

# Kapil Makhija

House No. 260, Sector 9, Faridabad, Haryana – 121006  
Email: kapil@unicommerce.com

## **CERTIFICATE FROM KEY MANAGERIAL PERSONNEL**

Date:

To

**The Board of Directors,  
Unicommerce eSolutions 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  
Maharashtra, India

(IIFL Securities Limited and CLSA India Private Limited are collectively referred to as the “**Book Running Lead Managers**” or “**BRLMs**” in relation to the Offer)

**Re: Proposed initial public offering of equity shares of face value of ₹ 1 each (“Equity Shares”) by Unicommerce eSolutions Limited (the “Company”) and such offering (the “Offer”)**

I, Kapil Makhija, am a key managerial personnel of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and in terms of the Companies Act, 2013, as amended, and confirm that the information and confirmations set out in this certificate are true and correct in all material respects and not misleading in any respect and we do not omit to state a material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, not misleading. I consent to be named as the key managerial personnel, and to the inclusion of the information contained in this certificate, in the Red Herring Prospectus and the Prospectus which the Company intends to file with the Registrar of Companies, Delhi and Haryana (“**RoC**”) and thereafter, file with SEBI and the Stock Exchanges, and in any other Offer related documents.

### ***Profile***

Kapil Makhija, aged 42 years, is the Managing Director and Chief Executive Officer of the Company. He holds a bachelor’s and master’s degree of technology in computer science and engineering from the Indian Institute of Technology, Delhi. He also holds a post graduate diploma in management from the Indian Institute of Management, Bangalore. He was previously associated with A.T. Kearney Limited, Oracle India Private Limited and Qwest Software Services. He joined the Company on May 4, 2015. He is responsible for the growth planning and business execution of the Company and heads the technology and corporate functions of the Company. He was paid an aggregate compensation of ₹ 26.12 million (including ₹ 4.90 million accrued as variable pay for the Fiscal 2023 from our Company). Further for the Fiscal 2024, ₹ 9.70 million has been accrued which will be paid in Fiscal 2025. In Fiscal 2024, the Company deposited to the provident fund of Kapil Makhija an amount of ₹ 1.5 million.

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I confirm that I am presently employed on a full-time basis as a permanent employee of the Company and am on the permanent pay rolls of the Company.

## *Interest of KMP*

Except as disclosed below, I do not hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company, as of the date of this certificate.

I hold 2560 equity shares in the Company allotted to me pursuant to the exercise of employee stock options held by me under ESOS 2019.

Except as disclosed above, there are no shares issued to me under any ESOP scheme or employee share purchase scheme by the Company.

Except as disclosed below, I will not sell Equity Shares allotted to me pursuant to exercise of options granted under any ESOP scheme or under any employee stock purchase scheme within three months of the date of listing and commencement of trading of the Equity Shares of the Company in the Offer. Further, I have no intention of (i) exercising any options vested or to be vested or to be vested in me within three months of the listing of the Equity Shares in the offer and (ii) selling such shares in the said three months *NIL*

Except as disclosed below, none of my relatives (as defined under the Companies Act, 2013, as amended), hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company, as of the date of this certificate.

*NIL*

I confirm that all Equity Shares held by me are in dematerialized form in accordance with the requirements of the Companies Act, 2013 and the rules issued thereunder and the Depositories Act, 1996.

Except to the extent of remuneration payable to me and normal reimbursement of any traveling and other incidental expenses, I did not receive any compensation of in the last fiscal (including compensation received in all capacities, coverage under bonus / profit sharing plan, contingent or deferred compensation accrued for the year, including any compensation payable at a later date) and no benefits in kind apart from stock options granted and shares allotted pursuant to an ESOP scheme were granted to me on an individual basis by the Company for services in all capacities to the Company. Except as disclosed below, there is no contingent or deferred compensation accrued for the year, including any compensation payable at a later date. *NIL*

I have no interest in the Company other than to the extent of the remuneration including employee stock options or benefits to which I am entitled to in accordance with the terms of my appointment and reimbursement of expenses incurred by me during the ordinary course of business. *NIL*

I confirm that no amount or benefit, other than the compensation, as disclosed above, which is part of the normal remuneration payable to me, has been paid or given to me within the two preceding years or intended to be paid or given to me:

*NIL*.

