



Date: 5th September, 2024

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: Postal Ballot Notice

Reference: Regulation 30 Of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed a copy of the Postal Ballot Notice of UNICOMMERCE ESOLUTIONS LIMITED ("**the Company**") dated 30th August 2024, ("**Notice**") for seeking approval of the Members of the Company to:

1. To Ratify the "Employee Stock Option Scheme 2019"
2. To grant approval for employee stock options to the employees of group company(ies) including Holding Company or Subsidiary Company(ies) or Associate Company(ies) under "Employees Stock Option Scheme, 2019 ("**ESOS 2019**")".

In compliance with the provisions of the 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 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), this Notice is being sent only through electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company/ Link Intime India Private Limited Company's Registrar and Share Transfer Agent / Depositories as on Friday, August 30th, 2024 ("**Cut-off date**"). The Members, who have not registered their e-mail address, will have to follow the instructions given in the enclosed Notice.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") to provide remote e-voting facility to its Members. The remote e-voting period commences on Friday, September 6th, 2024 at 9.00 a.m. (IST) and ends on Saturday, October 5th, 2024 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

This information is available on the website of the Company: <https://unicommerce.com/> and on and on the website of the NSDL at www.evoting.nsdl.com

Unicommerce eSolutions Ltd.

Registered Office: Mezzanine Floor, A-83, Okhla Industrial Area Phase-II, New Delhi 110020 India
Corporate Office: Landmark House, Plot No. 65, 6 & 7th Floor, Sector 44, Gurugram, Haryana 22003 India
Tel +91-888 7790 22, email: contactus@unicommerce.com | Web: www.unicommerce.com
CIN: U74140DL2012PLC230932



You are requested to kindly take the abovementioned on record.

Thanking you.

For UNICOMMERCE ESOLUTIONS LIMITED

Name: Ajinkya Jain

Designation: Company Secretary

Membership No.: A33261

Address: Sector 44, Gurugram, Haryana

Encl: As above

NOTICE



unicommerce

UNICOMMERCE ESOLUTIONS LIMITED

CIN: U74140DL2012PLC230932

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

Corporate Office: Landmark House, Plot Number 65, 6th and 7th Floor, Sector 44, Gurgaon, 122 003, Haryana, India

Tel: +91 9311749240 **Website:** <https://unicommerce.com/>

Email: complianceofficer@unicommerce.com

NOTICE OF POSTAL BALLOT

[Pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 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(1) 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 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), 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/>.

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
September 06, 2024 at 9.00 a.m. (IST)	October 05, 2024, at 5.00 p.m. (IST)

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

Special Business

1. TO RATIFY THE “EMPLOYEE STOCK OPTION SCHEME 2019”:

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

“RESOLVED THAT in furtherance of and supplement to the special resolution passed in the 7th Extra-Ordinary General Meeting of the Company held on January 05, 2024, pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (**“the Act”**), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI SBEB Regulations”**), the applicable provisions of rules, regulations, guidelines, clarifications, circulars and notifications issued by Securities and Exchange Board of India (the **“SEBI”**) and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and as may be applicable (**“Applicable Laws”**), the relevant applicable provisions of the Memorandum of Association and Articles of Association and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the company (hereinafter referred to as the **“Board”**) which term shall be deemed to include any Board Committee, including the Nomination & Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 based on the recommendation of the Nomination & Remuneration Committee, the “Employee Stock Option Scheme 2019” (**“ESOS 2019” and/or “Plan”**), as approved by the shareholders of the Company in the General Meeting held on March 29, 2019 and further modified on December 13, 2022, October 28, 2023 and further amended on January 05, 2024, prior to Initial Public Offering (‘IPO’) of equity shares of the Company, be and is hereby ratified within the meaning of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and the consent of the members of the Company be and is hereby accorded to create, grant, offer, issue, vest and allot from time to time, in one or more tranches to the eligible employees of the company, as defined under the ESOS 2019 and to such other persons as may from time to time be allowed to be eligible for the benefits of the employee stock option scheme under applicable laws and regulations prevailing from time to time, under ESOS 2019, as may be decided by the Board, such number of options which shall not exceed 47,677 (excluding the exercised options i.e. 6063) exercisable into equity shares not exceeding 1,22,05,312 equity share of the company (or such adjusted numbers from any bonus, stock splits, or consolidation or other re-organisation of the capital structure of the

