

Dear Members

We, Board of Directors of Unicommerce ESolutions Private Limited ("the Company"), present the 11th Annual Report of the Company together with audited financial statements for the financial year ("F.Y.") ended on March 31, 2022.

1. FINANCIAL RESULTS

The Company's financial performance during the financial year ended March 31, 2022 as compared to the previous financial year, is summarized below:

Particular	(Rupees INR Thousands)	
	F.Y. 2021-22	F.Y. 2020-21
Revenue from Business Operations	5,90,322	4,00,086
Other Income	23,968	21,736
Total Revenue	6,14,290	4,21,822
Total Expenses	5,45,114	3,67,864
Net Profit/(Loss) before Tax	69,176	53,958
Less: Income Tax Expense	9,323	8,809
Net Profit/(Loss) after Tax	59,853	45,149
Earnings per share (Basic)	2,624	1,979

The Company's financial statements for the financial year ended March 31, 2022 have been prepared in accordance with Indian Accounting Standards ('IndAS') as prescribed under the provisions of the Companies Act, 2013 read with rules framed thereunder ("Act") and other accounting principles generally accepted in India. For further details refer to the financial statements of the Company appended to this report.

The report of the Statutory Auditors on the financials of the Company for the financial year ended March 31, 2022 is self-explanatory and therefore, do not call for any further explanation or comments from the Board.

2. HOLDING, SUBSIDIARY, JOINT VENTURE AND ASSOCIATES

As on March 31, 2022 the Company has 1 (one) holding company named as Snapdeal Limited (formerly known as Jasper Infotech Private Limited) and during the financial year under review, there were no new company become the subsidiary, joint venture or associate of the Company.

3. CHANGE IN NATURE OF BUSINESS OF THE COMPANY

During the financial year under review, there has been no change in the nature of business of the Company.

4. DIVIDEND

The Board wishes to plough back the profit in the operations of the Company. Accordingly, your Directors do not recommend any dividend for the year under review.

5. TRANSFERRED TO RESERVES

During the financial year under review, the Company has not transferred any amount to reserves.




Unicommerce eSolutions Pvt. Ltd.

Registered Office : Mezzanine Floor, A-83, Okhla Industrial Area, Okhla Phase- II, New Delhi-110020
Corporate Office : Landmark House, Plot Number 65, 2nd Floor, Sector 44, Gurugram, Haryana 122003 India
 Tel +91-828 7790 222, Email:- Contactus@unicommerce.com, Web : www.unicommerce.com
 CIN No :- U74140DL2012PTC230932 (2011-2012)

6. PUBLIC DEPOSITS

During the financial year under review, the Company has not accepted any deposit under section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014. Neither there were unclaimed or unpaid deposits nor there has been any default in repayment of deposit or payment of interest thereon or non compliance with the requirements of the Act.

7. CAPITAL STRUCTURE

During the year under review, there is no change in the capital structure and ESOS of the Company.

The details of ESOP as required to be disclosed pursuant to Rule 12 (9) of the Companies (Share Capital and Debenture) Rules, 2014 are mentioned in Annexure -1 which forms the part of this report.

8. ANNUAL RETURN

In accordance with provisions of section 92(3) and 134(3)(a) of Companies Act, 2013 and the rules made thereunder the Annual Return of the Company is available at www.unicommerce.com

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under review, your Company has not granted loans and made investments under the provisions of Section 186 of the Companies Act 2013.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, the Company has not entered into related party transaction which falls under the scope of Section 188(1) of the Act.

11. STATUTORY AUDITORS AND AUDITORS' REPORT

S.R. Batliboi & Associates, LLP were appointed as the Statutory Auditors of the Company for the period of five (5) consecutive years to hold office from the conclusion of the 10th Annual General Meeting ("AGM") to the conclusion of the 15th AGM of the Company.

