

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U74140DL2012PLC230932

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCU4029K

(ii) (a) Name of the company

UNICOMMERCE ESOLUTIONS L

(b) Registered office address

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

(c) \* e-mail ID of the company

CO\*\*\*\*\*CE.I

(d) \* Telephone number with STD code

82\*\*\*\*\*22

(e) Website

www.unicommerce.com

(iii) Date of Incorporation

02/02/2012

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \* Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ACEVECTOR LIMITED	U72300DL2007PLC168097	Holding	71.74

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	150,000,000	58,887,680	58,887,680	58,887,680
Total amount of equity shares (in Rupees)	150,000,000	58,887,680	58,887,680	58,887,680

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	150,000,000	58,887,680	58,887,680	58,887,680
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	150,000,000	58,887,680	58,887,680	58,887,680

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	24,440	16,597	16,597	16,597
Total amount of preference shares (in rupees)	2,444,000	1,659,700	1,659,700	1,659,700

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series A CCPS				
Number of preference shares	11,350	11,350	11,350	11,350
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	1,135,000	1,135,000	1,135,000	1,135,000
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Series B CCPS				
Number of preference shares	13,090	5,247	5,247	5,247
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	1,309,000	524,700	524,700	524,700

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	100	22,710	22810	228,100	228,100	
Increase during the year	0	58,659,526	58659526	58,659,580	58,659,580	0

i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	58,657,650	58657650	58,657,650	58,657,650	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	1,876	1876	1,930	1,930	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify				0	0	0
Sub-Division of Shares & Conversion of 100 Physical Shares into Demat Shares						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Conversion of Physical Shares into Demat Shares						
<b>At the end of the year</b>	100	58,682,236	58682336	58,887,680	58,887,680	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	16,597	16597	1,659,700	1,659,700	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
At the end of the year	0	16,597	16597	1,659,700	1,659,700	

ISIN of the equity shares of the company

INE00U401027

(ii) Details of stock split/consolidation during the year (for each class of shares)

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	22,816		
	Face value per share	10		
After split / Consolidation	Number of shares	228,160		
	Face value per share	1		

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		09/10/2023	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

#### Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

#### (v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

#### V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

##### (i) Turnover

1,035,810,501

##### (ii) Net worth of the Company

689,139,335

#### VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0

5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	42,244,416	71.74	0	0
10.	Others	0	0	0	0
	<b>Total</b>	42,244,416	71.74	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,048,034	13.67	2,472	14.89
	(ii) Non-resident Indian (NRI)	0	0	1,492	8.99
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	8,595,230	14.6	0	0
9.	Body corporate (not mentioned above)	0	0	12,633	76.12



10.	Others	0	0	0	0
	<b>Total</b>	16,643,264	28.27	16,597	100

**Total number of shareholders (other than promoters)**

21

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

22

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	2	21
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	1	1	6	0	0
(i) Non-Independent	1	1	1	3	0	0
(ii) Independent	0	0	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	1	1	1	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KAPIL MAKHIJA	07916109	Managing Director	2,560	
BHARAT VENISHETTI	08317416	Director	0	
MANOJ KUMAR KOHL	00162071	Director	0	
SAIREE CHAHAL	00333336	Director	0	
KASARAGOD ULLAS	00506681	Director	0	
KUNAL BAHL	01761033	Director	0	
ROHIT KUMAR BANS,	01884522	Director	0	
ANURAG MITTAL	ALRPM8047M	CFO	0	
AJINKYA RAJENDRA	BVSPB5924Q	Company Secretar	0	
KAPIL MAKHIJA	07916109	CEO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
KUNAL BAHL	01761033	Director	06/12/2023	Appointment
ROHIT KUMAR BAN	01884522	Director	06/12/2023	Appointment
MANOJ KUMAR KO	00162071	Director	06/12/2023	Appointment
SAIREE CHAHAL	00333336	Director	06/12/2023	Appointment
KASARAGOD ULLA	00506681	Director	06/12/2023	Appointment
KAPIL MAKHIJA	07916109	CEO	19/12/2023	Appointment
KAPIL MAKHIJA	07916109	Managing Director	19/12/2023	Change in Designation
AJINKYA RAJENDR	BVSPB5924Q	Company Secretary	06/12/2023	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

8

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	09/10/2023	4	4	100
EGM	07/10/2023	4	4	100
EGM	27/10/2023	4	4	100
EGM	28/10/2023	4	4	100
EGM	06/12/2023	10	5	99.98
EGM	19/12/2023	10	5	99.98
EGM	04/01/2024	17	7	95.2
EGM	05/01/2024	18	5	94.95

**B. BOARD MEETINGS**

\*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2023	2	2	100
2	22/09/2023	2	2	100
3	07/10/2023	2	2	100
4	09/10/2023	2	2	100
5	27/10/2023	2	2	100
6	28/10/2023	2	2	100
7	06/12/2023	2	2	100
8	19/12/2023	7	7	100
9	03/01/2024	7	6	85.71

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
10	04/01/2024	7	6	85.71
11	05/01/2024	7	6	85.71

### C. COMMITTEE MEETINGS

Number of meetings held

7

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	CSR Meeting	08/08/2023	2	2	100
2	CSR Meeting	20/03/2024	3	3	100
3	AC Meeting	19/12/2023	3	3	100
4	AC Meeting	04/01/2024	3	3	100
5	AC Meeting	05/01/2024	3	3	100
6	NRC Meeting	19/12/2023	3	3	100
7	NRC Meeting	05/01/2024	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	12/07/2024
								(Y/N/NA)
1	KAPIL MAKHI	11	11	100	5	5	100	Yes
2	BHARAT VEN	11	11	100	1	1	100	Yes
3	MANOJ KUMA	4	4	100	0	0	0	No
4	SAIREE CHAI	4	4	100	6	6	100	No
5	KASARAGOD	4	4	100	5	5	100	No
6	KUNAL BAHL	4	4	100	2	2	100	No
7	ROHIT KUMA	4	1	25	1	1	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KAPIL MAKHIJA	MANAGING DIF	32,272,000	0	0	0	32,272,000
	Total		32,272,000	0	0	0	32,272,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANURAG MITTAL	CFO	11,702,084	0	0	0	11,702,084
	Total		11,702,084	0	0	0	11,702,084

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MANOJ KUMAR KC	Director	158,904	0	0	200,000	358,904
2	KASARAGOD ULLA	Director	158,904	0	0	325,000	483,904
3	SAIREE CHAHAL	Director	158,904	0	0	350,000	508,904
	Total		476,712	0	0	875,000	1,351,712

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☒ Yes ☐ No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Kritika Sharma

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

20081

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ... 09 dated 11/07/2024

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIGITALLY SIGNED BY  
BHARAT VENISHETTI  
Date: 2024.11.22  
16:14:58 +05'30'

DIN of the director

0\*3\*7\*1\*

**To be digitally signed by**

DIGITALLY SIGNED BY  
AJINKYA RAJENDRA JAIN  
Date: 2024.11.22  
16:15:34 +05'30'

- ☒ Company Secretary  
☐ Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

#### List of attachments

List of shareholders as on March 31 2024.  
List of Share Transfers as on March 31 2024.  
MGT-8.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**