



# JASPREET DHAWAN & ASSOCIATES COMPANY SECRETARIES

JASPREET SINGH DHAWAN  
B.COM(HONS), FCS, DARB (ICSI)

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF**  
**UNICOMMERCE ESOLUTIONS LIMITED (CIN : L74140DL2012PLC230932)**  
***For the financial year ended March 31, 2025***

***[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]***

**I, Jaspreet Singh Dhawan, Proprietor of M/s Jaspreet Dhawan & Associates, Company Secretaries have examined:**

- (a) All the documents and records made available to us and explanation provided by **Unicommerce Esolutions Limited** ("the listed entity"),
- (b) The filings/submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this Report,

for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines, issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations whose provisions and the circulars/guidelines issued thereunder have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018 - **[Not applicable during the Audit Period]**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: - **[Not applicable during the Audit Period]**;

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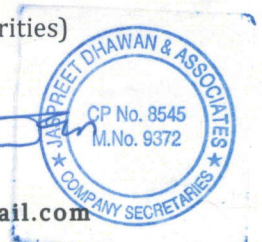


H.NO. 705, PHASE 10, SECTOR 64,  
MOHALI, PUNJAB-160062.



[jaspreestdhawan1@gmail.com](mailto:jaspreestdhawan1@gmail.com)

+91 9888515184



- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations , 2021 - **[Not applicable during the Audit Period]** ;

and circulars/guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period;

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified herewith;

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Regulation/Circular No.	Deviations	Actions Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
<b>Not Applicable</b>										

- (b) The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Regulation/Circular No.	Deviations	Actions Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
<b>Not Applicable</b>										

\*The Company was listed with BSE Limited and National Stock Exchange of India Limited on 13<sup>th</sup> August, 2024. The present report is the first ever report after its listing.

*[Handwritten Signature]*



(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	The Company has complied with the requirements of the applicable Secretarial Standards (SS) prescribed by the Institute of Company Secretaries of India (ICSI).
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	All applicable policies are duly adopted with the approval of Board of Directors. Also, all policies are in conformity with SEBI Regulations and are timely reviewed & updated accordingly.
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website.</li> </ul>	Yes	The Company has maintained a duly functional website at <a href="https://unicommerce.com/">https://unicommerce.com/</a> whereby timely dissemination of requisite information is made.
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	None of the Director is disqualified under Section 164 of the Companies Act, 2013
5.	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	(a) As per the provisions of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 company has

			<p>identified "Shipway Technology Private Limited" CIN: U72300HR2015PTC056319 as its material subsidiary.</p> <p>(b) Further, relevant disclosure requirement in respect of subsidiary are duly met with.</p>
6.	<p><b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations, 2015.</p>	Yes	<p>The Company preserves, maintains and disposes records in accordance with SEBI Regulations and Policy of Preservation of Documents and Archival policy prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
7.	<p><b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	<p>The performance evaluation was conducted during the financial year.</p>
8.	<p><b><u>Related Party Transactions:</u></b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	<p>Yes</p> <p>NA</p>	<p>(a) The Company has obtained prior approval of Audit Committee for all Related Party Transactions except as specified in point (b).</p> <p>(b) The Audit Committee of the Company ratified arrangements entered into with AceVector Limited and Shipway Technology Private Limited for providing and availing services in its ordinary course of business and on arm's length basis during the quarter ended December 31, 2024.</p>

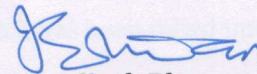


9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder.	Yes	The Company has provided all the required disclosures under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI(Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company has duly complied with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	No action has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Yes	There was no instance of resignation of Statutory Auditor during the review period.
13.	<b><u>No additional non-compliances observed:</u></b>  No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	NA	No such non-compliance. Further, Company has been in receipt of various correspondences from the stock exchanges which were dealt with accordingly.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.

For Jaspreet Dhawan & Associates

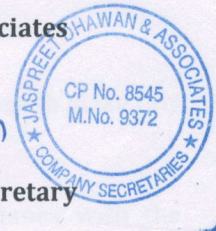


**Jaspreet Singh Dhawan**  
**Practising Company Secretary**

FCS: 9372, CP: 8545

PR No. 1335/2021

UDIN: F009372G000465025



Place : Mohali

Date : 28/05/2025