

CONSENT LETTER FROM THE REGISTRAR TO THE OFFER

Date: January 3, 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")

We, **Link Intime India Private Limited**, hereby consent to act as Registrar to the Offer and to our name and the following details being inserted as Registrar to the Offer 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

Name: Link Intime India Private Limited

LINK Intime

Logo:

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

Telephone Number: +91 810 811 4949

Website: www.linkintime.co.in

E-mail: unicommerce.ipo@linkintime.co.in

Contact Person: Shanti Gopalkrishnan

Investor Grievance E-mail: unicommerce.ipo@linkintime.co.in

Helpline number and contact details: +91 810 811 4949

SEBI Registration No.: INR000004058

URL of SEBI website:

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>

CIN: U67190MH1999PTC118368

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI, as **Annexure A**, in the required format. 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 from acting as an intermediary in capital market issues. We also confirm that we have not been debarred from functioning by any regulatory authority.

We confirm that the information and confirmations set out in this consent 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 letter 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 allotted and transferred in the Offer, 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 including any annexures hereto 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, the 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 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.

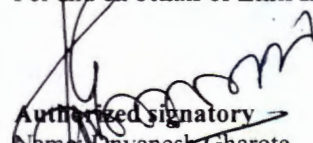
We also consent to the inclusion of this letter as a part of “Material Contracts and Documents for Inspection” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

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 **Link Intime India Private Limited**



Authorized signatory

Name: Dnyanesh Gharote

Date: January 3, 2024

Designation: Vice President – Primary Market

Encl: As above

Cc:

IIFL Securities Limited,
10th floor, IIFL 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





Annexure A

Date: January 3, 2024

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”)

1. Registration Number:	INR000004058
2. Date of registration / Renewal of registration:	July 15, 2014
3. Date of expiry of registration:	N.A
4. If applied for renewal, date of application:	N.A
5. Any communication from SEBI prohibiting Link Intime India Private Limited from acting as registrar and share transfer agent to the Offer:	None
6. Any enquiry/investigation being conducted by SEBI:	None
7. Period up to which registration/ renewal fees has been paid:	Permanent Registration / May 05, 2026
8. Details of any penalty imposed	None



निर्गम रजिस्ट्रार और शेयर अंतरण अभिकर्ता	प्रथम च 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 8A		
00 1372	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-II 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		
जो 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/registrars 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 II. 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 विधिमार्थ है। III. Unless renewed, the certificate of registration is valid from		
स्थान Place MUMBAI		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
तारीख Date JULY 15, 2014		B. K. GUPTA प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory
*जो स्थान न हो उसे हटा दें। *Delete whichever is not applicable		