



March 20, 2025

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: Outcome of Board Meeting dated March 20, 2025

Ref: - Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

Greetings from Unicommerce eSolutions Limited

This is to inform you that pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; ('Listing Regulations') the Board of Directors at its meeting held today i.e., Thursday, March 20, 2025, approved, inter alia, the following matter: -

1. Preferential issue of equity shares of Unicommerce eSolutions Limited for consideration other than cash in lieu of acquisition of 7,610 equity shares of Shipway Technology Private Limited (“Shipway”) held by Mr. Vikas Garg, Mr. Gaurav Gupta and Mr. Puneet Gupta, subject to approval of Members

The Board of Directors at its meeting held today i.e. March 20, 2025, have approved issuance of equity shares of the Company on a preferential basis for consideration other than cash wherein Unicommerce eSolutions Limited (“Company”) is acquiring 7,610 Equity Shares of Shipway Technology Private Limited (“Shipway”) held by Mr. Vikas Garg, Mr. Gaurav Gupta and Mr. Puneet Gupta (“Proposed allottees”) in lieu of issuance of 60,33,189 Equity Shares of the Company by way of swap of shares in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).

Shipway is an erstwhile subsidiary of the Company which would result in its conversion into a Wholly Owned Subsidiary post the proposed acquisition. The proposed preferential issue is subject to the approval of members and other regulatory approvals.

The information pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed as **Annexure-A** (Acquisition of Securities) and **Annexure - B** (Issue of Securities) to this letter.

Unicommerce eSolutions Ltd.

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Corporate Office: M3M Urbana Business Park, Tower B, 9th Floor, Sector 67, Gurugram 122001, Haryana, India
Tel +91-888 7790 22, email: contactus@unicommerce.com | Web: www.unicommerce.com

CIN: L74140DL2012PLC230932



2. Alteration/modification and ratification of articles of association of the Company

The Board of Directors has agreed to make alterations/modifications and ratifications to the Clauses 1, 23.1.2.2 and 23.1.2.3 of Articles of Association (“AoA”) of the Company, subject to the approval of the Members of the Company by way of a special resolution.

The Board noted the below change in the Articles of Association, subject to the approval of Members of the Company:-

a) Clauses 23.1.2.2 and 23.1.2.3 of the Articles of Association may be read as follows:-

SoftBank, being a financial investor of the Company, shall with effect from the Date of Initial Public Offering by the Company, until it has the Minimum Shareholding shall, 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.

B2 Capital, being a financial investor of the Company, shall with effect from the Date of Initial Public Offering by the Company, until it has the Minimum Shareholding shall, 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.

b) Clause 1 of the Articles of Association shall contain an additional definition to read as under:-

“Minimum Shareholding” means the shareholding of not less than 8% (Eight percent) of the Equity Share Capital. For the purposes of this definition, the term ‘Equity Share Capital’ shall not include the ESOP Pool.”

3. Resignation of Senior Management Personnels from the Company

The Board of Directors took note of resignation of Mr. Prateek Mahajan - Director (Operations), Mr. Pranay Kale - Head of India (Sales) and Mr. Vaibhav Malhotra - Senior Director (Marketing) designated as Senior Management Personnel (SMP) of the Company for reasons as specified in **Annexure C**. It is further informed that there is no other material reason for the resignation other than the reasons mentioned.

Further, the information required in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 13th July 2023 is enclosed as **Annexure C**.

The same will be available on the website of the Company at <https://unicommerce.com/>

The Board Meeting started at 1.30 P.M. and concluded at 4:00 P.M.

You are requested to kindly take the abovementioned on record.

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Thanking you,

For Unicommerce eSolutions Limited

Name: Anil Kumar
Designation: Company Secretary
Membership Number – F8023

Encl: As above

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Annexure-A-Acquisition of Securities

Sr. No	Particulars	Description
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Name of Target Entity :- Shipway Technology Private Limited (‘Shipway’/‘Target Entity’)</p> <p>Details of the Target Entity:- Shipway in the regular course of the operations manages e-commerce technology platform that offers software solutions for the pre-purchase and post-purchase journeys of e-commerce. It provides “Shipway,” an automated shipping solution software that algorithmically enables optimal courier allocation. It also offers “ConvertWay,” an automated marketing technology platform that allows brands to target their customers efficiently using AI-enabled tools.</p> <p>Revenue for F.Y. 2023-24: Rs. 425.56 million</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length	<p>No, the acquisition would not fall within related party transaction(s).</p> <p>The Proposed Allottees are not Related Parties of the Company. However, the Target Entity is a subsidiary of the Company.</p> <p>Except the Company, none of the promoter, promoter group or group companies are interested in the acquisition.</p> <p>The proposed acquisition is at arm’s length basis.</p>
3.	Industry to which the entity being acquired belongs	The Target Company provides a technology platform for automated shipping and marketing solutions.
4.	Indicative time period for completion of the acquisition	<p>The Acquisition will be completed within a period of 15 (fifteen) days from the later of:-</p> <p>(i) Date of the approval of special resolution for preferential issue of equity shares; or</p>

