



March 20, 2025

National Stock Exchange of India Ltd.

Exchange Plaza, C – 1, Block G
Bandra-Kurla Complex, Bandra (E),
Mumbai-400 051
Symbol: UNIECOM

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Scrip Code: 544227

Subject: Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

Greetings from Unicommerce eSolutions Limited.

Pursuant to Regulation 30 of the Listing Regulations, we are enclosing herewith the copy of the Notice of Postal Ballot dated March 20, 2025, together with the Explanatory Statement thereto (“Postal Ballot Notice”), for seeking approval of the members of Unicommerce eSolution Limited on the Special Business, by way of Special Resolution as set out below, through Postal Ballot by means of remote e-voting process (“e-voting”), pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Circulars issued by Ministry of Corporate Affairs (“MCA Circulars”) and Securities and Exchange Board of India, (“SEBI Circulars”) from time to time, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable laws, rules, and regulations:-

Sr. No.	Description of Resolution	Type of Resolution
1	To Offer, Issue and Allot Equity Shares on Preferential Basis	Special Resolution
2	Alteration of Articles of Association of the Company	Special Resolution

In compliance with the applicable MCA Circulars, the Postal Ballot Notice is being sent to all members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with NSDL/CDSL, Depository Participants and/or MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (“RTA”) as on **Friday, March 14, 2025 (“cut-off date”)**.

Unicommerce eSolutions Ltd.

Registered Office: Mezzanine Floor, A-83, Okhla Industrial Area Phase-II, New Delhi 110020 India
Corporate Office: M3M Urbana Business Park, Tower B, 9th Floor, Sector 67, Gurugram 122001, Haryana, India
Tel +91-888 7790 22, email: contactus@unicommerce.com | Web: www.unicommerce.com
CIN: L74140DL2012PLC230932



The Company has engaged the services of NSDL for facilitating e-voting to enable the members to cast their votes electronically. The e-voting on the resolutions set out in the Postal Ballot Notice shall commence on **Friday, March 21, 2025, at 9:00 a.m. (IST)** and ends on **Saturday, April 19, 2025, at 5:00 p.m. (IST)**. The e-voting module shall be disabled by NSDL thereafter.

The Postal Ballot Notice is also available on the Company's website at www.unicommerce.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the e-voting website of NSDL at www.evoting.nsdl.com .

The results of the Postal Ballot will be announced on or before Tuesday, **April 22, 2025**

You are requested to kindly take the abovementioned on record.

Thanking you,

For Unicommerce eSolutions Limited

Name: Anil Kumar
Designation: Company Secretary
Membership Number – F8023

Encl.: As annexed

Unicommerce eSolutions Ltd.

Registered Office: Mezzanine Floor, A-83, Okhla Industrial Area Phase-II, New Delhi 110020 India
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CIN: L74140DL2012PLC230932



UNICOMMERCE ESOLUTIONS LIMITED

CIN: L60300MH2019PLC320697

Registered office Office: Mezzanine Floor, A-83, Okhla Industrial Area, Ph-II, New Delhi 110 020, India.

Corporate office: M3M Urbana Business Park, Tower B, 9th Floor, Sector 67, Gurugram 122001, Haryana, India

Tel: +91 [97806-87553](tel:9780687553) **Website:** <https://unicommerce.com/investor-relations/>

Email: complianceofficer@unicommerce.com

NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED

Dear Member(s),

Notice is hereby given pursuant to Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), each as amended, the Special Resolution as set out in this Notice is proposed for approval by the Members of the Company through Postal Ballot by voting through electronic means only (“**remote e-voting**”).

The Explanatory Statement pursuant to Section 102 of the Act, read with Rules framed thereunder, setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice (“**Notice**”), is annexed hereto for your consideration.

