

June 26, 2024

To,
The Board of Directors
Pelatro Limited
No.403, 7th A Main
1st Block HRBR Layout
Bangalore - 560 043
Karnataka, India

Cumulative Capital Private Limited
321, 3rd Floor, C Wing
215 Atrium Co Op. Premises
Andheri Kurla Road, Hanuman Nagar
Andheri (E) Mumbai - 400 093
Maharashtra, India

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

Dear Sirs,

Sub: Proposed initial public offering of equity shares of face value Rs. 10 each (“Equity Shares”) by Pelatro Limited (“Company”) (referred to as the “Issue”).

I, Kiran Menon, hereby give my consent to my name being included as a Promoter of the Company in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (“**Issue Documents**”) that the Company intends to file with the SME Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed (“**Stock Exchange**”) and with the Registrar of Companies, Karnataka at Bangalore (“**RoC**”) or any other authority as may be applicable.

I hereby confirm and certify that:

1. I am interested in the capacity of Promoter, as per the Companies Act, 2013 and the Articles of Association of the Company;
2. I have no interest in the Company except to the extent of reimbursement of expenses if any and to the extent of any Equity Shares of the Company held by me or my relatives and associates or held by the companies, firms and trusts in which I am interested as director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding;
3. Following is my shareholding in the Company:
No. of equity shares: 21,76,195
% of shareholding: 28.61
4. I am not interested in the appointment of underwriters, registrar and bankers to the proposed initial public offering of Equity Shares of the Company or any such intermediary registered with Securities and Exchange Board of India;
5. I am not interested in any loan or advance given by the Company to any Person(s)/ Company (ies) nor am I a beneficiary of any loan or advance;
6. I confirm that there is no conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and us or the company, Promoter Group, Key Managerial Personnel and Directors and subsidiaries / Group Company and its directors.
7. Neither I nor any firm/company with whom I am associated as a promoter/partner/director has entered into any contract, agreement or arrangement with the Company;
8. I have not entered into any service contracts with the Company providing for benefits upon termination of my employment;

9. I am not interested in any property acquired by the Company within the last three years or proposed to be acquired by the Company.
10. The Company has not purchased any property in which I had or have a direct or indirect interest or in respect of any payment thereof.
11. I have not been paid any amount of compensation by the Company pursuant to any bonus or profit sharing plan except as disclosed in the DRHP;
12. Except as disclosed below no amount or benefit has been paid or given to me within the two years preceding the date of filing draft offer document or intended to be paid or given to me;
 - a. equity Shares / convertible securities / stock options held by me in the Company and the shareholding of the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, and to the extent of benefits arising out of such shareholding, details of which are disclosed below:

Rights Issue- 12,177
Bonus Issue- 21,14,018
 - b. remuneration payable to me / normal fees payable to me for attending meetings of the Board of Directors or any committee thereof, if any and normal reimbursement of any traveling and other incidental expenses which are as follows:

NIL
 - c. loans and advances given by the Company to me and to the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, details of which are disclosed below:

NIL
 - d. as sundry debtors of the Company, to me and to the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, details of which are disclosed below:

NIL
 - e. being lender of any secured or unsecured loans to the Company.

NIL
13. I have not entered into any buy-back and/or standby arrangements for purchase of Equity Shares of with any person;
14. I or any of my relatives, have not entered into any financial arrangement to finance the purchase by any other person of securities of the Company other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing Draft Red Herring Prospectus with the Stock Exchange.
15. I am not associated as promoter / director / partner / proprietor of any firm that is/ was associated with securities related business and registered with SEBI, and there has been no action initiated by SEBI except as disclosed in DRHP against me or any of the entities, I am associated with in the past five years;
16. The entities of which, I am/was a promoter/director/person in control (as defined in the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended, are not debarred from accessing the capital market under any order or directions made by the SEBI;
17. I have not been prohibited by SEBI from accessing the capital market and no penalty has been imposed by SEBI or any other regulatory authority in India or abroad against me or any other company/firm with whom I am associated as a promoter/partner/director;

