



**UNICOMMERCE eSOLUTIONS
LIMITED**

IPO NOTE

August 2024

ISSUE HIGHLIGHTS

- The company was incorporated in 2012 as 'Unicommerce eSolutions Pvt. Ltd', and subsequently the name was changed to 'Unicommerce eSolutions Ltd' on conversion to a public limited company in December 2023. **AceVector Ltd (formerly - Snapdeal Ltd)**, Starfish I Pte. Ltd., Kunal Bahl and Rohit Kumar Bansal are the Promoters of the Company.
- Unicommerce is an **Integrated eCommerce Enablement SaaS Platform that enables end-to-end management of e-commerce operations** for D2C brands, brand aggregators, traditionally offline brands, retailers, marketplaces, logistics players, SMBs **through a comprehensive suite of SaaS products** as a part of the transaction processing or nerve centre layer.
- The company's **SaaS products** include (i) warehouse and inventory management system ("WMS"); (ii) multi-channel order management system ("OMS"); (iii) omni-channel retail management system ("Omni-RMS"); (iv) seller management panel for marketplaces, housed in the platform, Uniware; (v) post-order services related to logistics tracking and courier allocation ("UniShip"); and (vi) payment reconciliation ("UniReco").
- Unicommerce eSolutions is **India's largest e-commerce enablement SaaS platform in the transaction processing or nerve centre layer**, in terms of revenue for the FY2023, FY2022 and FY2021. The company is **also the only profitable company among the top 5 players** in this industry in India during FY23.
- Unicommerce has one of the largest bases of enterprise customers in India among its competitors and powers a diversified, marquee clientele. **Unicommerce processes large numbers of orders across retailers and brands with 20-25% of all dropship volumes** in ecommerce processed through Unicommerce's solutions in FY2023.
- The company has an **extensive suite of technology and partner integrations**, which, till March 31, 2024, comprises 101 Logistics Partner integrations and 11 ERPs, POS and other systems integrations to enable smooth functioning of an integrated supply chain for clients.
- The company's **revenue from contract with customers** from the enterprise clients registered a CAGR of 22.94% during the fiscal 2022-24, while the revenue from contract with customers from SMB clients registered a CAGR of 7.83% during the FY 2022-24 period.
- The company has a **net revenue retention ("NRR") ratio of 107.57%** from its enterprise clients, representing consistent growth in revenue from contracts with customers from existing clients.

BRIEF FINANCIAL DETAILS[^]

(₹ IN Cr)

	As at Mar' 31,		
	2024(12)	2023(12)	2022(12)
Share Capital	5.89	0.02	0.02
Net Worth as stated	68.91	51.89	41.37
Revenue from Contract with Customers	103.58	90.06	59.03
Revenue Growth (%) as stated	15.02	52.56	-
Adjusted EBITDA as stated	18.16	10.83	7.16
Adjusted EBITDA Margin (%) as stated	17.53	12.02	12.13
Net Profit for the period	13.08	6.48	6.01
Net Profit (%) as stated	12.63	7.19	10.18
EPS – Basic (₹)	1.30	0.64	0.60
EPS – Diluted (₹)	1.16	0.58	0.55
RONW (%)	18.98	12.48	14.53
NAV (₹)	6.83	5.14	4.10
ROE (%)	17.36	13.89	16.11
ROCE (%)	25.93	11.46	11.09

Source: RHP, [^]Restated Consolidated

Issue Details

Offer for Sale of Up to 25,608,512 Equity Shares

Issue size: ₹ 261 – 276 Cr

No. of shares: 2,56,08,512 Shares

Face value: ₹ 1/-

Price band: ₹ 102-108

Bid Lot: 138 Shares and in multiple thereof

Post Issue Implied Market Cap =

₹ 1,045~ Cr - ₹ 1,106^ Cr

BRLMs: IIFL Securities, CLSA India Pvt. Ltd

Registrar: Link Intime India Pvt. Ltd

Issue opens on: Tuesday, 6th August 2024

Issue closes on: Thursday, 8th August 2024

Indicative Timetable

Activity	On or about
Finalisation of Basis of Allotment	09-08-2024
Refunds/Unblocking ASBA Fund	12-08-2024
Credit of equity shares to DP A/c	12-08-2024
Trading commences	13-08-2024

Issue break-up

	No. of Shares	₹ In Cr		% of Issue
		@Lower	@Upper	
QIB	1,92,06,385	195.91	207.43	75%
NIB	38,41,276	39.18	41.49	15%
-NIB2	25,60,851	26.12	27.66	
-NIB1	12,80,425	13.06	13.83	
RET	25,60,851	26.12	27.66	10%
Total	2,56,08,512	261.21	276.57	100%

