

Pamela Soni
Soni Silver Oak Estate 142 Mall Road D-3 Vasant Kunj South West Delhi, 110070

CONSENT FROM THE SELLING SHAREHOLDER

Date:

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”)

I hereby give my consent to the following:

- (i) Inclusion of up to 2,200,000 Equity Shares held by me constituting 4.87% of the pre-Offer paid-up share capital of the Company, as part of the Offer for Sale in the Offer of the Company (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 my name as Promoter Group 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 Red Herring Prospectus and the Prospectus which the Company intends to file with the Registrar of Companies, Delhi & Haryana at Delhi (the “**RoC**”) and thereafter file with SEBI and the relevant stock exchanges(s) where the Equity Shares are proposed to be listed (“**Stock Exchanges**”).

I hereby consent that my entire pre- Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

I 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.

I confirm that this consent will remain valid and in force till the date on which Equity Shares of the Company start trading on the Stock Exchanges, in the absence of any written communication from me.

I confirm that the information in this letter is true, fair, correct, complete and accurate and adequate to enable investors to make a well informed decision, and is in accordance with the requirements of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable law, and there is no untrue statement or omission which would render the contents of this letter misleading in its form or context.

I confirm that I 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 me, 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.

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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.

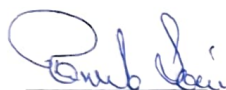
This letter is for information and for inclusion (in part or full) in the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") filed in relation to the Offer (collectively, the "**Offer Documents**") or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers in relation to the Offer.

I 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 defined shall have the same meaning as assigned to them in Offer Documents.

Thanking you

Yours faithfully,



Name: Pamela Soni
Place: Delhi

16/11/22

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

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

Shardul Amarchand Mangaldas & Co

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

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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