Notice of the 14th (Fourteenth) Annual General Meeting

Notice is hereby given that the 14th (Fourteenth) Annual General Meeting of the Members of Unicommerce eSolutions Limited, will be held as per the schedule given below, to transact the following business:-

Day and date of the meeting	:	Tuesday, September 30, 2025
Time of the meeting	:	10:30 a.m. IST
Mode of the meeting	:	Through Video Conferencing ('VC')/ Other Audio Video Means ('OAVM')

Ordinary Business

1. To consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an **Ordinary Resolution**:

   To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Board of Directors and the Statutory Auditors thereon

   "**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 (including the Balance Sheet as at March 31, 2025; Statement of Profit and Loss; Cash Flow Statement for the year ended March 31, 2025; Statement of changes in Equity for the year ended March 31, 2025 along with summary of significant accounting policies and the accompanying notes forming an integral part of the financial statements) alongwith the Report of the Board of Directors and the Statutory Auditors' thereon, as placed before the meeting, be and are hereby, received, considered and adopted."

2. To consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an Ordinary Resolution:

   To appoint a Director in place of Mr. Bharat Venishetti (DIN – 08317416), who retires by rotation in terms of provisions of section 152 of the Companies Act, 2013 or other applicable provisions, if any, and being eligible, offers himself for re-appointment

   "**RESOLVED THAT** Mr. Bharat Venishetti (DIN – 08317416) of the Company, who retires by rotation in terms of provisions of section 152 of the Companies Act, 2013 or other applicable provisions, if any, read with Articles of Association of the Company and being eligible for re-appointment, be and is hereby, re-appointed as Director of the Company, liable to retire by rotation."

3. To consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an **Ordinary Resolution**:

   To appoint M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (ICAI Firm registration no. 012754N/ N500016) as Independent Statutory Auditors of the Company in place of M/s S.R. Batliboi & Associates LLP, Chartered Accountants

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee and Board at their meetings held on 12th August,2025, **M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (ICAI Firm registration no. 012754N/ N500016), having its office at Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi - 110 002, India**, be and are hereby appointed as Independent Statutory Auditors of the Company, in place of retiring auditors M/s S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm registration no. 101049W/E300004), to hold office from the conclusion of this 14th (Fourteenth) Annual General meeting until the conclusion of 19th (Nineteenth) Annual General meeting of the Company, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

Special Businesses

4. To consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an **Ordinary Resolution**:

   To appoint CS Naresh Verma (FCS 5403 and CP No. 4424), sole proprietor of M/s Naresh Verma & Associates (Peer Review Certificate no. 3266/2023) as Secretarial Auditors of the Company

   "**RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory

provisions, if any, as amended from time to time, **CS Naresh Verma (FCS 5403 and CP No. 4424), sole proprietor of M/s Naresh Verma & Associates, (Peer Review Certificate no. 3266/2023)** be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

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

To approve payment of managerial remuneration to Mr. Kapil Makhija, Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company for the financial year 2025-26

"RESOLVED THAT pursuant to the provisions of Sections 2(78), 196, 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the said Act (including any statutory modification or re-enactment thereof for the time being in force) (collectively referred to as, the "Companies Act, 2013"), based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the approval of remuneration/compensation paid/payable to Mr. Kapil Makhija, Managing Director ('MD') and Chief Executive Officer ('CEO') of the Company for the financial year 2025-26, in the manner as stated below:-

Particulars of remuneration/ compensation	Total Remuneration/ compensation from April 01, 2025 to March 31, 2026	Remuneration compensation paid from April 01, 2025 to August 31, 2025	Remuneration/ compensation payable from September 01, 2025 to March 31, 2026
(a) Fixed component	₹2,41,85,600	₹1,00,77,333	₹1,41,08,267
(b) Variable component*	₹80,86,400*		
Total (a + b)	**₹3,22,72,000**	**₹1,00,77,333**	**₹1,41,08,267**

*Mr. Kapil Makhija may be paid a performance variable pay of ₹80,86,400 for the financial year 2025-26. Such performance variable pay shall accrue to Mr. Kapil Makhija in Financial Year 2025-26 and shall be payable to him in the financial year 2026-27.

RESOLVED FURTHER THAT, the Board of Directors/ Nomination and Remuneration Committee of the Company, be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives/performance pay & increments thereto etc.) payable to Mr. Kapil Makhija during his tenure to the extent permitted under Section 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT notwithstanding to the above, Mr. Kapil Makhija, may also be entitled to receive benefits/perquisites as determined under the provisions of the Companies Act, 2013 read with the provisions of the Income Tax Act 1961, the details of which is given hereinbelow:-

a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961) { not considered in the computation of ceilings of the remuneration as specified in Section IV of Part II of Schedule V of Companies Act, 2013};

b. Gratuity as per the provisions of the Gratuity Act, if payable (not considered in the computation of ceilings of the remuneration as specified in Section IV of Part II of Schedule V of Companies Act, 2013);

c. Employee Stock Options (Granted/Vested/ Exercised/Allotted securities on account of exercised the vested options) as may be decided by the Nomination and remuneration Committee and Board as per the Employee Stocks Options Scheme 2019 of the Company;

d. Mediclaim insurance cover as per the policies of the Company;

e. Reimbursement of the traveling expenses.

f. Leave and Leave encashment as per the applicable policy of the Company (not considered in the computation of ceilings of the remuneration as specified in Section IV of Part II of Schedule V of Companies Act, 2013); and

g. Any other benefits as per the applicable policies of the Company.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Kapil Makhija, the total annual remuneration/compensation approved herewith shall be treated as adequate remuneration/ compensation in compliance with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Anurag Mittal Chief Financial Officer and Mr. Anil Kumar, Company Secretary of the Company be and are hereby **severally** authorized to do all the acts, deeds and things which are necessary for the ratification and approval of remuneration of Mr. Kapil Makhija, including filing of the necessary forms with the Registrar of Companies, NCT of Delhi and Haryana, at New Delhi.

RESOLVED FURTHER THAT a certified true copy of this resolution be provided to those concerned under the hands of a Director or the Company Secretary, wherever required."

