



11<sup>th</sup> 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: Postal Ballot Notice**

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

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed a copy of the Postal Ballot Notice of UNICOMMERCE ESOLUTIONS LIMITED (‘the Company’) dated 11<sup>th</sup> November 2024, (‘Notice’) for seeking approval of the Members of the Company for:

1. Approval of limit for the Loan, Guarantee and Investment by the Company under section 186 of the Companies Act, 2013;
2. Alteration of Articles of Association of the Company.

In compliance with the provisions of the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022, 09/2023 dated 25<sup>th</sup> September, 2023 and 09/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs (‘MCA Circulars’), this Notice is being sent only through electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company/ Link Intime India Private Limited, Company’s Registrar and Share Transfer Agent / Depositories as on Friday, 08<sup>th</sup> November, 2024 (‘Cut-off date’). The Members, who have not registered their e-mail address, will have to follow the instructions given in the enclosed Notice.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide remote e-voting facility to its Members. The remote e-voting period commences on Tuesday, 12<sup>th</sup> November, 2024 at 9.00 a.m. (IST) and ends on Wednesday, 11<sup>th</sup> December, 2024 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

**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](mailto:contactus@unicommerce.com) | Web: [www.unicommerce.com](http://www.unicommerce.com) ICIN: U74140DL2012PLC230932**



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

You are requested to kindly take the abovementioned on record.

Thanking you.

**For UNICOMMERCE ESOLUTIONS LIMITED**

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**Name:** Ajinkya Jain

**Designation:** Company Secretary

**Membership No.:** A33261

**Address:** Sector 44, Gurugram, Haryana

**Encl:** As above

NOTICE



unicommerce

UNICOMMERCE ESOLUTIONS LIMITED

CIN: U74140DL2012PLC230932

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

**CORPORATE OFFICE:** Landmark House, Plot Number 65, 6<sup>th</sup> and 7<sup>th</sup> Floor, Sector 44, Gurgaon, 122 003, Haryana, India

**Tel:** +91 9311749240

**Website:** <https://unicommerce.com/>

**Email:** [complianceofficer@unicommerce.com](mailto:complianceofficer@unicommerce.com)

**NOTICE OF POSTAL BALLOT**

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

**Dear Member(s),**

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), each as amended, the Special Resolutions as set out in this Notice is proposed for approval by the Members of the Company through Postal Ballot by voting through electronic means only (“remote e-voting”).

The Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder, setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice (“Notice”), is annexed hereto for your consideration.

In terms of the requirements specified in General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Notice is being sent in electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company

is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://unicommerce.com/>.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:

<b>Commencement of remote e-voting</b>	<b>Conclusion of remote e-voting</b>
November 12, 2024 at 9.00 a.m. (IST)	December 11, 2024 at 5.00 p.m. (IST)

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

**Special Businesses:**

**1. APPROVAL OF LIMIT FOR THE LOAN, GUARANTEE AND INVESTMENT BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186, and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable rules, laws and acts (if any) and the provisions of the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 250,00,00,000 (Indian rupees two hundred and fifty crore only), outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to decide and finalise in its absolute discretion the nature of each such investment including terms and conditions and quantum thereof, with power to transfer, sell or otherwise dispose of the same, from time to time and take all decisions and steps in respect of the above loans, guarantees and securities including the timing, amount and other terms and conditions of such loans, guarantees and securities and varying the same either in part or in full as it may deem appropriate and to do all such acts, deeds, matters and things, as may be necessary and/or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Mr. Kapil Makhija, Managing Director & CEO and/or Mr. Anurag Mittal, Chief Financial Officer and/or Bharat Venishetti, Director and/or Prankur Chaturvedi, General Counsel and/or Mr. Ajinkya Jain, Company Secretary, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals,

statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

## **2. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to provisions of Section 5 and 14 of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the Companies (Incorporation) Rules, 2014 and all other applicable provisions under the Act (including any statutory amendments, modifications, clarifications, substitutions, enactments or re-enactments thereof for the time being in force) and all other rules, regulations, guidelines, statutory modifications made by any statutory authorities and modifications thereof and recommendation of Board of Directors (hereinafter referred to as ‘Board’ which term shall be deemed to include any Committee which the Board may have constituted or such other person/s authorised by the Board) the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company as detailed below:

- 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.
- 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.

