



11th November, 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

Subject: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Dear Sir/Madam,

This is to inform you that the Board of Directors of Unicommerce e-Solutions Limited (the "Company") in the meeting held today i.e. Monday, November 11, 2024 have considered and approved the execution of a share purchase agreements ("SPAs") with Shipway Technology Private Limited ("Target Company").

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are given in Annexure-A herewith for your record.

The above intimation is given to you for your record, kindly take the note of the same. A copy of the same will be available on the website of the Company at <https://unicommerce.com/>

Kindly take the above on your records.

Thanking you.

For UNICOMMERCE ESOLUTIONS LIMITED

Name: Ajinkya Jain
Designation: Company Secretary
Membership No.: A33261
Address: Sector 44, Gurugram, Haryana

Annexure A

DETAILS AS REQUIRED UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SEBI MASTER CIRCULAR SEBI/HO/CFD/POD2/CIR/P/2023/120 DATED JULY 11, 2023 AND CIRCULAR NO. SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 DATED JULY 13, 2023 IS AS BELOW:

Sr. No.	Details of Events that need to be provided	Information of such events(s)
a.	name of the target entity, details in brief such as size, turnover etc.;	<p>Name of the Target Company: Shipway Technology Private Limited (“the Target Company”).</p> <p>Unicommerce e-Solution Limited, a subsidiary of AceVector Limited proposes to acquire ‘Shipway Technology Private Limited’ (“Target Company”), a Gurugram based e-commerce technology automation Company that offers software solutions in the pre-purchase and post-purchase journey of e-commerce. The Target owns and operates a technology platform “Shipway”, an automated shipping solution software that algorithmically enables optimal courier allocation. The Target also owns and operated a technology solution “The Convert Way,” an automated marketing technology platform that allows brands to target their customers efficiently using AI-enabled tools.</p> <p>See point (j) below for details of Turnover</p>
b.	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 length’s”	<p>The proposed transaction does not fall within the definition related party transaction.</p> <p>None of the promoter/ promoter group/ promoter group companies have any interest in the equity being acquired.</p>
c.	industry to which the entity being acquired belongs;	The Target Company provides a technology platform for automated shipping and marketing solutions.
d.	objects and effects 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 Company);	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 - 1.) Shipway, an advanced courier aggregation and shipping automation products 2.) ConvertWay, a customer data and marketing platform focused on SMS and Whatsapp automation. 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.

e.	brief details of any governmental or regulatory approvals required for the acquisition;	No government/regulatory approvals are required.
f.	indicative time period for completion of the acquisition;	The Company will complete the acquisition in one or more tranches The first tranche of acquisition will be completed during Q3 FY 2024-25 and the subsequent tranches will be completed by the end of Q3 FY 2025-2026.
g.	nature of consideration - whether cash consideration or share swap and details of the same	<p>The Company will acquire 42.76% share capital of the Target Company on a fully diluted basis for cash consideration for INR 68,40,85,710 (Indian rupees sixty eight crore forty lakh eighty five thousand seven hundred and ten only), in the first tranche.</p> <p>The Company will acquire remaining stake for consideration other than in cash by way of a merger or stock swap through preferential issue of equity shares of the Company subject to the approval of the Board and shareholders wherever required.</p>
h.	cost of acquisition or the price at which the shares are acquired;	The Company will acquire 100% share capital of the Target Company partly by way of cash and partly by way of stock swap. The Company pay a cash consideration of INR 68.40 Crores towards acquiring shares from existing investors of the Target Company. The remaining consideration in future subsequent acquisition will be paid through non cash consideration and therefore a value cannot be ascribed.
i.	percentage of shareholding / control acquired and / or number of shares acquired;	The Company shall acquire 42.76% of share capital of the Target Company on fully diluted basis. By virtue of purchasing shares from the existing investors of the Target Company in the first tranche, the Company will acquire special rights inter-alia affirmative voting rights, liquidation preference rights, RoFR, Tag and Drag Rights and a right to appoint the majority on the board of the Target Company. Therefore, the Target Company will become a subsidiary of the Company immediately upon completion of the transfer of shares in Tranche 1. Subsequently, the Company shall acquire remaining shares of the Target Company to complete its acquisition of 100% share capital of the Target Company.
j.	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)	<p>Shipway Technology Private Limited, incorporated in 2015, specializes in eCommerce enablement SaaS products. The company offers two primary platforms:</p> <ul style="list-style-type: none"> - Shipway: This platform provides advanced courier aggregation and shipping automation services, enabling businesses to manage multiple couriers, automate shipping operations, and track deliveries efficiently. - ConvertWay: A customer data and marketing automation platform focused on automating

		<p>SMS and WhatsApp communications, assisting clients in increasing subscriber lists, setting up event-based communications, and enhancing customer engagement.</p> <p>Financially, Shipway Technology Private Limited has demonstrated significant growth over the past three years: FY 2023-24 = INR 425.56 million FY 2022-23 = INR 101.72 million FY 2021-22 = INR 49.92 million</p>
--	--	---

The above matter is subject to the approval of the members in the Extra Ordinary General Meeting of the company and appropriate authorities. The above intimation is given to you for your record, kindly take the note of the same.

Kindly take the above on your records.

Thanking you.

For UNICOMMERCE ESOLUTIONS LIMITED

Name: Ajinkya Jain

Designation: Company Secretary

Membership No.: A33261

Address: Sector 44, Gurugram, Haryana