NIB-1=NII Bid between ₹ 2 to 10 Lakhs

NIB-2=NII Bid Above ₹ 10 Lakhs

Category	Retail Category	NII-Bid between ₹ 2 - 10 Lakhs	NII-Bid Above ₹ 10 Lakhs
Minimum Bid Lot (Shares)	138 Shares	1,932 Shares	9,384 Shares
Minimum Bid Lot Amount (₹)	₹ 14,904 [^]	₹ 208,656 [^]	₹ 10,13,472 [^]
Appl for 1x	18,557 Applications	663 Applications	1,325 Applications

Listing: BSE & NSE

Shareholding (No. of Shares)

Pre-issue	Post issue [^]
102,434,048	102,434,048

Shareholding (%)

	Pre-Issue	Post-Issue
Promoter	37.88%	28.67%
Promoters Group	10.75%	10.75%
Investor Selling Shareholder	31.57%	15.79%
Public	19.79%	44.79%
Total	100.00%	100.00%

BACKGROUND

Company and Directors

The Company was originally incorporated as 'Unicommerce eSolutions Private Limited' at New Delhi in 2012. The name was changed to 'Unicommerce eSolutions Limited' on conversion to a public limited company, in December 2023. AceVector Limited (formerly known as Snapdeal Ltd), Starfish I Pte. Ltd., Kunal Bahl and Rohit Kumar Bansal are the Promoters of the Company.

Brief Biographies of Directors

Manoj Kumar Kohli is an Independent Director and Chairman of the company. Previously, he was the country head at Softbank Group International, Chairman of SB Energy-SB Solar Pvt. Ltd and MD & CEO of Bharti Enterprises Ltd. Presently, he is the Chairman & Managing Partner of MK Knowledge LLP.

Kapil Makhija is the MD and CEO of the Company. Previously he was associated with A.T. Kearney Ltd as an associate, Oracle India Pvt. Ltd as the senior member of technical staff and Qwest Software Services as the senior software engineer. He is responsible for the growth planning and business execution of the Company and heads the technology and corporate functions of the Company.

Kunal Bahl is a Non-Executive Director in the company. He is the current chairperson of the Confederation of Indian Industry's (CII) start-up council for the years 2023-24 and 2024-25, and a nominated non-official member to the National Startup Advisory Council under Ministry of Commerce and Industry, Government of India. He was previously a member of the executive committee of NASSCOM, and a chairperson of the CII's National Committee on e-Commerce for CY2020-21.

Rohit Kumar Bansal is a Non-Executive Director in the Company. He is the co-founder and a whole-time director of AceVector Ltd (formerly known as Snapdeal Ltd). Previously he was associated with Capital One Services (India) Pvt. Ltd as an assistant manager - analysis. He was the chairperson of Federation of Indian Chambers of Commerce and Industry's committee on Start-ups in 2023.

Bharat Venishetti is a Non-Executive Director in the Company. Previously he was employed with the Kotak Mahindra Bank as a Chief Manager. He is the group head of strategic finance for AceVector Limited (formerly known as Snapdeal Ltd), and his responsibilities include group audit, financial planning and analysis, and mergers and acquisitions.

Sairee Chahal is an Independent Director of the Company. She is the promoter of the Applied Life Pvt. Ltd and of Mahila Money Pvt Ltd. She currently serves as an executive member on the governing body of Software Freedom Law Centre, and a director of the Trust for Retailers and Retail Associates of India Foundation. She has previously served as a director on the board of Paytm Payments Bank Ltd.

Kasaragod Ullas Kamath is an Independent Director of the Company. Previously, he was the joint managing director of Jyothy Labs Ltd. Currently, he is an independent director on the board of V-Guard Industries, AceVector Limited (formerly known as Snapdeal Ltd), Wonderla Holidays, and Veranda Learning Solutions, and a director on the board of Sami-Sabinsa Group.. He also serves as the chairperson for FICCI Karnataka State Council.

Anurag Mittal is the Chief Financial Officer of the Company. He joined the Company in October 2022. Previously, he has been associated with Body Cupid Pvt. Ltd, One97 Communications Ltd, Nokia Siemens Network Pvt. Ltd, Lovelock & Lewes (a member firm of Price Waterhouse), and AceVector Ltd (formerly known as Snapdeal Ltd).