**RESOLVED FURTHER THAT** Mr. Kapil Makhija, Managing Director & CEO and/or Mr. Anurag Mittal, Chief Financial Officer and/or Prankur Chaturvedi, General Counsel and/or Mr. Ajinkya Jain, Company Secretary of the Company be and are hereby severally authorized to finalise, sign and execute any document, deed, agreement, letter or any such writing on behalf of the company and do all such acts deeds and things as may be necessary and/or expedient in the interest of the company in order to give effect to the above resolution.”

By Order of the Board

**For Unicommerce eSolutions Limited**

Sd/-

**Ajinkya Rajendra Jain**

**Company Secretary**

**Membership No.:** A33261

**Place:** Sector 44, Gurugram, Haryana

**Date:** 11-11-2024

**Registered Office:**

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

**Corporate Office:**

Landmark House Plot No

65, 6th and 7th Floor Sector 44, Gurgaon

Sector 45, Gurgaon, Sector -45, Haryana,

India, 122003

## Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and Secretarial Standard on General Meetings ('SS-2') setting-out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot, vide General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021, No. 03/2022 dated 5 May 2022, No. 11/2022 dated 28 December 2022, No. 09/2023 dated 25 September 2023 and 09/2024 dated September 19, 2024 (hereinafter collectively referred to as 'MCA Circulars'), this Notice is being sent only by e-mail to the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') (hereinafter collectively referred to as 'Depositories') and whose names appear in the Register of Members maintained by the Company/ list of Beneficial Owners as received from the Depositories as of 8<sup>th</sup> November, 2024 ('Cut-off Date').
3. It is clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail ID with the Company or the Depositories) shall be entitled to vote on the Resolution(s) in accordance with the process specified in this Notice.
4. The members may note that this Notice will also be available on the Company's website at websites <https://unicommerce.com/> of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and NSDL at <http://www.evoting.nsdl.com> being the agency providing the remote e-voting facility.
5. The MCA has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic mode, members who have not registered their e-mail ID are requested to contact, the Registrar and Share Transfer Agent of the Company ('RTA') and register their e-mail ID. Members holding equity shares in demat mode are requested to contact their respective Depository Participants ('DPs') for the same.
6. Members holding equity shares in demat mode are requested to provide their PAN, Bank details and intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone and mobile number, nomination, power of attorney, bank details (bank account number, bank and branch name and address, IFSC and MICR code) to their respective DPs. Changes intimated to the DPs will automatically be reflected in the Company's record which will help the Company/ RTA to provide efficient and better services.
7. Institutional shareholders (i.e. other than Individuals, Hindu Undivided Family, Non-Resident Indians) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney etc., authorizing their representative to participate through remote e-voting. The said resolution/ authority letter/ power of attorney etc. shall be sent to the Scrutinizer(s)

by e-mail through their registered e-mail ID at [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

