NOTICE OF THE 15TH (FIFTEENTH) ANNUAL GENERAL MEETING

Notice is hereby given that the 15th (Fifteenth) Annual General Meeting of the Members of Unicommerce eSolutions Limited ("Company"), will be held as per the schedule given below, to transact the following business:-

Day and date of the meeting	**: Wednesday, 30th September, 2026**
Time of the meeting	**: 10:30 a.m. IST**
Mode of the meeting	**: Through Video Conferencing ('VC')/ Other Audio Visual 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, 2026 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, 2026 (including the Balance Sheet as at March 31, 2026; Statement of Profit and Loss; Cash Flow Statement for the year ended March 31, 2026; Statement of changes in Equity for the year ended March 31, 2026 along with summary of significant accounting policies and the accompanying notes forming an integral part of the financial statements) along with 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 re-appoint Mr. Kunal Bahl (DIN – 01761033), as a Director, 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** in accordance with the provisions of section 152 of the Companies Act, 2013 or other applicable provisions, if any, read with Articles of Association of the Company, Mr. Kunal Bahl (DIN – 01761033) of the Company, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby, re-appointed as Director of the Company, liable to retire by rotation."

Special Businesses:

3. 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 2026-27 and thereafter

   "**RESOLVED THAT** pursuant to the provisions of Sections 2(78), 188, 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"), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and in accordance with Articles of Association of the Company, and such other approvals, permissions, as may be necessary, based on the recommendations of the Nomination and Remuneration Committee of the Company, Audit Committee and the Board of Directors, 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 with effect from April 1, 2026, on the terms and conditions including remuneration, as set out in the explanatory statement, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, in the manner as stated below:-

Amount in ₹

Particulars of remuneration/ compensation	Total remuneration/ compensation from July 1, 2026 to June 30, 2027 (in respect of declaration of annual increments across the Company)	Remuneration/ compensation paid from April 1, 2026 to June 30, 2026 (based on the remuneration approved for FY 2025-26 and continued to be paid until June 30, 2026)	Remuneration/ compensation payable from July 1, 2026 to March 31, 2027	Remuneration/ compensation payable from April 1, 2027 to June 30, 2027
(a) Fixed component	3,00,00,000	60,46,398	2,25,00,000	75,00,000
(b) Variable component*	70,00,000	-	52,50,000	17,50,000
Total (a + b)	**3,70,00,000**	**60,46,398**	**2,77,50,000**	**92,50,000**

* Mr. Kapil Makhija may be paid a performance variable pay of ₹ 70,00,000/- for the financial year 2026-27. Such variable pay shall accrue to Mr. Makhija in the financial year 2026-27 and shall be payable to him in the financial year 2027-28.

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 and 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 extent and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT notwithstanding 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) as may be decided by the Nomination and remuneration Committee and Board as per the Employee Stock Option 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, 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, National Capital Territory of Delhi-I, at South 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."

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

   To ratify and waive the recovery of additional benefit/perquisite payable/paid to Mr. Kapil Makhija, Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company for the financial year 2026-27

   "**RESOLVED THAT** pursuant to the provisions of Section 2(78), 188, 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 members of the Company be and is hereby accorded to ratify and waive the recovery of additional benefit/perquisite paid/payable to Mr. Kapil Makhija, Managing Director and Chief Executive Officer (Key Managerial Personnel) for an amount not exceeding ₹ 35 crores (which is over and above the approved Annual Compensation/ Remuneration for the financial year 2026-27) 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 2026-27.

   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."