In terms of the requirements specified in General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) and pursuant to recent SEBI Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 the Notice is being sent in electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope are

not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://unicommerce.com/investor-relations/>

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:-

Commencement of remote e-voting	Conclusion of remote e-voting
Friday, March 21, 2025, at 09:00 a.m. (IST)	Saturday, April 19, 2025, at 05:00 p.m. (IST)

The remote e-voting will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS:-

1. TO OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of section 23, 42, 62(1)(c) and all other provisions of the Companies Act, 2013 (**“the Act”**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), circulars, notifications issued by Ministry of Corporate Affairs (**“MCA”**), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“ICDR Regulations”**), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (**“SAST Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) as in force and subject to other applicable Rules/Regulations/Guidelines/Notifications/Circulars and clarifications issued thereunder, if any, from time to time by the Securities and Exchange Board of India (**“SEBI”**), Bombay Stock Exchange (**“BSE”**), National Stock Exchange of India Limited (**“NSE”**) and/ or any other competent authorities (hereinafter referred to as **‘Applicable Regulatory Authorities’**) to the extent applicable, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter called **‘the Board’** which term shall be deemed to

include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to issue, create, offer and allot on a preferential basis **60,33,189** (Sixty lakh thirty three thousand one hundred and eighty nine) equity shares of the Company having the face value of Re. 1/- each fully paid-up at a price of ₹ 155.80 (Rupees One hundred Fifty Five Rupees and Eighty Paise) per share for consideration other than cash i.e., by way of swap of shares to the allottees mentioned below (“**Proposed Allottee/(s)**”) of in lieu of purchase of 7,610 (Seven thousand Six hundred and Ten shares) equity shares of Shipway Technology Private Limited (“**Shipway**”) held by the Proposed Allottee of face of ₹ 1/- each fully paid up at a price of ₹ **155.80** (Rupees One hundred and fifty five rupees and eighty paise) per share in accordance with the provisions of Chapter V of SEBI ICDR Regulations, as on the Relevant Date on such terms and conditions as may be approved by the Board:-

S. No.	Name and address of the Proposed Allottee	Category	Number of equity shares to be allotted
1.	Vikas Garg	Non- Promoter	29,25,423
2.	Gaurav Gupta	Non- Promoter	29,25,423
3.	Puneet Gupta	Non- Promoter	1,82,343
		Total	60,33,189

RESOLVED FURTHER THAT the minimum price of the Equity shares so issued shall not be less than the price arrived at, in accordance with **Chapter V** of ICDR Regulations and on such terms and conditions, as are stipulated in the explanatory statement attached and as determined by the Board in accordance with the ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of ICDR Regulations, the ‘**Relevant Date**’ for the purpose of calculating the price for the Preferential Issue of Equity Shares be and is hereby fixed as **20th March, 2025** which is 30 days prior to the date of passing of the Special Resolution by the Members of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to be allotted under the Preferential issue shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:

- a) The allotment of Equity Shares by the Company to the Proposed Allottee is in consideration for the purchase of 57.24 % shareholding of Shipway Technology Private Limited (‘**Shipway**’) held by the proposed allottee in the ratio 792.80:01 i.e., approx. 792.80 Equity Shares of the Unicommerce eSolutions Limited for every share held in Shipway Technology Private Limited, consequently 60,33,189 (Sixty lakh thirty three thousand one hundred and eighty nine) equity shares of Unicommerce eSolutions Limited will be issued at ₹ 155.80 (Rupees one hundred and fifty five rupees and eighty paise) per equity share for purchase of shares of Shipway Technology Private Limited valued at ₹ 1,23,520.81 (One Lakhs twenty three thousand five hundred twenty rupees and eighty one pasie) per equity share.

- b) The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- c) The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold/transferred, hypothecated or encumbered in any manner during the period of lock-In period provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d) The Equity Shares shall be allotted within a period of 15 (Fifteen) days from the date of passing the resolution provided where the allotment of equity shares is pending on Account of pendency of any approval or permission for such allotment by any regulatory authority the allotment shall be completed within 15 (Fifteen) days from the date of such Approval or permission. Allotment shall only be made in dematerialized form. The new equity Shares issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing equity shares of the Company.
- e) The price determined and the number of Equity Shares to be allotted shall be subject to further appropriate adjustments, if any, in accordance with the provisions of Companies Act, 2013 and ICDR Regulations and any other applicable laws for the proposed issue.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names and address of the allottee be recorded in Form PAS-5 by the Company for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the allottee inviting him to subscribe to the Equity Shares, as per the draft approved by the Board and consent of the members of the Company is hereby accorded to the issuance of the same to the allottee inviting him to subscribe to the equity shares.

