



Shreyas

Shipping and Logistics LTD

Date: 19th August 2020

Ref No: SSSL/25/2020-2021

Department of Corporate Services BSE Limited Corporate Relationship 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/Madam,

Reference: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Subject: Outcome of Board Meeting held on Tuesday, 18th August 2020

We wish to inform you that the Board of Directors of the Company ("Board") at their meeting held on Tuesday, 18th August 2020, which commenced at 2.30 P.M. and concluded at 4.30 P.M. via video-conferencing, have unanimously approved a transaction with Unifeeder ISC FZCO ("Unifeeder") which entails ("**Transaction**"): (a) transfer of the Company's containerized domestic coastal and Exim feeder shipping business ("**Business Undertaking**") to Unifeeder; (b) execution of a long-term framework chartering agreement ("**FCA**") with the relevant Unifeeder entity for chartering of the Company's vessels; and (c) sale of the entire stake of 29.22% which the Company holds in Avana Logistek Limited ("**ALL**") to Unifeeder.

As part of the larger transaction, Transworld Holdings Limited, Mauritius ("**TWH**"), the majority shareholder in ALL, would also sell its holding of 70.78% in ALL to Unifeeder. TWH would be concurrently selling its overseas businesses to Unifeeder and receive a minority stake in Unifeeder.

The Company gets an opportunity to tap into the synergies emerging from the foregoing and thereby extract the best possible terms for such sale of the Business Undertaking as well as the minority stake in ALL.

The transaction between the Company and Unifeeder contemplates the following set of transactions, each of which is dependent on the others, as one integrated whole, and which are discussed hereunder:

A. Sale of Business Undertaking and entering into FCA

- (a) The Company would sell to Unifeeder its containerized domestic coastal and Exim feeder shipping business for a gross cash consideration of USD 19 million (which will get converted into INR upon remittance to the Company's bank account), subject to adjustments on account of debt, cash and working capital post the closing. Given that the containerized domestic coastal and Exim feeder shipping business is a business undertaking of the Company, the transaction of selling the said undertaking will be carried in accordance with the following series of steps:





- The Company would purchase 100% of the shares of a company known as Transworld Feeders Private Limited ("TFPL") from 2 individual promoters of the Company, i.e. Mr. S. Ramakrishnan and Mr. Ritesh S. Ramakrishnan at face value, i.e. INR 100,000.
 - The Company would transfer its undertaking of the containerized domestic coastal and Exim feeder shipping business to such wholly-owned subsidiary i.e. TFPL in consideration for issue of shares by TFPL, through a slump exchange.
 - The Company would then ultimately transfer all its shares in TFPL to Unifeeder.
- (b) The Company would then enter into a long-term FCA with TFPL and enter into chartering agreements pursuant thereto.

B. Sale of 29.22% stake in Avana Logistek Limited

The Company would sell to Unifeeder, its 29.22% stake in ALL for a gross cash consideration of USD 8.766 million (which will get converted into INR upon remittance to the Company's bank account), subject to adjustments on account of debt, cash and working capital post the closing. The price per share for the sale of shares in ALL is the same price as the price being paid by Unifeeder to TWH, the owner of the majority stake of 70.78% of ALL.

C. Consideration

As part of the transaction with Unifeeder as discussed in A) and B) above, the Company shall receive a gross consideration of USD 27.766 million (which will get converted into INR upon remittance to the Company's bank account), subject to adjustments on account of debt, cash and working capital post the closing. The Company will utilise the proceeds from the transaction, towards reducing its debt as well as for acquisition of new vessels.

D. Consummation of the Transaction

Unifeeder will purchase and consummate all of the transactions described above simultaneously. If any one of the transactions mentioned above are not consummated, the entire transaction will fail and therefore, each and every aspect of the transaction described above is connected, interlinked and integral for the entire transaction to close.

E. Key Transaction Approvals

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.

F. Approvals granted by the Board



The details of the specific approvals granted by the Board are as under:

(a) Purchase of shares of TFPL from its promoters

The Board has unanimously approved the purchase by the Company of 100% equity shares of TFPL ("TFPL Shares") from its related parties, Mr. S. Ramakrishnan (5,000 equity shares of face value of INR 10 each) and Mr. Ritesh S. Ramakrishnan (5,000 equity shares of face value of INR 10 each) for a gross cash consideration of INR 50,000 and INR 50,000 respectively in terms of the draft share purchase agreement to be entered into amongst the Company, Mr. S. Ramakrishnan, Mr. Ritesh S. Ramakrishnan and TFPL.

