

Rakesh Khemka

Ganga Jamuna Appartment 28/1, Shakespeare Sarani, Kolkata, West Bengal 700017, India

September 25, 2021

To
The Board of Directors
Uma Exports Limited
28/1, 1st Floor, Ganga Jamuna Apartment,
Shakespeare Sarani, Kolkata -700 017,
West Bengal, India.

Corporate CapitalVentures Private Limited
160, Basement Vinoba Puri,
Lajpat Nagar- II,
New Delhi, 110024

(Corporate CapitalVentures Private Limited referred to as the "Book Running Lead Manager")

Dear Sir,

Sub: Proposed initial public offering of equity shares of face value Rs. 10 each ("Equity Shares") by Uma Exports Limited ("Company") (referred to as the "Issue").

I, Rakesh Khemka, hereby give my consent to my name being included as a Promoter of the Company in the draft red herring prospectus ("DRHP") to be filed with the Securities and Exchange Board of India ("SEBI") and BSE Limited and National Stock Exchange of India Limited where the Equity Shares of the Company are proposed to be listed ("Stock Exchanges"), the red herring prospectus ("RHP") and the prospectus ("Prospectus") to be filed with the Registrar of Companies, Kolkata at West Bengal ("RoC"), SEBI, the Stock Exchanges (collectively referred to as the "Offer Documents") and any other document to be issued or filed in relation to the Issue.

I hereby confirm and certify that:

1. I am interested in the capacity of a Director, to the extent of fees, if any, payable to me for attending meetings of the Board or Committee and reimbursement of travelling and other incidental expenses, if any, for such attendance as per the Companies Act, 2013 and the Articles of Association of the Company;
2. I have no interest in the Company except to the extent of remuneration (if applicable) and reimbursement of expenses and to the extent of any Equity Shares of the Company held by me or my relatives and associates or held by the companies, firms and trusts in which I am interested as director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding;
3. Following is my shareholding in the Company:
No. of equity shares: 7987500
% of shareholding: 31.97%
4. I am not interested in the appointment of underwriters, registrar and bankers to the proposed initial public offering of Equity Shares of the Company or any such intermediary registered with Securities and Exchange Board of India;
5. I am not interested in any loan or advance given by the Company to any Person(s)/ Company (ies) nor am I a beneficiary of any loan or advance;
6. Neither I nor any firm/company with whom I am associated as a promoter/partner/director has entered into any contract, agreement or arrangement with the Company;
7. I have not entered into any service contracts with the Company providing for benefits upon termination of my employment;
8. I am not interested in any property acquired by the Company within the last three years or proposed to be acquired by the Company except the following: NIL

CERTIFIED TRUE COPY
For UMA EXPORTS LTD.


Director



Rakesh Khemka

Ganga Jamuna Appartment 28/1, Shakespeare Sarani, Kolkata, West Bengal 700017, India

9. The Company has not purchased any property in which I had or have a direct or indirect interest or in respect of any payment thereof, except the following: NIL
10. I have not been paid any amount of compensation by the Company pursuant to any bonus or profit sharing plan;
11. Except as disclosed below no amount or benefit has been paid or given to me within the two years preceding the date of filing draft offer document or intended to be paid or given to me;
 - a. Equity Shares / convertible securities / stock options held by me in the Company and the shareholding of the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, and to the extent of benefits arising out of such shareholding, details of which are disclosed below: NIL
 - b. remuneration payable to me / normal fees payable to me for attending meetings of the board of directors or any committee thereof, if any and normal reimbursement of any traveling and other incidental expenses which are as follows:
 - Rs. 60 lacs paid for the financial year 2021 as managerial remuneration
 - c. loans and advances given by the Company to me and to the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, details of which are disclosed below: NIL
 - d. as sundry debtors of the Company, to me and to the companies, firms and trusts in which I am interested as director, member, partner and/or trustee, details of which are disclosed below; NIL
 - e. being lender of any secured or unsecured loans to the Company. NIL
12. I have not entered into any buy-back and/or standby arrangements for purchase of Equity Shares of with any person;
13. I or any of my relatives, have not entered into any financial arrangement to finance the purchase by any other person of securities of the Company other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing DRHP with the Board, except:- NIL
14. I am not associated as promoter / director / partner / proprietor of any firm that is/ was associated with securities related business and registered with SEBI, except as mentioned below, and there has been no action initiated by SEBI against me or any of the entities, I am associated with in the past five years;
15. The entities of which, I am/was a promoter/director/person in control (as defined in the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended, are not debarred from accessing the capital market under any order or directions made by the SEBI;
16. I have not been prohibited by SEBI from accessing the capital market and no penalty has been imposed by SEBI or any other regulatory authority in India or abroad against me or any other company/firm with whom I am associated as a promoter/partner/director;
17. Neither my name nor the name of the entity(ies) where I am associated, as Director/Promoter/Proprietor/Partner has appeared in the past and is presently not appearing in the RBI Defaulters List (www.cibil.com; www.watchoutinvestors.com). I shall immediately intimate the Company and the Book Running Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the stock exchanges where the Equity Shares of the Company are proposed to be listed;
18. I have not been declared as a fugitive economic offender under the Fugitive Economic Offenders Act, 2018. I shall immediately intimate the Company and the Book Running Lead Manager / legal advisor in case of any changes/developments/amendments with regard to above, till the date when the Equity Shares from the proposed Issue of the Company, start trading on the stock exchanges where the Equity Shares of the Company are proposed to be listed;