RESOLVED FURTHER THAT the members be and hereby take note of certificate from M/s MMJB & Associates LLP, Practicing Company Secretaries, as required under Regulation 163(2) of the ICDR Regulations certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board or the Key Managerial Personnel be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing and trading of shares, filing of requisite documents/ e-forms with the Registrar of Companies, National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

2. Alteration of Articles of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 (hereinafter referred to as **“the Act”**) and the Companies (Incorporation) Rules, 2014 and all other applicable provisions under the Act (including any statutory amendments, modifications, clarifications, substitutions, enactments or re-enactments thereof for the time being in force) and all other rules, regulations, guidelines, statutory modifications made by any statutory authorities and modifications thereof and recommendation of Board of Directors (hereinafter referred to as ‘Board’ which term shall be deemed to include any Committee which the Board may have constituted or such other person/s authorised by the Board), the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company as detailed below:-

a) Clauses 23.1.2.2 and 23.1.2.3 of the Articles of Association may be read as follows:-

23.1.2.2 SoftBank, being a financial investor of the Company, shall with effect from the Date of Initial Public Offering by the Company, until it has the Minimum Shareholding shall, be entitled to nominate 1 (One) non-executive nominee director on the Board and such nominee of SoftBank shall be appointed as a Director by the Board.*

23.1.2.3 B2 Capital, being a financial investor of the Company, shall with effect from the Date of Initial Public Offering by the Company, until it has the Minimum Shareholding shall, be entitled to nominate 1 (one) non-executive nominee on the Board and such nominee of B2 Capital shall be appointed as a Director by the Board.

b) Clause 1 of the Articles of Association shall contain an additional definition to read as under:-

“Minimum Shareholding” means the shareholding of not less than 8% (Eight percent) of the Equity Share Capital. For the purposes of this definition, the term ‘Equity Share Capital’ shall not include the ESOP Pool”

RESOLVED FURTHER THAT Mr. Kapil Makhija - Managing Director and Chief Executive Officer; Mr. Anurag Mittal - Chief Financial Officer; Mr. Prankur Chaturvedi - General Counsel and Mr. Anil Kumar - Company Secretary of the Company, be and are hereby **severally** authorized to finalise, sign and execute any document, deed, agreement, letter or any such writing on behalf of the company and do all such acts deeds and things as may be necessary and/or expedient in the interest of the company in order to give effect to the aforesaid resolution.”

**By order of the Board of Directors
For UNICOMMERCE ESOLUTIONS LIMITED**

Sd/-

Anil Kumar

Company Secretary

Membership Number – F8023

Place: Gurugram

Date: 20th March, 2025

Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (the '**Act**') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**SEBI Listing Regulations**') and Secretarial Standard on General Meetings ('**SS-2**') setting-out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('**Notice**').
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/ conducting postal ballot, vide General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021, No. 03/2022 dated 5 May 2022, No. 11/2022 dated 28 December 2022, No. 09/2023 dated 25 September 2023 and 09/2024 dated September 19, 2024 (hereinafter collectively referred to as '**MCA Circulars**'), and pursuant to recent SEBI Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 this Notice is being sent only by e-mail to the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited ('**NSDL**')/ Central Depository Services (India) Limited ('**CDSL**') (hereinafter collectively referred to as '**Depositories**') and whose names appear in the Register of Members maintained by the Company/ list of Beneficial Owners as received from the Depositories as of 14th March, 2025 ('**Cut-off Date**').
3. It is clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail ID with the Company or the Depositories) shall be entitled to vote on the Resolution(s) in accordance with the process specified in this Notice.
4. The members may note that this Notice will also be available on the Company's website, at websites of the Stock Exchanges i.e. BSE Limited ('**BSE**') and National Stock Exchange of India Limited ('**NSE**') at www.bseindia.com and www.nseindia.com, respectively and NSDL at <http://www.evoting.nsdl.com> being the agency providing the remote e-voting facility.
5. Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic mode, members who have not registered their e-mail ID are requested to contact, the Registrar and Share Transfer Agent of the Company ('**RTA**') and register their e-mail ID. Members holding equity shares in demat mode are requested to contact their respective Depository Participants ('**DPs**') for the same.

