

Ref No: SSSL/28/2020-2021

Date: 20th August 2020

Department of Corporate Services BSE Limited Corporate Relations Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
BSE Scrip Code: 520151	NSE Symbol: SHREYAS

Dear Sir,

Subject: Investor Presentation

Pursuant to Regulation 30 and 46 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of presentation to be made to Investors and Analysts at the Conference Call organized today to discuss the Outcome of the Board meeting held on 18th August 2020.

Thanking you

Yours faithfully,
For **Shreyas Shipping & Logistics Limited**

Sd/-

Harshit Garg
Company Secretary & Compliance Officer



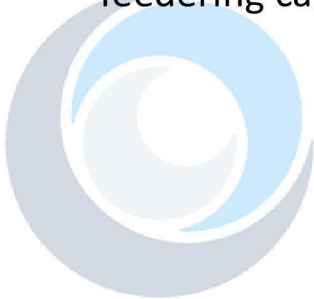
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Proposed transaction with Unifeeder ISC (a subsidiary of DP World)

Background to the proposed transaction

- Transworld Holdings Limited, Mauritius ('TWH'), holding company of the Company, has been in discussions with Unifeeder ISC FZCO ('Unifeeder'), a majority owned subsidiary of DP World FZE ('DP World') in relation to sale of its overseas feeding business being carried on in the Middle East and wider subcontinent region.
- Unifeeder was keen to acquire the Middle East focused feeding businesses of TWH being carried out by its subsidiary Transworld Feeders FZCO (along with its other overseas subsidiaries) along with the NVOCC Middle east business carried on by Avana Global, FZCO, which is currently a 100% subsidiary of Avana Logistek Limited ('ALL').
- Unifeeder further explored that in order to build and create scale, the India leg of similar business housed in ALL and the Company (i.e. SSSL) should also be considered to tap synergies in the Indian coastal and feeding market from a larger transaction perspective.
- In this regard, Unifeeder discussed with the Company and TWH the acquisition of ALL along with the Company's vessel operating business of containerized domestic coastal and EXIM feeding carried out by the Company.



Background to the proposed transaction

- After negotiations with Unifeeder in this context, the Company is proposing to participate in a transaction whereby the Company would
 - (a) transfer its containerized domestic coastal and Exim feeder shipping business (**'Business Undertaking'**) to Unifeeder;
 - (b) enter into a long-term framework chartering agreement (**'FCA'**), with the relevant Unifeeder entity for chartering of the Company's vessels; and
 - (c) the Company gets to sell the entire stake of 29.22% which it holds in ALL, to Unifeeder at the same price per share and on the same terms in proportion, as the price and terms on which TWH, the majority shareholder in ALL would sell its holding of 70.78% to Unifeeder.

- TWH would be concurrently selling its overseas businesses to Unifeeder and receive a minority stake in Unifeeder. The TWH and the Company have agreed to certain exclusivity, non-compete and non-solicit restrictions as part of the transaction.

- The completion of the transaction is subject to fulfilment of certain conditions precedent including, inter alia, receipt of the approval of the lenders of the Company, receipt of the approval of the Members by way of special resolution and other regulatory approvals, as applicable, including approval of the Competition Commission of India.

