



**12<sup>th</sup> December, 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

**Sub:- Voting Results of Postal Ballot through Electronic Voting**

In furtherance to our communication dated 11<sup>th</sup> November, 2024 with respect to the Postal Ballot Notice dated 11<sup>th</sup> November, 2024 for seeking approval of the Members of the Company, please find enclosed herewith the Voting Results on the Special Resolutions for the matter set out in the Postal Ballot Notice along with the Scrutinizer's Report dated 11<sup>th</sup> December, 2024 (marked as "Annexure - A").

Accordingly, the proposed Special Resolutions has been passed by the Members with requisite majority, through remote e-Voting process as mentioned in the Postal Ballot Notice.

The said details are also being uploaded on the website of the Company at <https://unicommerce.com/>, the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also displayed on the Notice Board of the Registered Office.

You are requested to take this intimation on record.

Thanking you.

**For UNICOMMERCE ESOLUTIONS LIMITED**

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**Name:** Kapil Makhija

**Designation:** Managing Director & CEO

**DIN:** 07916109

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

**Encl:** As above

**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**

| Voting Results in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |                |
|---|----------------|
| <b>Voting Results</b>   |                |
| Record Date   | 08-11-2024     |
| Total number of shareholders on record date   | 104890         |
| No. of shareholders present in the meeting either in person or through proxy  |                |
| a) Promoter and Promoter Group  |                |
| b) Public   | Not Applicable |
| No. of shareholders present in the meeting either in person or through proxy  |                |
| a) Promoter and Promoter Group  |                |
| b) Public   | Not Applicable |
| No. of resolution passed in the meeting   | 2              |

|   |   |                               |                                |   |                                     |                                   |   |   |  |
|---|---|-------------------------------|--------------------------------|---|-------------------------------------|-----------------------------------|---|---|--|
| <b>Resolution Required : Special</b>                                      | Approval of limit for the Loan, Guarantee and Investment by the Company under section 186 of the Companies Act, 2013. |                               |                                |   |                                     |                                   |   |   |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No  |                               |                                |   |                                     |                                   |   |   |  |
| <b>Category</b>   | <b>Mode of Voting</b>   | <b>No. of shares held (1)</b> | <b>No. of votes polled (2)</b> | <b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b> | <b>No. of Votes – in favour (4)</b> | <b>No. of Votes – against (5)</b> | <b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b> | <b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b> |  |
| Promoter and Promoter Group   | E-Voting  | 4,03,79,974                   | 4,03,79,974                    | 100.0000  | 4,03,79,974                         | -                                 | 100.0000  | -   |  |
| Public- Institutions  | E-Voting  | 1,26,39,794                   | 1,02,87,675                    | 81.3912   | 27,83,230                           | 75,04,445                         | 27.0540   | 72.9460   |  |
| Public- Non Institutions  | E-Voting  | 4,94,14,280                   | 1,62,19,223                    | 32.8229   | 1,62,14,493                         | 4,730                             | 99.9708   | 0.0292  |  |
| <b>Total</b>  |   | <b>10,24,34,048</b>           | <b>6,68,86,872</b>             | <b>65.2975</b>  | <b>5,93,77,697</b>                  | <b>75,09,175</b>                  | <b>88.7733</b>  | <b>11.2267</b>  |  |

|   |   |                               |                                |   |                                     |                                   |   |   |  |
|---|---|-------------------------------|--------------------------------|---|-------------------------------------|-----------------------------------|---|---|--|
| <b>Resolution Required : Special</b>                                      | Alteration of Articles of Association of the Company. |                               |                                |   |                                     |                                   |   |   |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes   |                               |                                |   |                                     |                                   |   |   |  |
| <b>Category</b>   | <b>Mode of Voting</b>                                 | <b>No. of shares held (1)</b> | <b>No. of votes polled (2)</b> | <b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b> | <b>No. of Votes – in favour (4)</b> | <b>No. of Votes – against (5)</b> | <b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b> | <b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b> |  |
| Promoter and Promoter Group   | E-Voting  | 4,03,79,974                   | 4,03,79,974                    | 100.0000  | 4,03,79,974                         | -                                 | 100.0000  | 0.0000  |  |
| Public- Institutions  | E-Voting  | 1,26,39,794                   | 1,10,39,602                    | 87.3400   | 12,14,271                           | 98,25,331                         | 10.9992   | 89.0008   |  |
| Public- Non Institutions  | E-Voting  | 4,94,14,280                   | 1,62,19,188                    | 32.8229   | 1,62,14,417                         | 4,771                             | 99.9706   | 0.0294  |  |
| <b>Total</b>  |   | <b>10,24,34,048</b>           | <b>6,76,38,764</b>             | <b>66.0315</b>  | <b>5,78,08,662</b>                  | <b>98,30,102</b>                  | <b>85.4668</b>  | <b>14.5332</b>  |  |

# *MMJB & Associates LLP*

## Company Secretaries

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund West, Mumbai 400080, (T) 022-31008600  
LLPIN: AAR-9997

### **Report of Scrutinizer for Voting on Postal Ballot through remote e-voting**

To,  
Kapil Makhija  
Managing Director & CEO  
**Unicommerce eSolutions Limited** ("the Company")  
Mezzanine Floor, A-83, Okhla Industrial Area,  
Ph- II, South Delhi-110020, India.