Ajinkya Rajendra Jain is the Company Secretary of the Company, and the group company secretary for AceVector Ltd (formerly known as Snapdeal Ltd). He was previously associated with API Holdings Pvt. Ltd, Medlife International Pvt. Ltd (merged with API Holdings Pvt. Ltd), Games 24x7 Pvt. Ltd, Future Generali India Insurance Company Ltd, Gangakhed Sugar & Energy Ltd, Pantomath Capital Advisors Pvt. Ltd, and 91Streets Media Technologies Pvt. Ltd

OFFER DETAILS

The Offer for Sale by:	No. of Shares	WACA per Equity Share (₹)
AceVector Ltd (formerly - Snapdeal Ltd)– Promoter Selling Shareholder	Upto 9,438,272 Equity Shares	23.52
SB Investment Holdings (UK) Ltd– Investor Selling Shareholder	Upto 16,170,240 Equity Shares	30.87

SHAREHOLDING PATTERN

Shareholders	Pre-offer		Offer for sale shares [^]	Post-offer	
	Number of Equity Shares	% of Total Equity Share Capital		Number of Equity Shares	% of Total Equity Share Capital
Promoter and Promoters Group					
<i>Promoter</i>	3,88,05,126	37.88%	94,38,272	2,93,66,854	28.67%
<i>Promoters Group</i>	1,10,13,120	10.75%	0	1,10,13,120	10.75%
Total for Promoter and Promoter Group	4,98,18,246	48.63%	94,38,272	4,03,79,974	39.42%
<i>Public - Investor Selling Shareholder</i>	3,23,40,480	31.57%	1,61,70,240	1,61,70,240	15.79%
<i>Public - Others</i>	2,02,75,322	19.79%	-	4,58,83,834	44.79%
Total for Public Shareholder	5,26,15,802	51.37%	1,61,70,240	6,20,54,074	60.58%
Total Equity Share Capital	10,24,34,048	100.00%		10,24,34,048	100.00%

([^] at upper price band)

BUSINESS OVERVIEW

Unicommerce eSolutions enables end-to-end management of e-commerce operations for brands, sellers and logistics service provider firms. The company is an e-commerce enablement Software-as-a-Service (“SaaS”) platform in the transaction processing or nerve centre layer. The company supports the entire journey of post-purchase e-commerce operations, for its enterprise clients and small and medium business (“SMB”) clients, through a comprehensive suite of SaaS products.

The company’s SaaS products include (i) the warehouse and inventory management system (“WMS”); (ii) the multi-channel order management system (“OMS”); (iii) the omni-channel retail management system (“Omni-RMS”); (iv) seller management panel for marketplaces, housed in the platform, Uniware; (v) recently introduced post-order services related to logistics tracking and courier allocation (“UniShip”); and (vi) payment reconciliation (“UniReco”).

Additionally, the company offers several sub-modules that the customers can use as a part of their routine operations. The company’s products act as the nerve centre for e-commerce fulfilment operations of the clients, ensuring that the orders received from the clients’ end customers are processed correctly, efficiently and within timelines as per client needs.

The growth of the eCommerce enablement SaaS industry is intrinsically linked with eCommerce. As India’s e-commerce industry grows, e-commerce businesses and retailers face significant challenges to scale their operations efficiently. Given the range of issues, regularly changing business needs and market practices, and the need for sanctity of data across the various stages, customers prefer comprehensive end-to-end transaction processing layer SaaS products. Unicommerce eSolutions is India’s largest e-commerce enablement SaaS platform in the transaction processing or nerve centre layer, in terms of revenue for the FY2023, FY2022 and FY2021. The company is also the only profitable company among the top 5 players in this industry in India during FY23.

The company provides modular suite of products for a variety of uses across industries, including inter alia, inventory management and visibility, management of orders across channels, timely order fulfilment and minimized cancellations, procurement and vendor management and returns management. The company’s products are sector and size-agnostic and are designed to meet the business needs of various types and sizes of retail and e-commerce enterprises, both online and offline. The company’s key products are as follows:

Warehouse and Inventory Management System (“WMS”): WMS is designed to meet the dynamic needs of retail and e-commerce businesses operating at different scales in terms of the number of SKUs, facilities, sizes, locations, hours of operations, etc. enabling the warehousing/operations teams of clients to efficiently conduct daily operations such as inward inventory processing, allocation or storage of inventory on designated shelves/racks, picking or retrieving of inventory to process orders, optimize capacity utilisation, pick path optimisation, outward processing, allocation of third-party logistics service provider firms (“Logistics Partners”) and handover to them. During the quarter ended March 31, 2024, WMS was deployed across 8,604 client warehouses of varying sizes. The company has an extensive suite of technology and partner integrations, which, till March 31, 2024, comprises 101 Logistics Partner integrations and 11 ERPs, POS and other systems integrations to enable smooth functioning of an integrated supply chain for clients.

