

Monish Pal
ACS: 63739
Mob: 9311749240

CONSENT LETTER FROM COMPLIANCE OFFICER

Date: 05th January, 2024

To,

**The Board of Directors,
Unicommerce eSolutions 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 Limited (the “Company”) and such offering (the “Offer”)

I, Monish Mohan Pal, hereby give my consent to act as the compliance officer of the Company and to my name and other details mentioned herein being included as Company Secretary and Compliance Officer of 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**”).

I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required.

I am a member of the Institute of Company Secretaries of India, holding membership number ACS 63739.

I will be responsible for monitoring compliance of the securities laws and for redressal of investor's grievances, in connection with the Offer and subsequent listing of the Company's Equity Shares on the stock exchanges. The following details with respect to me may be disclosed in the Offer Documents and any other documents in relation to the Offer.

Name: **Mr. Monish Mohan Pal**
Designation: **Compliance Officer**
Address: **Aashirwad House, New colony, Sadar, Nagpur, -440001**
Telephone Number: **8087167816**
Email: **csmonishpal@gmail.com**

I 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. Further, I 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.

I confirm that I will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer (“**Book Running Lead Managers**”) until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, Book Running Lead Managers and the legal advisors, 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 advisors appointed by the Company and the Book Running Lead Managers, in relation to the Offer. We hereby consent to

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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.

I 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 public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

I 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,



Name: Monish Mohan Pal
Date: 05th January, 2024
Designation: Compliance Officer

Cc:

IIFL Securities Limited,
24th Floor, One Lodha Place
Senapati Bapat Marg, Lower Parel (West)
Mumbai – 400 013
Maharashtra, India

CLSA India Private Limited
8/F, Dalamal House
Nariman Point
Mumbai 400 021

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
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C-001/A Sector 16 B
Noida – 201 301, India

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