18. Neither my name nor the name of the entity(ies) where I am associated, as Director/Promoter/Proprietor/Partner has appeared in the past and is presently not appearing in the RBI Defaulters List (www.cibil.com; www.watchoutinvestors.com). I shall immediately intimate the Company and the Book Running Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchange where the Equity Shares of the Company are proposed to be listed;
19. I have not been declared as a fugitive economic offender under the Fugitive Economic Offenders Act, 2018. I shall immediately intimate the Company and the Book Running Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchange where the Equity Shares of the Company are proposed to be listed;
20. I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended.
21. There are no pending litigations in which I am involved or defaults to the financial institutions/banks, non-payment of statutory dues and dues towards instrument holder like debenture holder, fixed deposits, and arrears on cumulative preference share by me or the companies/ firms/any other entity promoted by me.
22. There are no cases of pending litigations, defaults etc. And no lenders have taken action in respect of companies/ firms/ ventures with which I was associated in the past; in which my name continues to be associated with any particular litigation.
23. I have neither been, nor currently am, on the board of directors of any company that was, or has been directed by any Registrar of Companies to be struck off from the rolls of such Registrar of Companies under Section 248 of the Companies Act. Further, I have not been identified as a director who has been disqualified to act as a director in terms of Section 164(2)(a) of the Companies Act ("**Disqualified Director**") and neither am I a proclaimed offender under Section 82 of the Code of Criminal Procedure, 1973, as amended ("**Proclaimed Offender**"), and my name does not feature in the lists of Disqualified Directors or the lists of Proclaimed Offenders released by various Registrars of Companies and the Ministry of Corporate Affairs ("**MCA**") and currently disclosed on the website of the MCA;
24. I confirm that I have not been declared as a fraudulent borrower by the lending banks or financial institutions or consortium, in terms of the Reserve Bank of India (Frauds classification and reporting by commercial banks and select FIs) Directions, 2016, as amended, issued by the RBI by way of its circular dated July 1, 2016; and
25. Except as disclosed in DRHP, there are no recovery proceedings initiated by the SEBI, order for disgorgement or monetary penalty issued by SEBI, non-compliance of any direction issued by the SEBI, or proceedings which have been remanded by the Securities Appellate Tribunal or court, probable cause for investigation, enquiry, adjudication, prosecution or other regulatory action that has been found against me by any authority, as referred to under the SEBI (Issuing Observations on Draft Issue Documents Pending Regulatory Actions) Order 2020 and no show cause notice has been issued to us, which is pending determination by any such authority, involving me.
26. There is no litigation against me involving violation of statutory regulation or criminal offences and no penalty has been imposed against me by Securities and Exchange Board of India ("**SEBI**") or any regulatory authority in India/abroad. I have not violated the provisions of the Companies Act, 2013 and Companies Act, 1956 and have not been suspended by SEBI nor has any disciplinary action been taken by SEBI.
27. There are no pending proceedings initiated for economic offences against me and in my capacity as a director, promoter of the companies/ firms promoted by me and there are no past cases in this regard in which the penalties were imposed by any authority.
28. There are no adverse findings against me or entities connected with me, as regards compliance with securities law.
29. Except as disclosed below, I am not related to any other Promoter, Director or Key Managerial Personnel or Senior Management of the Company:

Name	Relationship
Subash Menon	Father
Sudeesh Yezhuvath	Uncle
Varun Menon	Brother

30. In addition to the Company, I am interested as a Director/ Officer in the following companies:

Name of Company	Position
Bannix Management LLP	Designated Partner
Bannix Ventures LLP	Designated Partner

31. I was not associated with any public or rights issue except as disclosed in the DRHP;

32. I have not disassociated myself from any Company or venture in the last three years;

33. There is no company, partnership firm, HUF, sole proprietorship or other business entities or ventures in which I am interested and which is in the same line of business as the Company and there is no potential conflict of interest with the Company.

34. I will not receive any portion of the proceeds from the proposed initial public offer of the Company;

35. Apart from the following individuals and companies there are no other entities/individuals comprising Promoter Group:

(a) *Individuals forming part of promoter group:*

Name of the member	Relationship
Subash Menon	Father
Radhika Subash	Mother
Varun Menon	Brother

(b) *Companies, partnerships and HUFs forming part of the Promoter Group:*

Name of the entity / company	% of shareholding/Nature of Interest
Bannix Management LLP	Designated Partner
Bannix Ventures LLP	Designated Partner

36. None of the Equity Shares held by us have been pledged to any person, including banks and financial institutions;

37. The share capital build-up of Equity Shares held by me in the Company is as disclosed in the DRHP.

38. The average cost of acquisition per Equity Share of the Company by me is as under -

Sr. No.	Name of Promoter	Number of Equity Shares held	Average cost of acquisition
1.	Kiran Menon	21,76,195	Rs. 5.38

39. I further confirm that all the Equity Shares held by me are and will be in a dematerialised form prior to filing the Draft Red Herring Prospectus with Stock Exchange.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchange and commence trading on the Stock Exchange. 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 Exchange.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchange, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Issue in conducting and documenting their investigation of the

affairs of the Company in connection with the Issue and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the Issue.

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

Yours faithfully,



Kiran Menon
Promoter

Cc to:

Legal counsel to the Issue

T&S Law

Unit Number 15, Logix Technova,
Block B, Sector 132, Noida- 201 304,
Uttar Pradesh, India

June 26, 2024

To,
The Board of Directors
Pelatro Limited
No.403, 7th A Main
1st Block HRBR Layout
Bangalore - 560 043
Karnataka, India

Cumulative Capital Private Limited
321, 3rd Floor, C Wing
215 Atrium Co Op. Premises
Andheri Kurla Road, Hanuman Nagar
Andheri (E) Mumbai - 400 093
Maharashtra, India

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

Dear Sirs,

Sub: Proposed initial public offering of equity shares of face value Rs. 10 each (“Equity Shares”) by Pelatro Limited (“Company”) (referred to as the “Issue”).