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 up to 1% profit sharing commission to Non-Executive Directors of the Company with effect from April 1, 2026

   "**RESOLVED THAT** pursuant to the provisions of Section 188, 197, 198 read with Schedule V and other applicable provisions, and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the applicable provisions of the Articles of Association of the Company, and Regulation 17 of SEBI Listing Regulations as amended from time to time and the Rules framed thereunder, the consent of Members of the Company, be and is hereby accorded for payment of profit - sharing commission of upto 1% of Net Profits of the Company calculated in accordance with the provisions of Section 198 of the Act for each corresponding Financial Year with effect from 1st April, 2026, to be paid to and amongst the directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors and Nominee Directors, if any) in such amounts or proportions and in such manner, criterias and in all respects as may be directed by the members of Nomination and Remuneration Committee, Audit Committee (as a related party transaction) and/or Board of Directors of the Company with immediate effect commencing from financial year 2026-27 and up till such period as the members of the Nomination and Remuneration Committee, Audit Committee (as a related party transaction) and Board may consider necessary and proper.

   RESOLVED FURTHER THAT the said remuneration/ commission shall remain in force and effect until such time as the members of Nomination and Remuneration Committee, Audit Committee (as a related party transaction) along with the Board of Directors of the Company, at its absolute discretion, rescinds, modifies, alters this resolution in part or in full by way of a subsequent resolution passed to that effect.

   RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director(s) for attending meetings of the Board or any Committee thereof, or for any other purpose whatsoever as may be decided by the Board from time to time; reimbursement of expenses incurred for participation in Board and other meetings; and Annual Remuneration approved by the shareholders of the Company for an amount of ₹5 lakh per year per Independent Director.

   RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company, 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, 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, required if any, 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."

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

To approve amendments in the Memorandum of Association of the Company for incorporating the objects relating to Artificial Intelligence ('AI')

"RESOLVED THAT pursuant to the provisions of sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force) and rules made thereunder and pursuant to recommendation of the Board of Directors of the Company and subject to approval of Registrar of Companies, the consent of members of the Company, be and is hereby accorded for the incorporation of Clause 40 in the Objects of the Memorandum of Association ("MOA") of the Company as under :-

40. a) To develop, build, train, deploy, license, market, and provide artificial intelligence, machine learning, deep learning, natural language processing, computer vision, generative AI, and other AI-enabled products, platforms, tools, services, and solutions, whether as a standalone offering or as part of or embedded within the Company's existing software-as-a-service products and platforms.

b) To collect, process, annotate, store, license, and commercialize data, datasets, and AI-training materials for the purposes of developing and improving AI-models, algorithms, and related technologies.

c) To provide AI-consulting, implementation, integration, and managed services to businesses and individuals, including by way of application programming interfaces (APIs), software development kits (SDKs), agent-based frameworks, and other delivery mechanisms.

d) To enter into agreements for the licensing, white labelling, reselling, or distribution of third-party artificial intelligence products, tools, models, and services, and to offer the same to customers in the Company's own name or in conjunction with the Company's own products and services.

e) To carry on all such activities, businesses, and operations as are incidental, ancillary, or conducive to the attainment of the above objects."

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 consider and approve the changes/revisions in the "Unicommerce eSolutions Limited – Employee Stock Option Scheme 2019" of the Company

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "SEBI Listing Regulations"), the circulars/ guidelines issued by the Securities and Exchange Board of India ('SEBI'), and such other applicable rules (if any) framed pursuant to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee along with the Board at its meetings, the consent of members of the Company be and is hereby accorded to increase the total quantum of options to be granted under the Employee Stock Option Scheme, 2019 to or for the benefit of the eligible employees of the Company (as defined under the Scheme), by way of increase in number of options which will increase the existing pool under the scheme resulting in resultant additional equity shares not exceeding 31,76,471 (Thirty one lacs seventy six thousand four hundred and seventy one) in aggregate, at such price and on such terms and conditions as set out under the Employee Stock Option Scheme, 2019 and to approve the amended Employee Stock Option Scheme,2019, subject to such other approval(s), permission(s) and sanction(s) of the appropriate authorities as may be applicable and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s) required in this regard.

RESOLVED FURTHER THAT such amendment shall be applicable to all existing and future grants made under the Scheme, unless otherwise specified by the Nomination and Remuneration Committee and the Nomination & Remuneration Committee be and is hereby authorized to formulate, implement and administer the restated Employee Stock Option Scheme, 2019 and vary, amend, modify or alter the terms of the restated Employee Stock Option Scheme, 2019 subject to the terms of the Companies Act, 2013 and any guidelines, rules or regulations that may be issued by any regulatory/statutory authority, as applicable, and the same was placed before the Board of Directors and was approved.