8. Voting rights will be reckoned on the paid-up value of equity shares registered in the name(s) of the members as on the Cut-off Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
9. Dispatch of the Notice shall be deemed to be completed by November 11, 2024
10. Remote e-voting will commence on November 12, 2024 at 9.00 A.M. (IST) and end on December 11, 2024 at 5.00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequent
11. A Member cannot exercise his/her vote by proxy on Postal Ballot
12. The Company has appointed Mr. Omkar Dindorkar (ACS: 43029) and failing him Ms. Deepthi Kulkarni (ACS: 34733) partners of M/s. MMJB & Associates LLP Practicing Company Secretaries Firm as scrutinizers to scrutinize the e-voting process in a fair and transparent manner. They have given their consent for such an appointment.
13. The Scrutinizer(s) shall submit their Report within two working days of the conclusion of the remote e-voting to the Chairman/ Managing Director/ Company Secretary, who shall countersign and declare the result of the voting forthwith. The Resolution(s), if passed by the requisite majority, shall be deemed to have been passed at a duly convened general meeting.
14. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. December 11, 2024. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
15. The result of the Postal Ballot along with the Scrutinizers' Report will also be placed on the Company's website at <https://unicommerce.com/> and on the website of NSDL at <http://www.evoting.nsdl.com>. The Company shall simultaneously forward the result to NSE and BSE, where the equity shares of the Company are listed.
16. Electronic copies of all the documents referred to in the Notice and the Statement shall be made available for inspection. Shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice till the period of the conclusion of the remote e-voting. Members seeking inspection of such documents can send an e-mail to [complianceofficer@unicommerce.com](mailto:complianceofficer@unicommerce.com)
17. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Mr. Ajinkya Jain, Company Secretary and Compliance Officer at Email: [complianceofficer@unicommerce.com](mailto:complianceofficer@unicommerce.com) or for any query/grievance with respect to e-Voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request to NSDL at email id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Member.
18. The details in terms of SEBI Listing Regulations and other applicable provisions of the Act (including SS-2) are annexed hereto and form part of this Notice.

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

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li> </ol>

	<p>wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  App Store        Google Play     </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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.
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**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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 on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Rimpa Bag at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [complianceofficer@unicommerce.com](mailto:complianceofficer@unicommerce.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([complianceofficer@unicommerce.com](mailto:complianceofficer@unicommerce.com)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **Explanatory Statement – Item No. 1**

In terms of Section 186 of the Companies Act, 2013, the Company shall not provide loan, give any guarantee or provide security in connection with a loan to any other body corporate or a person or make investments, exceeding 60% of the paid-up share capital, free reserve and securities premium account of the Company or 100% of the securities premium and free reserves of the Company, whichever is more, without obtaining shareholders' approval by passing a special resolution. Therefore, in view of Company's plan to make further investments or giving any loan or guarantee or providing any security or the acquisition of securities of anybody corporate, from time to time, prior approval of the shareholders is being sought for enhancing the limits.

The Board of Directors at its meeting held on 11<sup>th</sup> November, 2024, unanimously proposed to obtain shareholders' approval to authorize the Board of Directors to give loan/guarantee, provide security, make further investment in and/or acquire by way of subscription, purchase or otherwise, the securities of other body corporate beyond the limit laid down under Section 186(2) of the Act upto an aggregate limit of Rs. 250,00,00,000 (Indian rupees two hundred and fifty crore only).

Subject to shareholders' approval of the increased investment limit, out of the Rs. 250,00,00,000 (Indian rupees two hundred and fifty crore only) the Company seeks to utilise a portion of such amount to acquire 100% stake in 'Shipway Technologies Private Limited' ("Shipway"), in one or more tranches partly by way of cash and partly by way of merger or stock swap. The company will continue to pursue opportunities for growth through acquisition of new product and technology for expanding its market.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 1 of the Notice.

## **Explanatory Statement – Item No. 2**

The shareholders of the Company in their extra-ordinary general meeting held on January 04, 2024 have approved/amend the latest Articles of Association of the Company ("AOA"). It is proposed to amend the existing Articles modifying/altering few clauses of Part A and entirely deleting the clauses of Part B.

The Board of Directors in their meeting held on 11<sup>th</sup> November, 2024 has approved the alteration and modification in the Articles of Association of the Company as set out in Item No. 2 of the Notice, subject to the approval of the shareholders of the Company.

The new set of altered AOA to be substituted in place of existing AOA. Copy of the proposed draft altered AOA of Association of the Company would be available for inspection in physical by the members at the Registered Office of the Company during business hours on all working days.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 2 of the Notice.

**For Unicommerce eSolutions Limited**

**Sd/-**

**Ajinkya Rajendra Jain**

**Company Secretary**

**Membership No.:** A33261

**Place:** Sector 44, Gurugram, Haryana

**Date:** 11-11-2024

**Registered Office:**

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

**Corporate Office:**

Landmark House Plot No

65, 6th and 7th Floor Sector 44, Gurgaon

Sector 45, Gurgaon, Sector -45, Haryana,

India, 122003