I, Varun Menon, hereby give my consent to my name being included as a Promoter of the Company in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (“**Issue Documents**”) that the Company intends to file with the SME Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed (“**Stock Exchange**”) and with the Registrar of Companies, Karnataka at Bangalore (“**RoC**”) or any other authority as may be applicable.

I hereby confirm and certify that:

1. I am interested in the capacity of Promoter as disclosed in the DRHP, as per the Companies Act, 2013 and the Articles of Association of the Company;
2. I have no interest in the Company except to the extent reimbursement of expenses if any and to the extent of any Equity Shares of the Company held by me or my relatives and associates or held by the companies, firms and trusts in which I am interested as director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding;
3. Following is my shareholding in the Company:
No. of equity shares: 21,36,195
% of shareholding: 28.08
4. I am not interested in the appointment of underwriters, registrar and bankers to the proposed initial public offering of Equity Shares of the Company or any such intermediary registered with Securities and Exchange Board of India;
5. I am not interested in any loan or advance given by the Company to any Person(s)/ Company (ies) nor am I a beneficiary of any loan or advance;
6. I confirm that there is no conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and us or the company, Promoter Group, Key Managerial Personnel and Directors and subsidiaries / Group Company and its directors.
7. Neither I nor any firm/company with whom I am associated as a promoter/partner/director has entered into any contract, agreement or arrangement with the Company;

8. I have not entered into any service contracts with the Company providing for benefits upon termination of my employment;
9. I am not interested in any property acquired by the Company within the last three years or proposed to be acquired by the Company.
10. The Company has not purchased any property in which I had or have a direct or indirect interest or in respect of any payment thereof.
11. I have not been paid any amount of compensation by the Company pursuant to any bonus or profit-sharing plan except as disclosed in the DRHP;
12. Except as disclosed below no amount or benefit has been paid or given to me within the two years preceding the date of filing draft offer document or intended to be paid or given to me;
 - a. equity Shares / convertible securities / stock options held by me in the Company and the shareholding of the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, and to the extent of benefits arising out of such shareholding, details of which are disclosed below:

Rights Issue- 12,177
Bonus Issue- 21,14,018
 - b. remuneration payable to me / normal fees payable to me for attending meetings of the Board of Directors or any committee thereof, if any and normal reimbursement of any traveling and other incidental expenses which are as follows:

NIL
 - c. loans and advances given by the Company to me and to the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, details of which are disclosed below:

NIL
 - d. as sundry debtors of the Company, to me and to the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, details of which are disclosed below:

NIL
 - e. being lender of any secured or unsecured loans to the Company.

NIL
13. I have not entered into any buy-back and/or standby arrangements for purchase of Equity Shares of with any person;
14. I or any of my relatives, have not entered into any financial arrangement to finance the purchase by any other person of securities of the Company other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing Draft Red Herring Prospectus with the Stock Exchange.
15. I am not associated as promoter / director / partner / proprietor of any firm that is/ was associated with securities related business and registered with SEBI, and there has been no action initiated by SEBI against me or any of the entities, I am associated with in the past five years except as disclosed in the DRHP;
16. The entities of which, I am/was a promoter/director/person in control (as defined in the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended, are not debarred from accessing the capital market under any order or directions made by the SEBI;