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

"RESOLVED THAT pursuant to the provisions of Section 2(78), 197, 198 and other applicable provisions of Companies Act, 2013 read with Schedule V thereto and Rules made thereunder ("Companies Act"), based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to ratify and waive the recovery of additional benefit/perquisite to Mr. Kapil Makhija, Managing Director and Chief Executive Officer (Key Managerial Personnel) for an amount not exceeding ₹29.50 crores (which is over and above the approved Annual Compensation for the financial year 2025-26) i.e. fair market value of the equity shares of the Company on the date of the exercise of vested options after adjusting the exercise price by Mr. Makhija during the financial year 2025-26.

RESOLVED FURTHER THAT any of the Directors of the Company, Mr. Anurag Mittal, Chief Financial Officer, and Mr. Anil Kumar, Company Secretary of the Company, be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and with any other statutory bodies and to do all such acts, deeds and things as may be necessary and incidental in this regard.

RESOLVED FURTHER THAT a certified true copy of this resolution be provided to those concerned under the hands of a Director or the Company Secretary, wherever required."

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

To offer, issue and allot Equity Shares on Preferential Basis

"RESOLVED THAT pursuant to the provisions of section 23(1)(b), 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 of Association 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 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("SEBI SAST Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI 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 create, offer, issue and allot up to 14,40,195 (Fourteen lacs forty thousand one hundred and ninety five) fully paid up equity shares of ₹138.87/- each [including a premium of ₹137.87/- (Indian Rupees One hundred thirty seven and eighty-seven paise Only)per share, for cash consideration, aggregating to ₹19,99,99,879.65/- (Rupees Nineteen crore ninety-nine lakh ninety-nine thousand eight hundred seventy-nine and sixty-five paise only), which is determined in accordance with Chapter V of ICDR Regulations; by way of preferential issue through private placement and on such terms and conditions mentioned below and such other terms and conditions as may be determined by the Board in accordance with SEBI ICDR Regulations, to the following investor:-

Sr. No.	Name and address of the Investor	Category of Investor	Type of Security	No's of Shares
1	AceVector Limited (CIN:U72300DL2007PLC168097) Registered office : Mezzanine Floor, A-83, Okhla Industrial Area Phase-II, New Delhi 110020 India	Body Corporate and Promoter	Equity Shares	14,40,195
	Total			**14,40,195**

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 SEBI 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 SEBI ICDR Regulations and other applicable laws ("Preferential Issue of Equity Shares").

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 161 of the ICDR Regulations, the 'Relevant Date' is the date thirty days prior to the date of the shareholders' meeting i.e Sunday, August 31, 2025. However, in compliance with the Explanation to Regulation 161 of the ICDR Regulations, the relevant date is the day preceding the weekend/ holiday. Hence, the relevant date for the purpose of calculating the price for the Preferential Issue of Equity Shares be and is hereby fixed as Friday, August 29, 2025.

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

a) 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 (days) from the date of such Approval or permission. Allotment shall only be made in dematerialized form.

b) The entire component of cash consideration with respect to equity shares shall be paid by the proposed allottee of equity shares at the time of allotment.

c) The cash consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

d) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lock-in for such period as specified under the provisions of Chapter V of the SEBI ICDR Regulations and be listed on BSE and NSE subject to receipt of necessary permission(s), sanction(s) and approval(s).

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 Act and SEBI ICDR Regulations and any other applicable laws for the proposed issue.

f) The proposed allottee shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any.

g) The Equity Shares to be issued and allotted pursuant to this resolution shall be subject to provisions of Articles and Memorandum of Association of the Company and shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names and addresses 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 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 to subscribe to the equity shares.

RESOLVED FURTHER THAT the monies received by the Company from the allottee for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account and the Board of directors/ Committee(s) of the Board be and are hereby authorized to allot the said equity shares of the Company, as may be required, to the proposed allottee.

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary 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 BSE and NSE 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 shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

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."

For and on behalf of the Board of Directors of
Unicommerce eSolutions Limited

Anil Kumar
Company Secretary
Membership no. F8023

Date: September 1, 2025
Place: Gurugram

Unicommerce eSolutions Limited
CIN – L74140DL2012PTC230932
Registered office - Mezzanine Floor, A-83, Okhla Industrial Area Phase-II, New Delhi-110020, India.
Corporate office – M3M Urbana Business Park, South Tower, 9th Floor, Golf Course Road, Extn Sector 67, Gurugram 122001, Haryana, India.
www.unicommerce.com
investor.relations@unicommerce.com

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 **("the Act")** with respect to Item No. 4,5, 6 and 7 of the Notice forms part of this Notice. The Board of Directors has considered and decided to include Item No. 4 ,5, 6 and 7, as given above as special business in the forthcoming AGM, as it is unavoidable in nature. The relevant details, as set out under No. 2, and Item No. 5 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India **("ICSI")** in respect of the Directors seeking appointment/ reappointment at this AGM are also part of this Notice.

2. The Ministry of Corporate Affairs **("MCA")**, vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020 read with all the subsequent circulars issued in this regard, General Circular No. 9/2023 dated 25th September, 2023 the latest being Circular No. 09/2024 dated 19th September, 2024 **("MCA Circulars")** and the Securities and Exchange Board of India **("SEBI")** vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/ CIR/2023/167 dated 7th October, 2024 and other applicable circulars **("SEBI Circulars")**, have allowed the Companies to conduct the AGM through Video Conferencing ("VC") or through Other Audio Visual Means **("OAVM")** upto 30th September, 2025, which does not require physical presence of Members at a common venue. The deemed venue for the 14th AGM shall be at M3M Urbana Business Park, 9th Floor, Golf Course Road (extn) Sector 67, Gurugram, Haryana 122001 INDIA. Hence, Members can attend and participate in the AGM through VC/OAVM only. National Securities Depositories Limited **("NSDL")** will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith (Refer Serial No. 22 of these Notes).

3. As the AGM shall be conducted through VC/ OAVM, where physical attendance of Members has been dispensed with, there is no requirement of proxies and hence, the facility to appoint proxy to attend and cast vote on behalf of the Members is not available for this AGM. Thus, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-Voting. Corporate Member(s) intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by sending an e-mail to complianceofficer@unicommerce.com ; with a copy marked to evoting@nsdl.co.in

4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

5. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

   a. For shares held in electronic form: to their Depository Participants ("DPs"); and

   b. For shares held in physical form: submit Form ISR-1 and other forms as prescribed by SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 to the Company by sending an email to companysecretary@unicommerce.com or to Company's RTA at delhi@linkintime.co.in The folios wherein document/details mentioned above are not available on or after 1st October, 2023, shall be frozen by the RTA. The Company has dispatched reminder letters along with Business Reply Envelopes, providing instructions for submitting the required documents.

