



# SAHYOG MULTIBASE LIMITED

(FORMERLY SAHYOG CREDITS LIMITED)

House No. 9, Road No. 13, East Punjabi Bagh, New Delhi-110026

CIN: L74110DL1992PLC116773

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE BOARD MEETING OF SAHYOG MULTIBASE LIMITED ("THE COMPANY"/ "TRANSFEREE COMPANY") HELD ON 05<sup>TH</sup> JANUARY 2019 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT HOUSE NO.9, ROAD NO. 13, EAST PUNJABI BAGH, NEW DELHI -110026 AT 10.30 A.M.**

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 including any amendment or reconstitution thereof ('herein after referred as the Act'), the relevant provisions of the Memorandum and Articles of Association of the Company and the other applicable laws, rules, regulations, bye-laws as the case may be; and subject to the requisite approvals of the shareholders and creditors of the Company and to the necessary consents, permissions and approvals of the Securities and Exchange Board of India ("SEBI"), Stock Exchange(s) and any other statutory or regulatory authorities and subject to the sanction of the Hon'ble National Company Law Tribunal of appropriate Jurisdiction and all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Company, and the recommendations given by Audit Committee, the consent of the Board be and is hereby accorded to the Draft Scheme of Arrangement for Amalgamation of Best Agrochem Private Limited with the Company ("the Scheme").

**RESOLVED FURTHER THAT** the Draft Scheme of Arrangement for Amalgamation along with the Valuation Report and Fairness Opinion for Amalgamation of Best Agrochem Private Limited with the Company, as submitted to this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved"

**RESOLVED FURTHER THAT** the report of the Audit Committee, considering inter alia the Valuation Report and Fairness opinion be and is hereby taken on record.

**RESOLVED FURTHER THAT** on the basis of Audit Committee recommendations, the Scheme along with the Valuation Report and Fairness Opinion be and are hereby approved.

**RESOLVED FURTHER THAT** in compliance with the SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, for the purpose of approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and coordinating with SEBI, the Board of Directors of the company hereby designate BSE Limited ("BSE") as the Designated Stock Exchange.

**RESOLVED FURTHER THAT** Mr. Vishesh Gupta, Director of the Company be and is hereby severally/jointly authorised to sign the application, petition, affidavit or any other document that may be required to be signed in connection with the sanction to the Scheme and to take all steps necessary, in connection with the filing of application with the National Company Law Tribunal of appropriate Jurisdiction for directions for holding and/or dispensing meetings of the shareholders and/or creditors of



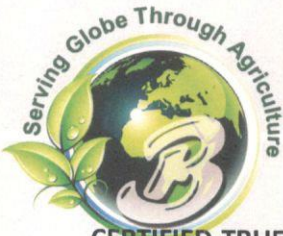
Tribunal, and to do all acts and things as may be considered necessary in relation thereto including appointment of solicitors and/or advocates, filing of necessary application to Registrar of Companies (RoC), Regional Director and such other authorities as may be required”

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to provide certified true copy of this resolution to the concerned authorities/persons.”

**Certified to be true  
For Sahyog Multibase Limited**

**Vishesh Gupta  
Managing Director  
DIN: 00255689**





# Best Agrochem Pvt. Ltd.

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S BEST AGROCHEM PRIVATE LIMITED HELD AT THEIR REGISTERED OFFICE SITUATED AT S-1A BHAGWAN DASS NAGAR, EAST PUNJABI BAGH, NEW DELHI-110026 HELD ON 5<sup>TH</sup> JANUARY 2019, AT 11.00 A.M**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 including any amendment or reconstitution thereof ('herein after referred as the Act'), the relevant provisions of the Memorandum and Articles of Association of the Company and the other applicable laws, rules, regulations, bye-laws as the case may be; and subject to the requisite approvals of the shareholders and creditors of the Company and any other statutory or regulatory authorities and subject to the sanction of the Hon'ble National Company Law Tribunal of appropriate Jurisdiction and all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the consent of the Board be and is hereby accorded to the Draft Scheme of Arrangement for Amalgamation of the Company with Sahyog Multibase Limited("the Scheme").

**RESOLVED FURTHER THAT** the Draft Scheme of Arrangement for Amalgamation along with the Valuation Report and Fairness Opinion for Amalgamation of the Company with Sahyog Multibase Limited, as submitted to this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** Mr. Vimal Kumar, ( DIN no. 01260082) Director and Mr. Shuvendu Kumar Satpathy, (Din No. 07552741), Director of the Company be and are hereby severally/jointly authorised to sign the application, petition, affidavit or any other document that may be required to be signed in connection with the sanction to the Scheme and to take all steps necessary, in connection with the filing of application with the National Company Law Tribunal of appropriate jurisdiction for directions for holding and/or dispensing meetings of the shareholders and/or creditors of the Company and for filing of petition for confirmation of the Scheme by the National Company Law Tribunal, and to do all acts and things as may be considered necessary in relation thereto including appointment of solicitors and/or advocates, filing of necessary application to Registrar of Companies (RoC), Regional Director and such other authorities as may be required"

**Certified to be true**

**For Best Agrochem Private Limited**

**Aarti Arora**  
**(Company Secretary)**

**M. No. 18966**

**PAN: AIAPA4466A**

**Add: H. No. 183, Block-3 (Front side),  
Subhash Nagar New Delhi- 110027**

**Date: 05/01/2019**

**Place: New Delhi**



**CIN No. : U24100DL2007PTC171008**

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