(b) Sale and Transfer of Business Undertaking to TFPL

Pursuant to the purchase of the TFPL Shares by the Company, the Board has unanimously approved the sale of the Business Undertaking to TFPL as an inseparable whole, as a going concern, on a slump exchange basis without values being assigned to individual assets and liabilities, for a lumpsum consideration of the INR equivalent of USD 19 million. The said lump sum consideration shall be discharged by TFPL by the issue and allotment to the Company of equity shares of TFPL at face value of INR 10 each credited as fully paid up as per the draft business transfer agreement to be entered into between TFPL and the Company.

(c) Sale of TFPL's Shares to Unifeeder

As a condition of the sale of the Business Undertaking by the Company to TFPL, the Board has unanimously approved the sale of the Company's entire investment in TFPL (including the shares allotted in consideration of the transfer of the Business Undertaking), constituting 100% of TFPL's share capital to Unifeeder for a gross cash consideration of USD 19 million (which will get converted into INR upon remittance to the Company's bank account) subject to adjustments on account of debt, cash and working capital post the closing.

(d) Sale of ALL's Shares to Unifeeder

The Board has also unanimously approved the sale to Unifeeder of the Company's entire stake in ALL i.e. 10,500,000 equity shares of face value of INR 5 each constituting 29.22% of ALL's share capital for a gross cash consideration of USD 8.766 million (which will get converted into INR upon remittance to the Company's bank account) subject to adjustments on account for debt, cash and working capital post the closing.

(e) Approval of Framework Chartering Agreement and Chartering Agreements pursuant thereto between the Company and TFPL

Pursuant to the sale of shares of TFPL to Unifeeder, the Board has unanimously approved execution of the FCA with TFPL. Pursuant to the FCA, the Company would enter into chartering agreements with TFPL.





The details of the Transaction as required under the SEBI LODR read with Securities and Exchange Board of India Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 ("SEBI Circular") are given at Annexure 'A'.

At the aforesaid meeting, the Board unanimously approved the convening of the 32nd annual general meeting of the Company ("AGM") on Tuesday, September 15, 2020 via video-conferencing. The notice for the AGM along with the explanatory statement was also unanimously approved by the Board.

Please take the above information on record.

Yours truly,
For Shreyas Shipping and Logistics Limited



SD/-
Harshit Garg
Company Secretary & Compliance Officer

Encl: As above



Annexure A

Disclosures pursuant to Regulation 30 of the SEBI LODR read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015

A. ACQUISITION OF SHARES OF TRANSWORLD FEEDERS PRIVATE LIMITED	
Acquisition (including agreement to acquire):	
Name of the target entity, details in brief such as size, turnover etc.	<p>Transworld Feeders Private Limited.</p> <p>It has an authorised and paid-up share capital equivalent to INR 100,000 and is proposed to be engaged in the business of providing container feeder services in India and other jurisdictions outside India.</p> <p>Transworld Feeders Private Limited has no turnover yet.</p>
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 "arms length"	<p>The acquisition is a related party transaction as the shareholders of Transworld Feeders Private Limited are promoters and directors of the Company.</p> <p>The transaction is at arm's length.</p>
Industry to which the entity being acquired belongs	Shipping and logistics.
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 listed entity)	The reason for the acquisition is to enable the sale of the containerized domestic and Exim feeder shipping business of the Company to Unifeeder ISC FZCO.
Brief details of any governmental or regulatory approvals required for the acquisition	The overall transaction requires an approval from the Competition Commission of India.
Indicative time period for completion of the acquisition	Within 6 months from execution of the share purchase agreement.



Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration
Cost of acquisition or the price at which the shares are acquired	INR 100,000
Percentage of shareholding / control acquired and / or number of shares acquired	10,000 equity shares amounting to 100% of the share capital of Transworld Feeders Private Limited.
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)	Transworld Feeders Private Limited was incorporated on July 1, 2016 and is proposed to be in the business of providing container feeder services in India and other jurisdictions outside India. Transworld Feeders Private Limited has no turnover yet.
B. SALE OF BUSINESS UNDERTAKING TO TRANSWORLD FEEDERS PRIVATE LIMITED	
Sale or disposal of unit(s) or division(s) or subsidiary of the listed entity	
The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	The relevant business had a turnover of INR 513.49 crores in the last financial year which was 84% of the Company's revenue/ income during the last financial year.
Date on which the agreement for sale has been entered into	The business transfer agreement is yet to be executed.
The expected date of completion of sale/disposal	Within 6 months from execution of the business transfer agreement.
Consideration received from such sale/disposal	The consideration for the sale of the Business Undertaking shall be discharged by Transworld Feeders Private Limited by the issue and allotment to the Company of equity shares of Transworld Feeders Private Limited at face value of INR 10 each credited as fully paid.