6. Members holding equity shares in demat mode are requested to provide their PAN, Bank details and intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone and mobile number, nomination, power of attorney, bank details (bank account number, bank and branch name and address, IFSC and MICR code) to their respective DPs. Changes intimated to the DPs will automatically be reflected in the Company's record which will help the Company/ RTA to provide efficient and better services.
7. Institutional members (i.e. other than Individuals, Hindu Undivided Family, Non-Resident Indians) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney etc., authorizing their representative to participate through remote e-voting. The said resolution/ authority letter/ power of attorney etc. shall be sent to the Scrutinizer(s) by e-mail through their registered e-mail ID at scrutinisers@mmjc.in with a copy to evoting@nsdl.co.in.
8. Voting rights will be reckoned on the paid-up value of equity shares registered in the name(s) of the members as on the Cut-off Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
9. Remote e-voting will commence on Friday, March 21, 2025, at 09:00 A.M. (IST) and ends on Saturday, April 19, 2025 at 05:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequent.
10. A Member cannot exercise his/her vote by proxy on Postal Ballot.
11. The Company has appointed Mr. Saurabh Agarwal (Certificate of Practice No. 20907) and failing him Mr. Omkar Dindorkar (COP no: 24580), Partners of M/s. MMJB & Associates LLP, Practicing Company Secretaries as scrutinizer to scrutinize the e-voting process in a fair and transparent manner. They have given their consent for such appointment.
12. The Scrutinizer(s) shall submit their Report within two working days of the conclusion of the remote e-voting to the Chairman/ Managing Director/ Company Secretary, who shall countersign and declare the result of the voting forthwith. The Resolution(s), if passed by the requisite majority, shall be deemed to have been passed at a duly convened general meeting.
13. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Saturday, April 19, 2025, Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
14. The result of the Postal Ballot along with the Scrutinizers' Report will also be placed on the Company's website at <https://unicommerce.com/investor-relations/> /and on the

website of NSDL at <http://www.evoting.nsdl.com> . The Company shall simultaneously forward the result to NSE and BSE, where the equity shares of the Company are listed.

15. Electronic copies of all the documents referred to in the Notice and the Statement shall be made available for inspection. Members will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice till the period of the conclusion of the remote e-voting. Members seeking inspection of such documents can send an e-mail to investor.relations@unicommerce.com.
16. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Mr. Kapil Makhija, Managing Director and Chief Executive Officer along with Mr. Anil Kumar, Company Secretary at Email: investor.relations@unicommerce.com or for any query/grievance with respect to e-Voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or send a request to NSDL at email id: evoting@nsdl.co.in. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Member.
17. The details in terms of SEBI Listing Regulations and other applicable provisions of the Act (including SS-2) are annexed hereto and form part of this Notice.
18. SEBI vide its Circular dated January 25, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests, shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.
19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
20. In terms of Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 and Section 101 read with Rule 18(3) of the Companies (Management and Administration) Rules, 2014, Members, who have not registered / updated their e-mail id(s) with the Company are requested, to kindly provide the said details in order to receive Notices of General Meetings/Postal Ballot and / or other communications from Company in electronic form.
21. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with Registrar and Share Transfer Agent.

Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:-

- a. Form ISR – 3: For opting out of nomination by shareholder(s).
- b. Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s).

We are bringing to your attention an inadvertent error in the Explanatory Statement of the Postal Ballot Notice dated 30th August, 2024 regarding the Employee Stock Option Scheme 2019. Regarding correction in clause reference: In Point B of the Explanatory Statement, the incorrect reference "Pursuant to Clause No. 3 of the ESOS 2019 Scheme" has been replaced with the correct reference "Pursuant to Clause No. 4 of the ESOS 2019 Scheme."

We have received in-principle approval from both BSE Limited (on December 17, 2024) and National Stock Exchange of India Limited (on December 16, 2024) for the listing of equity shares under the Employee Stock Option Scheme 2019, as per Regulation 10(b) of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

INSTRUCTIONS FOR REMOTE E-VOTING

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with Master Circular dated 11 July 2023 issued by SEBI on e-voting facility provided by Listed Entities and SS-2, members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on the Resolutions set-forth in this Notice of Postal Ballot, through remote e-voting only.