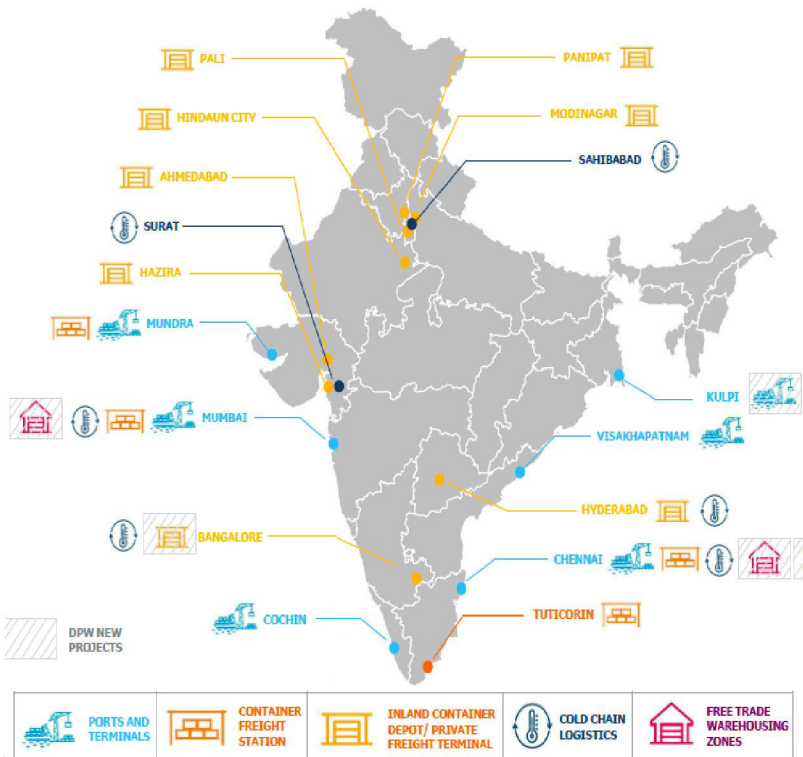
Rationale to the proposed transaction

- The Company commenced its journey as a ship owning company and later began providing ship operating services as well, with a vision to develop coastal trade in India. Over the years, the Company has maintained its leadership position in the market.
- However, based on an evaluation of the current market scenario, it is apparent that greater scale and presence is required to grow the business to the next stage. The Board of Directors ('Board') has been evaluating means to re-focus the Company's strategy towards ship ownership and entering into long-term chartering contracts, which offers long term visible revenues.
- The Board believes that the future growth of the Company would be well served by acquisition of vessels and long-term chartering of vessels, particularly with a fleet that is young, futuristic, suitable, marketable and economical for operations.
- The Board believes that the proposed transaction offers an opportunity to release capital, ensure long term deployment of assets and help the Company de-risk its business model.

