

CONSENT LETTER FROM THE BANKERS TO THE COMPANY

Date: 20.12.2023

To,

**The Board of Directors,  
Unicommerce eSolutions Private Limited**  
Mezzanine Floor, A-83,  
Okhla Industrial Area,  
Okhla Phase- II,  
New Delhi-110020

Dear Sir/Madam,

**Sub: Proposed initial public offering of equity shares of face value of ₹ 1 each ("Equity Shares") by Unicommerce eSolutions Private Limited (the "Company") and such offering (the "Offer")**

We, Yes Bank, consent to our name and the details mentioned herein being inserted as a Banker to the Company in the Draft Red Herring Prospectus ("DRHP") intended to be filed by the Company with the Securities and Exchange Board of India (the "SEBI") and any relevant stock exchange(s) where the Equity Shares of the Company are proposed to be listed (the "Stock Exchanges") and the Red Herring Prospectus ("RHP") and the Prospectus which the Company intends to file with the Registrar of Companies, Delhi and Haryana ("RoC") and thereafter, file with SEBI and the Stock Exchanges, and in any other Offer related documents (DRHP, RHP and Prospectus hereinafter collectively referred to as the "Offer Documents"). We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Logo:  **YES BANK**

Name: YES Bank Limited

Address: Address: YES Bank House, Off Western Express Highway, Santacruz (West), Mumbai- 400055

Telephone Number(s): - +91-22-68547260

Contact Person: Mr. Sachin Shinde/ Mr. Jagdish More

Website: [www.yesbank.in](http://www.yesbank.in)

Email: [dlbtiservices@yesbank.in](mailto:dlbtiservices@yesbank.in)

CIN: L65190MH2003PLC143249



SMS "Help" space <CUST ID>  
to +91 92233 90909



**YESTOUCH** PhoneBanking Number:  
1800 1200 (Toll Free for Mobile & Landlines In India) +91 22 30993600 (When calling from Outside India)  
Toll Free number from USA / Canada: 1877 659 8044 UK: 808 178 5133 UAE: 8000 3570 3089



Email us at  
[yesfirst@yesbank.in](mailto:yesfirst@yesbank.in)

CIN - L65190MH2003PLC143249

Category of service: Banking and other Financial Services. Registration No BFS / MI / 480. PAN Based STC No. AAACY2068DST001.  
Please review the information provided in the statement. In case of any discrepancy, please inform the bank within 15 days of receipt of the statement.

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

We confirm that the information and confirmations set out in this certificate are true, correct, complete, not misleading in any respect and do not omit to state a material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, not misleading.

We confirm that the information in this certificate is adequate to enable investors to make a well-informed decision, to the extent that such information with respect to us is relevant to the prospective investor to make a well-informed decision.

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer ("**Book Running Lead Managers**" or "**BRLMs**") until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, Book Running Lead Managers and the legal counsels, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, Book Running Lead Managers and the legal counsels each appointed by the Company and the Book Running Lead Managers, in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for inspection and uploaded on the website of the Company from date of the filing of the RHP until the Bid/Offer Closing Date.

We hereby consent to this consent letter being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

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

Yours faithfully,

For and on behalf of Yes Bank

  
Authorized signatory  
Name: Rajeev Verma  
Designation: CBL  
Date: 20.12.2023



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Co:

**HFI Securities Limited.**

10<sup>th</sup> floor, HFI Centre, Kamala Mills,  
Senapati Bapat Marg, Lower Parel (West)  
Mumbai - 400 013  
Maharashtra, India

**CLSA India Private Limited**

8/F, Dalamal House  
Nariman Point  
Mumbai 400 021  
Maharashtra, India

**Legal Counsel to the Book Running Lead Managers as to Indian Law**

**J. Sagar Associates**

B-303, 3rd Floor,  
Ansal Plaza, Hudco Place,  
August Kranti Marg,  
New Delhi - 110049, India

**International Legal Counsel to the Book Running Lead Managers**

**Sidley Austin LLP**

Six Battery Road  
Level 31  
Singapore 049909

**Legal Counsel to the Company as to Indian Law**

**Cyril Amarchand Mangaldas**

Level 1 & 2, Max Towers  
C-001/A Sector 16 B  
Noida - 201 301, India



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