Company, as may be applicable, from time to time), subject to such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of applicable laws including the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, the Act and provisions of the ESOS 2019;

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company;

RESOLVED FURTHER THAT pursuant to the Applicable Laws, the authority of the Board on behalf of the Company, to make any modifications, changes, variations, alterations or revisions in the ESOS 2019 from time to time or to suspend, withdraw or revive the Plan from time to time, as may be required for implementation and administration of Plan or as may be specified by any statutory authority and/or to give effect to any laws, rules, regulations, amendment(s) thereto, provided that such changes are not detrimental to the eligible employees and is in accordance with Applicable Laws, and to do all other acts, deeds, matters and things as are necessary to give effect to the above resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the Members of the Company in this regard, be and is hereby ratified;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any modifications or revisions to ESOS 2019 as it may deem fit, from time to time, provided that the same is in conformity with the Act, as amended, the Companies (Share Capital and Debenture) Rules, 2014, as amended, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as amended, the Memorandum and Articles of Association of the company and any other applicable laws, rules and regulations thereunder.

RESOLVED FURTHER THAT the Board is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOS 2019 and such equity shares shall rank pari passu with all other Equity Shares of same class issued by the company after the date of allotment.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

RESOLVED FURTHER THAT Mr. Kapil Makhija, Managing Director, Mr. Anurag Mittal and Mr. Ajinkya Jain, 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 above resolution.”

2. TO GRANT APPROVAL FOR EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF GROUP COMPANY(IES) INCLUDING HOLDING COMPANY OR SUBSIDIARY COMPANY(IES) OR ASSOCIATE COMPANY(IES) UNDER “EMPLOYEES STOCK OPTION SCHEME, 2019 (“ESOS 2019”)”:

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 62 and all other applicable provisions of the Companies Act, 2013 (**“the Act”**), if any, read with rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI SBEB & SE Regulations”**), read with all circulars and notifications, if any, issued thereunder to the extent applicable, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded for ratification of the “Employees Stock Option Scheme 2019” (**“ESOS 2019”**), originally approved prior to the Initial Public Offer (‘IPO’) by Shareholders/Members of the Company at their General Meeting held March 29, 2019 and further modified on December 13, 2022, October 28, 2023 and further amended on January 05, 2024 and also approves to grant Employee Stock Options to the Employees of Group Company(ies) including Holding Company or Subsidiary Company(ies) or Associate Company(ies) under “EMPLOYEES STOCK OPTION SCHEME, 2019 (**“ESOS 2019”**) and authorize to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee) which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under the SEBI SBEB & SE Regulations to offer, create and grant from time to time, in one or more tranches, such number of employee stock options under the Scheme within the limit prescribed therein to or for the benefit of such eligible employees as designated within the meaning of the Scheme, of the group company(ies) including the holding company, subsidiary company(ies) or associate company(ies), whether in or outside India, exercisable into corresponding number of equity shares of face value of INR 1 (Indian Rupee One only) each fully paid-up, where one employee stock option would convert into one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and for matters connected therewith or incidental thereto.”

By Order of the Board
For Unicommerce eSolutions Limited

Sd/-
Ajinkya Rajendra Jain

Company Secretary
Membership No.: A33261
Place: Sector 44, Gurugram, Haryana
Date: 30-08-2024

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

Corporate Office:
Landmark House Plot No
65, 6th and 7th Floor Sector 44, Gurgaon
Sector 45, Gurgaon, Sector -45, Haryana,
India, 122003

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 and No. 09/2023 dated 25 September 2023 (hereinafter collectively referred to as '**MCA Circulars**'), 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 August 30, 2024 ('**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 <https://unicommerce.com/> 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. The MCA 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 shareholders (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. Dispatch of the Notice shall be deemed to be completed by September 05, 2024
10. Remote e-voting will commence on September 06, 2024, at 9.00 A.M. (IST) and end on October 05, 2024, at 5.00 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
11. A Member cannot exercise his/her vote by proxy on Postal Ballot
12. The Company has appointed Mr. Omkar Dindorkar (ACS: 43029) and failing him Ms. Deepti Kulkarni (ACS: 34733) partners of M/s. MMJB & Associates LLP Practicing Company Secretaries Firm as scrutinizers to scrutinize the e-voting process in a fair and transparent manner. They have given their consent for such an appointment.
13. 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.
14. 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., October 05, 2024. Further, resolutions 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.
15. The result of the Postal Ballot along with the Scrutinizers' Report will also be placed on the Company's website at <https://unicommerce.com> 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.
16. Electronic copies of all the documents referred to in the Notice and the Statement shall be made available for inspection. Shareholders 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 complianceofficer@unicommerce.com
17. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Mr. Ajinkya Jain, Company Secretary and Compliance Officer at Email: complianceofficer@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.