The Auditors' have given unmodified opinion on the audited financial statements of the Company for the financial year ended March 31, 2022, which forms part of this report. The Statutory Auditors have given no qualification, reservation or adverse remark or disclaimer in its report.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

Particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, as per Information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given below:

Conservation of Energy: Your Company being a services provider requires minimal energy consumption and every effort has been made to ensure the optimal use of energy, avoid waste and conserve energy as far as possible. No additional proposals/investments were made to conserve energy. Since the Company has not carried on industrial activities disclosure regarding impact of measures on cost of production of goods total energy consumption etc. is not applicable.



Technology Absorption, Adaptation and Innovation: The Company has not imported technical know-how. Your Company has not established any separate R&D facilities.

Foreign Exchange Earnings/ Outgo: During the period under review, the Foreign Exchange Earnings and Outgo of the Company are as follows:

	(Amount in TINR)
Foreign Exchange earned	Rs. 7,445.50 TINR
Foreign Exchange Outgo	Rs. 12,822.92 TINR

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, there was no change in the Directors and key managerial personnel.

14. MEETINGS OF THE BOARD OF DIRECTORS, ITS COMMITTEES AND SHAREHOLDERS

Meeting of Board of Directors: During the financial year under review the Board met 4 (four) times. The maximum interval between any two meetings did not exceed 120 days. Notice and Agenda for the Board Meetings are to be circulated in advance to enable the Directors to understand the business to be transacted at the Meeting.

Details of the meetings of the Board along with the attendance of the Directors are given below:

Date of Board Meetings	Board Strength	No. of Directors Present
June 14, 2021	2	2
October 11, 2021	2	2
November 16, 2021	2	2
March 14, 2021	2	2

Meeting of the Shareholders/Members: During the financial year under review the Company has convened its 10th Annual General Meeting of the Shareholders of the Company for financial year 2020-21 on July 15, 2021 and the Company has also convened 2 (two) Extra Ordinary General Meetings i.e. on October 18, 2021 and November 16, 2021 of the Shareholders of the Company in compliance with provisions of Companies Act, 2013 and the rules made thereunder.

Corporate Social Responsibility: The Corporate Social Responsibility ("CSR") of the Company is duly constituted in accordance with the provisions of the Act the details pertaining to the composition, meeting, budget, expenditure and CSR activities, projects in which the allocated amount spend during the financial year under review are given below:

- **Composition of the Committee:** Mr. Kapil Makhija and Mr. Bharat Venishetti.
- **Meetings of the Committee:** During the financial year under review the Company has convened 1 (one) Corporate Social Responsibility meeting on June 14, 2021, in compliance with provisions of Companies Act, 2013 and the rules made thereunder.
- **CSR Budget and Expenditure:** During the financial year under review the Company has allocated the budget of INR 394 (In INR thousands) out of which the Company had utilized and spend beyond the allocated budget i.e. INR 397 (In INR thousands).
- **CSR Projects:** During the financial year under review the Company had spent the allocated budget in the following Project:

Name of the CSR Project	Details of the NGO	(In INR thousands)
Akshaya Patra Foundation	A non-profit voluntary organization registered as a Trust having headquartered in Bengaluru that operates a school lunch programme & aims at countering malnutrition and supporting the right to education of socio-economically	CSR Expenditure INR 97

[Signature]

[Signature]

	<p>disadvantaged children.</p> <p>We are helping them with the requirements of the happiness box for kids who are currently not being able to go to school due to the ongoing pandemic:</p> <ul style="list-style-type: none"> - Meal to boost immunity: Possibilities of malnourished children with deficiency of Vitamin-D & Iron are more prone to COVID-19 infection. - Hygiene: During the study, we also observed, the basic hygiene elements being opted out due to lack of fund availability with family. Therefore, we have ensured the inclusion of a Sanitary Pad, Soap, Tooth Paste & Toothbrush too. - Learning gap: Note Books, pens, pencils, Crayons set, activity Workbooks. - It comprises of immunity-based Ration Kit and as far as education is concerned; education kit like workbooks, stationery for children. 	
DESIRE Society	<p>A non-profit voluntary organization registered as a society in 2005 in Hyderabad with an objective of health development and wellbeing of children infected and affected with HIV/AIDS in India.</p> <p>We were involved in their Homestay branch in Noida and provided AIDS nutrition kits to 11 Kids on a monthly basis & helping them with the Requirements of Nutritional Kits for Noida Care Home Special Children with AIDS.</p>	INR 111
Nayi Disha	<p>We provide education up to the elementary level. Post which children are facing a high drop-out ratio, Nayi Disha with its new project intends to provide further education and help enroll the children who would have otherwise dropped out into the National Institute of Open Schooling (NIOS).</p>	INR 190

