



# SAHYOG MULTIBASE LIMITED

(FORMERLY SAHYOG CREDITS LIMITED)

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

CIN: L74110DL1992PLC116773

## Brief particulars of the Transferor and Transferee Company

Particulars	Transferee Company	Transferor Company
Name of the Company	Sahyog Multibase Limited (SML)	Best Agrochem Private Limited (BAPL)
Date of Incorporation & details of name changes, if any	10 <sup>th</sup> January, 1992 The Company was incorporated with the name and style of <b>Sahyog Credits Limited</b> , thereafter, the name was changed to <b>Sahyog Multibase Limited</b> and fresh certificate of incorporation has been issued on 21st October, 2016 by Registrar of Companies-Delhi.	03 <sup>rd</sup> December, 2007 Earlier <b>VVK Traders Private Limited</b> further, w.e.f 9 <sup>th</sup> October, 2012 the name changed to <b>Best Agrochem Private Limited</b> .
Registered Office	House No. 9, Road No.-13, East Punjabi Bagh, New Delhi-110026	S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, New Delhi-110026
Brief particulars of the Scheme	This Scheme of Arrangement is presented under the provisions of Section 230 -232 of the Companies Act, 2013 and other relevant provisions as may be applicable and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for Amalgamation of Best Agrochem Private Limited (hereinafter referred as "Transferor Company") with Sahyog Multibase Limited (hereinafter referred to as "Transferee Company").  In consideration Sahyog Multibase Limited to issue its equity shares to the shareholders of Best Agrochem Private Limited on the basis of exchange ratio, as defined in Part-III of this Scheme.	
Rationale for the Scheme	BAPL and SML have business synergies as SML is engaged in several of the key components connected to the agrochemicals, pesticides, insecticides etc. Merger of BAPL would help SML to diversify and expand substantially and in an inorganic manner in a range of branded agrochemical products, formulations and APIs of BAPL. Similarly, merger of BAPL in SML would help BAPL business to get the advantage of much larger financial strength, better leveraging, visibility and liquidity through the listing status. Thus this Scheme of Arrangement for Amalgamation is expected to enable better realization of potential of business and yield beneficial results and enhanced value creation for the companies involved in Scheme, their respective Shareholders and Creditors.	



Date of resolution passed by the Board of Director of the company approving the Scheme	5 <sup>th</sup> January, 2019	5 <sup>th</sup> January, 2019
Date of meeting of the Audit Committee in which the draft scheme has been approved	5 <sup>th</sup> January, 2019	--
Appointed Date	1 <sup>st</sup> April, 2018	1 <sup>st</sup> April, 2018
Name of Exchanges where securities of the Company are listed	BSE Limited (Scrip Code-539660)	Unlisted
Nature of Business	The Company is engage in the business of buyers, sellers, manufacturers, importers, exporters, traders, stockist, dealers, distributors agents, broker, commission agents, forwarding and clearing agents, sales organizer of all kinds of foods, food grains, cereals etc. it is presently engaged in trading of organic and inorganic chemicals, compounds, solvents and drugs.	It is engage in pesticides business comprising of more than 60 active ingredients and various formulations of pesticides and plant micro-nutrients for protecting and nourishing a wide range of crops. Its product range includes insecticides, herbicides, fungicides, plant growth regulators etc.
Capital before the scheme (No. of equity shares as well as capital in rupees)	<b>Paid Up Capital:</b> 7,97,60,720 (79,76,072 Equity Shares of Rs. 10 each)	<b>Paid Up Capital:</b> 5,73,71,400 ( 57,37,140 Equity Shares of Rs. 10 each)
No. of shares to be issued	1,40,55,994 Equity Shares	



