

Date: 14.12.2023

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, HDFC 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:

Name: HDFC Bank Ltd

Address: 27, West Avenue Road, Punjabi Bagh , New Delhi-110026

Telephone Number(s): 917428242270

Contact Person: Preeti Ahuja

Website: www.hdfcbank.com

Email: Preeti.ahuja@hdfcbank.com

CIN: L65920MH1994PLC080618

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.

Regd Office: HDFC Bank Limited, HDFC Bank House, Sector 19, Connaught Place, Lower Park (West), Mumbai - 400004. Tel: 022-6632 4000 Fax: 022-2496 0739  
We confirm that the information in this certificate is adequate to enable investors to make a well-informed decision, to the extent that information 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 HDFC Bank

Authorized signatory

Name:

Designation:

Date: 14.12.2014

Cc:

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



*Preethi Ahuja*  
*Branch manager*

HDFC Bank Limited,  
27, West Avenue Road,  
West Punjabi Bagh,  
New Delhi-110026.

**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