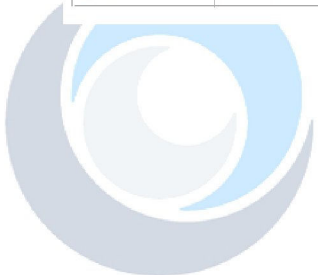


DP World – Overview

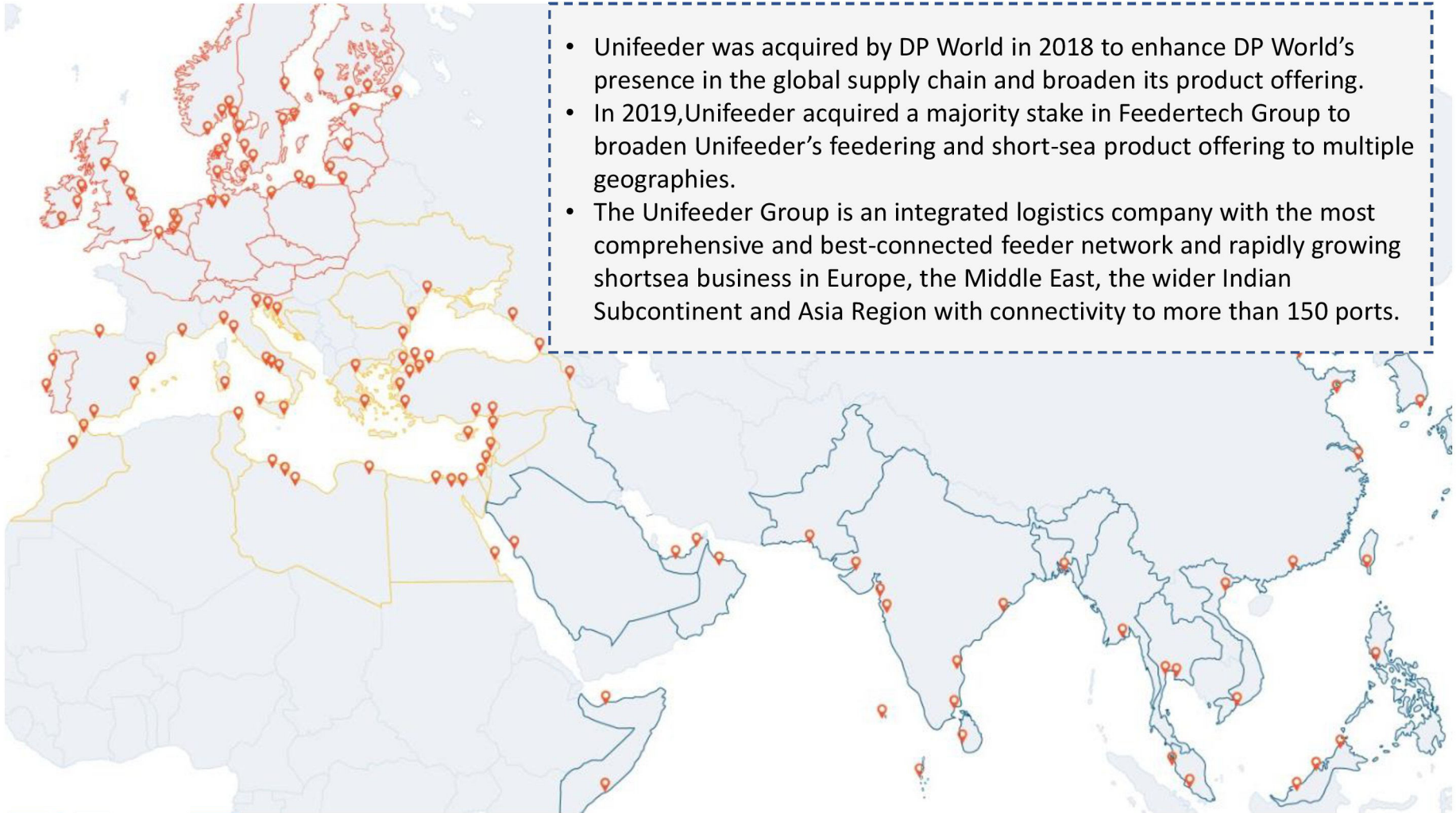
Overview of India network



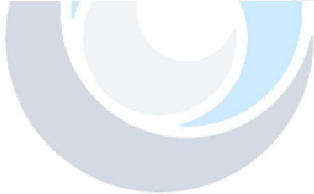
- Headquartered in UAE, DP World is among the world's leading port terminal operators
- Since its inception in 1972, the company has steadily evolved from a local port operator in UAE to a global supply chain solutions provider
- The company has a global network of 127 business units across 51 countries in 6 continents
- In India, DP World operates 6 port terminals which handle ~26% of regional volume; it also acquired Continental Warehousing, a leading multimodal logistics company and KRIBHCO Infrastructure Limited, an operator of Inland Container Depots (ICDs) and Private Freight Terminals (PFTs)



