



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 11th BOARD MEETING OF DIRECTORS OF UNICOMMERCE ESOLUTIONS LIMITED FORMERLY KNOWN AS UNICOMMERCE ESOLUTIONS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2023-2024 HELD ON FRIDAY, JANUARY 05, 2024 AT 05:30 P.M (IST) M3M URBANA, SECTOR 67, GOLF COURSE EXTENSION MARG, GURUGRAM-122102, HARYANA THROUGH VIDEO CONFERENCING

TO CONSIDER AND APPROVE DRAFT RED HERRING PROSPECTUS.

“RESOLVED THAT subject to and in accordance with the provisions of applicable laws, including the Companies Act, 2013, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), if any, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), and other regulations issued by the Securities and Exchange Board of India (**“SEBI”**), the draft red herring prospectus (the **“DRHP”**), in respect of the Offer, tabled at the meeting containing the requisite information as prescribed by applicable laws and regulations, subject to it being duly signed by the Directors and the Chief Financial Officer, be and is hereby approved for filing with the SEBI, the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the **“Stock Exchanges”**) and the SEBI and such other authorities or persons as may be required.

RESOLVED FURTHER THAT the DRHP is hereby recommended for signing by each of the directors of the Company and the Chief Financial Officer and each such person be and is hereby authorized to sign the declaration page of the DRHP for and on behalf of the Company.

RESOLVED FURTHER THAT, the IPO Committee is hereby authorized to undertake, approve and adopt any subsequent changes, correction, updates, alterations, revisions, modifications or amendments in the DRHP in accordance with the applicable law and regulations prior to filing with the SEBI including to determining the number of shares and/or the amount proposed to be raised.”

RESOLVED FURTHER THAT Mr. Kapil Makhija, Managing Director and Chief Executive Officer, Mr. Bharat Venishetti, Director of the Company and Mr. Anurag Mittal, Chief Financial Officer, Mr. Prankur Chaturvedi, General Counsel and Mr. Ajinkya Jain, Company Secretary of the Company and/or any officer of the Company authorised by them, be and are hereby severally authorised to make corrections or alterations, if any, and to finalise and date the DRHP for purposes of filing with SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deeds, matters and undertake such other necessary steps to implement the above resolution.

Unicommerce eSolutions Ltd.

Registered Office: Mezzanine Floor, A-83, Okhla Industrial Area Phase-II, New Delhi 110020 India

Corporate Office: Landmark House, Plot No. 65, 6 & 7th Floor, Sector 44, Gurugram, Haryana 22003 India

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CERTIFIED TRUE COPY
For Unicommerce eSolutions Limited

A handwritten signature in blue ink, appearing to read 'B. Venishetti', written over a horizontal line.

Bharat Venishetti
Director
DIN: 08317416



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