Information relating to remote e-voting

- i. Day, date and time of commencement of voting through electronic means : Friday, March 21, 2025 , at 09:00 A.M. (IST).
- ii. Day, date and time of end of voting through electronic means beyond which voting will not be allowed: Saturday, April 19, 2025, at 05:00 P.M. (IST).

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Members/Member can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the above-mentioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for members other than Individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for members other than Individual members are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those members whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com. Institutional members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Veena Suvarna at evoting@nsdl.com

Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to unicommerce.ipo@linkintime.co.in.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investor.relations@unicommerce.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual members holding securities in demat mode.**

2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement in pursuance to the provisions of section 102 of the Companies Act, 2013 in respect of Special Business as provided in the Notice of Postal Ballot dated 20th March, 2025

Item no. 1

The members of Unicommerce eSolutions Limited (the “Company”/“UeSL”) are hereby informed that the Board of Directors at its meeting held on 20th March, 2025, had approved acquisition of 7,610 Equity Shares (57.24 %) of Shipway Technology Private Limited (“Shipway”), held by Mr. Vikas Garg, Mr. Gaurav Gupta and Mr. Puneet Gupta (collectively referred to as the “**Proposed Allottee/(s)**”).

In consideration of the acquisition, the Company intends to issue 60,33,189 Equity shares with a face value of ₹ 1/- each, at an issue price of Rs. ₹155.80 (Rupees one hundred and fifty-five rupees and eighty paise). This share swap will be executed for consideration other than cash.

In this regard, the Board of Directors at their meeting held on 20th March, 2025 has approved issuance of 60,33,189 (Sixty lakh thirty three thousand one hundred and eighty nine) equity shares of the Company by way of preferential Issue, subject to approval of the members, at an issue price of Rs. ₹155.80 (One hundred and Fifty five rupees and eighty paise) (Including premium of Rs 154.80) for consideration other than cash in accordance with Chapter V of ICDR Regulations and such other terms and conditions as may be determined by the Board in accordance with ICDR Regulations to the following identified person (“**the Proposed Allottee/(s)**”):-

Sr. No.	Name of the Allottee	Category of Allottee	Type of Security	Number of Shares
1.	Vikas Garg	Non- Promoter	Equity	29,25,423
2.	Gaurav Gupta	Non- Promoter	Equity	29,25,423
3.	Puneet Gupta	Non- Promoter	Equity	1,82,343
Total				60,33,189

The members are also informed that pursuant to provisions of Section 42 and 62(1)(c) of Companies Act, 2013 and Chapter V of ICDR Regulations, the approval of the members is required by way of a special resolution before issuing the equity shares on a preferential basis through private placement and hence the said notice along with the explanatory statement is circulated to the members of the Company for their approval. There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

Necessary information or details as required in respect of the proposed issue of Equity Shares in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are as under:

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 42 and 62 of the Companies Act, 2013 and Regulation

163 of ICDR Regulations and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014: -

1. The date of Passing Board Resolution for approving Preferential Issue

The Board of Directors of the Company had approved the preferential Issue of 60,33,189 (Sixty lakh thirty three thousand one hundred and eighty nine) equity shares at an Issue price of Rs ₹155.80 (One hundred and Fifty Five Rupees and Eighty Paise) (including premium) per share at its meeting held on 20th March, 2025.

2. Maximum number of securities offered and the price at which security is being offered:

The resolution set out in the notice authorises the Board to issue up to 60,33,189 Equity shares having face value of Rs. 1/- each at a price of ₹ 155.80 per share to the Proposed Allottee in lieu of purchase of 7,610 shares valued at ₹ 1,23,520.81 per share of Shipway Technology Private Limited held by Proposed Allotees on a preferential basis.

3. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made

The value of Equity Share of the Company and Shipway Technology Private Limited has been derived as per Valuation Report being prepared by M/s Alpha Value Consulting Valuation LLP , Registered Valuer entity having Registration No. IBBI/RV-E/05/2021/151 in accordance with the requirements of the SEBI ICDR Regulations and Companies Act, 2013.