7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/

splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at https://unicommerce.com/ and on the website of the Company's RTA, M/s. MUFG Intime India Pvt. Ltd at https://web.linkintime.co.in/KYC-downloads.html.

However, as per above SEBI circular, the Company/ Company's RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialised within 120 days from the date of issue of LOC.

It may be noted that any service request can be processed only after the folio is KYC Compliant.

8. SEBI, vide its circular dated 3rd November, 2021 (subsequently amended by circulars dated 14th December, 2021, 16th March, 2023 and 17th November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1st April, 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

   Further, relevant FAQs published by SEBI on its website can be viewed at the following link : https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company at their Corporate office address at M3M Urbana Business Park, 9th Floor, Golf Course Road (extn) Sector 67, Gurugram, Haryana 122001 INDIA. (Telephone: 91-8287790222, Email: companysecretary@unicommerce.com or the Company's New Registrar and Transfer Agent, M/s MUFG Intime India Private Limited (RTA), at their Registered office at Mezzanine Floor, A-83, Okhla Industrial Area, Ph- II, South Delhi, New Delhi, Delhi, India, 110020, Email: delhi@linkintime.co.in or refer FAQs available on RTAs website for assistance in this regard.

10. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:

    MUFG Intime India Private Limited.
    Noble Heights, 1st floor, Plot No NH-2, C-1 Block,
    LSC, Near Savitri Market, Janakpuri, New Delhi - 11005.

11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or the 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.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at https://unicommerce.com/ or from the website of the Company's RTA, M/s. Link Intime India Private Limited at https://web.linkintime.co.in/KYC-downloads.html.

13. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

14. Members who wish to claim dividends that remain unclaimed/unpaid are requested to write to the Company at companysecretary@unicommerce.com or Company's RTA at delhi@linkintime.co.in Members are requested to note that dividends that are not claimed or remain unpaid for 7 (seven) years from the date of transfer to the Company's unpaid dividend account are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, equity shares in respect of which dividend remains unclaimed/unpaid for 7 (seven) consecutive years shall also be transferred to the IEPF as per Section 124 of the Act read with rules notified thereunder, as may be amended from time to time. The Members, whose unclaimed dividends/

shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5. The said form is available on the website of IEPF at: Weblink: (https://www.iepf.gov.in/IEPF/corporates.html).

15. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

16. Members may also note that the Annual Report for the financial year 2024-25 and the Notice of the 14th AGM will also be available on the website of the Company https://unicommerce.com/ , on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com.

17. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023 (updated as on 4th August, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

18. The Annual Report for the financial year 2024-25, the Notice of the 14th AGM and all documents referred to in the Notice and the Explanatory Statement will be available for inspection on the "Investor Relations" segment on the website of the Company https://unicommerce.com/

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts and Arrangements in which Directors are interested maintained under Section189 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the ESOP Scheme of the Company is being implemented in accordance with, theSecurities and Exchange Boardof India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 shall be made available at the commencement of the meeting and shall remain open and accessible to the Members during the continuance of the 14th AGM. During the AGM, Members may access the scanned copy of these documents, upon Logging into NSDL e-Voting system at https://www.evoting.nsdl.com.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

20. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses with the Company or Depositories. In accordance with the Circulars issued by MCA and SEBI, the Annual Report containing financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), and such statements including the Notice of the 14th AGM are being sent through electronic mode to those Members whose e-mail address is registered with the Company or the Depositories. Members may note that the Notice of the 14th AGM and the Annual Report 2024-25 are also available on the Company's website at https://unicommerce.com/ , website of the Stock exchanges i.e. BSE Limited: www.bseindia.com and National Stock Exchange of India Limited: www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL i.e. www.evotingindia.com.

21. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at complianceofficer@unicommerce.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any proof of address (eg.: Driving License, Election Identity Card, Passport) of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to complianceofficer@unicommerce.com.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

22. Members are requested to join the AGM on through VC/OAVM mode latest by 10:15 A.M. IST by clicking on the link https://www.evoting.nsdl.com/ under members login by using the remote

evoting credentials and following the procedures mentioned later in these Notes. The VC/OAVM shall be kept open for the members from 10:00 a.m. IST on Tuesday, September 30, 2025 and may be closed at 10:45 a.m. IST on Tuesday, September 30, 2025.

23. The facility of attending the AGM will be made available to 1,000 members on a first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

24. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

25. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

26. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is thereforerecommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

27. Members who would like to express any views, or, during the AGM ask questions may do so in advance by sending in writing their views or questions, as may be, along with their name, DP ID and Client ID number/folio number, email id, mobile number, to reach the Company's email address at complianceofficer@unicommerce.com latest by Friday, September 26, 2025 by 5:00 p.m. IST.

28. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

29. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good & stable internet speed.

30. The Company reserves the right to restrict the number of questions/speakers, as appropriate for smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

31. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

32. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 23, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

33. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. IST on Saturday, September 27, 2025. The facility for remote e-voting shall remain open for not less than three days and shall close at 5.00 p.m. IST on the date preceding the date of the general meeting i.e. Monday, September 29, 2025 at 5:00 p.m. IST. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at https://www.evoting.nsdl.com/.

34. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for remote e-voting.

35. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

36. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

37. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING

38. The details of the process and manner for remote e-voting are explained herein below:

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 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.	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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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 App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote. 3. If the user is not registered one for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

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 companysecretary@unicommerce.com with a copy marked to evoting@nsdl.co.in. 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. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Friday, August 29, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e Friday, August 29, 2025 may follow steps mentioned in the Notice of the AGM under Step 1:"Access to NSDL e-Voting system"(Above).

3. 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.

4. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

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. Members holding share(s) in physical mode are requested to register/update their information by providing the signed Form ISR-1 mentioning all the details including Folio Number, Name of shareholder, Mobile no., email id, Bank Account details such as Bank and Branch name, Account no., and IFSC Code and self-attested scanned copy of PAN card by email to the Company at companysecretary@unicommerce.com or to the RTA at delhi@linkintime.co.in. The said form

can be downloaded from the website of our RTA at (https://www.linkintime.co.in/).

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 co.sec@saregama.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 9th December, 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting-

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@unicommerce.com latest by Friday, September 26, 2025 by 5 p.m. IST.

