



11th November, 2024

National Stock Exchange of India Ltd.

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

BSE Limited

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

Subject: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Alteration of Articles ('SEBI Listing Regulations').

Dear Sir/Madam,

We write to inform you that pursuant to Regulations 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended, the Board of Directors of the Company ('the Board'), at its Meeting held today, i.e., Monday, 11th November, 2024, has agreed to make alterations/modifications and ratifications to the Articles of Association ("AoA") of the Company subject to the approval of the Members of the Company by way of a special resolution.

The notice of the Postal Ballot, including other related information as required pursuant to the provisions of the Companies Act, 2013, and Listing Regulations will be published and communicated in due course.

The Board noted the below change in the Articles of Association of the Company:

- i. Deletion of Clause I(c): The Articles of Association of the Company comprise two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the date of filing of the red herring prospectus of the Company ("RHP") with the Registrar of Companies, Delhi and Haryana at New Delhi ("RoC") or an earlier date as may be prescribed or suggested by the Securities and Exchange Board of India ("SEBI") in respect of an initial public offering of the equity shares of the Company (the "Offer" of the "Equity Shares" of the Company). In the event that there is any inconsistency between any provisions in Part B of these Articles with the provisions of any other part of these Articles, then the provisions in Part B of these Articles, shall, subject to applicable law, prevail and be applicable. All the articles of Part B shall automatically terminate and cease to have any force and effect from the date of filing of the RHP with the RoC or an earlier date as may be prescribed by the SEBI and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

Unicommerce eSolutions Ltd.

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

- ii. Insertion of Definition in Clause 1: Definitions and Interpretation of “AceVector” shall mean AceVector Limited (formerly known as Snapdeal Limited), a company incorporated and existing under the laws of the Republic of India, bearing corporate identification number U72300DL2007PLC168097, having its registered office at Mezzanine Floor , A-83, Okhla Industrial Area, Okhla Phase II, New Delhi 110020, India.
- iii. Insertion of Definition in Clause 1: Definitions and Interpretation of “B2 Capital” shall mean B2 Capital Partners, a registered partnership firm, consisting of Kunal Bahl and Rohit Bansal as partners, having its registered office at 3rd Floor, North and South Tower, M3M Urbana Business Park, North and South Tower, Sector-67, Gurugram, Haryana, 122102.
- iv. Insertion of Definition in Clause 1: Definitions and Interpretation of “Date of Initial Public Offering” shall mean August 13, 2024.
- v. Insertion of Definition in Clause 1: Definitions and Interpretation of “SoftBank” shall mean SB Investment Holdings (UK) Ltd, a company incorporated and existing under the laws of England, having its corporate office at 69 Grosvenor Street, London, W1K 3JP, United Kingdom.
- vi. Modification of Clause 23: Directors to
 - 23.1.1 Board Composition: The Board shall constitute of such number of Directors as may be permitted by Applicable Law.
 - 23.1.2 Notwithstanding the above,
 - 23.1.2.1. AceVector, being the Promoter of the Company, shall with effect from the Date of Initial Public Offering by the Company, be entitled to nominate and appoint majority of Directors on the Board and such nominees of AceVector shall be appointed as Director(s) by the Board.
 - 23.1.2.2. SoftBank, being a financial investor of the Company, shall with effect from the Date of Initial Public Offering by the Company, be entitled to nominate 1 (One) non-executive nominee director on the Board and such nominee of SoftBank shall be appointed as a Director by the Board
 - 23.1.2.3. B2 Capital, being a financial investor of the Company, shall with effect from the Date of Initial Public Offering by the Company be entitled to nominate (1) one non-executive nominee on the Board and such nominee of B2 Capital shall be appointed as a Director by the Board
- vii. Insertion of Clause 26.3: AceVector shall, subject to oversight of the Board and the Shareholders as required under Applicable Law, exercise control over the day to day management and operations of the Company and its right to control the management and policy decisions of the Company.



viii. Deletion of Part B of existing Articles of Association of Company.

The same will be available on the website of the Company at <https://unicommerce.com/>

The Board Meeting commenced at 04:00 P.M. and concluded at 5.10 P.M.

Kindly take the above on your records.

Thanking you.

For UNICOMMERCE ESOLUTIONS LIMITED

Name: Ajinkya Jain

Designation: Company Secretary

Membership No.: A33261

Address: Sector 44, Gurugram, Haryana