



# JASPREET DHAWAN & ASSOCIATES COMPANY SECRETARIES

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

**SECRETARIAL COMPLIANCE REPORT OF**  
**UNICOMMERCE ESOLUTIONS LIMITED (CIN : L74140DL2012PLC230932)**  
***For the year ended March 31, 2026***

***[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 fillings/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, 2026 ("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;



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



jaspreetsdhawan1@gmail.com

+91 9888515184



- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: - **[Not applicable during the Audit Period];**
- (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;

and circulars/guidelines issued thereunder;

and based on the above examination, I 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 below:-

| 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 |
|----------------|--------------------------------------------------------------------------------------|-------------------------|------------|------------------|----------------|----------------------|-------------|----------------------------------------------------------|---------------------|---------|
| Not Applicable |                                                                                      |                         |            |                  |                |                      |             |                                                          |                     |         |

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

| Sr. No. | Observations/Remarks of the Practicing Company Secretary (PCS) in the previous | Observations made in the Secretarial Compliance report for the year ended | Compliance Requirement (Regulations/circulars/guidelines including specific | Details of violation / Deviations and actions taken /penalty | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the Actions taken by the listed entity |
|---------|--------------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------|
|---------|--------------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------|



|                |          |                                       |         |                                       |  |  |
|----------------|----------|---------------------------------------|---------|---------------------------------------|--|--|
|                | reports) | ..... (the years are to be mentioned) | clause) | imposed, if any, on the listed entity |  |  |
| Not Applicable |          |                                       |         |                                       |  |  |

\*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 second report after its listing.

(c) I 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 has been reviewed &amp; timely updated, 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. | <b><u>Maintenance and disclosures on Website:</u></b> <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 | <p>The Company has maintained a duly functional website at <a href="https://unicommerce.co.m/">https://unicommerce.co.m/</a>.</p> <p>Whereby timely dissemination of requisite information is made.</p>                                                                                                                                                     |
| 4. | <b><u>Disqualification of Director:</u></b> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>                                                                                                                                                                                                                                                                                                                  | Yes | <p>None of the Director is disqualified under Section 164 of the Companies Act, 2013</p>                                                                                                                                                                                                                                                                    |
| 5. | <b><u>Details related to Subsidiaries of listed entities:</u></b> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>                                                                                                                                                                                                                                         | Yes | <p>(a) As per the provisions of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 company has identified "Shipway Technology Private Limited" CIN: U72300HR2015PTC0563 19 as its material subsidiary.</p> <p>(b) Further, relevant disclosure requirement in respect of subsidiary are duly met with.</p> |
| 6. | <b><u>Preservation of Documents:</u></b> <p>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.</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</p>                                                                                                                                             |



|     |                                                                                                                                                                                                                                                                                                                                                                                 |                                    |                                                                                                                                                                                 |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|     |                                                                                                                                                                                                                                                                                                                                                                                 |                                    | Disclosure Requirements) Regulations, 2015.                                                                                                                                     |
| 7.  | <b><u>Performance Evaluation:</u></b><br><br>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.                                                                                                                                              | Yes                                | The performance evaluation was conducted during the financial year.                                                                                                             |
| 8.  | <b><u>Related Party Transactions:</u></b><br><br>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.<br><br>(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. | Yes<br><br><br><br><br><br><br>N.A | (a) The Company has obtained prior approval of Audit Committee for all Related Party Transactions.<br><br>(b) No such instance occurred during the review period.               |
|     | <b><u>Disclosure of events or information:</u></b><br><br>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><br><br>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>                                                                                                                                                                                                                                                                                                               | Yes                                | No action has been taken against the listed entity/ its promoters/directors/                                                                                                    |



|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|     | 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 (or)                                                                                                                                                                                            |    | 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. | <p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></b></p> <p>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.</p> | NA | <p>There was no event of resignation of statutory auditors from the listed entity or its material subsidiaries.</p> <p>However The term of appointment of M/s S.R. Batliboi &amp; Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company expired on September 30, 2025.</p> <p>Subsequently, the Company has appointed M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants (ICAI Firm Registration No. 012754N/N500016), as the Statutory Auditors for a period of five (5) consecutive years, commencing from the conclusion of the 14th (Fourteenth) Annual General Meeting until the conclusion of the 19th (Nineteenth) Annual General Meeting of the Company.</p> |



|     |                                                                                                                                                                                                |    |                                                                                                                                                                                              |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 13. | <p><b><u>No additional non-compliances observed:</u></b></p> <p>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p> | NA | <p>No such non-compliance occurred during the review period. Further, Company has been in receipt of various correspondences from the stock exchanges which were dealt with accordingly.</p> |
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**For Jaspreet Dhawan & Associates**



**Jaspreet Singh Dhawan**  
**Practising Company Secretary**  
**FCS: 9372, CP: 8545**  
**PR No. 1335/2021**  
**UDIN: F009372H000303974**

**Place : Mohali**  
**Date : 07/05/2026**