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at Monday, September 29, 2025 by 5:00 p.m. IST. The same will be replied by the company suitably.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

8. When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the

next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

OTHERS

1. Members are requested to:

   a. intimate any change in their addresses/ mandates and address all their queries relating to shares of the Company to the Registrar and Share Transfer Agents i.e. M/s MUFG Intime India Private Limited, for shares held in physical form.

   b. quote Client ID and DP ID in respect of shares held in dematerialized form and ledger folio number in respect of shares held in physical form in all the correspondence.

   c. make nomination in respect of the shares held in physical form in the Company. The Nomination Form as prescribed by the Ministry of Corporate Affairs can be obtained from the Registrar and Share Transfer Agents of the Company. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.

2. Non-Resident Indian Members are requested to inform the RTA:

   a. the change in residential status on return to India for permanent settlement; and

   b. the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.

3. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and ease of portfolio management. Members can contact the Company or the RTA for assistance in this regard.

4. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

5. M/s. Makarand M. Joshi & Co. through its Designated Partner, Mr. Vaibhav Dandawate (Certificate of Practice No. 27947) and failing him Ms. Deepti Kulkarni (Certificate of Practice No. 22502) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

6. Members are requested to note that SEBI vide its circular dated 30th May, 2022 have framed standard (SOP) for resolving investor grievances through arbitration mechanism. Link of the SEBI circular is a follows:

   https://www.sebi.gov.in/legal/circulars/may-2022/standard-operating-procedures-sop-for-dispute-resolution-under-thestock-exchange-arbitration-mechanism-for-disputes-between-a-listed company-and-or-registrars-to-an-issue-andshare-transfer-agents-_59345.html

7. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at https://unicommerce.com/ .

For and on behalf of the Board of Directors of
Unicommerce eSolutions Limited

Anil Kumar
Company Secretary
Membership no. F8023

Date: September 1, 2025
Place: Gurugram

Unicommerce eSolutions Limited
CIN – L74140DL2012PTC230932
Registered office - Mezzanine Floor, A-83, Okhla Industrial Area Phase-II, New Delhi-110020, India.
Corporate office – M3M Urbana Business Park, South Tower, 9th Floor, Golf Course Road, Extn Sector 67, Gurugram 122001, Haryana, India.
www.unicommerce.com
investor.relations@unicommerce.com

Statement of material facts annexed to the Notice pursuant to Regulation 36 (5) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 3

The tenure of existing Statutory Auditors viz. M/s S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration no. 101049W/E300004) of the Company will expire in this Annual General Meeting of the Company upon completion of their tenure as per the provisions of the Companies Act, 2013 read with SEBI Regulations. The Audit Committee and Board have recommended to appoint M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (ICAI Firm Registration No. 012754N/ N500016), having office at Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi - 110 002, India as the Statutory Auditors of the Company to hold office for a period of 5 years, from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2030 to conduct the statutory audit functions of the Company for the financial years ended 31st March, 2026 to 31st March, 2030. As required under Regulation 36(5) of SEBI LODR, the credentials and terms of appointment of M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (ICAI Firm Registration No. 012754N/ N500016) is as below:-

a. M/s Price Waterhouse Chartered Accountants LLP

M/s Price Waterhouse Chartered Accountants LLP, (the "Firm") having a Firm Registration No. 012754N/ N500016, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Firm was established in the year 1991 and was converted into a limited liability partnership in the year 2014. The registered office of the Firm is at Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi - 110 002 and has nine (9) branch offices in various cities in India. The Firm is primarily engaged in providing auditing and other assurance services to its clients and is a member firm of Price Waterhouse & Affiliates, a network of firms registered with the Institute of Chartered Accountants of India having Network Registration No. NRN/E/14. Price Waterhouse & Affiliates is a network of separate, distinct and independent Indian Chartered Accountant firms, each of which is registered with the Institute of Chartered Accountants of India. The Firm has more than 110 Assurance Partners as of April 1, 2025. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

b. Terms of Appointment

M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants, is proposed to be appointed for the first term of five consecutive years for conducting the Statutory Audit functions from FY 2025-26 to FY 2029-30. The proposed fees payable to them shall be as decided by the Audit Committee and Board. The said fees shall exclude GST, certification fees, applicable taxes, reimbursements and other outlays. Further, the Audit Committee/ Board is proposed to be authorised to revise the Statutory Audit fee, from time to time.

The directors recommend the said resolution for the approval of the members of the company by way of an Ordinary Resolution.

The proposed resolution does not relate to or affect the business interest of any other Company in which other promoters, directors, manager or Key Managerial personnel have substantial interest.

None of the directors and Key Managerial personnel of the Company and their relatives are concerned or interested in the resolution as set out in Item No. 3.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 4 to Item Nos. 7 of the accompanying Notice

Item No. 4

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder's approval to be obtained at the Annual General Meeting.

The Audit Committee and the Board of Directors at their respective meetings held on September 1, 2025 have approved subject to the approval of Members, appointment of CS Naresh Verma (FCS 5403 and CP No. 4424), sole proprietor of M/s Naresh Verma & Associates (Peer Review Certificate no. 3266/2023) as Secretarial Auditors of the Company for a term of 5(Five) consecutive years from 01st April, 2025 till 31st March, 2030. The credentials of the Secretarial Auditor along with the terms and conditions of appointment and remuneration, are as under:-

a. Term of appointment: 5 (Five) consecutive years commencing from 1st April, 2025 upto 31st March, 2030.

b. Remuneration shall be paid to the Secretarial Auditor as may be decided by the Audit Committee and the Board in connection with the Secretarial Audit for the financial years ending March 31, 2026.

   The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

c. Basis of recommendations: The Audit Committee and the Board of Directors have approved and recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment and expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

The directors recommend the said resolution for the approval of the members of the company by way of an Ordinary Resolution.

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

Item No. 5

Mr. Kapil Makhija was appointed as the Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company pursuant to Board and Shareholder's resolution, each dated December 19, 2023. He was further re-appointed as the Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company with effect from September 11, 2024 for a period of 5 (five) years upto September 10, 2029 at the Extraordinary General Meeting held on June 30, 2024. .