Multi-Channel Order Management System (“OMS”): OMS enables clients to efficiently manage their inventory across different demand channels to maximise sales from a common pool of inventory. It automates the syncing of live available inventory across all different locations, allowing the clients to view and process the details of the entire inventory on a single platform. For the quarter ended March 31, 2024, the company had a run-rate³⁰ of processing 791.63 million order items through OMS. Till March 31, 2024, the company had plug-and-play integrations with 131 Marketplaces and WebStore software to enable automated flow of order information to be processed through OMS.

Omni-Channel Retail Management System (“Omni-RMS”): Omni-RMS provides an instantaneous and centralized cross-channel order and inventory management solution by merging all offline and online sales channels on one platform. It helps clients make available for sales their physical store inventory, in addition to warehouse inventory, across all sales channels to maximise sales and inventory turnover. It allows the clients to undertake various activities including store pick-up, order online-return offline and vice-versa, routing orders to be fulfilled through the nearest store and store-to-store transfers leading to lower costs, faster deliveries and better experience for end-customers. During the quarter ended March 31, 2024, Omni-RMS aggregated 2,764 stores.

Seller Management Panel for Marketplaces: Seller management panel is designed for marketplace clients to manage dropship31 operations with their third-party seller base through a single window platform. Through this seller management panel system, third-party sellers on the client marketplace can commit inventory directly on the platform which makes the marketplace aware about which products and what quantity is available in stock for sales. During the quarter ended March 31, 2024, the company’s seller panel product collectively managed over 1,912 sellers on behalf of the client marketplaces.

UniShip – Recently launched post-order journey solution with shipment tracking, and smart courier partner allocation engine that can be independently integrated for clients. Some webstore software or carts used by clients do not have an extensive capability to handle customer experience during the post-order journey. UniShip allows such clients to display order tracking information to its customers through a white-labelled user interface (UI) for the client, which leads to better customer experience and potentially reduces customer contacts looking for updates for their orders.

UniReco - Recently launched integrated solution to automate reconciliation of payments received from different sales channels for the clients. The solution tries to ensure that payment is received for each successful online transaction, validates correctness of various charges, such as logistics charges and commissions and tally if the product has been received in the warehouse in case of returns. The automated solution allows clients to focus on business activities and minimize resource wastage and loss due to process-led errors.

The company has an extensive suite of technology and partner integrations, which, till March 31, 2024, comprises 131 Marketplaces and WebStore integrations, 101 Logistics Partner integrations and 11 ERPs, POS and other systems integrations.

Technology & Partner Integrations		
<p>131 Marketplaces & Carts</p> <p><i>Pull orders from across sales channels, processes them through a unified workflow and keeps the latest inventory information updated across channel</i></p>	<p>101 Logistics Partners</p> <p><i>Automate order pick-up and other 3PL-related processes by exchanging key order information directly with 3PLs</i></p>	<p>11 ERPs and POS systems</p> <p><i>Enable automated transfer of transactional information for smooth financial reporting, reconciliations & enabling omni-channel solution</i></p>

The company has a growing base of marquee clients across the retail and e-commerce landscape in India and has consistently onboard new international clients.

Marquee Client Base		
<p>Fashion, Footwear & Accessories</p>	<p>Electronics</p>	<p>Brand Aggregators & House of Brands</p>
<p>Beauty, Personal Care & FMCG</p>	<p>Pharma, Nutrition & Medical</p>	<p>Logistics & International</p>
<p>Home, Kitchen & Services</p>		

The client base has grown over the years with increase in Number of items processed through company's platform:

Particulars	As at March 31st,		
	2024	2023	2022
Number of items processed (in million)	772.32	565.69	410.25

Source: RHP

The company classifies its clients into 2 broad categories, namely, enterprise clients and SMB clients, based on their revenue generated from the usage of the products, i.e. number of order items processed outwards. The company does not segregate the revenues from contracts with customers on the basis of individual products/ services that the company offers to its clients, as many of the clients use a combination of its products in a bundled form.

Particulars	As at March 31st,		
	2024	2023	2022
Enterprise clients	795	672	470
SMB clients	2,707	3,009	2,404

Source: RHP;

The company's billing mechanism to clients depends on the varying subscription plans offer to the clients. The company offers 3 different subscription plans for the products, i.e., standard plan, professional plan and enterprise plan with usage-linked pricing.

Standard Plan: This plan allows clients to manage only 1 facility, and less than 1,00,000 SKUs. It offers basic return management and can be used by up to three users. It largely focuses on small retailers, who are often managing their e-commerce business along with their offline business.

Professional Plan: The professional plan focuses on growing retail businesses, with up to 2 facilities and up to 3,00,000 SKUs with enhanced return management. It also enables clients to manage purchases along with SKU-level barcoding, and inward logistics and can be used by up to 9 users.

