

*Sahyog Multibase Limited*

*Annual Report*

*2016-2017*

## **CORPORATE INFORMATION**

### **KEY MANAGERIAL PERSONNEL**

Mr. Vishesh Gupta, Managing Director

Mr. Chandan Kumar, Chief Financial Officer

Mr. Neha Garg, Company Secretary

### **NON-EXECUTIVE & INDEPENDENT DIRECTORS**

Mr. Naresh Kumar Singhal

Mr. Ghanshyam Prasad Gupta

Mrs. Meetu Aggarwal (Women Director)

### **STATUTORY AUDITORS**

M/s KSMC & Associates

Vikas House,

East Punjabi Bagh,

New Delhi-110026

### **REGISTERED OFFICE**

House No.9, Road No. 13,

East Punjabi Bagh, New Delhi-110026

Email: [sahyogcreditslimited@yahoo.in](mailto:sahyogcreditslimited@yahoo.in)

Website: [www.sahyogmultibaselimited.com](http://www.sahyogmultibaselimited.com)

### **INTERNAL AUDITORS**

G.S. Goel & Co.

Shakti Nagar,

New Delhi-110007

### **SECRETARIAL AUDITORS**

M/s Aditi Agarwal & Associates, 20/18,  
Company Secretaries

2<sup>nd</sup> Floor, Manish Chambers, LSC,

Mayur Vihar, New Delhi-110091

### **REGISTRAR & SHARE TRANSFER AGENT**

Skyline Financial Services Private Limited

D-153A, Ist Floor

Okhla Industrial Area, Phase-I,

New Delhi-110020

## **Board Committees & its Composition**

### **Audit Committee**

Ghanshyam Prashad Gupta	Chairman, Independent Non-Executive Director
Meetu Aggarwal	Member, Independent Non-Executive Director
Naresh Kumar Singhal	Member, Non-Executive Director

### **Nomination and Remuneration Committee**

Ghanshyam Prashad Gupta	Chairman, Independent Non-Executive Director
Meetu Aggarwal	Member, Independent Non-Executive Director
Naresh Kumar Singhal	Member, Non-Executive Director

### **Stakeholders' Relationship Committee**

Naresh Kumar Singhal	Chairman, Non-Executive Director
Meetu Aggarwal	Member, Independent Non-Executive Director
Ghanshyam Prashad Gupta	Member, Independent Non-Executive Director

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**NOTICE**

Notice is hereby given that the 26th ANNUAL GENERAL MEETING of the Shareholders of Sahyog Multibase Limited (CIN L74110DL1992PLC116773) will be held on Wednesday, 27<sup>th</sup> September, 2017 at 5/2, Agarwal Bhawan, Jaidev Park, East Punjabi Bagh, New Delhi-10026 at 11.30 a.m. to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including the audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To declare final dividend on Equity Shares @ 1% i.e. Rs. 0.1/- (Ten Paisa) per share for the Financial Year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Naresh Kumar Singhal, Director, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Statutory Auditors in place of retiring Auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Akhil Mittal & Co., Chartered Accountants, New Delhi (Firm Registration No 026177N), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty-First Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**SPECIAL BUSINESS**

5. To appoint Mr. Vishesh Gupta as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:-

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for appointment of Mr. Vishesh Gupta as Managing Director of the Company, on the terms and conditions as set out in the explanatory statement, for a period of 5 (Five) years with effect from 12<sup>th</sup> April, 2017 at remuneration not exceeding Rs. 30,000/- per month, which is within

the remuneration limits in case of inadequacy of profits of the Company as prescribed under Section-II Part-II of Schedule V of Companies Act, 2013.

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to file necessary forms & to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution.”

6. To approve the limits for the loans and investment by the Company in terms of the provisions Section 186 of the companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to give any loans/any other form of debt to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate from time to time in one or more trenches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, whether Indian or overseas up to maximum amount of Rs. 100 Crores (Rupees Hundred Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under Section 186 of the Companies Act, 2013.”