Mr. Kapil Makhija, Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company, was paid the following remuneration for the financial year 2024-25:-

Particulars of remuneration/ compensation	Total Remuneration/ compensation paid
a) Fixed component	₹2,25,72,000
b) Variable component	₹97,00,000
Total (a + b)	**₹3,22,72,000**

It is now required to obtain an approval from the members of the Company for determination and fixation of the annual remuneration/compensation including variables

and other incentives/components, if any of Mr. Kapil Makhija – Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company for the financial year 2025-26 in accordance with the provisions of section 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Considering Mr. Makhija's level of competence and outstanding contribution towards developments in Company's business areas, the future business and financial growth of the Company, the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee in its meeting held on September 1, 2025, has approved his revised remuneration, subject to the approval of the Members of the Company, as per details given hereunder:-

Particulars of remuneration/ compensation	Total Remuneration/ compensation from April 01, 2025 to March 31, 2026	Remuneration/compensation paid from April 01, 2025 to August 31, 2025	Remuneration/compensation payable from September 01, 2025 to March 31, 2026
(a) Fixed component	₹2,41,85,600	₹1,00,77,333	₹1,41,08,267
(d) Variable component*	₹80,86,400*		
Total (a + b)	**₹3,22,72,000**	**₹1,00,77,333**	**₹1,41,08,267**

*Mr. Kapil Makhija may be paid a performance variable pay of ₹80,86,400 for the financial year 2025-26. Such performance variable pay shall accrue to Mr. Kapil Makhija in Financial Year 2025-26 and shall be payable to him in the financial year 2026-27.

The Board of Directors/Nomination and Remuneration Committee of the Company, be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives/performance pay & increments thereto etc.) payable to Mr. Kapil Makhija during his tenure to the extent permitted under Section 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Notwithstanding to the above, Mr. Kapil Makhija, may also be entitled to receive benefits/perquisites as determined under the provisions of the Companies Act, 2013 read with the provisions of the Income Tax Act 1961, the details of which is given hereinbelow:-

a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961) { not considered in the computation of ceilings of the remuneration as specified in Section IV of Part II of Schedule V of Companies Act, 2013};

b. Gratuity as per the provisions of the Gratuity Act, if payable (not considered in the computation of ceilings of the remuneration as specified in Section IV of Part II of Schedule V of Companies Act, 2013);

c. Employee Stock Options (Granted/Vested/ Exercised/Allotted securities on account of exercised the vested options) as may be decided by the Nomination and remuneration Committee and Board as per the Employee Stocks Options Scheme 2019 of the Company;

d. Mediclaim insurance cover as per the policies of the Company;

e. Reimbursement of the traveling expenses.

f. Leave and Leave encashment as per the applicable policy of the Company (not considered in the computation of ceilings of the remuneration as specified in Section IV of Part II of Schedule V of Companies Act, 2013); and

g. Any other benefits as per the applicable policies of the Company.

Notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Kapil Makhija, the total annual remuneration/compensation approved herewith shall be treated as adequate remuneration/ compensation in compliance with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The directors recommend the said resolution for the approval of the members of the company by way of a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except for Mr. Kapil Makhija himself, are in any way, concerned or interested, financially or otherwise, in the said resolution.

The information as required under Schedule V of the Companies Act, 2013 is enumerated as under:

I. General Information:

1.	Nature of Industry:	The Company is engaged in the business of a comprehensive suite of e-Commerce software-as-a-service ("SaaS") solutions that enable the operation of e-Commerce for traditional brands, D2C brands, retailers, online marketplaces and sellers.
2.	Date of Commencement of Commercial Production:	N.A. Company is in existence and operations since 2012.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.
4.	Financial performance based on given indicators:	

Particulars	31.03.2025 (₹ million)	31.03.2024 (₹ million)
Total Revenue from Operations	1,137.06	1,035.81
Other income	62.61	58.53
Total Expenses	908.32	919.55
Profit (Loss) before tax	291.35	174.79
Tax Expenses	74.50	43.62
Profit/Loss after Tax	216.85	131.17

5.	Foreign investments or collaborations, if any:	Foreign Collaboration by the Company: N.A. Foreign Investment in the Company: N.A.

II. Information about the Director:

1.	Background details	Mr. Kapil Makhija is a Managing Director and Chief Executive Officer (Key Managerial Personnel) of our Company. He has completed Bachelor of Technology and Master of Technology in Computer Science and Engineering from Indian Institute of Technology, Delhi and Post Graduate Diploma in Management from Indian Institute of Management, Bangalore.
2.	Past Remuneration	2022-23- ₹2,49,47,133 (including Fixed and variable pay) 2023-24- ₹2,82,30,333 (including Fixed and variable pay) 2024-25 – ₹3,22,72,000 (including Fixed and variable pay) The details of the aforesaid remuneration were duly approved by the board and shareholders of the Company at its respective meetings held from time to time.
3.	Recognition or awards	-
4.	Job Profile & his Suitability	He is responsible for the growth planning and business execution of the Company. He also leads the entire team including Sales, strategy and Corporate functions of the Company.
5.	Remuneration Proposed	Annual remuneration amounting to ₹3,22,72,000 (Including the eligible reimbursement on actual basis) and other benefits, perquisites, incentives for the current financial year 2025-26 commencing form April 01, 2025 and March 31, 2026.
6.	Comparative remuneration profile with respects to industry, size of the Company profile of the position and person	Taking into consideration the qualification, knowledge, experience and the responsibilities shouldered by the said Director, remuneration paid to him is commensurate with remuneration of similar senior levels in similar sized domestic companies.
7.	Pecuniary relationship, directly or indirectly, with Shareholder of the Company or relationship with the managerial personnel, if any	NIL

III. Other Information:

1.	Reasons of loss or inadequate profits:	Company holds inadequate profits as per the calculation given under section 198 of the Companies Act 2013, however it was decided to pay the managerial remuneration over and above 11% of the net profit of the Company calculated as per provision of section 198 of the companies Act 2013.
2.	Steps taken or proposed to be taken for improvement:	The Company is on growth trajectory and have better future projections and persistent efforts to increase productivity and profits in near future.
3.	Expected increase in productivity and profits in measurable terms:	The Company undertakes to make persistent efforts to increase productivity and profits in near future and the Company is hopeful of attaining the expected results through its continued efforts.

Item no. 6

In accordance with the provisions of section 2(78), 197 and 198 read with Schedule V and other applicable provisions of the Companies Act 2013 and as defined under Income-tax Act, 1961, the Company needs to obtain an approval from the members of the Company to determine and fix the annual remuneration to be paid or its equivalent given or passed, if any to the Managing Director, Whole-time Director and the Manger of the Company.

