

**CONSENT LETTER FROM SHARE ESCROW AGENT**

Date: July 12, 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 (“Equity Shares”) of Unicommerce eSolutions Limited (the “Company”) and such offer of Equity Shares (the “Offer”)**

We, Link Intime India Private Limited, do hereby consent to act as the Share Escrow Agent and to our name being inserted as the Share Escrow Agent to the Offer in the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) intended to be filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana (“**RoC**”) and thereafter filed with Securities and Exchange Board of India (“**SEBI**”) and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”) as well as in any publicity material, press release, presentation or other documents in relation to the Offer (together, 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.

We enclose a copy of our registration certificate regarding our registration with SEBI (Annexure A). We also certify that our registration is valid as on date and that we have not been prohibited by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We have also not been debarred from functioning by any regulatory authority.

We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any material respect. We confirm that the information in this consent 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 agree to keep the information regarding the Offer strictly confidential.

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 Manager**”) until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors 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 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 to the public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

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 hereby consent to this certificate 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 defense 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 Link Intime India Private Limited



**Authorized signatory**

**Name: Dhawal Adalja**

**Designation: Vice President - Primary Market**

**Cc:**

**IIFL Securities Limited,**

10<sup>th</sup> 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**

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Registrar to the Offer is true and correct:

1. Registration Number:	INR000004058
2. Date of registration / Renewal of registration:	15.07.2014
3. Date of expiry of registration:	N.A
4. If applied for renewal, date of application:	N.A
5. Any communication from SEBI prohibiting <b>Link Intime India Private Limited</b> from acting as registrars to an issue or share transfer agents:	None
6. Any enquiry/investigation being conducted by SEBI:	None
7. Period up to which registration/ renewal fees has been paid:	Permanent Registration / 05.05.2026
8. Details of any penalty imposed	None

निर्गम रजिस्ट्रार और  
शेयर अंतरण अभिकर्ता

प्रारूप B  
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 8)

Regulation 8A

001372

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-I 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

को 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\*/registrar 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** है।

III. 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 विधिमान्य है।

III. Unless renewed, the certificate of registration is valid from

MUMBAI

स्थान Place

JULY 15, 2014

तारीख Date

\*जो लागू न हो उसे काट दें। \*Delete whichever is not applicable



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

B. K. GUPTA

प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory