are proposed to be listed ("Stock Exchange(s)") and register with the Registrar of Companies, Chennai ("Roc"). The following details with respect to us may be disclosed in the aforementioned offer related documents.

<b>Name:</b>	<b>HDFC Bank Limited</b>
<b>Address:</b>	Lodha, I Think Techno Campus O-3 Level next to Kanjurmarg Railway Station Kanjurmarg (East) Mumbai-400042
<b>Contact person:</b>	Mr. Eric Bacha, Mr. Siddharth Jadhav, Mr. Sachin Gawade, Mr. Prain Teli, Mr. Tushar Gavankar
<b>Telephone number:</b>	+91 22 30752929/ 28/ 2914
<b>Fax number</b>	+91 22 25799801
<b>E-mail ID:</b>	Siddharth.Jadhav@hdfcbank.com,eric.bacha@hdfcbank.com Sachin.gawade@hdfcbank.com
<b>Website:</b>	Www.hdfcbank.com
<b>SEBI registration number:</b>	INBI00000063
<b>CIN:</b>	L65920MH1994PLC080618

We further confirm that the above information in relation to us is true and correct.

We authorize you to deliver a copy of this letter of consent to the RoC, Pursuant to the provisions of Sections 26 and 32 of the Companies Act, 2013, and the rules and regulations, each as amended, SEBI, Stock Exchanges or any other regulatory authority.

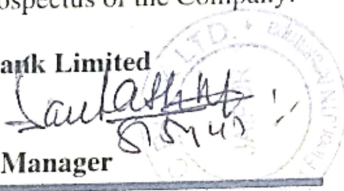
We confirm that we will immediately inform the Company and the Book Running Lead Manager to the Issue of any changes to the information stated in this letter till the date the Equity Shares commence trading on the Stock Exchange. In the absence of any such communication from us, the information stated in this letter should be taken as updated information.

This letter can be relied on by you, the book running lead manager appointed in relation to the issue and the legal advisors to each of the Company and the book running lead manager.

All capitalized terms not defined herein would have the same meaning as attributed to it in the red herring prospectus/prospectus of the Company.

For HDFC Bank Limited

Relationship Manager

  
S. S. S. S.

[www.hdfcbank.com](http://www.hdfcbank.com)

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

Anand Seethakathi Business Centre, 2<sup>nd</sup> Floor, No. 684-690  
Anna Salai, Thousand Lights, Chennai - 600 006. India.  
Tel : +91 - 44 - 4554 1480 / 81 / 82  
Web : www.cngsn.com ; Email : info@cngsn.com

**Date: 15<sup>th</sup> July 2024**

To,  
The Board of Directors,

<b>Toss the Coin Limited,</b> Old No:26, New No:62, Abhiramapuram 3 <sup>rd</sup> Street, Abhiramapuram, Chennai- 600018	<b>Beeline Capital Advisors Private Limited</b> B/1311-1314, Shilp Corporate Park Near Rajpath Club, Rajpath Rangoli Road, Sarkhej - Gandhinagar Hwy, Ahmedabad, Gujarat 380054
--	--

Dear Sir,

**Reference: Proposed Public Issue of Equity Shares by "Toss the Coin Limited" ("The Company")**  
**Subject: Consent to act as Statutory Auditor of the Company**

We, the undersigned, hereby testify and accord our consent to act as Statutory Auditor of the Company and have no objection to our name being inserted as Statutory Auditor of the Company in the offer document(s) which the company intends to issue in respect thereof and we authorize the said company to deliver this letter of consent to the Registrar of Companies, Stock Exchange and SEBI. We hereby give our consent to include our references to us as "Experts" under Section 2(38) and Section 26 of the Companies Act, 2013 to the extent and in our capacity as a statutory auditor and in respect of the aforementioned reports issued by us and included in the Issue Documents.