RESOLVED FURTHER THAT the any of the directors, be and is hereby authorized to recommend the above proposal to the Board of Directors and to do all such acts, deeds and things as may be necessary to place the matter before the Board for its final approval and to give effect to the recommendation of the Committee.

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."

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

Anil Kumar
Company Secretary
Membership no. F8023

Date: August 13, 2026
Place: Gurugram

Unicommerce eSolutions Limited
CIN – L74140DL2012PLC230932
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 nos. 3, 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. 3, 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 3 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 reappointment at this AGM are also part of this Notice.

2. Pursuant to General Circular No. 20/2020 dated 5th May, 2020 read with other relevant Circulars including 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (‘MCA’) (collectively referred to as ‘MCA Circulars’), the Company is convening the Annual General Meeting (‘AGM’) through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’), without the physical presence of the Members. The deemed venue for the AGM will be the Registered Office of the Company. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith (Refer 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 on its behalf and to vote through remote e-Voting pursuant to Section 113 of the Companies Act, 2013 (“the Act”) 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. The brief details of the Directors, who are proposed to be appointed/re-appointed as per the Notice of this 15th AGM is annexed hereto as per the requirements of Regulation 36(3) of the SEBI Listing Regulations, as amended and the Secretarial Standard on General Meetings (“SS 2”) issued by the Institute of Company Secretaries of India.

6. 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.

7. 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.

8. 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, namely 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.

9. 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.

10. 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 Registrar and Transfer Agent, namely MUFG Intime India Private Limited (RTA), at their Registered office at Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110005, Email: delhi@linkintime.co.in or refer FAQs available on RTAs website for assistance in this regard.

11. 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 - 110005.

12. 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.

13. 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, namely MUFG Intime India Private Limited at https://web.linkintime.co.in/KYC-downloads.html.

    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. 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. As per Regulation 36 and 58 of the SEBI Listing Regulations, a letter providing the web link, including the exact path, where the complete details of Annual Report are available along with a static Quick Response code has been sent to the Members/ Debenture holders who have not registered their email address with Company/RTA/ Depository Participants (DPs).

17. Members may also note that the Annual Report for the financial year 2025-26 and the Notice of the 15th AGM will also be available on the website of the Company at 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.

18. 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:

19. The Annual Report for the financial year 2025-26, the Notice of the 15th 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/

20. 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 Section 189 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, the Securities and Exchange Board of 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 15th 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

21. 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 15th 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 15th AGM and the Annual Report 2025-26 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 NSDL i.e. www.evotingindia.com.

22. 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

23. 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 9:00 a.m. IST on Sunday, September 27, 2026 and may be closed at 5:00 p.m. IST on Tuesday, September 29, 2026.

24. 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.

25. 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.

26. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, September 25, 2026 being the Cut off Date. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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

28. 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.

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

29. Members who would like to express any views, or, during the AGM ask questions as a Speaker 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 Monday, September 28, 2026 by 5:00 p.m. IST.

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

31. 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.

32. 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

33. 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.

34. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 25, 2026, 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.

35. 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 Sunday, September 27, 2026. 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. Tuesday, September 29, 2026 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/.

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

37. 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.

38. 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.

39. 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

40. 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 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 and 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 sent through e-mail and holding shares as of the cut-off date i.e. Friday, August 28, 2026 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 28, 2026 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 companysecretary@unicommerce.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting 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.

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

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 AGM THROUGH VC/OAVM:

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 and mobile number at complianceofficer@unicommerce.com latest by Monday, September 28, 2026 by 5 p.m. IST.

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

7. 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.

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

9. 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. 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 as 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: August 13, 2026
Place: Gurugram
Unicommerce eSolutions Limited
CIN – L74140DL2012PLC230932
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

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. 3 to Item Nos. 7 of the accompanying Notice.

