



A K TYAGI & ASSOCIATES
PRACTICING COMPANY SECRETARY

COMPLIANCE WITH COMPANIES ACT, 2013

Date: June 25, 2024

To:

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

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

(IIFL Securities Limited and CLSA India Private Limited collectively referred to as the "Book Running Lead Managers" or the "BRLMs")

Dear Sir(s),

Re: Proposed initial public offering of equity shares bearing face value of ₹ 1 each (the "Equity Shares") of Unicommerce Solutions Limited (the "Company") comprising an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and/or "Offer").

With reference to the captioned subject, we confirm the information and confirmations set out in this certificate are true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

As per the information and records made available to us and the forms filed by the Company with the Ministry of Corporate Affairs, we hereby certify that the Company is in compliance with the Companies Act, 2013, to the extent applicable, with respect to the issuance of Equity Shares from the date of incorporation of the Company till the date of filing of its Draft Red Herring Prospectus dated January 5, 2024 ("DRHP").

We hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to the submission of this certificate as may be necessary, to any regulatory / statutory authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law.

This certificate may be relied on by the BRLMs, their affiliates and legal counsels in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation of the affairs of the Company in connection with the Offer.



OFF ADDRESS- ADVOCATE CHAMBER NO. 5, NEAR HDFC BANK, RDC GHAZIABAD UP
PHONE NO.: 9289264952, 9540283838; E-MAIL ID: ARJUNNTYAGIACS@GMAIL.COM
REGISTERED UNDER MSME ACT



A K TYAGI & ASSOCIATES

PRACTICING COMPANY SECRETARY

We will communicate, in writing, any changes to the above information/confirmations, as and when: (i) made available to us by the company; or (ii) we become aware of any such changes, to the BRLMs and the Company until the equity shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal advisors appointed with respect to the Offer can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

We hereby consent to this certificate being disclosed by the BRLMs, 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 but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours faithfully,

FOR AK TYAGI & ASSOCIATES



ARJUNN KUMAR TYAGI
PRACTICING COMPANY SECRETARY
CP NO. 19805
M.NO. F 21360

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CC:

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