Further we hereby give our consent to include the following contact details:

<b>Name of Firm:</b>	CNGSN & Associates LLP
<b>Address:</b>	Anand Seethakathi Business Centre, 2 <sup>nd</sup> Floor, No.684-690, Anna Salai, Thousand Lights, Chennai- 600006
<b>Telephone No:</b>	+91-44-4554 1480 /81/ 82
<b>Mobile No:</b>	+91 98401 28785
<b>Email:</b>	srivatsan@cngsn.com
<b>Contact Person:</b>	E.K. Srivatsan
<b>Firm Registration Number:</b>	004915S/S200036

Thanking You,

Yours faithfully,

*E.K. Srivatsan*

E.K. Srivatsan

Partner

M. No. 225064

UDIN - 24225064BKCSYX9510



Place: Chennai

Date: 15-07-2024



**CONSENT FROM PEER REVIEW AUDITOR**

Date: November 23, 2024

To,

**THE BOARD OF DIRECTORS,  
TOSS THE COIN LIMITED**

Dear sir(s):

**Sub: Proposed Initial Public Offering of equity shares of ₹ 10 each (the “equity shares”) of Toss The Coin Limited (the “Company” and such offering, the “Issue”)**

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We, A Y & Company, the peer review auditor of the Company, hereby consent to use in The Red Herring Prospectus/Prospectus (“**Prospectus**”), to be filed/registered by the Company in respect of the Issue with the SME platform of BSE Limited (the “**Stock Exchange**”) and the registrar of companies, Chennai (“**ROC**”), as applicable, of our (i) examination report dated November 23, 2024 on the restated audited financial statements for the Six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022; prepared in terms of the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), part I of chapter III of the Companies Act, 2013 (“**Companies Act, 2013**”) and accounting standards and any other law as may be applicable; and (ii) the ‘statement of tax benefits’ dated July 11, 2024 applicable to the Company and its shareholders, which may appear in such Red Herring Prospectus and the Prospectus, and any other document in relation to the Issue.

We also consent to references to us as “*peer review auditors*” in such DRHP and the Prospectus, and any other documents to be Issued in relation to the Issue, as may be required. We further consent to be named as an “expert” as defined under section 2(38) of the Companies Act, 2013, read with section 26(5) of the Companies Act, 2013.

We further consent to the inclusion of the following details in relation to us in the DRHP and Prospectus, and any other documents to be Issued in relation to the Issue:

<b>NAME</b>	<b>M/S A Y &amp; COMPANY, CHARTERED ACCOUNTANTS</b>
<b>CORRESPONDENCE ADDRESS:</b>	<b>505, ARG CORPORATE PARK, AJMER ROAD, GOPAL BARI, JAIPUR – 302 006, RAJASTHAN, INDIA</b>
<b>TEL NO.:</b>	<b>+91-9649687300</b>
<b>E-MAIL:</b>	<b><a href="mailto:info@aycompany.co.in">INFO@AYCOMPANY.CO.IN</a></b>
<b>CONTACT PERSON:</b>	<b>CA ARPIT GUPTA</b>
<b>FIRM REGISTRATION NO.:</b>	<b>020829C</b>
<b>PEER REVIEW NO.</b>	<b>017157</b>

We, hereby confirm that, we are not and have not been engaged or interested in the formation or promotion or management of the Company.

The above consents are subject to the condition that we do not accept any responsibility for any reports or matters (including information sent to merchant bankers) or letters included in the RHP or the Prospectus. Neither our affiliates nor we shall be liable to any investor or merchant bankers or any other third party in respect of the proposed offering. Further, the Company agrees to indemnify our affiliates and us and hold harmless from all third party (including investors and merchant bankers) claims, damages, liabilities and costs arising consequent to our giving consent.

Nothing in the preceding paragraph shall be construed to (i) limit our responsibility for or liability in respect of, the reports we have Issued, covered by our consent above and are included in the RHP or the Prospectus or (ii) limit our liability to any person which cannot be lawfully Limited or excluded under applicable laws or regulations



## **A Y & COMPANY**

**505, Fifth Floor, ARG Corporate Park  
Gopal Bari, Ajmer Road, Jaipur (Raj.)**

**TEL NO. - +91-8003056441**

**Email: info@aycompany.co.in**

or guidelines Issued by applicable regulatory authorities.

We have subjected ourselves to the peer review process of the Institute of Chartered Accountants of India (the "ICAI") and hold a valid certificate Issued by the peer review board of the ICAI, which will remain valid until the completion of the Issue.

We hereby confirm that while providing this certificate we have complied with the code of ethics issued by the Institute of Chartered Accountants of India.

This letter may be relied on by the Company, the Lead Manager appointed in respect of the Issue for disclosures in the RHP, the Prospectus and for clarifications/submissions Issued to any regulatory authority in relation to the Issue, including (but not Limited to) ROC, the Stock Exchange and SEBI. We also authorize you to deliver this letter of consent to the Stock Exchange, ROC, SEBI pursuant to the provisions of section 26 and 32 of the Companies Act, 2013 and the rules and regulations made thereunder, or any other governmental or regulatory authority as may be required.

We confirm that we will immediately inform the Company and the Lead Manager appointed as such for the purpose of the Issue, of any changes to the information stated in this letter till the date the equity shares of the Company commence trading on the Stock Exchanges. In the absence of any such communication, 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 of the Company on the Stock Exchange, pursuant to the Issue.

We represent that our execution, delivery and performance of this consent have been duly authorised by all necessary actions (corporate or otherwise).

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

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

**Yours sincerely,**

**FOR M/S A Y & COMPANY  
CHARTERED ACCOUNTANTS**

**FRN: 020829C**



**CA ARPIT GUPTA**

**PARTNER**

**MEMBERSHIP NO.: 421544**

**PLACE: JAIPUR**

**NARAYANAN JAYAN**  
**VILLA B-16, MYANS LUXURY VILLAS, EAST COAST ROAD, NEAR MAYAJAAL, KANATHUR,**  
**KANNATHUR REDDY KUPPAM, KANCHEEPURAM, TAMIL NADU-603112, INDIA**

**Consent Letter**

**Date:** 24.06.2024

To,

<b>The Board of Directors, TOSS THE COIN LIMITED</b> Old No.29, New No.62, Abhiramapuram 3rd Street, Abhiramapuram, Chennai, Tamil Nadu-60001, India.	<b>Beeline Capital Advisors Private Limited</b> B 1311-1314 Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad Ahmadabad City, Gujarat- 380054, India.
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**Dear Sir,**

**Sub: Proposed SME Initial Public Offer (IPO) of "Toss The Coin Limited"**

I, **Narayanan Jayan**, hereby give my consent under section 26 of Companies Act, 2013 that my name being included as "**Promoter of Toss The Coin Limited**" in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus which the company intends to issue in respect of the proposed issue of equity shares.

I hereby confirms:-

- I am not prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority.
- I am not associated with any entity whose listing of any of the securities issued by such entity was refused by any stock exchange, in India or abroad.
- That there is no material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year.
- That there is no defaults in respect of payment of interest and principal to the Financial Institutions.
- I have never been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority
- That I am not declared as a willful defaulter or fraudulent borrower by the RBI or any other government authority nor there are any violations of securities laws committed by them in the past and no proceedings for violation of securities laws pending against me.

I also hereby authorize you to deliver this letter of consent for the purpose of filing of Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus under Section 23, 26 & 32 of the Companies Act, 2013.

Yours faithfully,



**(Narayanan Jayan)**



**RESHMA BUDHIA**  
**FLAT NO.4A KARPAGA VIJAYAM APART, 1 SUBRAMANIAM STREET, ABHIRAMAPURAM,**  
**TEYNAMPET, CHENNAI-600018, TAMIL NADU, INDIA.**

**Consent Letter**

**Date:** 24.06.2024

To,

<b>The Board of Directors, TOSS THE COIN LIMITED</b> Old No.29, New No.62, Abhiramapuram 3rd Street, Abhiramapuram, Chennai, Tamil Nadu-60001, India.	<b>Beeline Capital Advisors Private Limited</b> B 1311-1314 Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad Ahmadabad City, Gujarat- 380054, India.
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Dear Sir,

**Sub: Proposed SME Initial Public Offer (IPO) of "Toss The Coin Limited"**

I, **Reshma Budhia**, hereby give my consent under section 26 of Companies Act, 2013 that my name being included as "**Promoter of Toss The Coin Limited**" in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus which the company intends to issue in respect of the proposed issue of equity shares.

I hereby confirms:-

- I am not prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority.
- I am not associated with any entity whose listing of any of the securities issued by such entity was refused by any stock exchange, in India or abroad.
- That there is no material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year.
- That there is no defaults in respect of payment of interest and principal to the Financial Institutions.
- I have never been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority
- That I am not declared as a willful defaulter or fraudulent borrower by the RBI or any other government authority nor there are any violations of securities laws committed by them in the past and no proceedings for violation of securities laws pending against me.

I also hereby authorize you to deliver this letter of consent for the purpose of filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus under Section 23, 26 & 32 of the Companies Act, 2013.