18. 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.
19. SEBI vide its Circular SEBI HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login/login>.

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 shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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 shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders 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.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3. 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. 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. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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

	<p>login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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

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

Login type	Helpdesk details
Individual Shareholders 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 Shareholders 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

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.

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

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 shareholders

1. Institutional shareholders (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 shareholders (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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Pallavi Mhatre Senior Manager at evoting@nsdl.com

Process for those shareholders 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 resolutions 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 complianceofficer@unicommerce.com
2. 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 complianceofficer@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 shareholders holding securities in demat mode.**
3. 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.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT – ITEM NO. 1 & ITEM NO. 2 (AS STATED ABOVE)

The Company appreciates the critical role, its key employees play in the organizational growth. It strongly feels that the value created by its key employees should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize senior and critical talents in line with corporate growth and creation of shareholders' value, the Company implemented an employee stock option Scheme namely "Employees Stock Option Scheme 2019" ("ESOS 2019") for employees including directors of the Company and group company(ies) including subsidiary company(ies) and associate company(ies) (other than promoters and persons belonging to the promoter group, independent directors and directors either himself/herself or through his/her relative or through any body corporate holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), as eligible and defined under the scheme. In view of above, the Board of Directors and Members of the Company had approved the Scheme prior to the listing of the Equity Shares of the Company.

In terms of Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), no company is permitted to make any fresh grant which involves allotment or transfer of shares to its employees under an employee stock option or stock appreciation right scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI SBEB Regulations and is ratified by its members after the listing of the shares of the Company. Approval of the Members is being sought for ratification of the ESOS 2019 and the issue of employee stock options ("ESOPs") to the eligible employees as may be determined by the Board of Directors/Nomination and Remuneration Committee in accordance with the ESOS 2019.

The said proposal of ratification of the Scheme was duly considered and approved by the Board of Directors ("**Board**") of the Company in their meeting held on August 30, 2024.

Disclosures required pursuant to the regulation 6(2) of SEBI SBEB & SE Regulations is provided hereunder for the consideration of the Members:

A. Brief description of the Scheme;

The Scheme provides for grant of employee stock options ("Options") to the eligible employees including directors (collectively referred to as "**employees**") of the Company, its holding, subsidiary company(ies) and its group companies/associates as may be permissible under the Companies Act and the SEBI SBEB & SE Regulations.

Upon vesting, the eligible employees gain the right (but not the obligation) to exercise the vested Options within the designated exercise period. This allows them to acquire equity shares of the Company, which will be allotted subject to the payment of the exercise price and fulfillment of any applicable tax obligations.

The Nomination and Remuneration Committee ("**Committee**") of the Company will oversee and administer the Scheme, in accordance with the powers delegated by the Board or as provided under applicable laws. All questions regarding the interpretation of the Scheme shall be resolved by the Committee in accordance with the terms of the Scheme and relevant legal provisions.

B. The total number of options, SARs, shares or benefits, as the case may be, to be offered and granted;

Pursuant to Clause No. 3 of the ESOS 2019 Scheme, the Board and Shareholders of the Company, in their meetings held on March 28, 2019, and March 29, 2019 respectively, resolved to issue 53,740 Options (Fifty-three thousand seven hundred forty). As of the date of this notice, 6,063 Options (Six thousand and Sixty three Options) have already been exercised, leaving 47,677 (Forty-seven thousand six hundred seventy-seven) Options available for exercise, which can be converted into a maximum of 1,22,05,312 shares. It is further clarified that number represents the maximum number of shares issuable under the ESOS 2019 and does not obligate the Company to issue these Options.

A total of 47,677 Options remain available for grant/exercise to eligible employees under the Scheme. Each Option, upon exercise, will convert into one fully paid-up equity share with a face value of INR 1/- (Indian Rupee One only). Additionally, as per the members' resolution approving the Bonus issue passed on October 27, 2023, in the ratio of 255 equity shares for every 1 share held, each share allotted upon the exercise of an Option will entitle the holder to receive 255 additional equity shares, in addition to the one share allotted for the exercised Option.

