



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 6<sup>th</sup> BOARD MEETING OF DIRECTORS OF UNICOMMERCE ESOLUTIONS LIMITED FORMERLY KNOWN AS UNICOMMERCE ESOLUTIONS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2024-2025 HELD ON TUESDAY, JULY 30, 2024 AT 2.00 P.M (IST) M3M URBANA, SECTOR 67, GOLF COURSE EXTENSION MARG, GURUGRAM-122102, HARYANA THROUGH VIDEO CONFERENCING (DEEMED VENUE)**

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**APPROVE AND ADOPTION OF THE RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFER BY THE COMPANY.**

**“RESOLVED THAT** subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, the applicable provisions of the SEBI Act, 1992, as amended, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), and other regulations issued by the SEBI, the red herring prospectus dated July 30, 2024 (the “**RHP**”), in respect of the initial public offer of equity shares of face value of ₹ 1 each (the “**Equity Shares**”) comprising an offer for sale of Equity Shares by certain existing shareholders of the Company, AceVector Limited (the “**Promoter Selling Shareholder**”), and SB Investment Holdings (UK) Limited (the “**Investor Selling Shareholder**” and together with the Promoter Selling Shareholder, the “**Selling Shareholders**”) (the “**Offer**”), at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company in consultation with the book running lead managers to the Offer (“**BRLMs**”), within the price band to be decided by the Company, in consultation with the BRLMs, as placed before the Board and containing the requisite information as prescribed by applicable laws and regulations, be and is hereby approved for filing with the RoC, the SEBI, the Stock Exchanges and such other authorities or persons as may be required under the applicable laws.

**RESOLVED FURTHER THAT** Mr. Kapil Makhija, Mr. Bharat Venishetti, Directors of the Company, Mr. Prankur Chaturvedi, General Counsel, Mr. Anurag Mittal, Chief Financial Officer 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 any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalise the RHP and to submit the same with the RoC, SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution.

**RESOLVED FURTHER THAT** each of the Directors of the Company and the Chief Financial Officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.

**RESOLVED FURTHER THAT,** Mr. Kapil Makhija, Mr. Bharat Venishetti, Directors of the Company, Mr. Prankur Chaturvedi, General Counsel, Mr. Anurag Mittal, Chief Financial Officer and Mr. Ajinkya Jain, Company Secretary of the Company and/or any officer of the Company authorised by them be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above

**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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resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the BRLMs appointed in this respect.

**RESOLVED FURTHER THAT** a copy of the above resolutions, certified by any director or the company secretary of the Company, be forwarded to the concerned authorities for necessary action.”

**CERTIFIED TRUE COPY**  
**For Unicommerce eSolutions Limited**

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**Bharat Venishetti**  
**Director**  
**DIN: 08317416**

**Unicommerce eSolutions Ltd.**

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