	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Transworld Feeders Private Limited, will at the time of the sale, be a wholly owned subsidiary of the Company.
	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	It would be a related party transaction and will take place at arm's length.
	Indicative disclosures provided for amalgamation / merger should also be provided for any slump sale. As per the SEBI Circular, the following details are required to be disclosed for amalgamation / merger:	
	(a) Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	Transworld Feeders Private Limited Transworld Feeders Private Limited has no turnover yet.
	(b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	Yes, as stated above.
	(c) Area of business of the entity(ies)	Shipping and logistics
	(d) Rationale for amalgamation/ merger	In order to complete the Transaction as set out above.
	(e) In case of cash consideration — amount or otherwise share exchange ratio	Shares to be issued at face value of INR 10 equal to the INR equivalent of USD 19 million.
	(f) Brief details of change in shareholding pattern (if any) of listed entity.	None
	C. SALE OF SHARES OF TRANSWORLD FEEDERS PRIVATE LIMITED	
	Sale or disposal of unit(s) or division(s) or subsidiary of the listed entity:	
	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	Transworld Feeders Private Limited was not a unit or subsidiary of the Company in the last financial year. However, as set out at Item B above, the Company's containerized domestic coastal and Exim feeder shipping business is proposed



		to be transferred to Transworld Feeders Private Limited.
	Date on which the agreement for sale has been entered into	August 18, 2020
	The expected date of completion of sale/disposal	Within 6 months from the execution of the share purchase agreement.
	Consideration received from such sale/disposal	A gross cash consideration of USD 19 million (which will get converted into INR upon remittance to the Company's bank account), subject to adjustments on account of debt, cash and working capital post the closing.
	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Unifeeder ISC FZCO is a company incorporated in the United Arab Emirates and is engaged in the logistics business. It is not a part of the promoter group.
	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	The transaction is not a related party transaction.
D. SALE OF SHARES OF AVANA LOGISTEK LIMITED		
Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof		
	Name(s) of parties with whom the agreement is entered	Unifeeder ISC FZCO and Transworld Holdings Limited, Mauritius.
	Purpose of entering into the agreement	Sale of shares held by the Company in Avana Logistek Limited to Unifeeder ISC FZCO.
	Size of agreement	A gross cash consideration of USD 8.766 million (which will get converted into INR upon remittance to the Company's bank account) subject to



		adjustments on account of debt, cash and working capital post the closing.
	Shareholding, if any, in the entity with whom the agreement is executed	The Company holds 29.22% of the issued equity share capital of Avana Logistek Limited, i.e. 10,500,000 equity shares of face value of INR 5 each, all of which it would sell to Unifeeder ISC FZCO.
	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	As this is a sale of shares, the Company has no such rights. The sale of the shareholding of Avana Logistek Limited by the Company is subject to customary representations, warranties, undertakings, indemnities and disclosures by the Company. The Company and the promoters of the Company have agreed to certain exclusivity, non-compete and non-solicit restrictions as part of the transaction.
	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Transworld Holdings Limited, Mauritius is the parent of the Company and is also selling its shares in Avana Logistek Limited at the same time and at the same price to Unifeeder in accordance with the same share purchase agreement.
	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	This is not a related party transaction.
	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
	In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan	Not Applicable



Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	None
In case of termination or amendment of agreement, the following additional details: (a) name of parties to the agreement; (b) nature of the agreement; (c) date of execution of the agreement; (d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable
E. EXECUTION OF FRAMEWORK CHARTERING AGREEMENT	
Receiving Orders/ Contracts	
Name of the entity awarding the order(s)/contract(s)	Transworld Feeders Private Limited.
Significant terms and conditions of order(s)/contract(s) awarded in brief	The key terms are as follows: ▪ Pursuant to the framework chartering agreement, the Company would enter into chartering agreements to provide chartering services to Transworld Feeders Private Limited. ▪ The Company would provide the chartering services on a non-exclusive basis.
Whether order(s) / contract(s) have been awarded by domestic/ international entity	The entity is an Indian entity.
Nature of order(s) / contract(s)	Chartering Services
Whether domestic or international	Domestic
Time period by which the order(s)/contract(s) is to be executed	Within 6 months.
Broad consideration or size of the order(s)/contract(s)	No monetary consideration will flow from Transworld Feeders Private Limited to the Company under the framework chartering agreement as it is just a framework agreement.



		However, Transworld Feeders Private Limited would be required to pay consideration to the Company under each chartering agreement.
	Whether the promoter/ promoter group / group companies have any interest in the entity that awarded the order(s)/contract(s)? If yes, nature of interest and details thereof	There will be no such interest at the time of executing the framework chartering agreement. Subsequent to execution of the framework chartering agreement, Transworld Holdings Limited, Mauritius will hold a minority stake in Unifeeder ISC FZCO which will hold 100% shares in Transworld Feeders Private Limited.
	Whether the order(s)/contract(s) would fall within related party transactions? If yes, whether the same is done at "arms length"?	This is not a related party transaction.