17. I have not been prohibited by SEBI from accessing the capital market and no penalty has been imposed by SEBI or any other regulatory authority in India or abroad against me or any other company/firm with whom I am associated as a promoter/partner/director;
18. Neither my name nor the name of the entity(ies) where I am associated, as Director/Promoter/Proprietor/Partner has appeared in the past and is presently not appearing in the RBI Defaulters List (www.cibil.com; www.watchoutinvestors.com). I shall immediately intimate the Company and the Book Running Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchange where the Equity Shares of the Company are proposed to be listed;
19. I have not been declared as a fugitive economic offender under the Fugitive Economic Offenders Act, 2018. I shall immediately intimate the Company and the Book Running Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchange where the Equity Shares of the Company are proposed to be listed;
20. I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended.
21. There are no pending litigations in which I am involved or defaults to the financial institutions/banks, non-payment of statutory dues and dues towards instrument holder like debenture holder, fixed deposits, and arrears on cumulative preference share by me or the companies/ firms/any other entity promoted by me.
22. There are no cases of pending litigations, defaults etc. And no lenders have taken action in respect of companies/ firms/ ventures with which I was associated in the past; in which my name continues to be associated with any particular litigation.
23. I have neither been, nor currently am, on the board of directors of any company that was, or has been directed by any Registrar of Companies to be struck off from the rolls of such Registrar of Companies under Section 248 of the Companies Act. Further, I have not been identified as a director who has been disqualified to act as a director in terms of Section 164(2)(a) of the Companies Act ("**Disqualified Director**") and neither am I a proclaimed offender under Section 82 of the Code of Criminal Procedure, 1973, as amended ("**Proclaimed Offender**"), and my name does not feature in the lists of Disqualified Directors or the lists of Proclaimed Offenders released by various Registrars of Companies and the Ministry of Corporate Affairs ("**MCA**") and currently disclosed on the website of the MCA;
24. I confirm that I have not been declared as a fraudulent borrower by the lending banks or financial institutions or consortium, in terms of the Reserve Bank of India (Frauds classification and reporting by commercial banks and select FIs) Directions, 2016, as amended, issued by the RBI by way of its circular dated July 1, 2016; and
25. Except as disclosed below, there are no recovery proceedings initiated by the SEBI, order for disgorgement or monetary penalty issued by SEBI, non-compliance of any direction issued by the SEBI, or proceedings which have been remanded by the Securities Appellate Tribunal or court, probable cause for investigation, enquiry, adjudication, prosecution or other regulatory action that has been found against me by any authority, as referred to under the SEBI (Issuing Observations on Draft Issue Documents Pending Regulatory Actions) Order 2020 and no show cause notice has been issued to us, which is pending determination by any such authority, involving me.
26. There is no litigation against me involving violation of statutory regulation or criminal offences and no penalty has been imposed against me by Securities and Exchange Board of India ("**SEBI**") except as disclosed in DRHP or any regulatory authority in India/abroad. I have not violated the provisions of the Companies Act, 2013 and Companies Act, 1956 and have not been suspended by SEBI nor has any disciplinary action been taken by SEBI.
27. There are no pending proceedings initiated for economic offences against me and in my capacity as a director, promoter of the companies/ firms promoted by me and there are no past cases in this regard in which the penalties were imposed by any authority.

28. There are no adverse findings against me or entities connected with me, as regards compliance with securities law.
29. Except as disclosed below, I am not related to any other Promoter, Director or Key Managerial Personnel or Senior Management of the Company:

Name	Relationship
Subash Menon	Father
Sudeesh Yezhuvath	Uncle
Kiran Menon	Brother

30. In addition to the Company, I am interested as a Director/ Officer in the following companies:

Name of Company	Position
Bannix Management LLP	Designated Partner
Bannix Ventures LLP	Designated Partner

31. I was not associated with any public or rights issue except as disclosed in the DRHP;
32. I have not disassociated myself from any Company or venture in the last three years;
33. There is no company, partnership firm, HUF, sole proprietorship or other business entities or ventures in which I am interested and which is in the same line of business as the Company and there is no potential conflict of interest with the Company.
34. I will not receive any portion of the proceeds from the proposed initial public offer of the Company;
35. Apart from the following individuals and companies there are no other entities/individuals comprising Promoter Group:

(a) *Individuals forming part of promoter group:*

Name of the member	Relationship
Subash Menon	Father
Radhika Subash	Mother
Kiran Menon	Brother

(b) *Companies, partnerships and HUFs forming part of the Promoter Group:*

Name of the entity / company	% of shareholding/Nature of Interest
Bannix Management LLP	Designated Partner
Bannix Ventures LLP	Designated Partner

36. None of the Equity Shares held by us have been pledged to any person, including banks and financial institutions;
37. The share capital build-up of Equity Shares held by me in the Company is as disclosed in the DRHP.
38. The average cost of acquisition per Equity Share of the Company by me is as under -

Sr. No.	Name of Promoter	Number of Equity Shares held	Average cost of acquisition
1.	Varun Menon	21,36,195	Rs. 3.01

39. I further confirm that all the Equity Shares held by me are and will be in a dematerialised form prior to filing the Draft Red Herring Prospectus with Stock Exchange.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchange and commence trading on the Stock Exchange. 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 Exchange.

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

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

Yours faithfully,



Varun Menon
Promoter

Cc to:

Legal counsel to the Issue

T&S Law

Unit Number 15, Logix Technova,
Block B, Sector 132, Noida- 201 304,
Uttar Pradesh, India

June 26, 2024

To
The Board of Directors
Pelatro Limited
No.403, 7th A Main
1st Block HRBR Layout
Bangalore - 560 043
Karnataka, India

Cumulative Capital Private Limited
321, 3rd Floor, C Wing
215 Atrium Co Op. Premises
Andheri Kurla Road, Hanuman Nagar
Andheri (E) Mumbai - 400 093
Maharashtra, India

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

Dear Sirs,

Sub: Proposed initial public offering of equity shares of face value Rs. 10 each (“Equity Shares”) by Pelatro Limited (“Company”) (referred to as the “Issue”).