Enterprise plan: This service is often used by large enterprises, with multiple warehouses and managing a larger number of monthly orders. It offers all the features of standard and professional plans and can be configured based on clients' business requirements, which also includes plug-and-play integration with clients' existing ERPs. It also enables companies to manage vendors, advance the level of warehouse operations, and go omnichannel by integrating their stores on the company's products.

The company's revenue from contract with customers from the enterprise clients registered a CAGR of 22.94% during the fiscal 2022-24, while the revenue from contract with customers from SMB clients registered a CAGR of 7.83% during the fiscals 2022-24 period. The company has a net revenue retention ("NRR") ratio of 107.57% from its enterprise clients, representing consistent growth in revenue from contracts with customers from existing clients. The majority of company's clients are located in India.

Revenue From Contracts with Customers

Particulars	As at March 31st,		
	2024	2023	2022
Revenue from contract with customers (Outside India) (A)	3.80	2.46	0.75
Revenue from contract with customers (B)	103.58	90.06	59.03
% Revenue from contract with customers outside India (A/B)	3.67%	2.74%	1.26%

Source: RHP

Certain Financial Performance Metrics

(₹ in Cr)

Particulars	As at March 31st,		
	2023	2022	2021
Total Revenue	109.43	92.97	61.36
Server Hosting Expense	5.41	5.40	3.26
Gross Margin %	78.52	77.63	78.02
EBITDA	14.42	6.53	5.04
EBITDA Margin %	13.92	7.25	8.54
Restated profit for the year	13.08	6.48	6.01
Restated profit for the year Margin %	12.63	7.19	10.18
Annual Recurring Revenue	106.01	106.86	68.71
Revenue from contract with customers / employee	0.33	0.27	0.22
Total number of employees	312	330	267

Source: RHP

COMPETITIVE STRENGTHS

- Largest e-commerce enablement SaaS products platform, acting as the nerve centre for business operations of clients**

The company has a large base of enterprise clients using its products. The company's ability to create efficiency gains for its clients, including providing better inventory and returns management, has led to steady client retention and profitability, enabling the company to act as the nerve centre that manages the post purchase e-commerce operations of the clients.

The company is India's largest e-commerce enablement Software-as-a-Service ("SaaS") platform in the transaction processing or nerve centre layer, in terms of revenue for FY2023, FY2022 & FY2021, that enables end-to-end management of e-commerce operations for brands, sellers and logistics service provider firms. The company is also the only profitable company among the top 5 players in the industry in India during FY2023.

- Comprehensive and modular suite of products with a wide range of plug-and-play integrations makes the company an integral part of client's tech stack**

The company's products and plug-and-play integrations help businesses of all sizes, selling both online and offline, to complete their entire day-to-day fulfilment operations efficiently through technology and automation. The company's products and plug-and-play integrations offer an easy and effective solution to challenges faced by e-commerce businesses and retailers including management of inventory across multiple locations, minimising fulfilment costs, order processing from multiple online and offline channels, management of returns, generation of correct invoices, taxation and other regulatory compliances. The company's products act as an integrated technology stack for its clients, enabling end-to-end e-commerce operations and act as a nerve centre for management of all e-commerce data. The company's products and solutions are flexible and configurable which makes it suitable for different workflow needs for clients based on their business size, supply chain network and industry-specific requirements. The company has an extensive suite of technology and partner integrations, which till March 31, 2024, comprised 131 Marketplaces and WebStore integrations, 101 Logistics Partner integrations and 11 ERPs, POS and other system integrations. In addition, the company continuously evaluate market opportunities and client needs to develop new products adjacent to its existing ones using the technology capabilities and data assets. For example, the company has recently launched 2 additional products that are in the early phases of development - UniShip and UniReco.

- Large, growing and diversified base of marquee Indian and global clients with long-term relationships and the capability to upsell or cross-sell new and additional products**

The company's client base spans across the retail and e-commerce landscape in India as well as in international geographies. The company's clients include D2C brands, brand aggregator firms, traditionally offline brands, e-commerce retailers, marketplaces, third-party logistics and fulfilment players and SMBs. The clients belong to various sectors including fashion (apparel, footwear, accessories), electronics, home and kitchen, FMCG, beauty and personal care, sports and fitness, nutrition, health and pharma as well as third-party logistics and warehousing. The company delivered an NRR of more than 100% consistently in the past financial periods indicating growth of revenue from existing enterprise clients as their transactions and business grow on the company's platform.

Particulars	As at March 31st,		
	2024	2023	2022
Net Revenue Retention (NRR) from enterprise clients	107.57%	136.30%	119.95%

Source: RHP

The company has acquired clients through various sales and business activities that include its flagship events "SARAL", "The Marketplace Conclave", and small events "e-Kumbh" and "DECODE". The company's association with clients in various industry verticals and comprehensive, flexible and quickly adaptable products to international geographies has led to good traction in international markets in South-East Asia and the Middle East.