Dear Sir,

### **Scrutinizer's Report on voting through remote e-voting for Postal Ballot conducted in terms of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.**

- A. In accordance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I, Omkar Dindorkar (Membership No. A43029), Designated Partner of M/s. MMJB & Associates LLP, have been appointed as Scrutinizer by the Board of Directors of the Company at their meeting held on Monday, November 11, 2024 for votes cast through electronic means for the postal ballot process in respect of the resolutions as set out in the Postal Ballot Notice dated November 11, 2024 ("Notice").
- B. Member's approvals were sought for the following business:
- i. Approval of limit for the loan, guarantee and investment by the Company under section 186 of the Companies Act, 2013.
  - ii. Alteration of Articles of Association of the Company.
- C. Pursuant to Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the resolutions as set out in the Notice was placed for approval of the members of the Company through remote e-voting only. The Company has confirmed that the electronic copy of the Notice and Explanatory Statement along with the process of remote e-voting in terms of the MCA Circulars were

sent to those members on Monday, November 11, 2024 whose e-mail addresses were registered with the Company/Depositories and whose names appeared in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday November 08, 2024.

- D. The Company had appointed National Securities Depository Limited (“NSDL”) for providing remote e-voting facility to the members of the Company.
- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the MCA Circulars.
- F. The remote e-voting period commenced on Tuesday, November 12, 2024, from 9.00 a.m. (IST) and ended on Wednesday, December 11, 2024, at 5.00 p.m. (IST).
- G. Accordingly, the votes cast through remote e-voting were taken into account and at the end of the remote e-voting period, on Wednesday, December 11, 2024, at 5.00 p.m. (IST), the remote e-voting module was thereafter disabled for voting by NSDL. The remote e-voting summary statement was thereafter downloaded from e-voting website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- H. The register, in accordance with Rules 20(4)(xiv) and 22(10) of the Companies (Management and Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or DP ID Client ID of the members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining the list of shares with differential voting rights.

Result of the Postal Ballot through remote e-voting are as under:

**Resolution Item No. 1 – Special Resolution:**

Approval of limit for the loan, guarantee and investment by the company under section 186 of the Companies Act, 2013.

| Category                    | Mode of Voting                        | No. of shares held  | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|---------------------------------------|---------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                             |                                       | [1]                 | [2]                 | $[3]=\{[2]/[1]\}*100$                   | [4]                      | [5]                    | $[6]=\{[4]/[2]\}*100$                | $[7]=\{[5]/[2]\}*100$              |
| Promoter and Promoter Group | Remote e-voting through Postal Ballot | 4,03,79,974         | 4,03,79,974         | 100.0000                                | 4,03,79,974              | 0                      | 100.0000                             | 0.0000                             |
| Public Institutions         |                                       | 1,26,39,794         | 1,02,87,675         | 81.3912                                 | 27,83,230                | 75,04,445              | 27.0540                              | 72.9460                            |
| Public Non-Institutions     |                                       | 4,94,14,280         | 1,62,19,223         | 32.8229                                 | 1,62,14,493              | 4,730                  | 99.9708                              | 0.0292                             |
| <b>Total</b>                |                                       | <b>10,24,34,048</b> | <b>6,68,86,872</b>  | <b>65.2975</b>                          | <b>5,93,77,697</b>       | <b>75,09,175</b>       | <b>88.7733</b>                       | <b>11.2267</b>                     |

**Resolution Item No. 2: Special Resolution**

Alteration of Articles of Association of the Company.

| Category                    | Mode of Voting                        | No. of shares held  | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|---------------------------------------|---------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                             |                                       | [1]                 | [2]                 | $[3]=\{[2]/[1]\} * 100$                 | [4]                      | [5]                    | $[6]=\{[4]/[2]\} * 100$              | $[7]=\{[5]/[2]\} * 100$            |
| Promoter and Promoter Group | Remote e-voting through Postal Ballot | 4,03,79,974         | 4,03,79,974         | 100.0000                                | 4,03,79,974              | 0                      | 100.0000                             | 0.0000                             |
| Public Institutions         |                                       | 1,26,39,794         | 1,10,39,602         | 87.3400                                 | 12,14,271                | 98,25,331              | 10.9992                              | 89.0008                            |
| Public Non-Institutions     |                                       | 4,94,14,280         | 1,62,19,188         | 32.8229                                 | 1,62,14,417              | 4,771                  | 99.9706                              | 0.0294                             |
| <b>Total</b>                |                                       | <b>10,24,34,048</b> | <b>6,76,38,764</b>  | <b>66.0315</b>                          | <b>5,78,08,662</b>       | <b>98,30,102</b>       | <b>85.4668</b>                       | <b>14.5332</b>                     |

It is to be noted that:

1. There were no invalid and abstained votes cast on the above resolutions.
2. The aforesaid resolutions were passed by the members of the Company with requisite majority.
3. Voting rights of Foreign Portfolio Investors, if any, who have not submitted additional disclosures by the end of the prescribed period as notified by SEBI Circular No. SEBI/HO/AFD/AFD-PoD-2/CIR/P/2023/148 dated August 24, 2023 (subsumed as a part of the SEBI Master Circular No. SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 dated May 30, 2024) have been restricted as provided in the said Circular.

Thanking you,

**For MMJB & Associates LLP**  
**Company Secretaries**

OMKAR  
MADHAV  
DINDORKAR

Digitally signed by  
OMKAR MADHAV  
DINDORKAR  
Date: 2024.12.11  
20:51:46 +05'30'

**Omkar Dindorkar**  
**Designated Partner**  
**ACS: 43029**  
**CP: 24580**  
**PR: 2826/2022**  
**UDIN: A043029F003354524**  
**Date: December 11, 2024**  
**Place: Mumbai**

**For Unicommerce eSolutions Limited**

**Kapil Makhija**  
**Managing Director & CEO**  
**(Authorised Representative)**  
**DIN: 07916109**  
**Date: December 11, 2024**  
**Place: Gurugram**