Accordingly, the approval/ratification is sought from the shareholders in the current meeting to pay aggregated annual remuneration of ₹3,22,72,000/- for the financial year 2025-26 to Mr. Kapil Makhija, Managing Director and Chief Exceutive Officer (Key Managerial Personnel) of the Company.

Further, in case the director draws or receives, directly or indirectly, by way of remuneration any such sums or its equivalent given or passed in excess of the limit prescribed or without the approval; then in such case the Company will have to regularise (by waiving) such overall payment made to the directors by obtaining the approval from the members of the Company within the period of two years form the date of its applicability.

During the financial year 2025-26, Mr. Makhija may exercise a part of his vested options. As a result of such exercise of the vested options, the Company may give an additional benefit/perquisite to Mr. Makhija for an amount upto ₹29.50 crores, which is over and above the approved Annual Compensation/Remuneration for the financial year 2025-26. The value associated with these stock options has already been recognised and accounted for in the books of the Company and is not an additional expense to the Company. Therefore, it does not impact the financial position of the Company.

As such, an in-principle approval of the members of the Company is sought by way of a Special Resolution for waiver of additional remuneration that Mr. Makhija shall draw by exercising employee stock options upto an amount not exceeding ₹29.50 crores during the financial year 2025-26.

The directors recommend the said resolution for the approval of the members of the Company by way of a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except for Mr. Kapil Makhija himself, are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item no. 7

The members of Unicommerce eSolutions Limited (the "Company"/"UeSL") are hereby informed that the Board of Directors at its meeting held on September 01, 2025, approved the issuance of Equity shares to the company's Identified Promoter, AceVector Limited (hereinafter referred as "Proposed Allottee") through preferential issue on private placement basis in accordance with the 23, 42 and 62 of the Companies Act, 2013 read with other applicable provisions and relevant rules framed thereunder and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and any other applicable laws. The equity shares shall be issued at an issue price determined in terms of provisions of SEBI ICDR Regulations.

In this regard, the Board of Directors at their meeting held on September 1, 2025 has approved issuance of 14,40,195 (Fourteen lacs forty thousand one hundred and ninety

five) fully paid up equity shares with face value of ₹1 each, at an issue price of ₹138.87/- each [including a premium of ₹137.87 (Rupees One Hundred Thirty Seven and Eight Seven Paise Only) per share, for cash consideration, aggregating to ₹19,99,99,879.65/- (Rupees Nineteen crore ninety-nine lakh ninety-nine thousand eight hundred seventy-nine and sixty-five paise only) which may be determined in accordance with Chapter V of SEBI ICDR Regulations and such other terms and conditions as may be determined by the Board in accordance with SEBI ICDR Regulations to the following proposed allottee:

Sr. No.	Name and address of the Allottee	Category of Allottee	Type of Security	Number of Shares
1	AceVector Limited (CIN:U72300DL2007PLC168097) Registered office : Mezzanine Floor, A-83, Okhla Industrial Area Phase-II, New Delhi 110020 India	Body Corporate and Promoter	Equity Shares	14,40,195
	Total			**14,40,195**

The members are also informed that pursuant to provisions of Section 42 and 62(1)(c) of Companies Act, 2013 and Chapter V of SEBI 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 SEBI 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 14,40,195 (Fourteen lacs forty thousand one hundred and ninety five) equity shares at an Issue price of ₹138.87/- each [including a premium of ₹137.87 (Rupees One Hundred Thirty Seven and Eight Seven Paise Only) per share at its meeting held on 1st September, 2025.

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

   The resolution set out in the notice authorizes the Board to issue up to 14,40,195 Equity shares having face value of ₹1/- each at a price of ₹138.87 per equity share (including premium of ₹137.87 per equity share) to AceVector Limited, Promoter- Body Corporate for total cash consideration aggregating to approx. ₹19,99,99,879.65/- (Rupees Nineteen crore ninety-nine lakh ninety-nine thousand eight hundred seventy-nine and sixty-five paise only)

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

   In terms of the provisions of Section 62(1)(c) of the Act read with Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price/ consideration for the shares/ securities proposed to be issued on preferential basis, by way of private placement, shall be determined by the valuation report of a registered valuer.

   However, second proviso of Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, provides that the price of shares to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer.

   In case of listed entities, allotment of shares/ securities by way of preferential issue can be made at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations.

   Further, Regulation 166A (1) of SEBI ICDR Regulations, inter-alia, states:

   "Any preferential issue, which may result in a change in control or allotment of more than five

per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottee acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price".

Although, the proposed preferential issue is not expected to result in allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company (on allotment of Equity shares) the Company on voluntary basis has obtained a valuation report from an independent registered valuer and considered the same for determining the price as a good practice, in accordance with the provision of Regulation 166A of the SEBI ICDR Regulations.

In view of the aforesaid, the Company has engaged by M/s Alpha Value Consulting Valuation LLP (bearing IBBI Registration No.: IBBI/RV-E/05/2021/151), as the registered valuer for obtaining the certificate as stated in Regulation 164 of the SEBI ICDR Regulations, which provided minimum floor price as ₹138.87 per equity share. The valuation report dated August 31, 2025, is also available at the website of the Company at https://unicommerce.com/investor-relations/

Issue Price of ₹138.87 per Equity share, for preferential issue, is not less than the floor price arrived at, in accordance with Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations, being higher of the following:

a. the 90-trading days' volume weighted average price (i.e., ₹133.04/-) of the Company's shares quoted on the stock exchange (NSE Limited, being the stock exchange on which the Company has listed its securities and has highest trading volume,) preceding the "Relevant Date"; or

b. the 10-trading days' volume weighted average price (i.e., ₹138.87/-) of the Company's shares quoted on the stock exchange (NSE Limited, being the stock exchange on which the Company has listed its securities and has highest trading volume) preceding the "Relevant Date"; or

c. the price determined (i.e., ₹138.87/-) under the valuation report obtained voluntarily by the Company from an independent registered valuer in terms of Regulation 166A.

The equity shares of the Company are listed on the National Stock Exchange of India Limited **("NSE")** and BSE Limited **("BSE")** and are frequently traded in accordance with the SEBI ICDR Regulations. A copy of which is posted on the website of the company at https://unicommerce.com/investor-relations/

Further, the method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottee at ₹138.87/- (Rupees One Hundred Thirty Eight and Eight Seven paise Only) being computed in accordance with Chapter V of the SEBI ICDR Regulations.