Item No. 3

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 up to 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 2025-26:-

Particulars of remuneration/ compensation	Total Remuneration/ compensation paid
a) Fixed component	2,41,85,600
b) Variable component	80,86,400
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 2026-27 and thereafter 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 meetings held on August 13, 2026, has approved his revised remuneration, subject to the approval of the Members of the Company, as per details given hereunder:-

Particulars of remuneration/ compensation g	Total remuneration/ compensation from July 1, 2026 to June 30, 2027 (in respect of declaration of annual increments across the Company)	Remuneration/ compensation paid from April 1, 2026 to June 30, 2026 (based on the remuneration approved for FY 2025-26 and continued to be paid until June 30, 2026)	Remuneration/ compensation payable from July 1, 2026 to March 31, 2027	Remuneration/ compensation payable from April 1, 2027 to June 30, 2027
(a) Fixed component	3,00,00,000	60,46,398	2,25,00,000	75,00,000
(b) Variable component*	70,00,000	-	52,50,000	17,50,000
Total (a + b)	**3,70,00,000**	**60,46,398**	**2,77,50,000**	**92,50,000**

*Mr. Kapil Makhija may be paid a performance variable pay of ₹ 70,00,000/- for the financial year 2026-27. Such variable pay shall accrue to Mr. Makhija in the financial year 2026-27 and shall be payable to him in the financial year 2027-28.

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 extent 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) as may be decided by the Nomination and remuneration Committee and Board as per the Employee Stock Option 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:	(see table below)
5.	Foreign investments or collaborations, if any:	Foreign Collaboration by the Company: N.A. Foreign Investment in the Company: N.A.

Particulars	F.Y. 2025-26 (₹ million)	F.Y. 2024-25 (₹ million)
Total Revenue from Operations	1,198.96	1,137.06
Other income	33.33	62.61
Total Expenses	845.69	908.32
Profit (Loss) before tax	386.60	291.35
Tax Expenses	99.32	74.50
Profit/Loss after Tax	287.28	216.85

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	2023-24- ₹2,82,30,333 (including Fixed and variable pay) 2024-25 – ₹3,22,72,000 (including Fixed and variable pay) 2025-26 - ₹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 in 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	as per the proposed resolution
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 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. 4

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 as per Item no. 3 stated above, to

Mr. Kapil Makhija, Managing Director and Chief Executive 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 2026-27, 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 ₹35 crores, which is over and above the approved Annual Compensation/Remuneration for the financial year 2026-27. 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 ₹35 crores during the financial year 2026-27.

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. 5

The Board of Directors of the Company, at its meeting held on November 11, 2025, recommended the payment of upto 1% per annum of the net profits of the Company to the Non-Executive Independent Directors with effect from 1st April, 2025 based on a criteria determined by the Nomination and Remuneration Committee subject to the approval of the shareholders of the Company. However, the Nomination and Remuneration Committee, at its meeting held on August 13, 2026, superseded the earlier resolution passed on November 11, 2025 and recommended the payment of upto 1% per annum of the net profits of the Company to the Non-Executive Independent Directors with effect from 1st April, 2026.

The above remuneration shall be in addition to fees payable to the Director(s) for attending meetings of the Board or any Committee thereof, or for any other purpose whatsoever as may be decided by the Board from time to time;

Reimbursement of expenses incurred for participation in Board and other meetings; and Annual Remuneration approved by the shareholders of the Company for an amount of ₹5 lacs per year per Independent Director.

It is noted that the aforesaid recognition reflects the Non-Executive Independent Directors' commitment, strategic insights, and continued guidance, which have significantly contributed to the advancement of the Company's objectives and the enhancement of its overall performance and the Board believes that such a reward is both warranted and appropriate, considering the Directors' dedication and the positive influence of their efforts on the governance and long-term success of the Company.

The Board of Directors believe that the aforesaid proposal is in the best interest of the Company and its Members and therefore, recommends the Special Resolution as set out in Item No. 5 in the accompanying notice for approval by the Members.