Yours faithfully,

**(Reshma Budhia)**

**SUDHANSHU BUDHIA**  
**FLAT NO.4A KARPAGA VIJAYAM APART, 1 SUBRAMANIAM STREET,**  
**ABHIRAMAPURAM, TEYNAMPET, CHENNAI-600018, TAMIL NADU, INDIA.**

**Consent Letter**

**Date: 24.06.2024**

To,

<b>The Board of Directors, TOSS THE COIN LIMITED</b> Old No.29, New No.62, Abhiramapuram 3rd Street, Abhiramapuram, Chennai, Tamil Nadu- 60001, India.	<b>Beeline Capital Advisors Private Limited</b> B 1311-1314 Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad Ahmadabad City, Gujarat- 380054, India.
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**Dear Sir,**

**Sub: Proposed SME Initial Public Offer (IPO) of "Toss The Coin Limited"**

I, **Sudhanshu Budhia**, hereby give my consent under section 26 of Companies Act, 2013 that my name being included as "**Promoter of Toss The Coin Limited**" in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus which the company intends to issue in respect of the proposed issue of equity shares.

I hereby confirms:-

- I am not prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority.
- I am not associated with any entity whose listing of any of the securities issued by such entity was refused by any stock exchange, in India or abroad.
- That there is no material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year.
- That there is no defaults in respect of payment of interest and principal to the Financial Institutions.
- I have never been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority
- That I am not declared as a willful defaulter or fraudulent borrower by the RBI or any other government authority nor there are any violations of securities laws committed by them in the past and no proceedings for violation of securities laws pending against me.

I also hereby authorize you to deliver this letter of consent for the purpose of filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus under Section 23, 26 & 32 of the Companies Act, 2013.

Yours faithfully,



**(Sudhanshu Budhia)**

**NARAYANAN JAYAN**  
**VILLA B-16, MYANS LUXURY VILLAS, EAST COAST ROAD, NEAR MAYAJAAL, KANATHUR,**  
**KANNATHUR REDDY KUPPAM, KANCHEEPURAM, TAMIL NADU-603112, INDIA**

**Consent Letter**

**Date:**

To,

<b>The Board of Directors,</b> <b>TOSS THE COIN LIMITED</b> Old No.29, New No.62, Abhiramapuram 3rd Street, Abhiramapuram, Chennai, Tamil Nadu-60001, India.	<b>Beeline Capital Advisors Private Limited</b> B 1311-1314 Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad Ahmadabad City, Gujarat- 380054, India.
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**Dear Sir,**

**Sub: Proposed SME Initial Public Offer (IPO) of "Toss The Coin Limited"**

I, **Narayanan Jayan**, hereby give my consent under section 26 of Companies Act, 2013 that my name being included as "**Chairman cum Managing Director of Toss The Coin Limited**" in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus which the company intends to issue in respect of the proposed issue of equity shares.

I hereby confirms:-

- That I am not or was not a director of any listed company during the last five years preceding the date of this Draft Prospectus/ Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- That I am not or was not a director of any listed company which has been or was delisted from any stock exchange during the tenure of my directorship in such company.
- I am not in the RBI list of wilful defaulters or fraudulent borrower as on the date of filling of this Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus.
- I am not debarred from accessing the capital market by SEBI or any other Regulatory Authority.
- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year.
- That there are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years by me

I also hereby authorize you to deliver this letter of consent for the purpose of filing of Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus under Section 23, 26 & 32 of the Companies Act, 2013.

Yours faithfully,



**Narayanan Jayan**  
**(Chairman cum Managing Director)**  
**DIN: 08893678**

**RESHMA BUDHIA**  
**FLAT NO.4A KARPAGA VIJAYAM APART, 1 SUBRAMANIAM STREET, ABHIRAMAPURAM,**  
**TEYNAMPET, CHENNAI-600018, TAMIL NADU, INDIA.**

**Consent Letter**

**Date:** 24.06.2024

To,

<b>The Board of Directors, TOSS THE COIN LIMITED</b> Old No.29, New No.62, Abhiramapuram 3rd Street, Abhiramapuram, Chennai, Tamil Nadu-60001, India.	<b>Beeline Capital Advisors Private Limited</b> B 1311-1314 Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad Ahmadabad City, Gujarat- 380054, India.
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Dear Sir,

**Sub: Proposed SME Initial Public Offer (IPO) of "Toss The Coin Limited"**

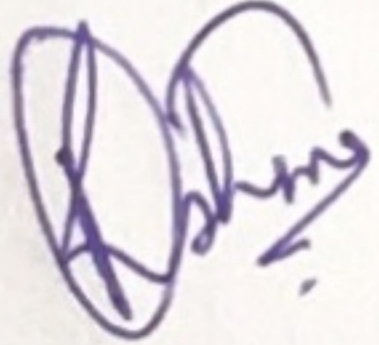
I, **Reshma Budhia**, hereby give my consent under section 26 of Companies Act, 2013 that my name being included as "**Whole Time Director of Toss The Coin Limited**" in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus which the company intends to issue in respect of the proposed issue of equity shares.