I, Sudeesh Yezhuvath, hereby give my consent to my name being included as a Promoter of the Company in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (“**Issue Documents**”) that the Company intends to file with the SME Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed (“**Stock Exchange**”) and with the Registrar of Companies, Karnataka at Bangalore (“**RoC**”) or any other authority as may be applicable.

I hereby confirm and certify that:

1. I am interested in the capacity of Promoter as disclosed in the DRHP, as per the Companies Act, 2013 and the Articles of Association of the Company;
2. I have no interest in the Company except to the extent of remuneration (if applicable) and reimbursement of expenses and to the extent of any Equity Shares of the Company held by me or my relatives and associates or held by the companies, firms and trusts in which I am interested as Director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding;
3. Following is my shareholding in the Company:
No. of equity shares: 12,64,235
% of shareholding: 16.62
4. I am not interested in the appointment of underwriters, registrar and bankers to the proposed initial public offering of Equity Shares of the Company or any such intermediary registered with Securities and Exchange Board of India;
5. I am not interested in any loan or advance given by the Company to any Person(s)/ Company (ies) nor am I a beneficiary of any loan or advance;
6. I confirm that there is no conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and us or the company, Promoter Group, Key Managerial Personnel and Directors and subsidiaries / Group Company and its directors.
7. Neither I nor any firm/company with whom I am associated as a promoter/partner/director has entered into any contract, agreement or arrangement with the Company;

8. I have not entered into any service contracts with the Company providing for benefits upon termination of my employment;
9. I am not interested in any property acquired by the Company within the last three years or proposed to be acquired by the Company.
10. The Company has not purchased any property in which I had or have a direct or indirect interest or in respect of any payment thereof.
11. I have not been paid any amount of compensation by the Company pursuant to any bonus or profit sharing plan except as disclosed in the DRHP;
12. Except as disclosed below no amount or benefit has been paid or given to me within the two years preceding the date of filing draft offer document or intended to be paid or given to me;
 - a. Equity Shares / convertible securities / stock options held by me in the Company and the shareholding of the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, and to the extent of benefits arising out of such shareholding, details of which are disclosed below:

Rights Issue- 36,121
Bonus Issue- 12,28,114
 - b. remuneration payable to me / normal fees payable to me for attending meetings of the Board of Directors or any committee thereof, if any and normal reimbursement of any traveling and other incidental expenses which are as follows during the F.Y 2024:

Remuneration- INR 46.02 Lakhs
Reimbursement of expenses- INR 5.78 Lakhs
 - c. loans and advances given by the Company to me and to the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, details of which are disclosed below:

NIL
 - d. as sundry debtors of the Company, to me and to the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, details of which are disclosed below:

NIL
 - e. being lender of any secured or unsecured loans to the Company.

Unsecured Loan- INR 600 Lakhs
Outstanding as on 31st March 2024- INR 275 Lakhs
13. I have not entered into any buy-back and/or standby arrangements for purchase of Equity Shares of with any person;
14. I or any of my relatives, have not entered into any financial arrangement to finance the purchase by any other person of securities of the Company other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing Draft Red Herring Prospectus with the Stock Exchange.
15. I am not associated as promoter / director / partner / proprietor of any firm that is/ was associated with securities related business and registered with SEBI, and there has been no action initiated by SEBI against me or any of the entities, I am associated with in the past five years;
16. The entities of which, I am/was a promoter/director/person in control (as defined in the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended, are not debarred from accessing the capital market under any order or directions made by the SEBI;