None of the Directors except for Mr. Kasaragod Ullas Kamath and Mrs. Sairee Chahal, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Item 6

The Board of Directors at its meeting held on August 13, 2026 has approved the proposed incorporation of Clause 40 in the Memorandum of Association ("MOA") of the Company, more specifically described in the resolution subject to members approval. The proposed amendments include insertion of sub-clauses a, b, c, d and e under Clause 40 relating to the Objects of the Company.

The industry is undergoing a fundamental technological transformation, and the Board believes that traditional delivery models are no longer sufficient to maintain competitive advantage, operational efficiency, or client retention. The proposed objects are therefore, designed to enhance operational efficiency through proprietary AI development, to create new revenue streams by commercializing our operational data and intellectual property, and to diversify our service offerings through AI-powered consulting and integration—all while future-proofing the business by giving the Board the legal capacity to pursue joint ventures, white-labelling, and in-house generative AI solutions without requiring repeated shareholder approvals. These additional objects are supplementary to, and not a replacement of, our core SaaS business, and the Board is satisfied that they are in the best long-term interests of the Company and its members as a whole.

In terms of the provisions of Section 13 of the Companies Act, 2013 and rules made thereunder, approval of the Members of the Company is sought by way of Special Resolution for alteration of Object Clauses of MOA of the Company as mentioned above.

The Board recommends the special resolution set out at Item No. 6 for the approval of the members.

Draft copy of the revised MOA of the Company (with proposed changes) is available on website of the Company for inspection by the Members up to the last date of remote e-voting.

None of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in this resolution set out in the notice.

Item 7

The Company had formulated the Employee Stock Option Scheme, 2019 ("Scheme") which was earlier approved by the shareholders of the Company, in compliance with the provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), with the objective of attracting, retaining and rewarding its employees, Key Managerial Personnel ("KMPs") and Directors, while aligning their interests with the long-term growth and sustainable value creation of the Company and its shareholders.

Since the implementation of the Scheme, the Company has witnessed significant utilisation of the options available under the existing pool, driven by the continued growth and expansion of the Company's business, increasing talent retention requirements and the need to maintain a competitive and performance-oriented compensation structure in line with prevailing industry practices.

In view of the Company's expanded workforce and anticipated future requirements, including succession planning, talent retention and performance-linked incentive arrangements, the existing pool of options under the Scheme is expected to be inadequate to cater to the Company's requirements for grants in the forthcoming years. An adequate option pool is also considered necessary to enable the Company to continue using stock-based incentives as an effective tool for attracting, motivating and retaining key talent and aligning the interests of eligible employees and Directors with the long-term objectives and performance of the Company.

Accordingly, it is proposed to revise the Scheme, including by increasing/revising the existing pool of Employee Stock Options, so as to ensure that the Company has sufficient options available for making future grants to eligible employees, KMPs and Directors in accordance with the terms of the Scheme and applicable law.

The proposed revision is intended to provide the Company with adequate flexibility to make grants over the coming years, based on business requirements, individual performance, contribution and other parameters determined in accordance with the Scheme, while continuing to align the interests of eligible employees and Directors with those of the shareholders.

The proposed amendments/revisions to the Scheme shall be implemented in accordance with the provisions of the Companies Act, 2013, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules, regulations and guidelines, as amended from time to time.

The proposed revisions to the Scheme, as recommended by the Nomination and Remuneration Committee, were considered and approved by the Board of Directors at its meetings held on August 13, 2026 subject to the approval of the Members of the Company and such other approvals, consents or permissions as may be required under applicable law.

The revised Scheme, incorporating the proposed changes, shall be available for inspection by the Members in accordance with the applicable provisions of law and the details thereof are set out in the resolution forming part of this Notice.