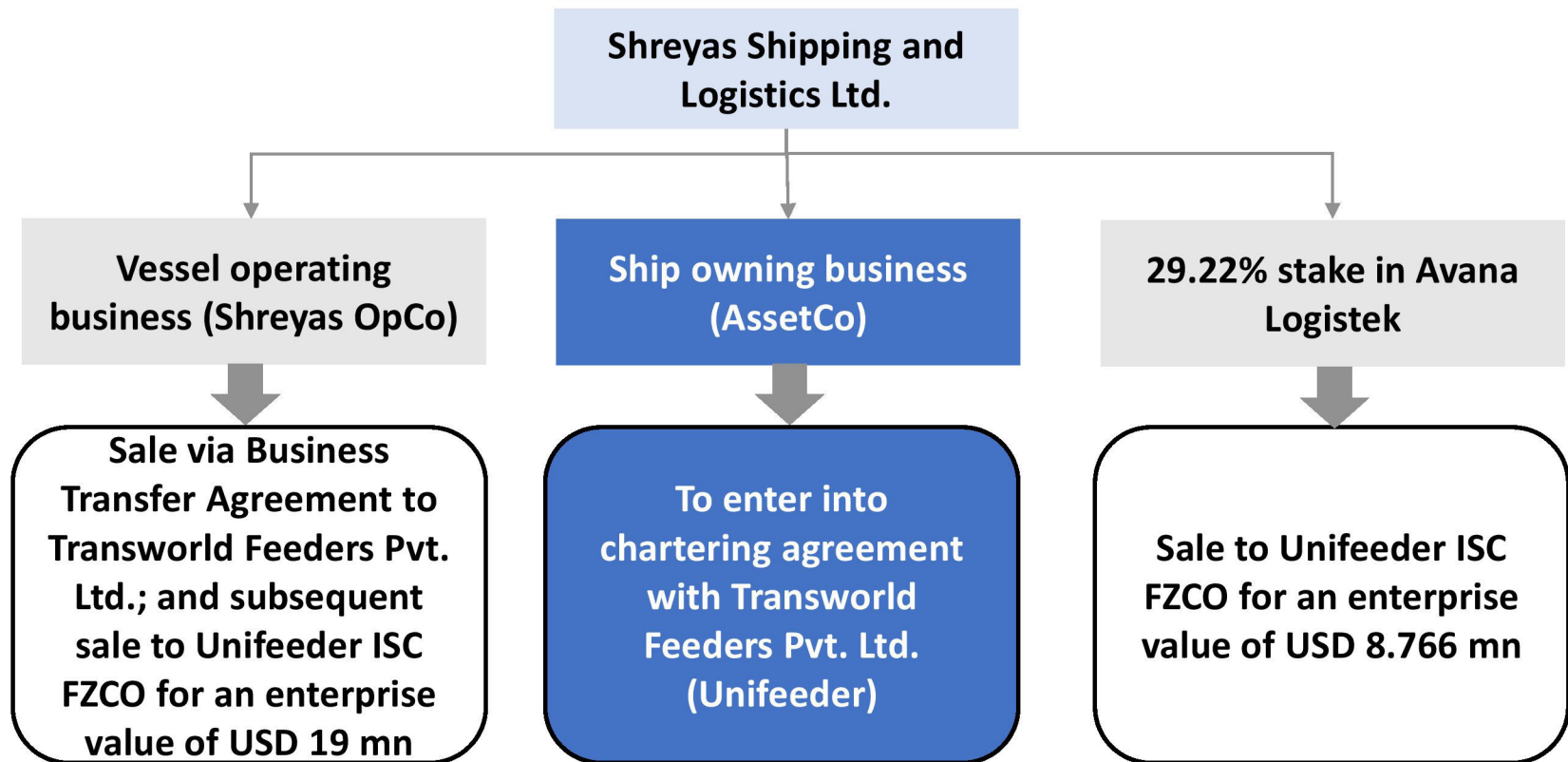
Unifeeder Group – Overview



- Unifeeder was acquired by DP World in 2018 to enhance DP World's presence in the global supply chain and broaden its product offering.
- In 2019, Unifeeder acquired a majority stake in Feedertech Group to broaden Unifeeder's feeding and short-sea product offering to multiple geographies.
- The Unifeeder Group is an integrated logistics company with the most comprehensive and best-connected feeder network and rapidly growing shortsea business in Europe, the Middle East, the wider Indian Subcontinent and Asia Region with connectivity to more than 150 ports.