The company has upsold its products to some of the clients, upgrading them from the standard plan or professional plan to the enterprise plan of the revenue model or a combination of enterprise plan and other plans.

Particulars	As at March 31st,		
	2024	2023	2022
Number of clients who upgraded to enterprise plan	35	57	43

Source: RHP

Further the company's technology is versatile to allow products which are industry, sector and market agnostic. The company also cross sells its products to the existing clients based on their growing business needs over a period of time. This includes cases such as cross-selling the OMS product to a client only using WMS or Omni-RMS product to a client using OMS. Further the company actively pitches new products, such as UniShip and UniReco, to the existing clients.

- **Proprietary technology platform built for scalability and high adaptability to accommodate various uses across different industries.**

The company's products and the plug-and-play integrations operate on a proprietary technology platform that is built to service client needs across different scale of operations in terms of the number of SKUs, facilities, size, locations, hours of operations, complexity of client's supply chains, and the variation of processes across the type of business and industries. The company provides a cloud-native SaaS platform hosted on a cloud infrastructure, that is accessible globally, through web browsers, mobile applications, a variety of other supported devices and a large set of APIs.

The company's technology platform functions on a multi-tenant architecture wherein a single farm of servers manages multiple tenants. A new tenant does not typically need provisioning of new hardware, thereby optimising the operations costs for the products. The company has utilised various open-source technologies to develop its products. Thus, even as the company scales up, it is able to keep its technology infrastructure costs efficient and consistent. The company has also minimized the need for outsourced technological solutions to reduce external dependence and operational expenditure. The key characteristics of the company's technology are:

- **Scalability:** As multi-tenant systems, the products are engineered to scale with increased usage by businesses and a growing number of incumbent clients. The company has processed peak volume of 5.29 million order items in a day during Fiscal 2024, 2.53 million order items in a day during Fiscal 2023, and 2.65 million order items in a day during FY2022.
 - **Efficiency:** The company's multi-tenant architecture delivers economies of scale, ensuring improved utilization of cloud infrastructure as businesses and client usage grows.
 - **Data Security:** The company undertakes regular security scans to detect any potential threats. The company complies with industry practices with ISO 27001:2013 certification for Information Security Management, SA 402, and ISO 27701:2019 for Privacy Information Management Systems as an ongoing commitment to data security.
 - **Concurrency:** The company ensures execution of a high number of simultaneous parallel tasks by using various techniques, which in turn helps us assist the clients handle peak volumes of orders better during sale-seasons throughout the year.
- **Consistent track-record of fast, profitable growth with strong cash flows over the past three financial years**

The company's pricing and billing model allows it to earn revenue on incremental transactions processed by the clients, allowing it to grow revenues as volumes on the company's platform increase. The company's revenue from contract with customers increased by 15.02% in FY2024, compared to FY2023, and by 52.56% in FY2023 compared to FY2022. The company's ARR decreased marginally by 0.80% in FY 2024, compared to FY, due to similar revenues in the last quarters of FY2024 and FY2023. Further, the ARR had grown by 55.51% in FY2023 compared to FY2022. The company's growth has been profitable and has been supported by high Gross Margins. The company's Gross margins stood at 78.52% in FY2024 vs. 78.02% in FY2022, while the Adjusted EBITDA margins stood at 17.53% in FY2024 vs. 12.13% in FY2022. The company is strategically investing in international markets and new product initiatives to fuel growth and margins.

- **The company has strong governance practices, experienced management, and marquee investors**

The company follows good and strong governance practices critical to supporting the growth of business, while continuously maintaining and improving risk and compliance systems. The company's key competitive advantages are the professional management team with requisite experience in their respective areas working at leading companies. The company's experienced management team has helped the company in implementing its development and operating strategies over the years.

The company is supported by a distinguished board of directors comprising nominees of the company's investors including AceVector Limited (formerly Snapdeal Ltd), SB Investment Holdings (UK) Limited and B2 Capital Partners (doing business as Titan Capital). The company benefits from the strong capital sponsorship, professional expertise and strategic business advice of AceVector Limited, one of the Corporate Promoters, and investors.

KEY BUSINESS STRATEGIES

- **Continue to expand the India business**

The company aim to continue growing its operations in India by adding new enterprise clients and SMB clients, as well as increasing revenue from existing clients. The company plan to expand the client base in India, especially in the enterprise sector, through sales and marketing efforts, expanding integration coverage, adding new channels and marketplaces to increase the use of its products.