The valuation report is also uploaded on the website of the Company.
<https://unicommerce.com/investor-relations/>

4. Name and address of Valuer who performed valuation:-

M/s Alpha Value Consulting Valuation LLP
Registered Valuer
Registration no. IBBI/RV-E/05/2021/151
Address:- Unit No. 620, Tower 1, Assotech Business Cresterra, Sector 135, Gautam Buddha Nagar, Noida

5. Amount which the Company intends to raise by way of issuance of Shares

Not applicable. Given that the Company is issuing equity shares on a preferential allotment basis for consideration other than cash (i.e. acquisition of 57.24 % of the equity shares of Shipway), there is no amount which the Company intends to raise by issuing the equity shares on a preferential allotment basis.

6. Material terms for Issue of Securities

The equity shares of the Company would be issued at such terms as prescribed in the aforesaid resolution.

7. The proposed time within which the issue or allotment shall be completed:

As required under the SEBI (ICDR) Regulations, Equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

8. The Class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and the percentage of post-preferential offer capital that may be held by them

The Equity shares of the Company would be issued and allotted to following allottee :-

Name of the Person	No. of Shares	Percentage of capital held before the Preferential Issue by the allottee	Percentage of post preferential offer capital that may be held by the allottee	Proposed Status of the Allottee pre Preferential Issue
Mr. Vikas Garg	29,25,423	NIL	2.69%	Non- Promoter
Mr. Gaurav Gupta	29,25,423	NIL	2.69%	Non- Promoter
Mr. Puneet Gupta	1,82,343	NIL	0.17	Non- Promoter

9. The percentage of post preferential issue capital that may be held by allottee and change in control, if any, in the issuer consequent to the preferential issue:

Post Allotment of 60,33,189 Equity shares to the Proposed allottees, they shall hold collectively 5.89% of equity shares in the Company. However, the proposed allotment of shares would not result in any change in control of the Company.

10. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any allotment on preferential basis during the current financial year 2024-2025.

11. Objects of the preferential issue

The acquisition will expand UeSL's product suite to include solutions for courier aggregation, shipping automation and returns reduction. The acquisition of Shipway will enable Company to offer an integrated marketing platform with AI-enabled, automated solutions that allow brands and retailers to target buyers with personalised, segmented and wide-reach marketing

campaigns to increase conversions. With this, the Company will offer technology solutions that cover the entire e-commerce journey, including pre-purchase and other post-purchase segments.

The acquisition is expected to lead to a significant expansion of market opportunity for the Company, enabling it to provide its existing technology solutions to nearly 3000 global and Indian clients of Shipway, which include brands like Durex, Lenskart, Juicy Chemistry, Tresmode, Dot & Key, Amante, Libas, Sleepy Owl, Sennheiser and many more. The nearly 3550+ clients of the Company will also benefit from an expanded offering, including Shipway's suite of software solutions. The combined customer pool of 6500+ e-commerce businesses and the 260+ technology and partner integrations by the Company will allow the unified software suite to become a seamless part of the e-commerce supply chain & technology stack used by businesses in India

Shipway and UeSL's team to build and grow technology products that delight users and empower businesses by simplifying e-commerce, The object of the acquisition of the balance stake held by Mr Vikas Garg, Mr. Gaurav Gupta and Mr. Puneet Gupta is to gain the operational efficiency to a better extent, and so that Shipway becomes the wholly owned subsidiary and the Company has advantages on the operational, regulatory and procedural economies.

On execution of the proposed transaction, UeSL will have 100% stake in Shipway. UeSL acquired 42.76% stake in Shipway for a cash consideration of Rs 68.4 Crores. The balance stake in Shipway will be by way of stock swap through an issue of equity shares to complete a 100% stake acquisition.

Since, UeSL and Shipway are engaged in same line of Business, the Board of Directors of the Company had approved acquisition of 7,610 (57.24%) equity shares of Shipway, held by Proposed Allottees.