**RESOLVED FURTHER THAT** in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

7. To increase in the borrowing limits of the Company in terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:-

**“RESOLVED THAT** subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the

## **SAHYOG MULTIBASE LIMITED**

Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as Floating rate notes, □Fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from of□official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**By order of the Board  
For Sahyog Multibase Limited**

SD/-

**Place: New Delhi  
Date: 12.08.2017**

**(Vishesh Gupta)  
Managing Director  
DIN: 00255689  
F-14/9, MODEL TOWN, PART-I,  
NEW DELHI-110009**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice (kindly refer note no. 19). The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. The Company has appointed M/s Aditi Agarwal & Associates, Company Secretaries, Delhi as Scrutinizer to scrutinize the remote e-voting process and through poll at the Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Naresh Kumar Singhal, Director retire by rotation at the Meeting and being eligible, offer themselves for reappointment. The Board of Directors of the Company recommend his re-appointment.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. The Register of Members and Share Transfer Books shall remain closed from 21<sup>st</sup> September, 2017 to 27<sup>th</sup> September, 2017 (Both days inclusive) for the Annual General Meeting of the Company and dividend declaration.
7. Members of the Company holding shares as on the cut-off date 20<sup>th</sup> September, 2017 will eligible to receive the notice of 26th Annual General Meeting of the Company.
8. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
9. Members attending the meeting are requested to bring with them the attendance slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.



10. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day during office hours.
11. The dividend on Equity Shares, if declared, at the 26th Annual General Meeting, will be credited/paid between 28th September, 2017 to 27th October, 2017 to those members whose names appear on the Company's Register of Members on 20<sup>th</sup> September, 2017; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
12. Members also note that Notice of the Annual General Meeting 2016-17 shall be available on the Company's website [www.sahyogmultibaselimited.com](http://www.sahyogmultibaselimited.com).
13. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, M/s. Skyline Financial Services Pvt. Ltd., D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, quoting the Registered Folio Number: (a) details of their Bank Account/change in Bank Account, if any, to enable the Company to print these details on the Dividend Warrants; and (b) change in their address, if any, with the Pin Code Number.  
  
Members holding shares in electronic form shall address communication to their respective Depository Participants only.
14. Please send your unpaid dividend warrants/instruments for revalidation/reissue, if already not encashed. The dividend remaining unclaimed for seven years is required to be transferred to the "Investor Education and Protection fund" established by the Central Government and you shall not be able to claim any unpaid dividend from the said fund or from the Company thereafter.
15. M/s. Skyline Financial Services Pvt. Ltd., having registered and corporate office at D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, is the Registrar and Share Transfer Agent of the Company for physical shares as well as depository interface with NSDL and CDSL.
16. You may now avail the facility of nomination by nominating, in the prescribed form, a person to whom your shares in the Company shall vest in the event of death. Interested members may right to the company/registrar & share Transfer Agent for the prescribed form. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their shares.
17. The Company's e-mail id [sahyogcreditslimited@yahoo.in](mailto:sahyogcreditslimited@yahoo.in) to enable investors to register their complaints/queries, if any.
18. Members who are holding shares in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
19. Members are requested to promptly notify to the Company any change in their addresses.

**20. Information and other instructions relating to e-voting are as under:**

- A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- B. The voting period commences on Sunday, 24th September, 2017 (09.00 a.m.) and ends on Tuesday, 26th September, 2017 (05.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting after 26th September, 2017 (05.00 p.m). Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- C. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- D. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- E. The process and manner for remote e-voting are as under:
  - I. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder – Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly

## SAHYOG MULTIBASE LIMITED

recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select “EVEN” of “Sahyog Multibase Limited”. Members can cast their vote online from 24.09.2017 (9:00 am) till 26.09.2017 (5:00 pm).

Note: e-Voting shall not be allowed beyond said time.