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

The Company proposes to raise an aggregate amount of ₹19,99,99,879.65/- (Rupees Nineteen crore ninety-nine lakh ninety-nine thousand eight hundred seventy-nine and sixty-five paise only) through the issuance of 14,40,195 (Fourteen lacs forty thousand one hundred and ninety five) equity shares on a preferential basis, at an issue price of ₹138.87 (Rupees One Hundred Thirty Eight and Eight Seven paise Only) per equity share.

6. Material terms for Issue of Securities

The 14,40,195 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
AceVector Limited	14,40,195	26.63%	27.08%	Promoter – Body Corporate

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 14,40,195 Equity shares to the Proposed allotee, AceVector Limited shall collectively hold 27.08% 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 current and proposed status of the allottee post the preferential issues namely, promoter Group:

The Proposed Allottee, namely AceVector Limited belongs to promoter Group (body corporate) of the Company and the post preferential issue status shall remain unchanged.

The same is given below in tabular format for better understanding:

Name of the Proposed Allottee	AceVector Limited
Current Status of the Allottee	Promoter Group (Body Corporate)
Proposed Status post Preferential Issue	Promoter Group (Body Corporate)

11. 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.

The Board of the Company has approved an allotment of securities vide Circular resolution dated August 07, 2025 passed by the Board of the Company to the following identified persons ("the Proposed Allottee/(s)"):-

Sr. No.	Name of the Allottees	Category of Allottees	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	1,79,557
	Total			**60,33,189**

The aforesaid allotment was made by way of preferential Issue for a consideration other than cash which was duly approved by the shareholders of the Company by a special resolution passed pursuant to Postal Ballot Notice issued dated March 20, 2025.

The details of the aforesaid issue is also available on the website of the Company.

12. Objects of the Issue

Unicommerce e-Solutions Limited ("UESL" or the "Company") is a leading e-commerce enablement SaaS platform in India. The Company provides an integrated suite of SaaS products that enables end-to-end management of e-commerce operations for brands, sellers, and logistics service providers.

The Company's platform acts as the nerve center of e-commerce fulfillment operations, helping businesses manage inventory across multiple locations, minimize fulfillment costs, process orders across online and offline channels, manage returns, generate invoices, reconcile payments, track shipments, and ensure compliance with taxation and regulatory requirements. Designed to be sector-agnostic and scalable, UESL's solutions cater to a wide range of retail and e-commerce enterprises, enabling the Company to become an integral part of the supply chain stack for its clients.

Building upon its track record of successful growth, including the acquisition of Shipway Technology Private Limited, which enhanced the Company's customer service offerings under a single umbrella,

UESL now seeks to strategically deploy the proceeds of this Issue to pursue inorganic growth opportunities. While no specific acquisition targets have been identified at present, the Company intends, over the next two years from the date of allotment, to utilize the Issue proceeds, along with internal accruals, to invest in or acquire businesses that complement or strengthen its existing product suite and market position.

The primary object of the Issue is therefore to create a pool of resources that will allow the Company to:

- Pursue strategic acquisitions in India or abroad that align with its long-term vision;
- Achieve operational and financial synergies through consolidation of complementary businesses.

Through this approach, UESL aims to strengthen its leadership position in the e-commerce enablement ecosystem, accelerate its growth trajectory, and deliver sustainable value creation for its stakeholders.

The issue proceeds will be utilized towards the purposes as mentioned below:

Particulars	Amount	% of the issue size
To facilitate in-organic growth	₹19,99,99,879.65/-	100%
Total		**100%**

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

The preferential issue of equity shares is being made to AceVector Limited, which is a promoter group entity and, it is pertinent to disclose that:

- Mr. Kunal Bahl, Non-Executive Nominee Director, Promoter and Member of the Company and;
- Mr. Rohit Kumar Bansal, Non-Executive Nominee Director, Promoter and Member of the Company and;
- Mr. Bharat Venishetti, Non-Executive Nominee Director, Member of the Company and;
- Mr. Kasaragod Ullas Kamath, Non-Executive Independent Director, of the Company and;
- Ms. Sairee Chahal, Non-Executive Independent Director, of the Company and;
- Mr. Anil Kumar, Company Secretary and Member, of the Company

are also Directors, Key Managerial Personnels, Promoters, and shareholders of AceVector Limited, the proposed allottee under the preferential issue.

The same is given below in tabular format for better understanding:

Sr. No.	Name of the Allottees	Category of Allottees	Type of Security
1.	Mr. Kunal Bahl	Non-Executive Nominee Director, Promoter and Member	Joint Managing Director and Promoter
2.	Mr. Rohit Kumar Bansal	Non-Executive Nominee Director, Promoter and Member	Joint Managing Director and Promoter
3.	Mr. Bharat Venishetti	Non-Executive Nominee Director, and Member	Chief Financial Officer
4.	Mr. Kasaragod Ullas Kamath	Non-Executive Independent Director	Non-Executive Independent Director
5.	Ms. Sairee Chahal	Non-Executive Independent Director	Additional Non-Executive Independent Director
6.	Mr. Anil Kumar	Company Secretary and Member	Group Company Secretary and Compliance Officer

Accordingly, the above-mentioned Promoters, Directors, Key Managerial Personnel and Members of the Company are interested in the proposed allotment by virtue of their directorship and shareholding in the proposed allottee.

Except as stated above, none of the current promoters, directors or key management personnel or senior management of the Company intends to apply/ subscribe to the offer.