In consideration to the aforesaid acquisition, the Company would issue 60,33,189 (Sixty lakh thirty three thousand one hundred and eighty nine) equity shares of the Company in the following manner:

Sr. No	Name of Proposed Allottee	No of Shares held in Shipway	No of Shares proposed to be allotted in UeSL	% of share Capital of UeSL
1	Mr. Vikas Garg	3,690	29,25,423	2.86
2	Mr. Gaurav Gupta	3,690	29,25,423	2.86
3	Mr. Puneet Gupta	230	1,82,343	0.18
TOTAL		7,610	60,33,189	5.89

The key benefits of the aforementioned transaction are as follows:

(i) Full Ownership and Control

The transaction will grant the Company complete operational and managerial control over Shipway, enabling unified & quick decision-making and streamlined execution of

strategies.

(ii) Increased Operational Efficiency

Integrating Shipway’s operations with the Company will eliminate redundancies, enhance service quality, and optimize resource utilization, resulting in significant operational efficiencies.

(iii) Enhanced Customer Experience

By leveraging the combined expertise of UeSL and Shipway, the Company will offer enhanced end-to-end services, Shipway’s “ConvertWay” solution will allow brands and retailers to deploy SMS and WhatsApp marketing tools with AI-enabled features, pre-purchase and post-purchase chatbots, and other support tools for enhanced customer engagement.

(iv) Regulatory and Procedural Benefits

Full ownership of Shipway will streamline regulatory compliance, reduce procedural complexities, improve overall governance and reduce cost of compliances.

(v) Long-term Growth Opportunities

This acquisition will unlock new business opportunities, including expansion into untapped markets and strengthening partnerships with global trade partners.

12. Proposal/Intention of Promoters, Directors, or Key Managerial Personnel(s) to subscribe the offer:

The Equity Shares of the Company shall be issued to Mr. Vikas Garg, Mr. Gaurav Gupta and Mr. Puneet Gupta of Shipway.

None of the promoters, directors or key managerial personnel are intending to subscribe to the offer.

13. Shareholding pattern of the Company before and after the preferential issue

Sr. No.	Category	Pre-Issue No. of Shares	%	No. of equity shares to be allotted	Post Issue No. of Shares	%
		(A)	(B)	(C)	D= (A+C) *	(E)*
A	Promoters and Promoter Group Holding:					
1	Indian:					
	Individual/HUF	2,56,027	0.25%	0	2,56,027	0.24%
	Bodies Corporate	4,01,23,974	39.17%	0	4,01,23,974	36.99%

	Trust		0.00%	0	0	0.00%
	Sub Total	4,03,80,001	39.42%	0	4,03,80,001	37.23%
2	Foreign Promoters	0	0.00%	0	0	0.00%
	Sub Total (A)	40380001	39.42%	0	40380001	37.23%
B	Non-Promoters' Holding					
1	Institutions:					
a)	Institutional Investors (Domestic and Foreign)	85,83,647	8.38%	0	85,83,647	7.91%
2	Non-Institution:					
a)	Private Corporate Bodies	24,77,975	2.42%	0	24,77,975	2.28%
b)	Directors and Relative	0	0.00%	0	0	0.00%
c)	Key Managerial Personnel	2,560	0.00%	0	2,560	0.00%
d)	Indian Public	2,90,51,869	28.36%	60,33,189	3,50,85,058	32.35%
e)	Others (IEPF, NRI, Trust, Escrow Account, LLP, HUF, Clearing Member)	2,19,37,996	21.42%	0	2,19,37,996	20.23%
	Sub Total (B)	6,20,54,047	60.58%	60,33,189	6,80,87,236	62.77%
	Total (A+B)	10,24,34,048	100.00%	60,33,189	10,84,67,237	100.00%

#Assuming full subscription of equity shares

Pre issue shareholding reflects shareholding of the Company as on December 31, 2024

14. Principle terms of assets charged as securities: Not Applicable

15. Identity of proposed allottee(s) (including the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:-

Name of the Allottee	Category	Ultimate Beneficial Owner	Current and Proposed status post preferential issue	Pre preferential Holding		Shares proposed to be allotted	Post preferential Holding	
				No. Shares	%		No. Shares	%
Gaurav Gupta	Non-Promoter	Not applicable	Non-Promoter Individual	Nil	Nil	29,25,423	29,25,423	2.69
Vikas Garg	Non-Promoter	Not applicable		Nil	Nil	29,25,423	29,25,423	2.69
Puneet Gupta	Non-Promoter	Not applicable		Nil	Nil	1,82,343	1,82,343	0.17

16. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Not Applicable, since shares are issued to Individual.