*Handwritten signature*

Cancellation of shares on account of cross holding, if any	-	-												
Capital after the scheme  (No. of equity shares as well as capital in rupees)	22,03,20,660 (2,20,32,066 Equity Shares of Rs. 10 each)	-												
Net Worth	(Rs. In Crores)	(Rs. In Crores)												
Pre	51.00	18.85												
Post	69.48	N.A												
Valuation by independent Chartered Accountant –  Name of the Valuer/Valuer firm and Regn no.	Sanjeev Jagdish Chand & Associates, Chartered Accountants (Firm Registration No.: 022242N)													
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	<table border="1"> <thead> <tr> <th>Method</th> <th>weight</th> </tr> </thead> <tbody> <tr> <td>Asset Approach</td> <td>1</td> </tr> <tr> <td>Market Approach</td> <td>1</td> </tr> </tbody> </table>	Method	weight	Asset Approach	1	Market Approach	1	<table border="1"> <thead> <tr> <th>Method</th> <th>weight</th> </tr> </thead> <tbody> <tr> <td>Asset Approach</td> <td>1</td> </tr> <tr> <td>Market Approach</td> <td>1</td> </tr> </tbody> </table>	Method	weight	Asset Approach	1	Market Approach	1
Method	weight													
Asset Approach	1													
Market Approach	1													
Method	weight													
Asset Approach	1													
Market Approach	1													
Fair value per shares	Rs. 47.02	Rs. 115.00												
Exchange ratio	Transferee Company shall issue and allot to each of the shareholders of “Transferor Company” shares in proportion of <b>245 (Two Hundred Forty Five) Equity Shares of face value of Rs.10/- (Rupees Ten) each in Transferee Company for every 100 (One Hundred) Equity Shares of face value of Rs.10/- (Rupee Ten) each held by them in “Transferor Company” pursuant to this Scheme of Amalgamation.</b>													



*Handwritten signature in blue ink.*

<b>Name of Merchant Banker giving fairness opinion</b>	Corporate Professionals Capital Private Limited, SEBI Registered Category-I Merchant Banker							
<b>Shareholding pattern</b>	<b>Pre</b>		<b>Post</b>		<b>Pre</b>		<b>Post</b>	
	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	406,875	5.10	14,462,869	65.64	5,737,140	100	-	-
Public (Excluding QIBs)	7,569,197	94.90	7,569,197	34.36	-	-	-	-
Non-Promoter Non Public	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>7,976,072</b>	<b>100</b>	<b>22,032,066</b>	<b>100</b>	<b>5,737,140</b>	<b>100</b>	<b>-</b>	<b>-</b>
<b>No of shareholders</b>	<b>As on 31<sup>st</sup> December, 2018</b>				<b>As on 31<sup>st</sup> December, 2018</b>			
	<b>636</b>				<b>42</b>			
<b>Names of the Promoters (with PAN Nos.)</b>	<ul style="list-style-type: none"> <li>Vishesh Gupta (PAN No. AIAPG4936H)</li> <li>Naresh Kumar Singhal (PAN No. AATPS7592J)</li> <li>Geeta Garg (PAN No. AAJPG3271A)</li> </ul>				<ul style="list-style-type: none"> <li>Vimal Kumar (PAN No. AGPPK8622F)</li> <li>Vandana Alawadhi (PAN No. AFPPA2605F)</li> </ul>			
<b>Names of the Board of Directors (with DIN and PAN Nos.)</b>	<ul style="list-style-type: none"> <li>Vishesh Gupta (DIN: 00255689) (PAN No. AIAPG4936H)</li> <li>Ghanshyam Prasad Gupta (DIN:00287019) (PAN No. AAJPG2736J)</li> <li>Naresh Kumar Singhal (DIN: 02987526) (PAN No. AATPS7592J)</li> <li>Meetu Aggarwal (DIN: 07304683) (PAN No. ANKPA0631L)</li> </ul>				<ul style="list-style-type: none"> <li>Vimal Kumar (DIN: 01260082) (PAN No. AGPPK8622F)</li> <li>Vandana Alawadhi (DIN: 01831191) (PAN No. AFPPA2605F)</li> <li>Subodh Kumar (DIN: 06874755) (PAN No. ATXPK8564F)</li> <li>Shuvendu Kumar Satpathy (DIN: 07552741) (PAN No. AKVPS1986L)</li> </ul>			
<b>Please specify</b>	No Relation				No Relation			



*Handwritten signature in blue ink.*

<p>relation among the companies involved in the scheme, if any.</p>		
<p>Details regarding change in management control in Listed Company, if any</p>	<p>Not Applicable</p>	

For Sahyog Multibase Limited



Vishesh Gupta  
 Managing Director  
 DIN: 00255689



Date: 30.01.2019  
 Place: New Delhi