Pursuant to Clause no 4 of ESOS 2019 scheme, Options not Vesting due to non-fulfilment of the stipulated conditions, Vested Options which the Option Grantees have expressly refused to Exercise within the Exercise Period and any Options issued but not Vested or Exercised within the stipulated time due to any reasons, shall lapse and these Options will be available for issue by the NRC to any Employee(s) as it may deem fit in its absolute discretion, whether under the ESOS 2019 or under a new scheme, subject to compliance of the provisions of applicable law. The terms and conditions relating to re-issuance of such lapsed Options, as aforesaid, will be determined by the Committee at a time as it may deem fit in its absolute discretion, subject to compliance with Applicable Law.

C. Identification of classes of employees entitled to participate in the Scheme and be beneficiaries in the Scheme:

Employee means:

- i. an employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- iii. an employee as defined in sub-clauses (i) or (ii) above, of a Group company including Subsidiary Company(ies) or its Associate Company(ies), in India or outside India, or of a Holding Company of the Company but shall not include:
- iv. an employee who is a Promoter or belongs to the Promoter Group;
- v. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% (ten per cent) of the outstanding Shares of the Company;

D. Requirements of vesting and period of vesting (subject to the Regulation 18 of the SBEB Regulations) within which the Options shall be vested:

Subject to the Vesting Conditions and the other terms and conditions of the ESOS 2019, the Options issued to an Option Grantee would vest not less than 1 (one) year.

The specific Vesting schedule and conditions subject to which Vesting would take place would be outlined in the Grant Letter with the Employee at the time of grant of the Options. (Pursuant to Clause no. 7 of ESOS 2019 Scheme). Further, Pursuant to Clause no 8 of ESOS 2019 Scheme, the

Vesting of Options and issuance or acquisition of Shares pursuant to Exercise of Options shall be subject to the following terms and conditions in addition to the other provisions of the ESOS 2019;

- i. **While in Employment:** Unvested Options shall continue to Vest as per the Vesting schedule
- ii. **Resignation/Termination of employment or directorship** (other than due to misconduct or breach of Company Policies): None of the Unvested Options shall Vest, and accordingly shall stand cancelled and forfeited with immediate effect on the date of written communication of resignation or termination of employment or directorship of the Option Grantee from/to the Company, including any payments or other benefits in lieu of such cancellation or forfeiture.
- iii. **Termination of employment or directorship due to misconduct or due to breach of the Company Policies/ Termination for Cause:** None of the Unvested Options shall Vest and both Vested and Unvested Options shall stand cancelled and forfeited with immediate effect without any liability or obligation on the Company including any payments or other benefits in lieu of such cancellation or forfeiture.
- iv. **Retirement / early Retirement approved by the Company:** None of the Unvested Options shall Vest, and accordingly shall stand cancelled and forfeited on the last day of employment of the Option Grantee with the Company including any payments or other benefits in lieu of such cancellation or forfeiture.
- v. **Termination due to Permanent Incapacity:** All the Unvested Options shall Vest immediately, irrespective of the Vesting schedule. Post Listing, the Company shall formulate appropriate policy in accordance with Applicable Laws as regards the Options Granted in case of Permanent Disability.
- vi. **Death:** All the Unvested Options shall Vest immediately, irrespective of the Vesting schedule. The minimum vesting period of one year shall not be applicable in such case
- vii. **Abandonment:** None of the Unvested Options shall Vest, and accordingly shall stand cancelled and forfeited with immediate effect without any liability or obligation on the Company including any payments or other benefits in lieu of such cancellation or forfeiture.

In the case of abandonment Unless otherwise specified, the Nomination and Remuneration Committee, at its sole discretion, shall decide the date of cancellation / forfeiture of Options and such decision shall be binding on the Option Grantee.

- viii. **Termination of employment or directorship for all other reasons:** None of the Unvested Options shall Vest, and accordingly shall stand cancelled and forfeited on the last day of employment of the Option Grantee with the Company including any payments or other benefits in lieu of such cancellation or forfeiture.

E. Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested;

Subject to the Vesting Conditions and the other terms and conditions of the ESOS 2019, the Options issued to an Option Grantee would vest not less than 1 (one) year and not more than 4 (four) years from the date of grant of the Options. The specific Vesting schedule and conditions subject to which Vesting would take place would be outlined in the Grant letter issued.