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		(ii) Receipt of date of the in-principal approval/ permission required for allotment under the preferential issue from the stock exchanges for issuance of the equity shares to the proposed allottees.
5.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity.	<p>The acquisition of Shipway Technology Private Limited is strategically aimed at strengthening Unicommerce's offerings in the eCommerce enablement space. Shipway Technology operates two platforms –</p> <ol style="list-style-type: none"> 1. Shipway, an advanced courier aggregation and shipping automation products 2. ConvertWay, a customer data and marketing platform focused on SMS and Whatsapp automation. <p>This acquisition aligns with Unicommerce's vision of delivering a comprehensive eCommerce enablement platform, strengthening customer relationships across pre- and post-purchase stages in the fast growing eCommerce market.</p>
6.	Brief details of any governmental or regulatory approvals required for the acquisition	None
7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Issue of shares for consideration other than cash i.e., Share swap. The Company will issue and allot 60,33,189 equity shares (the swap ratio being 1:8.9).
8.	Cost of acquisition and/ or the price at which the shares are acquired;	The cost of acquisition of shares is INR 155.8037 per share of the target entity
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Post Acquisition, Company would hold 100 % shareholding of Shipway.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Shipway is a Gurugram-based e-commerce technology platform that offers software solutions for the pre-purchase and post-purchase journeys of e-commerce. It provides "Shipway," an automated shipping solution software that algorithmically enables optimal courier allocation. It also offers "ConvertWay," an automated marketing technology platform that allows brands to target their customers efficiently using AI-enabled tools.

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		<p>Shipway is an Indian Company incorporated on August 6, 2015.</p> <p>Revenue for last three years are as follows:-</p> <p>2023-24 : Rs. 425.56 million 2022-23 : Rs. 101.72 million 2021-22 : Rs. 49.92 million</p>
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Annexure-B- Issue of Securities

Sr. No	Particulars	Description
1.	Type of securities proposed to be issued	Equity Shares
2.	Type of Issuance	Preferential Issue
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued	The Company will issue 60,33,189 Equity shares
4.	Names of the investors	Mr. Gaurav Gupta, Mr. Vikas Garg, Mr. Puneet Gupta
5.	Post allotment of securities – outcome of the subscription, issue price / allotted price (in case of convertibles)	Not Applicable
6.	In case of convertibles - Intimation on conversion of securities or on lapse of the tenure of the instrument;	Not Applicable
7.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

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Annexure-C

Sr no	Particulars	Description
1	Name	Mr. Prateek Mahajan
2	Reason for change viz., appointment, resignation, removal, death or otherwise	Resignation of Mr. Prateek Mahajan, Director – Operations of the Company, effective from the close of business hours on 14 th February, 2025 due to reason mentioned in the attached resignation letter.
3	Date of Appointment /cessation (as applicable) & terms of appointment	14 th February, 2025
4	Brief Profile (in case of appointment)	Not Applicable
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
6.	Letter of Resignation along with reason for resignation.	The resignation document is maintained as a digital record of the Company.

Sr no	Particulars	Description
1	Name	Mr. Pranay Kale
2	Reason for change viz., appointment, resignation, removal, death or otherwise	Resignation of Mr. Pranay Kale, Head India (Sales) of the Company, effective from the close of business hours on 18 th November, 2024 due to reason mentioned in the attached resignation letter.
3	Date of Appointment /cessation (as applicable) & terms of appointment	18 th November, 2024
4	Brief Profile (in case of appointment)	Not Applicable
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
6.	Letter of Resignation along with reason for resignation.	The resignation document is maintained as a digital record of the Company.

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Sr no	Particulars	Description
1	Name	Mr. Vaibhav Malhotra
2	Reason for change viz., appointment, resignation, removal, death or otherwise	Resignation of Mr. Vaibhav Malhotra, a Senior Director – Marketing (Corporate) of the Company, effective from the close of business hours on 18 th November, 2024 due to reason mentioned in the attached resignation letter.
3	Date of Appointment /cessation (as applicable) & terms of appointment	18 th November, 2024
4	Brief Profile (in case of appointment)	Not Applicable
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
6.	Letter of Resignation along with reason for resignation.	The resignation document is maintained as a digital record of the Company.

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