I hereby confirms:-

- That I am not or was not a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- That I am not or was not a director of any listed company which has been or was delisted from any stock exchange during the tenure of my directorship in such company.
- I am not in the RBI list of wilful defaulters or fraudulent borrower as on the date of filling of this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.
- I am not debarred from accessing the capital market by SEBI or any other Regulatory Authority.
- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year.
- That there are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years by me

I also hereby authorize you to deliver this letter of consent for the purpose of filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus under Section 23, 26 & 32 of the Companies Act, 2013.

Yours faithfully,



**Reshma Budhia**  
**(Whole-Time Director)**  
**DIN: 08893679**

**SUDHANSHU BUDHIA**  
**FLAT NO.4A KARPAGA VIJAYAM APART, 1 SUBRAMANIAM STREET, ABHIRAMAPURAM,**  
**TEYNAMPET, CHENNAI-600018, TAMIL NADU, INDIA.**

**Consent Letter**

**Date: 24.06.2024**

To,

<b>The Board of Directors,</b> <b>TOSS THE COIN LIMITED</b> Old No.29, New No.62, Abhiramapuram 3rd Street, Abhiramapuram, Chennai, Tamil Nadu-60001, India.	<b>Beeline Capital Advisors Private Limited</b> B 1311-1314 Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad Ahmadabad City, Gujarat- 380054, India.
---	---

Dear Sir,

**Sub: Proposed SME Initial Public Offer (IPO) of "Toss The Coin Limited"**


I, **Sudhanshu Budhia**, hereby give my consent under section 26 of Companies Act, 2013 that my name being included as "**Non-Executive Director of Toss The Coin Limited**" in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus which the company intends to issue in respect of the proposed issue of equity shares.

I hereby confirms:-

- That I am not or was not a director of any listed company during the last five years preceding the date of this Draft Prospectus/ Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- That I am not or was not a director of any listed company which has been or was delisted from any stock exchange during the tenure of my directorship in such company.
- I am not in the RBI list of wilful defaulters or fraudulent borrower as on the date of filling of this Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus.
- I am not debarred from accessing the capital market by SEBI or any other Regulatory Authority.
- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year.
- That there are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years by me

I also hereby authorize you to deliver this letter of consent for the purpose of filing of Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus under Section 23, 26 & 32 of the Companies Act, 2013.

Yours faithfully,



**Sudhanshu Budhia**  
**(Non-Executive Director)**  
**DIN: 07115984**

**MANISH KUMAR GUPTA**  
**C-001 SPRINGFIELDS APARTMENTS, SARJAPUR ROAD, OPP. SPENCERS MALL, BELLANDUR**  
**GATE AMBALIPURA, BANGALORE, SOUTH BANGALORE-560102, KARNATAKA, INDIA.**

**Consent Letter**

**Date:**

To,

<b>The Board of Directors, TOSS THE COIN LIMITED</b> Old No.29, New No.62, Abhiramapuram 3rd Street, Abhiramapuram, Chennai, Tamil Nadu-60001, India.	<b>Beeline Capital Advisors Private Limited</b> B 1311-1314 Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad Ahmadabad City, Gujarat- 380054, India.
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**Dear Sir,**

**Sub: Proposed SME Initial Public Offer (IPO) of "Toss The Coin Limited"**

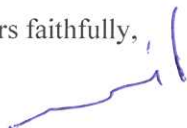
I, **Manish Kumar Gupta**, hereby give my consent under section 26 of Companies Act, 2013 that my name being included as "**Independent Director of Toss The Coin Limited**" in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus which the company intends to issue in respect of the proposed issue of equity shares.

I hereby confirms:-

- That I am not or was not a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- That I am not or was not a director of any listed company which has been or was delisted from any stock exchange during the tenure of my directorship in such company.
- I am not in the RBI list of wilful defaulters or fraudulent borrower as on the date of filling of this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.
- I am not debarred from accessing the capital market by SEBI or any other Regulatory Authority.
- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year.
- That there are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years by me

I also hereby authorize you to deliver this letter of consent for the purpose of filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus under Section 23, 26 & 32 of the Companies Act, 2013.