F. Exercise price, SAR price, purchase price or pricing formula;

The exercise price per Option shall be determined by the NRC which in any case shall not be less than the face value of the share of the Company as on date of grant.

G. Exercise period/offer period and process of exercise/acceptance of offer;

The Exercise Period in respect of a Vested Option shall be a maximum period of (Five) years from the date of Vesting of Options. The vested Options can be exercised by the employees within an exercise period as set out in this ESOS 2019 or as may be determined by the NRC.

However, in case of death, All Vested Options outstanding on the date of death of an Option Grantee may be Exercised by the nominees or legal heir(s) of the deceased Option Grantee within three months from the death of such deceased Option Grantee; provided however that the legal heir(s) and nominees shall be required to provide indemnities in favour of the Company. Further, legal heirs shall produce all documents as may be required by the Company to prove the succession of the assets of the deceased Option Grantee. In case probate or proof of succession is not submitted within three month from the date of death of the deceased Option Grantee or such further time as the Committee permits in its absolute discretion, the Vested Options shall lapse and shall be under the sole discretion of NRC. The Option will lapse if not exercised within the specified exercise period. Further, the unvested options shall lapse on the death of the employee

H. The appraisal process for determining the eligibility of employees for the scheme(s);

Appraisal process for determining the eligibility of the Employees will be based on designation, criticality, high potential, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

I. Maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any;

Each Category of identified and eligible employees may have such granting, vesting and exercise schedules as deemed fit, by the Committee. The Committee will also be authorized to limit the number of options and specify the minimum and/or maximum number of options to be issued to every employee under each such category, as deemed fit.

J. Maximum quantum of benefits to be provided per employee under a scheme(s);

The maximum quantum of benefits that will be provided to any employee under the Scheme will be the difference between the market value of Company's equity shares on the Stock Exchanges as on the date of exercise of options and the exercise price paid by the employee

K. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;

The Scheme shall be implemented and administered directly by the Company, through the Nomination and Remuneration Committee (which shall be designated as the Compensation Committee for the purposes of the Scheme) duly constituted by the Board from time to time.

L. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;

The Plan contemplates fresh issue of shares by the Company.

M. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;

Not Applicable, as the ESOP 2019 is being implemented through Direct Route.

N. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);

Not Applicable, as the ESOP 2019 is being implemented through Direct Route.

O. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of the SBEB Regulations

The Company shall follow the requirements including the disclosure requirements and IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 or any other appropriate authority, from time to time, including any guidance note on Accounting for employee share-based payments issued in that regard from time to time and the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of SEBI SBEB & SE Regulations.

The Company shall make disclosures to the prospective Plan Grantees containing statement of risks, information about the Company and salient features of the Plan in a format as prescribed under SEBI SBEB & SE Regulations.

The Company shall disclose details of Grant, Vest, Exercise, and lapse of the ESOPs in the Directors' Report or in an annexure thereof as prescribed under SEBI SBEB & SE Regulations or any other Applicable Laws as in force,

P. The method which the company shall use to value its options or SARs;

The method which the company shall value its options shall be decided by the Nomination and Remuneration Committee.

Q. Period of lock-in;

The Shares issued upon Exercise shall be freely transferable and shall not be subject to any lockin period restriction after such issue except as required under the Applicable Laws including that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, or code of conduct framed, if any, by the Company after Listing under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.

R. Terms & conditions for buyback, if any, of specified securities covered under these regulations.

Subject to the provisions of the then prevailing applicable laws, the NRC shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

S. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SBEB & SE Regulations.

A draft copy of the Plan is available for inspection at the Company's registered office during official hours on all working days till October 5, 2024. Members may also request for a copy of the Plan by sending an email to companysecretary@unicommerce.com

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Plan.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.1 and 2 of the accompanying notice.

For Unicommerce Esolutions Limited

Registered Office:

Mezzanine Floor, A-83, Okhla Industrial Area, Ph-II, South Delhi, New Delhi, Delhi, India, 110020

Sd/-

Ajinkya Rajendra Jain

Corporate Office:

Landmark House Plot No
65, 6th and 7th Floor Sector 44, Gurgaon
Sector 45, Gurgaon, Sector -45, Haryana,
India, 122003

Company Secretary

Membership No.: A33261

Place: Sector 44, Gurugram, Haryana