The Government of India is promoting e-commerce in tier 2+ cities, through Open Network for Digital Commerce (“ONDC”), which intends to connect consumers, sellers and fulfilment partners, reducing barriers to entry for new players, particularly local retailers and providing customers with a wider range of choices. There has been a notable rise in the number of internet users, the increased adoption of direct-to-consumer (“D2C”) brands, an increase in drop-ship volumes, and the emergence of new commerce channels and the general rise in demand for convenience in India. To take advantage of this growth opportunity the company plans to capitalize on such emerging market trends by participating in industry forums focused on D2C, retail, supply chain, and the e-commerce industry as a whole.

- **Drive expansion in current international markets and expand the global footprint over time**

Given the market opportunities for e-commerce businesses in countries outside India, the company aim to strengthen its business operations in South-East Asia and Middle East, particularly in Singapore, Philippines, Indonesia, UAE, and Saudi Arabia, and further expand the global clientele. Since Fiscal 2023, the company has increased focus on expanding its international operations and aim to grow in these markets primarily through light-touch product implementation approach, which includes primarily managing the international business from India, with limited on-ground presence, and utilisation of support of partners located in the respective international regions. The company will continue to expand its presence in international markets selectively and through capital-efficient, partnership-driven models. Depending on the business needs and scale, the company may also open local branches in the selected international geographies.

- **Enhancement of the existing SaaS products and building advanced features for more use cases**

The company intends to continue to devote substantial resources towards enhancement of its existing products. As of March 31, 2024, the company had 312 employees in the technology and product development teams focused on developing product enhancements and including new features.

Year	Products / features launched
FY 2020	•Omni-RMS
FY 2021	•Launch of advanced returns management (including detailed quality check procedures, detailed tracking, smoother replacement procedures and bulk returns for B2B and offline orders);
FY 2022	•E-way bill generation
FY 2023	•Advanced shipping notice; •Enhanced storage control; •Lot-enabled warehousing; •Expiry date-based processing.
FY 2024	• Multiple features to enable higher throughput order processing • Control tower dashboard as part of the Omni-RMS solution • Simplified store panel for client stores as a part of the Omni-RMS solution

Source: RHP

The company intends to introduce various product enhancements that it believes will offer value to existing clients as well as enable the company to generate additional revenues due to cross-selling and upselling. In addition, the company will continue to add more plug-and-play integrations for new technologies and partners to service new use cases, attract more clients, increase platform usage and become a single source for all their post-purchase e-commerce requirements and operations.

- **Investment in development of the recently launched SaaS products and develop additional, complementary products to expand the portfolio of offerings**

The company has recently developed new products and continue to look for additional opportunities that are complementary to the business or that enable the company to develop adjacent, new products allowing us to expand the company’s role in the client’s e-commerce stack. Some of the new products that the company is currently working on for solving problems faced by clients related to fulfilment operations are UniShip and UniReco. The company also intend to develop specialized products for the clients to increase their usage of the company’s platform to address their various e-commerce operational requirements and problems.

- **Continue track record of strong financial performance & expand Adjusted EBITDA Margin % with increased operating leverage**

The Company has grown significantly since its inception. The company invested in resources to drive the improvement of the technology platform, focused on developing new products and expanding into international markets. The company’s aim is to optimise its fixed expenses, increase resource utilisation, enhance employee efficiency, especially in sales and support through internal automation and performance management, and improve the profitability. The company expects to derive benefit of operating leverage with further revenue growth, leading to improvement in Adjusted EBITDA Margins.

COMPETITION

The principal factors that drive competition between vendors in the market include comprehensive platform offering; quality and accuracy of data; breadth and depth of data, ease of use and deployment; tangible benefits and return on investment for clients; data privacy and security; and sophistication of solutions used to manage, maintain and combine intelligence. The company believes it competes reasonably across these factors. The company processes a large number of orders across retailers and brands. The company has also received various accolades from various industry bodies, including Gartner, Forrester, Nasscom, amongst others.

Comparison with select peers with a focus on eCommerce enablement transaction processing layer

Companies	Revenue (₹ Cr)			EBITDA (₹ Cr)			EBITDA %		
	2023	2022	2021	2023	2022	2021	2023	2022	2021
Unicommerce	90.06	59.03	40.01	6.53	5.04	3.51	7.25%	8.54%	8.78%
Increff	85.20	44.49	35.06	(48.78)	(2.09)	4.00	57.25%	(4.69%)	11.41%
Vinculum	48.18	40.21	38.69	(25.40)	27.92	14.67	52.71%	(69.43%)	37.91%
Browntape	5.84	4.25	3.23	(0.11)	(1.13)	(0.26)	(1.81%)	(26.53%)	(7.89%)
Easyecom	6.71	4.09	2.19	(5.59)	(0.16)	0.46	83.33%	(3.90%)	21.20%

