



RAKESH BANWARI & CO.

Chartered Accountants

10/52, 2nd Floor,

Subhash Nagar,

New Delhi – 110027

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The Board of Directors
Uniparts India Limited
Gripwel House, Block 5, C6 & 7
LSC Vasant Kunj
New Delhi - 110 070 (India)

Dear Sirs,

Proposed initial public offering (the “Offer”) of equity shares of ₹ 10 (the “Equity Shares”) by Uniparts India Limited (the “Company”)

We, M/s Rakesh Banwari & Co., the statutory auditors of the Company have been requested by the Company to verify and certify details in relation to outstanding dues to micro, small and medium enterprises and other creditors as of September 30, 2018.

Based on the above information and explanations thereto and on review of the books of accounts, agreements, invoices, statutory records maintained by the Company, minutes of the meetings of the board of directors of the Company, minutes of annual general meeting and extra-ordinary general meetings of the Company, relevant statutory registers and other relevant documents presented to us, we hereby certify and confirm that:

- (a) Based on the materiality policy adopted by the board of directors of the Company, pursuant to their resolution dated November 23, 2018 (“**Materiality Policy**”), wherein, creditors to whom an amount exceeding ₹ 52.93 million, which is 5.00% of the total consolidated trade payables of the Company as of September 30, 2018, was outstanding, were considered ‘material’ creditors.
- (b) except as set forth below there are no other material creditors to whom the Company owed dues as on September 30, 2018.

S. no.	Name of the Creditor	Amount Outstanding (in ₹ million)
1.	Kuber Concast Limited	55.74
	Total	55.74

- (c) As on September 30, 2018, the Company owed an aggregate amount of ₹ 1,058.56 million to 1,457 creditors.
- (d) As on September 30, the Company owed ₹ 6.25 million to 43 micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

We have conducted our examination in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)” (“**Guidance Note**”) issued by the Institute of



Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have also complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We undertake to inform the Book Running Lead Managers (“BRLMs”) promptly, until the date when the Equity Shares commence trading on the stock exchanges where the Equity Shares are proposed to be listed (the “Stock Exchanges”), in writing of any changes to the above information until the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information.

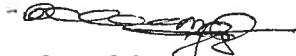
This certificate may be relied upon by the legal counsels and the BRLMs appointed in relation to the Offer. We hereby consent to the extracts of, or reference to, this certificate being used in the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus or other offering materials, as required, in connection with the Offer and for submission to the Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, National Capital Territory of Delhi and Haryana, and any other authority as may be required. We further consent to the aforementioned details being included for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable laws.

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus, Red Herring Prospectus or Prospectus, as applicable.

For RAKESH BANWARI & CO.

Chartered Accountants

Firm Registration No.: 009732N



RAKESH AGGARWAL

[Proprietor]

Membership No. 088193



Place: NEW DELHI

Date: November 30, 2018

cc:

Axis Capital Limited

1st floor, Axis House

C-2 Wadia International

Centre, P.B. Marg

Worli, Mumbai 400025

MotilalOswal Investment Advisors Limited

MotilalOswal Tower,

RahimtullahSayani Road,

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SBI Capital Markets Limited

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Mumbai 400 005,

Maharashtra, India

Shardul Amarchand Mangaldas & Co

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