

ASHOKA INVESTMENT HOLDINGS LIMITED

Date: 25 April 2022

To,

The Board of Directors
Uniparts India Limited
Gripwel House, Block-5,
C 6 & 7, Vasant Kunj
New Delhi – 110 070,
India

Dear Sir,

Sub: Proposed initial public offering of equity shares (the “Equity Shares”) of Uniparts India Limited (the “Company” and such offer, the “Offer”)

We hereby give our consent to the following:

- (i) Inclusion of up to 7,180,642 Equity Shares held by us constituting 15.91% of the issued and paid-up Equity Share capital of the Company, held by us in the Company, as part of the Offer for Sale in the Company as part of the offer for sale in the Offer (the “**Offered Shares**”), subject to the approval of the Securities and Exchange Board of India (“**SEBI**”), and of any other regulatory authority, if required.
- (ii) Inclusion of our name as a Investor Selling Shareholder and any other information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and other applicable laws in the Draft Red Herring Prospectus to be filed by the Company with the SEBI and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”)

We also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of sections 26 and 32 of the Companies Act, 2013, the Stock Exchanges, SEBI or any other statutory or regulatory authority, as required by law.

We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Managers until the date when the Equity Shares are listed and commence trading on the relevant stock exchanges (the “**Stock Exchanges**”) pursuant to the Offer. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors to each of the Company and Book Running Lead Managers can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

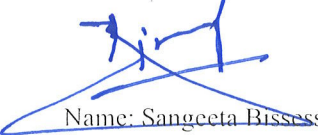
We also consent to the inclusion of this letter as a part of “**Material Contracts and Documents for Inspection**” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This letter is for information and for inclusion (in part or full) in the draft red herring prospectus (“**DRHP**”), the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) filed in relation to the Offer (collectively, 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, for documenting and conducting their due-diligence purposes in connection with the Offer or in any regulatory proceedings at all times and for including in the records to be maintained by the Book Running Lead Managers in connection with the Offer.

All capitalized terms used herein and not defined shall have the same meaning as assigned to them in Offer Documents.

Thank you.

For Ashoka Investment Holdings Limited
Authorised Signatory



Name: Sangeeta Bissessur
Designation: Director
Place: Mauritius

Date:

Cc:

Axis Capital Limited

1st Floor, Axis House,
C-2 Wadia International Centre,
P. B. Marg, Worli,
Mumbai – 400025
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy,
Appasaheb Marathe Marg
Prabhadevi,
Mumbai 400 025
Maharashtra, India

DAM Capital Advisors Limited

(Formerly IDFC Securities Limited)

One BKC, Tower C,
15th Floor, Unit No. 1511,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400051
Maharashtra, India

Shardul Amarchand Mangaldas & Co

Amarchand Towers
216 Okhla Industrial Estate,
Phase III, New Delhi - 110 020,
India

Hogan Lovells Lee & Lee

50 Collyer Quay
#10-01 OUE Bayfront
Singapore 049321

AZB & Partners

AZB House
Plot No. A8, Sector-4
Noida 201 301

AZB & Partners

AZB House, Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013