Companies	PAT (₹ Cr)			PAT %		
	2023	2022	2021	2023	2022	2021
Unicommerce	6.48	6.01	4.48	7.19%	10.18%	11.19%
Increff38	48.05	(2.86)	(4.58)	56.39%	(6.44%)	(13.07%)
Vinculum	28.94	27.78	(1.89)	60.05%	(69.09%)	(4.89%)
Browntape	(0.37)	(1.49)	0.30	(6.39%)	(35.06%)	9.33%
Easyecom	4.41	(0.24)	0.44	65.66%	(5.97%)	20.20%

Source: RHP

Restated Summary Statement of Profit and Loss

(₹ in Cr)

Particulars	As at March 31st,		
	2023	2022	2021
Income			
Revenue from contract with customers	103.58	90.06	59.03
Other income	5.85	2.91	2.33
Total income	109.43	92.97	61.36
Expenses			
Employee benefits expense	64.96	62.02	42.38
Server hosting expense	5.41	5.40	3.26
Depreciation and amortization expense	2.40	0.58	0.45
Finance costs	0.39	-	-
Other expenses	18.80	16.11	8.36
Restated profit before tax	17.48	8.86	6.92
Total Tax Expense	4.40	2.38	0.91
Restated profit for the year	13.08	6.48	6.01
Restated other comprehensive income/(loss) for the year	0.20	-0.25	-0.02
Restated total comprehensive income for the year, net of tax	13.28	6.22	5.99
Restated EPS (FV of ₹ 1 each)			
Basic (₹) #	1.30	0.64	0.60
Diluted (₹) #	1.16	0.58	0.55

Source: RHP; # company has on July 6, 2024, approved the conversion of 11,350 Series A Preference Shares and 5,247 Series B Preference Shares into an aggregate of 42,488,320 Equity Shares having face value of ₹1 each.

Restated Summary Statement of Assets and Liabilities
(₹ in Cr)

Particulars	As at March 31st,		
	2023	2022	2021
Assets			
Non-current assets			
Property, plant and equipment	0.48	0.92	1.00
Right-of-use assets	7.45	-	-
Other financial assets	0.64	-	28.64
Prepayments	-	0.03	0.01
Non-current tax assets (net)	5.90	3.84	2.53
Deferred tax asset (net)	2.51	2.13	1.43
Total non-current assets	16.97	6.91	33.61
Current assets			
Investments	6.01	6.02	-
Trade receivables	13.29	11.85	8.92
Cash and cash equivalent	1.27	26.76	1.84
Bank balances other than cash and cash equivalent	0.05	0.05	12.73
Other financial assets	69.72	29.07	0.51
Prepayments	0.68	0.80	0.75
Other current assets	1.12	0.29	0.68
Total Current Assets	92.14	74.83	25.43
Total Assets	109.11	81.74	59.03
Equity and liabilities			
Equity share capital	5.89	0.02	0.02
Instruments entirely equity in nature	0.17	0.17	0.17
Other equity	62.86	51.70	41.18
Total equity	68.91	51.89	41.37
Liabilities			
Non-Current liabilities			
Lease liabilities	4.88	-	-
Provisions	4.72	4.65	3.03
Total Non-Current Liabilities	9.60	4.65	3.03
Current liabilities			
Financial liabilities			
Lease liabilities	2.66	-	-
Trade and other payables	12.72	9.13	7.32
Provisions	1.00	0.91	0.65
Other current liabilities	14.23	15.15	6.67
Total Current Liabilities	30.60	25.20	14.64
Total liabilities	40.20	29.85	17.66
Total equity and liabilities	109.11	81.74	59.03

Source: RHP;

Restated Statement of Cash Flows
(₹ in Cr)

Particulars	As at March 31st,		
	2024	2023	2022
Restated Profit/(Loss) before tax	17.48	8.86	6.92
Adjustments Related to Non-Cash & Non-Operating Items	1.81	4.82	1.35
Operating Profits before Working Capital Changes	19.29	13.68	8.27
Adjustments for Changes in Working Capital	(6.00)	4.59	4.37
Net cash generated from operations before tax	13.29	18.27	12.64
Income tax paid – (net)	(7.29)	(3.69)	(4.81)
Net cash generated from operating activities (a)	6.01	14.58	7.82
Net cash used in investing activities (b)	(29.52)	10.34	(13.78)
Net cash used in financing activities (c)	(1.97)	-	-
Net (decrease) / increase in cash & cash equivalents during the period (a+b+c)	(25.48)	24.92	(5.96)
Cash and Cash Equivalents at Beginning of the Year	26.76	1.84	7.80
Cash and Cash Equivalents at End of the Year	1.27	26.76	1.84

Source: RHP

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