17. Undertaking for Re-computation of Issue Price:

The Company undertakes to recompute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so.

18. Undertaking that if the amount payable on account of the re-computation of price is not paid:

Not Applicable

19. Disclosures under Schedule VI of the ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

Neither the Company, nor any of its directors or promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. The proposed preferential issue is not being made to any person who shares land border with India.

20. Relevant Date:

The 'Relevant Date' for determining the issue price of the Equity Share shall be 30 days prior to the date of the General Meeting i.e. 20th March, 2025.

21. Lock-in:

The Equity Shares to be issued and allotted as above shall be subject to a lock-in for such period as may be specified under Regulation 167 of the ICDR Regulations.

22. Practicing Company Secretary's Certificate

As required in Regulation 163(2) of the ICDR Regulations, a certificate from MMJB & Associates LLP, the Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the ICDR Regulations, is available for inspection by the Members of the Company at the Registered Office of the Company on all working days till the date of end of remote e-voting, between 10:00 a.m. and 6:00 p.m.

The said certificate is available on the website of the company at <https://unicommerce.com/investor-relations/>

23. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

The Preferential Issue of 60,33,189 (Sixty lakh thirty three thousand one hundred and eighty nine) Equity Shares of the Company to the Proposed Allottees will be made for consideration other than cash at an issue price of Rs ₹155.80 (One hundred and Fifty Five Rupees and Eighty Paise) per equity shares in lieu of purchase of 7,610 Equity Shares of Shipway Technology Private Limited, held by the Proposed Allottees.

24. Listing

The Company will make an application to the Stock Exchanges on which the existing shares are listed, for listing of the Equity Shares. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

The value for the aforementioned swap of shares is approved by the Board, basis the valuation report issued by M/s Alpha Value Consulting Valuation, LLP.

25. Other disclosures

- a) None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations;
- b) The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations;
- c) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- d) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the Listing Agreement entered with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- e) Provisions of Regulation 166A of the Chapter V of ICDR Regulations are not applicable to the Company as the proposed Preferential Issue does not envisage change in control or allotment of more than 5% of the post issue fully diluted share capital of Company to an allottee.
- f) The proposed Allottee does not hold any shares in the Company preceding the relevant date and hence the provision of Regulation 159(1) of ICDR Regulations governing Selling or transferring of any equity shares of the issuer during the 90 trading days preceding the relevant date is not applicable.
- g) Since the proposed allottee does not hold any shares in the company, the requirement of provisions of Regulation 167(6) of ICDR Regulation governing lock- in of pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval is not applicable

It is further confirmed that the further issue of the equity shares, the details of which are entailed as above, would be well within the Authorised Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Item no. 2

The Members of the Company through Postal Ballot held on December 11, 2024, have approved the latest Articles of Association of the Company comprising of Part A and Part B. The provisions of Part B of the Articles of Association have fallen away upon listing of the Company's shares with the Stock Exchanges with effect from December 11, 2024. Part A of the Articles of Association are the latest AOA.

The Board of Directors in their meeting held on 20th March, 2025 had approved recommended the alteration and modification in Clauses 1, 23.1.2.2 and 23.1.2.3 of Articles of Association of the Company as set out in Item No. 2 of the Notice, subject to the approval of the members of the Company.

The new set of altered AOA to be substituted in place of existing AOA. Copy of the proposed draft altered AOA of Association of the Company would be available for inspection in physical by the members at the Registered Office/Corporate Office of the Company during business hours on all working days.

As per Section 14 of the Companies Act, 2013, any alteration of the Articles of Association requires approval of the members. The proposed amendments to the Articles of Association ("AoA") of the Company are provided in the resolution.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for the approval of the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives except Kunal Bahl, a partner in B2 Capital Partners are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 2 of the Notice.

**By order of the Board of Directors
For UNICOMMERCE ESOLUTIONS LIMITED**

**Sd/-
Anil Kumar
Company Secretary
Membership Number – F8023**

Place: Gurugram

Date: 20th March, 2025