An annual report on the CSR activities in prescribed format has been attached as Annexure - 2 to this Report.

Policy on Prevention of Sexual Harassment of Women at Work Place: The Company is maintaining a Policy on Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) and take all initiatives in relation to matters connected therewith or incidental thereto covering all aspects as contained in Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee (hereinafter referred to as the ICC) has been constituted for timely and impartial resolution to complaints of sexual harassment. The details pertaining to the composition are given below:

- **Composition of the Committee:** (1) Sonam Rai, Presiding Officer (Chairperson), (2) Prateek Mahajan, Member (3) Roopal Bhargava, Member (4) Abhishek Nagar, Member (5) Arti Chaudhary, Member (NGO Third Party Partner)
- **Disclosure under Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013:**

Details of complaints received and resolved during the year under review by the ICC is given below:

Sr. No.	Particulars	No. of Complaints
1.	Number of complaints filed during the financial year	Nil
2.	Number of complaints disposed of during the financial year	Nil
3.	Number of complaints pending as at the end of the financial year	Nil

15. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act 2013, and save as otherwise mentioned elsewhere in this Report, the Directors, to the best of their knowledge and belief, confirm that:




- a) in the preparation of the annual accounts for the year ended March 31, 2022, the applicable accounting standards, have been followed along with proper explanations relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year i.e. March 31, 2022 and of the losses of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts of the Company on a going concern basis; and
- e) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. PARTICULARS OF EMPLOYEES

The provisions of Rule 197 (12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 as amended from time to time with respect to the disclosure particular of employees is not applicable on the Company.

17. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

The disclosure is not applicable and not furnished herein.

18. INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, the Company was not required to make any applications and no proceedings were pending under the Insolvency and Bankruptcy Code, 2016.

19. GENERAL DISCLOSURES

- During the year, the Memorandum of Association and Articles of Association of the Company has been altered in the Extra Ordinary General Meeting held on October 18, 2021 and November 16, 2021 respectively.
- During the year, 11,350 Series A CCPS and 2,775 Series B CCPS of the Company were transferred from M/s Snapdeal Limited to M/s SB Investment Holdings (UK) Limited.
- Post the end of Financial Year, the registered office of the Company was shifted from Sproutbox Suryavilas, #TR4-2F, D-181, Okhla Industrial Area, Phase -1, New Delhi-110020 to Mezzanine Floor, A-83, Okhla Industrial Area, Ph-II, New Delhi-110020 w.e.f 01.06.2022.
- Post the end of Financial Year, 1,830 Equity Shares and 2,472 Series B CCPS of the Company were transferred from M/s Snapdeal Limited to B2 Capital Partners, (consisting of Kunal Bahl and Rohit Kumar Bansal as partners of the firm).
- The Compensation Committee of the Company has been constituted voluntarily for improving efficiency and transparency in the management of the Company.
- During the financial year 2021-2022, all the compliances of the applicable Secretarial Standards i.e. SS-1 and SS-2 have been duly complied with by the Company.
- Except as mentioned as part of this Report, no material changes and commitments occurred between the end of financial year 2021-22 and the date of this report which may affect the financial position of the Company.
- No significant and material order has been passed by the regulator/court/tribunal which may impact the going concern and company's operations in future. The Company has not filed any application or no proceeding is pending under Insolvency and Bankruptcy Code, 2016 as at the end of the financial year March 31, 2022.
- The Company has laid down adequate internal financial controls over financial reporting to be followed by the Company and such internal financial controls were operating effectively.

