

Kapil Makhija

House No. 260, Sector 9, Faridabad, Haryana – 121006
Email: kapil@unicommerce.com | DIN: 07916109

ANNEXURE IV

CONSENT LETTER FROM DIRECTORS OF THE COMPANY

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”/ “Issuer”) and such offering (the “Offer”)

I, Kapil Makhija, hereby give my consent to my name being included as the Managing Director and Chief Executive Officer in the Red Herring Prospectus and the Prospectus which the Company intends to file with Registrar of Companies, Delhi and Haryana (“**RoC**”), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013, as amended, the Stock Exchanges, SEBI or any other regulatory authority required by law.

I 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 confirm that I will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer (“**Book Running Lead Managers**”) until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, Book Running Lead Managers and the Legal Counsels, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

Kapil Makhija

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I hereby consent to this consent letter 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.

This consent letter is for information and for inclusion (in part or full) in the red herring prospectus, red herring prospectus and the prospectus and other issuing materials (“**Offer Documents**”) or any other Offer-related material, and may be relied upon by the Company, Book Running Lead Managers and the Legal Counsels appointed by the Company and the Book Running Lead Manager, in relation to the Offer.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

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