Except as stated below, I have not entered into any contracts or arrangement with the Company relating to my appointment and remuneration or providing for benefits upon termination of employment/retirement.

*NIL*

Except as stated below, I am not party to any bonus or profit-sharing plan of the Company.

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I am eligible for performance-linked bonus

I confirm that no incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Offer.

There is no proposal whereby I will receive any portion of the proceeds from the Offer :

NIL

Except as stated below, there is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was selected as key managerial personnel.

NIL

Except as stated below, I have not entered into any agreement either on my own or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

NIL

I have not been a director, promoter, member or person in control of any entity that has been identified as a shell company identified by the Ministry of Corporate Affairs through its letter to the Securities Exchange Board of India dated June 9, 2017 (bearing reference 03/73/2017-CL-II) and subsequently published by the Securities Exchange Board of India through its letter dated August 7, 2017, bearing no. SEBI/HO/ISD/OW/P/2017/18183.

I have not been identified as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. I am neither on the board nor associated in any manner with any company which has been identified as the vanishing company.

Except as stated below, I am not directly or indirectly (including through my relatives, as defined under the Companies Act, 2013, as amended) interested in any contract, agreement or arrangement entered into by the Company, and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made.

NIL

Except as disclosed below, there are no material existing or anticipated transactions in relation to utilisation of the offer proceeds entered into by me.

NIL

I am not related to any other director or key managerial personnel or senior management personnel of the Company NIL

I have no interest in the appointment of any Book Running Lead Manager, underwriters, registrars, bankers or any other intermediary or service provider to the Offer.

I, nor any of my relatives, will not participate in the Offer and will not make any application for Equity Shares in the Offer

Set out below are (i) the portfolios/departments that I oversee/head and (ii) the role(s) that I perform, in the Company or on the project for which the Offer is being made.

Designation- MD and CEO

Departments- Technology and Corporate Function

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I am not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, any securities market regulator in any other jurisdiction or any other authority / court and no penalty has been imposed at any time against me by any of the capital market regulators (including the SEBI) in India or abroad. I am not debarred from accessing the capital market by SEBI and I am not a promoter or director of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI.

I am not declared as a 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of the Reserve Bank of India's master circular dated 1 July 2016 (as updated on July 3, 2017) on 'Frauds – Classification and Reporting by commercial banks and select FIs'.

There is no conflict of interest between the suppliers of raw materials and the third-party service providers materially crucial for operations of the Company and us. Further, there is no conflict of interest between the lessor of the immovable properties, materially crucial for operations of the Company and us.

We have no interest in the co-working arrangements and/or are not related to Plus Office Solution Private Limited and Twain Productivity Labs Pvt. Ltd., directly or indirectly.

We confirm that none of the independent directors on the board of directors of the Company are related, in any manner directly or indirectly, to us.

I am familiar and undertake to comply with the regulations on publicity, marketing and research restrictions given in any publicity guidelines circulated by the legal counsel in relation to the Offer, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable law.

This certificate, including any annexures hereto, is for information and for inclusion (in part or full) in , the RHP and the 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 counsels appointed by the Company and the Book Running Lead Managers in relation to the Offer. I hereby consent to the submission of this certificate 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. I confirm that the information in this certificate 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.

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 Stock Exchanges pursuant to the Offer. In the absence of any such communication from me, the Book Running Lead Managers and the Legal Counsels 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 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 defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

All capitalized terms not defined herein will have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

**Name: Kapil Makhija**

**Designation: Managing Director and Chief Executive Officer**

**Copy To:**

**Domestic Legal Counsel to the Company**

**Cyril Amarchand Mangaldas**  
Level 1 & 2, Max Towers  
C-001/A Sector 16 B  
Noida – 201 301, India

**Domestic Legal Counsel to the BRLMs**

**J. Sagar Associates**  
B-303, 3rd Floor,  
Ansal Plaza, Hudco Place,  
August Kranti Marg,  
New Delhi – 110049, India


**International Legal Counsel to the BRLMs**

**Sidley Austin LLP**  
Six Battery Road  
Level 31  
Singapore 049909

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Yours faithfully,

  
**Name: Kapil Makhija**  
**Designation: Managing Director and Chief Executive Officer**

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