Disclosures required pursuant to Rule 12(5)(b) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 7(4) of SEBI (SBEB&SE) Regulations with respect to modification/variation of terms are as follows:

Sr. No.	Particulars	Description
1.	Full details of the variation of the terms	The approval of the shareholders is sought for an increase in the ESOS pool of Employee Stock Option Scheme,2019 from the existing options, on the terms set out thereof, including without limitation to granting and/or vesting of such number of stock options which could give rise to the issue of Equity Shares of the Company, not exceeding 31,76,471 (Thirty one lacs seventy six thousand four hundred and seventy one) in aggregate, at such price and on such terms and conditions as set out under the ESOS 2019, and to approve the amended Employee Stock Option Scheme,2019, subject to such other approval(s), permission(s) and sanction(s) of the appropriate authorities as may be applicable and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s)
2.	Rationale behind the variation of the terms	To reward long-term performance, attract and retain talent, and align employee interests
3.	Employees who are beneficiaries of such variation	All eligible employees to whom the options granted/will be granted by under the Scheme.

Further, it is hereby confirmed that such aforesaid modification is not prejudicial or detrimental to the interest of employees of the Company.

The Members are requested to consider and approve the proposed revision to the Scheme.

None of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in this resolution set out in the notice.

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

Anil Kumar
Company Secretary
Membership no. F8023

Date: August 13, 2026
Place: Gurugram
Unicommerce eSolutions Limited
CIN – L74140DL2012PLC230932
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

"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. Kunal Bahl**	**Mr. Kapil Makhija**
DIN	01761033	07916109
Date of Birth	August 23, 1983	August 26, 1981
Date of first Appointment on the Board	December 6, 2023	September 12, 2017
Age	43 years	45 years
Brief resume and expertise in Specific Functional Areas	Mr. Kunal Bahl holds a bachelor's degree of science in economics from the Wharton School at the University of Pennsylvania, Philadelphia, Pennsylvania and a bachelor's degree in applied sciences from the School of Engineering and Applied Science at the University of Pennsylvania, Philadelphia, Pennsylvania. He is the Promoter and Joint Managing Director of holding Company, AceVector Limited. He is also the co-founder of Titan Capital. Further, he was associated with the Jerome Fisher Program in Management and Technology at the University of Pennsylvania. He is the chairperson of the Confederation of Indian Industry's start-up council for the years 2023-24, 2024-25 and 2025-26 and is a nominated non-official member to the National Startup Advisory Council under Ministry of Commerce and Industry, Government of India. He was previously a member of the executive committee of NASSCOM, and a chairperson of the Confederation of Indian Industry's National Committee on e-Commerce for the calendar year 2020-21. Board of Governors of the Indian Council for Research on International Economic Relations (ICRIER) and an Independent Director on the board of Piramal Finance Limited He was named the 'Entrepreneur of the Year 2014-15' by the Economic Times and was featured in the Fortune India's 40 under 40 list in 2014. He is also an Independent Member of the Investment Committee of Antariksh Venture Capital Fund, a Category-II AIF registered with SEBI. He is a judge and investor on Shark Tank India.	Mr. Kapil Makhija is a seasoned professional. 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.
Qualifications		

Name of the Director	Mr. Kunal Bahl	Mr. Kapil Makhija
Directorship held in other public companies (excluding foreign and private companies, but includes directorship held in private companies which are subsidiaries of public companies)	Piramal Finance Limited (formerly known as Piramal Capital & Housing Finance Limited) AceVector 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)	AceVector Limited – Stakeholders Relationship Committee (Member)	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	Not applicable
Terms and conditions of appointment or re-appointment	As per the resolution	As per the resolution
Details of remuneration sought to be paid and the remuneration last drawn by such person	Nil	As per the explanatory statement
No. of shares held in the company as on the date of notice	46,500 equity shares (0.04%)	2,16,680 equity shares (0.19%)
Number of Board meetings attended during the year	6 (Six)	6 (Six)
Performance evaluation done or not	Yes	Yes
Remuneration last drawn	Nil	2023-24- ₹2,82,30,333 (including Fixed and variable pay) 2024-25 – ₹3,22,72,000 (including Fixed and variable pay) 2025-26 - ₹3,22,72,000 (including Fixed and variable pay)