17. I have not been prohibited by SEBI from accessing the capital market and no penalty has been imposed by SEBI or any other regulatory authority in India or abroad against me or any other company/firm with whom I am associated as a promoter/partner/director;
18. Neither my name nor the name of the entity(ies) where I am associated, as Director/Promoter/Proprietor/Partner has appeared in the past and is presently not appearing in the RBI Defaulters List (www.cibil.com; www.watchoutinvestors.com). I shall immediately intimate the Company and the Book Running Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchange where the Equity Shares of the Company are proposed to be listed;
19. I have not been declared as a fugitive economic offender under the Fugitive Economic Offenders Act, 2018. I shall immediately intimate the Company and the Book Running Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchange where the Equity Shares of the Company are proposed to be listed;
20. I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended.
21. There are no pending litigations in which I am involved or defaults to the financial institutions/banks, non-payment of statutory dues and dues towards instrument holder like debenture holder, fixed deposits, and arrears on cumulative preference share by me or the companies/ firms/any other entity promoted by me.
22. There are no cases of pending litigations, defaults etc. And no lenders have taken action in respect of companies/ firms/ ventures with which I was associated in the past; in which my name continues to be associated with any particular litigation.
23. I have neither been, nor currently am, on the board of directors of any company that was, or has been directed by any Registrar of Companies to be struck off from the rolls of such Registrar of Companies under Section 248 of the Companies Act. Further, I have not been identified as a director who has been disqualified to act as a director in terms of Section 164(2)(a) of the Companies Act (“**Disqualified Director**”) and neither am I a proclaimed offender under Section 82 of the Code of Criminal Procedure, 1973, as amended (“**Proclaimed Offender**”), and my name does not feature in the lists of Disqualified Directors or the lists of Proclaimed Offenders released by various Registrars of Companies and the Ministry of Corporate Affairs (“**MCA**”) and currently disclosed on the website of the MCA;
24. I confirm that I have not been declared as a fraudulent borrower by the lending banks or financial institutions or consortium, in terms of the Reserve Bank of India (Frauds classification and reporting by commercial banks and select FIs) Directions, 2016, as amended, issued by the RBI by way of its circular dated July 1, 2016; and
25. There are no recovery proceedings initiated by the SEBI, order for disgorgement or monetary penalty issued by SEBI, non-compliance of any direction issued by the SEBI, or proceedings which have been remanded by the Securities Appellate Tribunal or court, probable cause for investigation, enquiry, adjudication, prosecution or other regulatory action that has been found against me by any authority, as referred to under the SEBI (Issuing Observations on Draft Issue Documents Pending Regulatory Actions) Order 2020 and no show cause notice has been issued to us, which is pending determination by any such authority, involving me.
26. There is no litigation against me involving violation of statutory regulation or criminal offences and no penalty has been imposed against me by Securities and Exchange Board of India (“**SEBI**”) or any regulatory authority in India/abroad. I have not violated the provisions of the Companies Act, 2013 and Companies Act, 1956 and have not been suspended by SEBI nor has any disciplinary action been taken by SEBI.
27. There are no pending proceedings initiated for economic offences against me and in my capacity as a director, promoter of the companies/ firms promoted by me and there are no past cases in this regard in which the penalties were imposed by any authority except as disclosed in the DRHP.
28. There are no adverse findings against me or entities connected with me, as regards compliance with securities law.

29. Except as disclosed below, I am not related to any other Promoter, Director or Key Managerial Personnel or Senior Management of the Company:

Name	Relationship
Subash Menon	Brother
Kiran Menon	Nephew
Varun Menon	Nephew

30. In addition to the Company, I am interested as a Director/ Officer in the following companies:

Name of Company	Position
Bannix Management LLP	Designated Partner

31. I was not associated with any public or rights issue except as disclosed in the DRHP;
32. I have not disassociated myself from any Company or venture in the last three years except as disclosed in DRHP ;
33. There is no company, partnership firm, HUF, sole proprietorship or other business entities or ventures in which I am interested and which is in the same line of business as the Company and there is no potential conflict of interest with the Company.
34. I will not receive any portion of the proceeds from the proposed initial public offer of the Company;
35. Apart from the following individuals and companies there are no other entities/individuals comprising Promoter Group:

(a) *Individuals forming part of promoter group:*

Name of the member	Relationship
Sandhya Menon Pottekkat	Spouse
Puthukulangara Jayapala Menon	Father
Y Lalitha	Mother
Subash Menon	Brother
Suresh Yezhuvath	Brother
Bharath Pottekkat	Son
Late Gopalankutty Menon	Spouse's Father
Late Nalini G Menon	Spouse's Mother
Bindu Menon P	Spouse's Sister

(b) *Companies, partnerships and HUFs forming part of the Promoter Group:*

Name of the entity / company	Nature of Interest
Bannix Management LLP	Designated Partner
Diya Trust	Author

36. None of the Equity Shares held by us have been pledged to any person, including banks and financial institutions;
37. The share capital build-up of Equity Shares held by me in the Company is as disclosed in the DRHP.
38. The average cost of acquisition per Equity Share of the Company by me is as under -

Sr. No.	Name of Promoter	Number of Equity Shares held	Average cost of acquisition
1.	Sudeesh Yezhuvath	12,64,235	Rs. 2.86

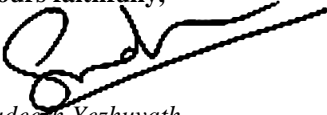
39. I further confirm that all the Equity Shares held by me are and will be in a dematerialised form prior to filing the Draft Red Herring Prospectus with Stock Exchange.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchange and commence trading on the Stock Exchange. 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 Exchange.