Rakesh Khemka

Ganga Jamuna Apartment 28/1, Shakespeare Sarani, Kolkata, West Bengal 700017, India

19. I am in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended and the details of the companies in which I hold significant beneficial ownership along with the details of my shareholding are as follows:

| | |
|--------------------------------------|-----------------|
| Uma Agro Exports Private Limited | 620000; 2.48% |
| Agrocomm Trading Co. Private Limited | 280000; 1.12% |
| Rakesh Kumar Khemka (HUF) | 958000; 3.83% |
| Primerose Dealers Private Limited | 3430000; 13.73% |

20. There are no pending litigations in which I am involved or defaults to the financial institutions/banks, non-payment of statutory dues and dues towards instrument holder like debenture holder, fixed deposits, and arrears on cumulative preference share by me or the companies/ firms/any other entity promoted by me.
21. There are no cases of pending litigations, defaults etc. And no lenders have taken action in respect of companies/ firms/ ventures with which I was associated in the past; in which my name continues to be associated with any particular litigation.
22. There is no litigation against me involving violation of statutory regulation or criminal offences and no penalty has been imposed against me by Securities and Exchange Board of India ("SEBI") or any regulatory authority in India/abroad. I have not violated the provisions of the Companies Act, 2013 and Companies Act, 1956 and have not been suspended by SEBI nor has any disciplinary action been taken by SEBI.
23. There are no pending proceedings initiated for economic offences against me and in my capacity as a director, promoter of the companies/ firms promoted by me and there are no past cases in this regard in which the penalties were imposed by any authority.
24. There are no adverse findings against me or entities connected with me, as regards compliance with securities law.
25. Except as disclosed below, I am not related to any other Promoter, Director or Key Managerial Personnel of the Company:

| Name | Relationship |
|---------------------|--------------|
| Madan Mohan Khemuka | Father |

26. In addition to the Company, I am interested as a Director/ Officer in the following companies:

| Sr. No. | Name of the entity | Position |
|---------|--------------------------------------|------------------------|
| 1. | Uma Agro Exports Private Limited | Director & Shareholder |
| 2. | Agrocomm Trading Co. Private Limited | Director & Shareholder |

27. I was not associated with any public or rights issue;
28. I have not disassociated myself from any Company or venture in the last three years;
29. There is no company, partnership firm, HUF, sole proprietorship or other business entities or ventures in which I am interested and which is in the same line of business as the Company and there is no potential conflict of interest with the Company save and except the following:

| Sr. No. | Name of the entity |
|---------|--------------------------------------|
| 1. | Uma Agro Exports Private Limited |
| 2. | Agrocomm Trading Co. Private Limited |
| 3. | Primerose Dealers Private Limited |
| 4. | M/s Uma Udyog |

30. I will not receive any portion of the proceeds from the proposed initial public offer of the Company;

by

Rakesh Khemka

Ganga Jamuna Apartment 28/1, Shakespeare Sarani, Kolkata, West Bengal 700017, India

31. Apart from the following individuals and companies there are no other entities/individuals comprising Promoter Group:

(a) *Individuals forming part of promoter group:*

| Name of the Promoter | Name of the member of Promoter Group | Relationship with the Promoter | |
|----------------------|--------------------------------------|--------------------------------|------------------|
| Rakesh Khemka | Madan Khemuka | Father | |
| | Sumitra Devi Khemuka | Mother | |
| | Sweta Khemka | Spouse | |
| | Mukesh Kumar Khemuka | Brother | |
| | Madhubala | Agarwal | Sister |
| | Seema Agarwal | | |
| | - | | Son |
| | Siddhi | Khemka | Daughter/s |
| | Vanisha Khemka (Below 18 years) | | |
| | Late Ashok Kumar Nopany | | Spouse's father |
| | Sushma Devi Nopany | | Spouse's mother |
| | Utkarsh Nopany | | Spouse's brother |
| | Ekta | | Spouse's sister |