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [cs.aditiagarwal@gmail.com](mailto:cs.aditiagarwal@gmail.com) or [sahyogcreditslimited@yahoo.in](mailto:sahyogcreditslimited@yahoo.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

II. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip/by separate pin mailer for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
-	-	-

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

### F. General Instructions:

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> September, 2017.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [viren@skylinerta.com](mailto:viren@skylinerta.com) or [sahyogcreditslimited@yahoo.in](mailto:sahyogcreditslimited@yahoo.in).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the register of members or in the
- VIII. Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX. M/s Aditi Agarwal & Associates, Company Secretaries has been appointed as the Scrutinizer of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.sahyogcredits.com](http://www.sahyogcredits.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****ITEM NO. 5**

The nomination and remuneration committee has approved and recommend the appointment of Mr. Vishesh Gupta as Managing Director of the Company at remuneration of not exceeding Rs. 30,000/- per month inclusive of all allowances and perquisites.

The Committee also approved that the said remuneration shall be payable in case of inadequacy of profits or no profits, which is within minimum remuneration in accordance with Part II of Schedule V of the Companies Act, 2013 i.e. Rs. 30,00,000/- per annum per Executive Director. The Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is as under:

**1. General Information**

Nature of Industry	Trading			
Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (The Company is an existing company)			
Financial performance based on given indicators	Particulars	16-17	15-16	14-15
	Total Revenue (in Lacs)	2873.89	894.68	14.36
	PAT	6.85	4.33	3.168
Foreign investments or Collaborators, if any	Not Applicable			

**2. INFORMATION ABOUT THE MANAGING DIRECTOR**

Mr. Vishesh Gupta, aged around 32 years, at an early age, he induced himself into business tactics and worked as trainee with many reputed organizations. By education he is Graduate. He has vast experience of 4-5 years business of trading of various polymer and petro chemical products. He is instrumental to the day to day working, investments and other material decisions of the Company.

## 2. JOB PROFILE AND HIS SUITABILITY

Mr. Vishesh Gupta being Managing Director of the Company heads operations of the Company and provides strategic direction and guidance to all activities of the Company.

## 3. REMUNERATION PROPOSED

The Nomination and remuneration Committee proposed the remuneration of not exceeding Rs. 30,000/- inclusive of all allowances and perquisites.

4. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).

The remuneration payable to the Managing Director has been benchmarked with the remuneration being drawn by similar positions in industry and has been considered by the Nomination and Remuneration Committee of the Company as appropriate or rather on lower side as compared to industry.

5. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any

The Managing Director have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholdings in the Company.

## OTHER INFORMATION

**Reasons of loss or inadequate profits:** The performance of the Company in the last two financial years has been impacted due to slowdown in global and Indian economies. The situation has aggravated further due to short-term downtrend in industry. However the Company has been a profit earning entity continuously.

**Steps taken or proposed to be taken for improvement:** The Company will remain committed to generating superior returns for its stakeholders. The Company would continue to drive growth through asset light business models and release cash by exiting capital intensive business models and expects to receive better returns in future.

**Expected increase in productivity and profits in measurable terms.** Mr. Vishesh Gupta has vast experience in office administration and company management presently your company does not have a whole time managerial personnel on its Board, the overall efficiency of the organization and the board as a whole is expected to increase manifold.

Your Board recommends or approval of members by way of Special Resolution.

**ITEM NO. 6**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice for an amount not exceeding Rs. 100 crores (Rupees One Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

Your Board recommends or approval of members by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

**ITEM NO. 7**

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

However, keeping in view of enhanced requirement of loan and also the legal requirement that Section 180(1) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the said power only with the consent of the Company by a special resolution. Hence, the Special Resolution at Item No. 1 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 100 crores is intended for this purpose.

Your Board recommends or approval of members by way of Special Resolution.