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

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

Yours faithfully,



Sudeesh Yezhuvath
Promoter

Cc to:

Legal counsel to the Issue

T&S Law

Unit Number 15, Logix Technova,
Block B, Sector 132, Noida- 201 304,
Uttar Pradesh, India

SUBASH MENON

86/1 Nandidurga Road
Benson Town
Bengaluru 560 046
India
Mob: +91 98450 40426

June 26, 2024

To
The Board of Directors
Pelatro Limited
No.403, 7th A Main
1st Block HRBR Layout
Bangalore - 560 043
Karnataka, India

Cumulative Capital Private Limited
321, 3rd Floor, C Wing
215 Atrium Co Op. Premises
Andheri Kurla Road, Hanuman Nagar
Andheri (E) Mumbai - 400 093
Maharashtra, India

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

Dear Sirs,

Sub: Proposed initial public offering of equity shares of face value Rs. 10 each (“Equity Shares”) by Pelatro Limited (“Company”) (referred to as the “Issue”).

I, Subash Menon, hereby give my consent to my name being included as a Promoter of the Company in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (“**Issue Documents**”) that the Company intends to file with the SME Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed (“**Stock Exchange**”) and with the Registrar of Companies, Karnataka at Bangalore (“**RoC**”) or any other authority as may be applicable.

I hereby confirm and certify that:

1. I am interested in the capacity of Managing Director, to the extent of fees, if any, payable to me for attending meetings of the Board or Committee and reimbursement of travelling and other incidental expenses, if any, for such attendance as per the Companies Act, 2013 and the Articles of Association of the Company;
2. I have no interest in the Company except to the extent of remuneration and reimbursement of expenses and to the extent of any Equity Shares of the Company held by my relatives as disclosed in the Issue document.
3. Following is my shareholding in the Company:
No. of equity shares: Nil
% of shareholding: Nil
4. I am not interested in the appointment of underwriters, registrar and bankers to the proposed initial public offering of Equity Shares of the Company or any such intermediary registered with Securities and Exchange Board of India;
5. I am not interested in any loan or advance given by the Company to any Person(s)/ Company (ies) nor am I a beneficiary of any loan or advance;
6. I confirm that there is no conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and us or the company, Promoter Group, Key Managerial Personnel and Directors and subsidiaries / Group Company and its Directors.

7. Neither I nor any firm/company with whom I am associated as a promoter/partner/director has entered into any contract, agreement or arrangement with the Company;
8. I have not entered into any service contracts with the Company providing for benefits upon termination of my employment;
9. I am not interested in any property acquired by the Company within the last three years or proposed to be acquired by the Company.
10. The Company has not purchased any property in which I had or have a direct or indirect interest or in respect of any payment thereof.
11. I have not been paid any amount of compensation by the Company pursuant to any bonus or profit sharing plan;
12. Except as disclosed below no amount or benefit has been paid or given to me within the two years preceding the date of filing draft offer document or intended to be paid or given to me;
 - a. Equity Shares / convertible securities / stock options held by me in the Company and the shareholding of the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, and to the extent of benefits arising out of such shareholding, details of which are disclosed below:

NIL
 - b. remuneration payable to me / normal fees payable to me for attending meetings of the Board of Directors or any committee thereof, if any and normal reimbursement of any traveling and other incidental expenses which are as follows during the F.Y 2024:

Remuneration – INR 117.73 Lakhs
Reimbursement of expenses- INR 70.70 Lakhs
 - c. loans and advances given by the Company to me and to the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, details of which are disclosed below:

NIL
 - d. as sundry debtors of the Company, to me and to the companies, firms and trusts in which I am interested as Director, member, partner and/or trustee, details of which are disclosed below:

NIL
 - e. being lender of any secured or unsecured loans to the Company.

NIL
13. I have not entered into any buy-back and/or standby arrangements for purchase of Equity Shares with any person;
14. I or any of my relatives, have not entered into any financial arrangement to finance the purchase by any other person of securities of the Company other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing Draft Red Herring Prospectus with the Stock Exchange;
15. I am not associated as promoter / director / partner / proprietor of any firm that is/ was associated with securities related business and registered with SEBI, and there has been no action initiated by SEBI against me or any of the entities, I am associated with in the past five years, except as disclosed in DRHP.;
16. The entities of which, I am/was a promoter/Director/person in control (as defined in the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended, are not debarred from accessing the capital market under any order or directions made by the SEBI;