Yours faithfully,



**Manish Kumar Gupta**  
**(Independent Director)**  
**DIN: 03568502**

**MOHAN VARGHESE MATHEW**  
**843 MIST KUTTICHIRA WARD NO.8, VELICHIKKALA PO KAITHAKUZHY ADICHANALLOOR**  
**KOLLAM-691573, KERALA, INDIA.**

**Consent Letter**

**Date:**

To,

<b>The Board of Directors, TOSS THE COIN LIMITED</b> Old No.29, New No.62, Abhirampuram 3rd Street, Abhirampuram, Chennai, Tamil Nadu-60001, India.	<b>Beeline Capital Advisors Private Limited</b> B 1311-1314 Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad Ahmadabad City, Gujarat- 380054, India.
---	---

**Dear Sir,**

**Sub: Proposed SME Initial Public Offer (IPO) of “Toss The Coin Limited”**

I, **Mohan Varghese Mathew**, hereby give my consent under section 26 of Companies Act, 2013 that my name being included as “**Independent Director of Toss The Coin Limited**” in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus which the company intends to issue in respect of the proposed issue of equity shares.

I hereby confirms:-

- That I am not or was not a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- That I am not or was not a director of any listed company which has been or was delisted from any stock exchange during the tenure of my directorship in such company.
- I am not in the RBI list of wilful defaulters or fraudulent borrower as on the date of filling of this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.
- I am not debarred from accessing the capital market by SEBI or any other Regulatory Authority.
- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year.
- That there are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years by me

I also hereby authorize you to deliver this letter of consent for the purpose of filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus under Section 23, 26 & 32 of the Companies Act, 2013.

Yours faithfully,



**Mohan Varghese Mathew**  
**(Independent Director)**  
**DIN: 00629587**

**RESHMA BUDHIA**  
**FLAT NO.4A KARPAGA VIJAYAM APART, 1 SUBRAMANIAM STREET, ABHIRAMAPURAM,**  
**TEYNAMPET, CHENNAI-600018, TAMIL NADU, INDIA.**

**Consent Letter**

**Date:** 24.06.2024

To,

**The Board of Directors,**

<b>TOSS THE COIN LIMITED</b>	<b>Beeline Capital Advisors Private Limited</b>
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Old No.29, New No.62, Abhiramapuram 3rd Street, Abhiramapuram, Chennai, Tamil Nadu-60001, India.	B 1311-1314 Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad Ahmadabad City, Gujarat- 380054, India.
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**Dear Sir,**

**Sub: Proposed SME Initial Public Offer (IPO) of "Toss The Coin Limited"**

I, **Reshma Budhia**, hereby give my consent under section 26 of Companies Act, 2013 that my name being included as "**Chief Financial Officer of Toss The Coin Limited**" in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus which the company intends to issue in respect of the proposed issue of equity shares.

I also hereby authorize you to deliver this letter of consent for the purpose of filing of Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus under Section 23, 26 & 32 of the Companies Act, 2013.

Yours faithfully,



**(Reshma Budhia)**



**POOJA JAIN**  
**No.2/37, Mannar Reddy Street, V.S Manor, T.Nagar,**  
**Chennai, Tamil Nadu- 600017, India**

**Consent Letter**

**Date: 24.06.2024**

To,

**The Board of Directors,  
TOSS THE COIN LIMITED**  
Old No.29, New No.62, Abhirampuram 3rd Street,  
Abhirampuram, Chennai, Tamil Nadu-60001, India.

CC

**Beeline Capital Advisors Private Limited**  
B 1311-1314 Thirteenth Floor, Shilp Corporate Park,  
Rajpath Rangoli Road, Thaltej, Ahmedabad,  
Ahmadabad City, Gujarat- 380054, India.

Dear Sir,

**Sub: Proposed SME Initial Public Offer (IPO) of "Toss The Coin Limited"**

I, Pooja Jain, hereby give my consent under section 26 of Companies Act, 2013 that my name being included as "Company Secretary and Compliance Officer of Toss The Coin Limited" in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus which the company intends to issue in respect of the proposed issue of equity shares.

I also hereby authorize you to deliver this letter of consent for the purpose of filing of Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus under Section 23, 26 & 32 of the Companies Act, 2013.

Yours faithfully,

  
(Pooja Jain)