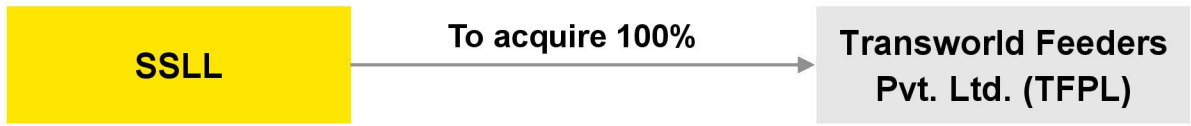


Overview of proposed transaction



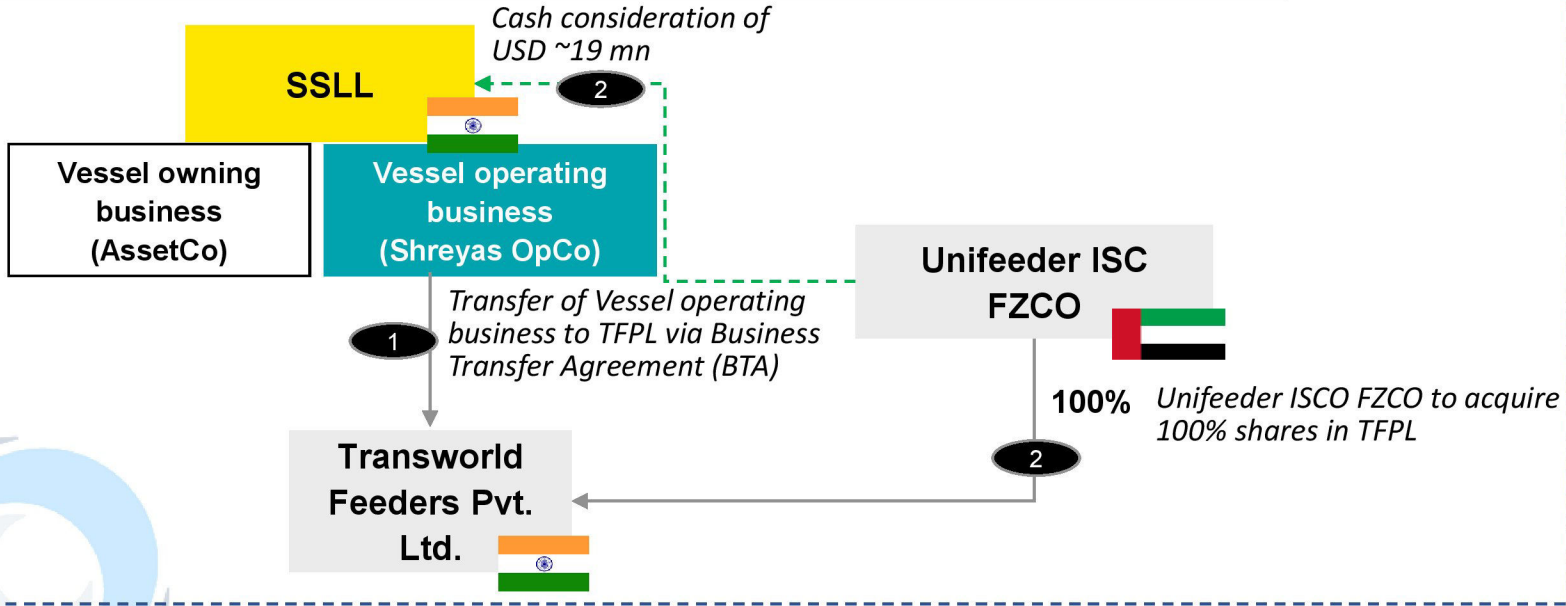
Transaction contours

Step 1: SSSL to acquire 100% of Transworld Feeders Pvt. Ltd. (TFPL)

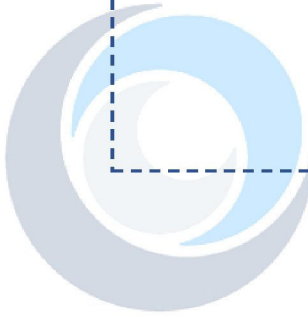


Currently owned by two individual promoters – Mr. Ramesh S Ramakrishnan and Mr. Ritesh S Ramakrishnan

Step 2: Slump sale of OpCo to TFPL, and its subsequent sale to Unifeeder ISC



Denotes sequence of events



Consideration to be received by SSSL

	Shreyas OpCo	+	Avana Logistek	=	Total
Gross Cash Consideration (in USD mn)	USD 19 mn		USD 8.766 mn		USD 27.766 mn

Note: The Gross Cash Consideration amounting to USD 27.76 mn (which will get converted into INR upon remittance to the Company's bank account) is subject to adjustments on account of debt, cash and working capital as finalized on the consummation of the transaction

- Utilisation of proceeds: The Company will utilise the proceeds from the transaction, towards reducing its debt as well as for replacement of existing old vessels / acquisition of new vessels to meet increased demand.



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