17. I have not been prohibited by SEBI from accessing the capital market and no penalty has been imposed by SEBI or any other regulatory authority in India or abroad against me or any other company/firm with whom I am associated as a promoter/partner/director;
18. Neither my name nor the name of the entity(ies) where I am associated, as Director/Promoter/Proprietor/Partner has appeared in the past and is presently not appearing in the RBI Defaulters List (www.cibil.com; www.watchoutinvestors.com). I shall immediately intimate the Company and the Book Running Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchange where the Equity Shares of the Company are proposed to be listed;
19. I have not been declared as a fugitive economic offender under the Fugitive Economic Offenders Act, 2018. I shall immediately intimate the Company and the Book Running Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the Stock Exchange where the Equity Shares of the Company are proposed to be listed;
20. I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended.
21. There are no pending litigations in which I am involved or defaults to the financial institutions/banks, non-payment of statutory dues and dues towards instrument holder like debenture holder, fixed deposits, and arrears on cumulative preference share by me or the companies/ firms/any other entity promoted by me.
22. There are no cases of pending litigations, defaults etc. And no lenders have taken action in respect of companies/ firms/ ventures with which I was associated in the past; in which my name continues to be associated with any particular litigation.
23. I have neither been, nor currently am, on the board of directors of any company that was, or has been directed by any Registrar of Companies to be struck off from the rolls of such Registrar of Companies under Section 248 of the Companies Act. Further, I have not been identified as a Director who has been disqualified to act as a Director in terms of Section 164(2)(a) of the Companies Act ("**Disqualified Director**") and neither am I a proclaimed offender under Section 82 of the Code of Criminal Procedure, 1973, as amended ("**Proclaimed Offender**"), and my name does not feature in the lists of Disqualified Directors or the lists of Proclaimed Offenders released by various Registrars of Companies and the Ministry of Corporate Affairs ("**MCA**") and currently disclosed on the website of the MCA;
24. I confirm that I have not been declared as a fraudulent borrower by the lending banks or financial institutions or consortium, in terms of the Reserve Bank of India (Frauds classification and reporting by commercial banks and select FIs) Directions, 2016, as amended, issued by the RBI by way of its circular dated July 1, 2016; and
25. Except as disclosed in DRHP, there are no recovery proceedings initiated by the SEBI, order for disgorgement or monetary penalty issued by SEBI, non-compliance of any direction issued by the SEBI, or proceedings which have been remanded by the Securities Appellate Tribunal or court, probable cause for investigation, enquiry, adjudication, prosecution or other regulatory action that has been found against me by any authority, as referred to under the SEBI (Issuing Observations on Draft Issue Documents Pending Regulatory Actions) Order 2020 and no show cause notice has been issued to us, which is pending determination by any such authority, involving me.
26. There is no litigation against me involving violation of statutory regulation or criminal offences and no penalty has been imposed against me by Securities and Exchange Board of India ("**SEBI**") or any regulatory authority in India/abroad, except as disclosed in DRHP. I have not violated the provisions of the Companies Act, 2013 and Companies Act, 1956 and have not been suspended by SEBI nor has any disciplinary action been taken by SEBI.
27. There are no pending proceedings initiated for economic offences against me and in my capacity as a Director, promoter of the companies/ firms promoted by me and there are no past cases in this regard in which the penalties were imposed by any authority except as disclosed in the DRHP.
28. There are no adverse findings against me or entities connected with me, as regards compliance with securities law.

29. Except as disclosed below, I am not related to any other Promoter, Director or Key Managerial Personnel or Senior Management of the Company:

Name	Relationship
Sudeesh Yezhuvath	Brother
Kiran Menon	Son
Varun Menon	Son

30. In addition to the Company, I am interested as a Director/ Officer in the following companies:

Name of Company	Position
Bannix Acquisition Corp	Director

31. I was not associated with any public or rights issue;
32. I have not disassociated myself from any Company or venture in the last three years except as disclosed in DRHP;
33. There is no company, partnership firm, HUF, sole proprietorship or other business entities or ventures in which I am interested and which is in the same line of business as the Company and there is no potential conflict of interest with the Company.
34. I will not receive any portion of the proceeds from the proposed initial public offer of the Company;
35. Apart from the following individuals and companies there are no other entities/individuals comprising Promoter Group:

(a) *Individuals forming part of promoter group:*

Name of the member	Relationship
Radhika Subash	Spouse
Late Omana P	Spouse's mother
Late Ambat Radhakrishna Menon	Spouse's father
Varun Menon	Son
Kiran Menon	Son
Suresh Yezhuvath	Brother
Sudeesh Yezhuvath	Brother
Y Lalitha	Mother
Puthukulangara Jayapala Menon	Father

(b) *Companies, partnerships and HUFs forming part of the Promoter Group:*

Name of the entity / company	% of shareholding/Nature of Interest
Bannix Acquisition Corp	Director
Athani Charitable Trust	Settler
Diya Trust	Trustee

36. None of the Equity Shares held by us have been pledged to any person, including banks and financial institutions;
37. The share capital build-up of Equity Shares held by me in the Company is Nil.
38. The average cost of acquisition per Equity Share of the Company by me is Nil.
39. I further confirm that all the Equity Shares held by me if any will be in a dematerialised form prior to filing the Draft Red Herring Prospectus with Stock Exchange.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchange and commence trading on the Stock Exchange. 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 Exchange.

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

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

Yours faithfully,



Subash Menon
Promoter

Cc to:

Legal counsel to the Issue

T&S Law

Unit Number 15, Logix Technova,
Block B, Sector 132, Noida- 201 304,
Uttar Pradesh, India