- The Company has a robust, enterprise risk management process to identify, assess, monitor and mitigate key financial, operational, business & compliance risks. There is an established risk philosophy that guides risk taking within the Company & the risk management activities are supervised by Internal Controls & Risk Assurance Team.
- Maintenance of Cost records and audit thereto as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 are not required as it is not applicable to the Company
- No material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of audit.

20. ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

By the order of the Board
For Unicommerce Esolutions Private Limited



Kapil Makhija
Director
DIN-07916109
Address: H. No. - 260 Sector -9 Faridabad
121006 Haryana



Bharat Venishetti
Director
DIN-008317416
Address: E-203, Antariksh Apts, Plot No. 26 Sector
4, Dwarka Delhi 110075




Date: 28.09.2022
Place: Gurugram




DETAILS OF EMPLOYEE STOCK OPTION SCHEME/PLAN ('ESOS', 'ESOP')
(PURSUANT TO SECTION 62(1)(B) READ WITH RULE 2(9) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURE) RULES, 2014 AND EMPLOYEE STOCK PURCHASE FOR F.Y. 2021-22)

- (a) Option Granted - 157
- (b) Option Vested - 2294
- (c) Option Exercised - NIL
- (d) The Total no. of shares arising as result of exercise of option - NIL
- (e) Option lapsed - 0
- (f) The Exercise price – INR 10/- per share
- (g) Variation of terms of Option – No
- (h) Money realized by exercise of Options – 0
- (i) Total No. of options in force – 3615
- (j) Employee wise details of options granted to
 - I. Key Managerial Personnel- NIL
 - II. Any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year- NIL
 - III. Identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant : NIL

By the order of the Board
For Unicommerce Esolutions Private Limited



Kapil Makhija
Director
DIN-07916109
Address: H. No. - 260 Sector - 9 Faridabad
121006 Haryana



Bharat Venishetti
Director
DIN-008317416
Address: E-203, Antariksh Apts, Plot No. 26 Sector
4, Dwarka Delhi 110075



Date: 28.09.2022
Place: Gurugram





Format For The Annual Report on CSR Activities to be Included in the Board's Report For Financial Year Commencing on or After 1st Day of April, 2020

1. Brief outline on CSR Policy of the Company: The company shall undertake and execute the CSR activities (CSR projects/ Programs) in areas listed under Schedule VII of the Act

2. Composition of CSR Committee:

No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Bharat Venishetti	Director	1	1
2	Kapil Makhija	Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <http://www.unicommerce.compage/csr>

4. Provide the executive summary along with the web link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

5. (a) Average net profit of the company as per section 135(5): Rs 1,96,92,787

(b) Two percent of average net profit of the company as per section 135(5): Rs 394 (in INR Thousands)/

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.-Nil

(d) Amount required to be set off for the financial year, if any.-Nil

(e) Total CSR obligation for the financial year (b+c-d). Rs 394 (in INR Thousands)

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).

(b) Amount spent in Administrative Overheads.

(c) Amount spent on Impact Assessment, if applicable.

(d) Total amount spent for the Financial Year [(a)+(b)+(c)].

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)	
	Total Amount transferred to Unspent CSR Account as per section sub section (6) of section 135	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).

[Handwritten signature]

N. B. [Handwritten signature]

	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs 397 (in INR Thousands)					

(f) Excess amount for set-off, if any: Nil

S.No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	

(7.) Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Nil

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second Proviso to sub-section (5) of section 135, if any (in Rs)		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
1	FY-1							
2	FY-2							
3	FY-3							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes _____ No

If Yes, enter the number of Capital assets created/ acquired _____

[Signature]

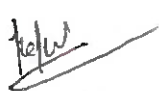


V. B. [Signature]

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Nil

Sl. No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135.- NA

Signature  (Director). Kapil Makhija DIN-07916109	Signature  (Chairman CSR Committee). Bharat Venishetti DIN-008317416	Signature  (Director) Bharat Venishetti DIN-008317416
--	---	--

Date: 28.09.2022
Place: Gurugram