(b) *Companies, partnerships and HUFs forming part of the Promoter Group:*

| Name of the entity / company | % of shareholding |
|--------------------------------------|-------------------|
| Uma Agro Exports Private Limited | 28.19 |
| Agrocomm Trading Co. Private Limited | 46.03 |
| Rakesh Kumar Khemka (HUF) | NA |
| M.M. Khemka & Sons (HUF) | NA |
| Primerose Dealers Private Limited | NA |

32. None of the Equity Shares held by us have been pledged to any person, including banks and financial institutions;

33. The share capital build-up of Equity Shares held by me in the Company is as under:

| Date of Allotment / transfer and Date when made fully paid-up | Nature of transaction | Number of Equity Shares | Face value per Equity | Issue / transfer | Nature of consideration (cash / other than cash) | Cumulative number of Equity Shares | % of pre issue capital | Sources of funds |
|---|----------------------------------|-------------------------|-----------------------|-------------------------------|--|------------------------------------|------------------------|------------------|
| | | | Share (in ₹) | price per Equity Share (in ₹) | | | | |
| March 31, 1989 | Preferential Allotment | 1000 | 10 | 10 | Cash | 1000 | 0.00 | Owned |
| December 15, 1995 | Transfer from Kumar Gaurav Saraf | 1250 | 10 | 10 | Cash | 2250 | 0.01 | Owned |
| December 15, 1995 | Transfer from Ajay Raj Chowdhary | 100 | 10 | 10 | Cash | 2350 | 0.01 | Owned |
| December 15, 1995 | Transfer from Hema Rani Saraf | 1250 | 10 | 10 | Cash | 3600 | 0.01 | Owned |
| December 15, 1995 | Transfer from Priyanka Saraf | 1250 | 10 | 10 | Cash | 4850 | 0.02 | Owned |

Rakesh Khemka

Rakesh Khemka

Ganga Jamuna Apartment 28/1, Shakespeare Sarani, Kolkata, West Bengal 700017, India

| | | | | | | | | | |
|-------------------|-----|--|---------|----|-----|-------------------------------|---------|-------|-------|
| March 1997 | 31. | Bonus Issue in the ratio of 1:1 | 4850 | 10 | 0 | Consideration other than cash | 9700 | 0.04 | NA |
| August 2000 | 31. | Preferential Allotment | 10000 | 10 | 10 | Cash | 19700 | 0.08 | Owned |
| January 2006 | 31. | Transfer from Eastern Synthetics Pvt Ltd | 15000 | 10 | 10 | Cash | 34700 | 0.14 | Owned |
| March 2006 | 31. | Bonus Issue in the ratio of 2:3 | 52050 | 10 | 0 | NA | 86750 | 0.35 | NA |
| April 2007 | 28. | Gift from Pacheriwai Biswanath | 10000 | 10 | 0 | NA | 96750 | 0.39 | Owned |
| December 06, 2007 | | Transfer from Uma Udyog | 50750 | 10 | 10 | Cash | 147500 | 0.59 | Owned |
| February 01, 2008 | | Bonus Issue in the ratio of 2:1 | 295000 | 10 | 0 | NA | 442500 | 1.77 | NA |
| November 15, 2008 | | Transfer from Primerose Dealers Pvt Ltd | 143100 | 10 | 1.4 | Cash | 585600 | 2.34 | Owned |
| December 19, 2008 | | Bonus Issue in the ratio of 1:1 | 585600 | 10 | 0 | NA | 1171200 | 4.69 | NA |
| March 2011 | 25, | Bonus Issue in the ratio of 1:1 | 1171200 | 10 | 0 | NA | 2342400 | 9.37 | NA |
| January 2018 | 30, | Gift from Rachana Khemuka | 2282700 | 10 | 0 | NA | 4625100 | 18.51 | NA |
| March 2018 | 26, | Gift from Sarda Devi Agarwal | 480000 | 10 | 0 | NA | 5105100 | 20.43 | NA |
| March 2018 | 26, | Gift from Raj Kumar Agarwal | 48000 | 10 | 0 | NA | 5153100 | 20.62 | NA |
| June 2021 | 23, | Gift from Mukesh Khemka | 2834400 | 10 | 0 | NA | 7987500 | 31.97 | NA |

34. The average cost of acquisition per Equity Share of the Company by me is as under -

| Sr. No. | Name of Promoter | Number of Equity Shares held | Average cost of acquisition |
|---------|------------------|------------------------------|-----------------------------|
| 1. | Rakesh Khemka | 7987500 | Rs. 0.14 |

35. I further confirm that all the Equity Shares held by me dematerialised.

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares offered in this Issue receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchanges.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchanges, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Issue and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the Issue.

I also consent to the extracts of this certificate being used for disclosure in the Offer Documents to be issued by the Company in relation to the Issue and other Issue related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue or otherwise in connection with the Issue.

Yours faithfully,


Rakesh Khemka