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

Sr. No.	Category	Pre-Issue No. of Shares (A)	% (B)	No. of equity shares to be allotted (C)	Post Issue No. of Shares D= (A+C) *	% (E)*
A	**Promoters and Promoter Group Holding:**					
1	**Indian:**					
	Individual/HUF	93,527	0.08%		93,527	0.08%
	Bodies Corporate	4,01,23,974	36.03%	14,40,195	4,15,64,169	36.85%
	Trust	-	0.00%		-	0.00%
	Others	2,56,000	0.23%		2,56,000	0.23%
	Sub Total	**4,04,73,501**	**36.34%**		**4,19,13,696**	**37.16%**
2	**Foreign Promoters**	-	0.00%		-	0.00%
	Sub Total (A)	**4,04,73,501**	**36.34%**		**4,19,13,696**	**37.16%**
B	**Non-Promoters' Holding**					
1	**Institutions:**					
a)	Institutional Investors (Domestic)	63,23,853	5.68%		63,23,853	5.61%
b)	Institutional Investors (Foreign)	1,59,459	0.14%		1,59,459	0.14%
2	**Non-Institution:**		0.00%		-	0.00%
a)	Private Corporate Bodies	9,12,439	0.82%		9,12,439	0.81%
b)	Directors and Relative	-	0.00%		-	0.00%
c)	Key Managerial Personnel	10,49,685	0.94%		10,49,685	0.93%
d)	Indian Public	3,94,62,411	35.44%		3,94,62,411	34.98%
e)	Others (IEPF, NRI, Trust, Escrow Account, LLP, HUF, Clearing Member	2,29,80,737	20.64%		2,29,80,737	20.37%
	Sub Total (B)	**7,08,88,584**	**63.66%**		**7,08,88,584**	**62.84%**
	Total (A+B)	**11,13,62,085**	**100.00%**		**11,28,02,280**	**100.00%**

Note: Assuming full subscription of equity shares

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

9. 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. of Shares	%		No. of Shares	%
AceVector Limited	Promoter	Mr. Kunal Bahl Mr. Rohit Kumar Bansal Starfish I Pte Ltd	Promoter-Body Corporate	2,91,10,854	26.63	14,40,195	3,05,51,049	27.08%

Pursuant to the allotment of the Equity shares (on a fully diluted basis), there is no change in control in the Company in respect of the Proposed Allottee.

10. 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: Mr. Kunal Bahl, Mr. Rohit Kumar Bansal and Starfish I Pte Ltd. are the promoters of AceVector Limited.

11. 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 SEBI ICDR Regulations where it is required to do so.

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

The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares shall continue to be locked in till the time such amount is paid by the allottee(s).

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.

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

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

14. Relevant Date:

The "Relevant Date" as per Regulation 161 of the SEBI ICDR Regulations for the determination of the floor price for issue of the Equity shares is Sunday, August 31, 2025, i.e., 30 (thirty) days prior to the date of the shareholders' approval, i.e., Tuesday, September 30, 2025.

However, pursuant to the Explanation of Regulation 161 of SEBI ICDR Regulations, the relevant date is hereby be fixed as Friday, August 29, 2025.

15. 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.

16. Practicing Company Secretary's Certificate

As required in Regulation 163(2) of the ICDR Regulations, a certificate from M/s. Makarand M Joshi & Co., the Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI 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/

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

Not Applicable as the proposed issue is for cash consideration.

18. 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 equity shares is approved by the Board in their meeting held on September 01, 2025 basis the valuation report issued by M/s Alpha Value Consulting Valuation, LLP.

19. Other disclosures

a) None of its Directors or Promoters are 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) The Company has obtained the permanent account number of the Proposed Allottee;

d) 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 SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;

e) 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.

f) 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.

g) The Proposed Allottee have confirmed that they have not sold any equity shares of the Company during the 90-trading days preceding the Relevant Date, in line with Regulation 159 of the SEBI ICDR Regulations;

h) Since the proposed allottee holds 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.

i) The Company shall make an application seeking in-principle approval to the stock exchange(s), on the same day when this notice of annual general meeting is circulated for seeking shareholders' approval by way of special resolution.

20. Dues regarding SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

21. Shareholding Interest of every Promoter, Director and KMPs to the extent of 2% or more in any body corporate, which is a proposed allottee:

There is no shareholding interest of any existing promoter, director and KMPs, to the extent of 2% or more in any body corporate, which is a proposed allottee.

22. Disclosure of Interest of directors/KMPs:

Nil

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.7 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.

"ANNEXURE A" to the Notice of Annual General Meeting

Details of Director seeking appointment/re-appointment at the Annual General Meeting

Name of the Director	Mr. Bharat Venishetti	Mr. Kapil Makhija
DIN	08317416	07916109
Date of Birth	July 14, 1983	August 26, 1981
Date of first Appointment on the Board	March 18, 2019	September 12, 2017
Age	42 years	44 years
Brief resume and expertise in Specific Functional Areas Qualifications	He holds a bachelor's degree of technology in civil engineering from the College of Engineering at the Jawaharlal Nehru Technological University, Hyderabad, and a master's degree of business administration from Indian Institute of Technology, Roorkee and has over 17 years of experience. He was previously employed with the Kotak Mahindra Bank Limited as a Chief Manager.	He holds Bachelor of Technology and Master of Technology in Computer Science and Engineering from Indian Institute of Technology, Delhi. He also holds Post Graduate Diploma in Management from Indian Institute of Management, Bangalore. His previous assignments include companies like A.T. Kearney Limited, UK, Oracle India Private Limited and Qwest Software Services.
Directorship held in other public companies (excluding foreign and private companies, but includes directorship held in private companies which are subsidiaries of public companies)	Shipway Technology Private Limited	Nil
Membership/Chairmanship of committees of other Public Limited Companies [other than Unicommerce E-solutions Limited] (Audit Committee and Stakeholder's Relationship Committee only)	Nil	Nil
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the Company	Nil	Nil
Listed companies from which the Director has resigned in the past 3 (three) years	Not applicable Mr. Bharat Venishetti is the Chief Financial Officer of AceVector Limited, Promoter Company	Nil
Terms and conditions of appointment or re-appointment	He is appointed as the Nominee Director by AceVector Limited in the board of the Company.	As per the resolution and explanatory statement
Details of remuneration sought to be paid and the remuneration last drawn by such person	Nil	As per the resolution and explanatory statement

Name of the Director	Mr. Bharat Venishetti	Mr. Kapil Makhija
No. of shares held in the company as on the date of notice	256,000 (0.25%) equity shares - held as a Nominee of AceVector Limited 1,000 (0.0010%) equity shares – held in individual capacity	10,34,240 equity shares
Number of Board meetings attended during the year	13 (Thirteen)	13 (Thirteen)
Performance evaluation done or not	Yes	Yes
Remuneration last drawn	Nil	2022-23- ₹2,49,47,133 (including Fixed and variable pay) 2023-24- ₹2,82,30,333 (including Fixed and variable pay) 2024-25 – ₹3,22,72,000 (including Fixed and variable pay)