

# SAHYOG MULTIBASE LIMITED

*(Formerly Sahyog Credits Limited)*

Regd Office: House No. 9, Road No. 13, East Punjabi Bagh, New Delhi-110026  
CIN: L74110DL1992PLC116773

**Date: January 5, 2019**

To,

**The Department of Corporate Services,  
BSE Limited  
PhirozJeebhoy Towers,  
Dalal Street, Mumbai – 400 001  
BSE Scrip Code: 539660**

Dear Sir,

**Sub: Outcome of the Board Meeting held on January 5, 2019 - Disclosure under Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with sub-para 1.2 of Para A1 of Annexure I of Circular bearing number CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015 issued by Securities and Exchange Board of India.**

In continuation to the decisions taken by the board in their meeting held on 10.10.2018, the board in its meeting held today, has considered and approved a scheme of arrangement, along with the Valuation Report and Fairness Opinion. The scheme provides for the amalgamation of Best Agrochem Private Limited ("Transferor Company") with the Company.

The proposed scheme of arrangement would take place in accordance with the provisions of Section 230 – 232 of the Companies Act, 2013.

The detailed disclosure as required under Regulation 30 of the Listing Regulations, 2015 read with Circular CIR/CFD/CMD/4/2015 dated 9 September, 2015 is enclosed as Annexure to this Outcome.

Request you to take the same on your records.

**Your Faithfully,**

**For SahyogMultibase Limited**

For Sahyog Multibase Limited

  
Director/Authorized Signatory

**Vishesh Gupta  
Managing Director**

- a) **Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc. :**

The scheme of arrangement provides for the amalgamation of Best Agrochem Private Limited with the Company.

**The brief details of the entities forming part of scheme of arrangement as on 31<sup>st</sup> March, 2018 are as follows –**

<b>Name of the Companies</b>	<b>Revenue (Rs. in Lacs)</b>	<b>Net Worth (Rs. in Lacs)</b>
Sahyog Multibase Limited	13,327.74	5,100.73
Best Agrochem Private Limited	47,653.39	1,885.18

- b) **Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".**

No, the transaction would not fall within the ambit of related party transactions.

MCA vide its Circular No. 30/2014 dated 17th July 2014, has clarified that transactions arising out of compromises, arrangements and amalgamations dealt with under specific provisions of the Companies Act, 1956/Companies Act, 2013, would not attract the requirements of section 188 of the Companies Act, 2013.

- c) **Area of business of the entity(ies)**

<b>Name of the Transferor Company</b>	<b>Area of Business</b>
Sahyog Multibase Limited	As per amended Memorandum of Association the Company is authorize to carry 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.
Best Agrochem Private Limited	The company was set up with the objective of providing quality agro inputs. In a span of 11 years company has emerged among the top agrochemical companies in India and as global player with its presence in international markets.

	Further, the company is providing diverse range of products to its customers. It has a product portfolio 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.
--	--

**d) Rationale for Amalgamation/ Merger:**

Best Agrochem Private Limited (Transferor Company / BAPL) and Sahyog Multibase Limited (Transferee Company / SML) have business synergies as Transferee Company 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.

Further this Scheme of Arrangement for Amalgamation of the Transferor Company with the Transferee Company would result, inter-alia, in the following additional benefits to their respective members:

- i. Optimum and efficient utilization of capital, resources, assets and facilities;
- ii. Enhancement of competitive strengths including financial resources;
- iii. Consolidation of businesses and enhancement of economic value addition and shareholder value;
- iv. Obtaining synergy benefits;
- v. Better management and focus on growing the businesses.
- vi. The amalgamation would result in reduction of overheads, administrative, managerial and other expenditure and bring about operational rationalization, efficiency and optimum utilization of various resources.

- vii. A larger growing company will mean enhanced financial and growth prospects for the people and organization connected therewith, and will be in public interest. The amalgamation will conducive for better and more efficient and economical control over the business and financial conduct of the Companies.

**e) Share Exchange Ratio:**

Share exchange ratio as provided in the scheme of amalgamation is as follows –

*The Company, without further application, act or deed, shall issue and allot to each of the shareholders of Transferor Company (other than the shares already held therein immediately before the amalgamation by Transferee Company, its Nominee or Subsidiary Company), shares in proportion of 245 (Two Hundred Forty Five) Equity Shares of Rs. 10/- (Rupees Ten) each in Transferee Company for every 100 (One Hundred) Equity shares of face value of Rs. 10/- (Rupees Ten) each held by them in Transferor Company pursuant to this Scheme of Amalgamation.*

**f) Pre and post shareholding pattern:**

Particulars	Pre-Merger (% Holding)	Post-Merger (% Holding)
- Promoters	5.10	65.64
- Non- Promoters	94.90	34.36
<b>Total</b>	<b>100.00</b>	<b>100.00</b>

For Sahyog Multibase Limited

  
Director/Authorized Signatory