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None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**  
**For Sahyog Multibase Limited**

SD/-

**Place: New Delhi**  
**Date: 12.08.2017**

**(Vishesh Gupta)**  
**Managing Director**  
**DIN: 00255689**  
**F-14/9, MODEL**  
**TOWN, PART-I, NEW**  
**DELHI-110009**

**PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 WITH THE STOCK EXCHANGES AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:**

<b>Name of Director</b>	<b>Date of Birth &amp; No. of Equity Shares Held</b>	<b>Qualification (Relationship with other Directors)</b>	<b>Nature of Expertise</b>	<b>Name of Companies in which he/ she holds Directorship</b>	<b>Name of Committees of the Companies of which he/ she holds Membership</b>
Naresh Kumar Singhal	26.11.1974  (NIL Equity Shares of Rs.10 each)	Graduate	Holds experience of more than two decades in the business of trading of various polymer and petro chemical products.	SAHYOG MULTIBASE LIMITED  ATHENA MULTITRADE PRIVATE LIMITED  STEPPING STONE CONSTRUCTION PRIVATE LIMITED	Sahyog Multibase Limited  Audit Committee (Member)  Stakeholder Relationship Committee (Member)  Nomination and Remuneration Committee (Member)



**BOARD'S REPORT**

The Members,

Your Directors have pleasure in presenting 26<sup>th</sup> (Twenty Sixth) Annual Report of your Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2017.

**1. FINANCIAL HIGHLIGHTS**

The Company's financial performance, for the year ended 31<sup>st</sup> March, 2017 and the corresponding Figures for the last year are summarized below:-

(Amount in

Rupees)

Particulars	2016-2017	2015-2016
Revenue from operations	28,45,09,884.00	8,70,30,290.00
Other Income	28,79,210.00	24,38,437.00
<b>Total Income</b>	<b>28,73,89,094.00</b>	<b>8,94,68,727.00</b>
Gross Expenditure	28,63,79,968.00	8,87,79,227.00
Less Interest	0.00	0.00
<b>Profit before Depreciation</b>	<b>10,09,126.00.00</b>	<b>6,89,500.00</b>
Less Depreciation	10,510.00	2,530.00
<b>Profit after depreciation and Interest/Net Profit Before Tax</b>	<b>9,91,716.00</b>	<b>6,86,970.00</b>
Less Exceptional items	0.00	0.00
<b>Profit before extraordinary items and tax</b>	<b>9,91,716.00</b>	<b>6,86,970.00</b>
Less Current Tax	308572.00	1,90,000.00
Less Previous year adjustment of Income Tax	0.00	61,053.00
Less Deferred Tax	2,476.00	2,594.00
<b>Net Profit after Tax</b>	<b>685620.00</b>	<b>4,33,323.00</b>
<b>Earnings per Share (Basic)</b>	<b>0.22</b>	<b>0.14</b>
<b>Earnings per Share (Diluted)</b>	<b>0.22</b>	<b>0.14</b>

During the year under review the Company has achieved Net Sales of Rs. 28.45 Crore and a Net Profit before Tax of Rs. 9.91 Lacs as against Net Sales of Rs. 8.70 Crore and a Net Profit before Tax of 6.86 Lacs in the previous financial year 2015-16 respectively.

**Share Capital**

During the year under review, the Authorized Share Capital of the Company stands at Rs. 3,50,00,000/- (Three Crores and Fifty Lac) divided into 35, 00,000 (Thirty Five Lac) Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid up Capital stands at 30, 60,000 (Thirty Lacs Sixty Thousand) Equity Shares of Rs.10/- each aggregating to Rs. 3, 06, 00,000/-(Rupees Three Crores Six Lacs only).

**Reserves and Surplus**

Reserves and Surplus of the Company stands at Rs. 6.67 Lacs as against Reserve and Surplus of Rs. 3.43 Lacs in the previous financial year 2015-16 respectively.

Your Company is financially strong and self reliant in terms of its funds generation, debt servicing and has been able to generate sufficient profits for dividend payouts. A constant rise in turnover and profits of the Company is apparent and your directors are expecting better results both in terms of operations of the Company and its financial position.

**2. STATE OF AFFAIRS OF THE COMPANY**

The Company has been expanding its operations both in terms of product base and customer base. We have been trying to capture new markets for our products. The operations of the Company are growing steadily and constant raise in performance of the Company is evident from its promising financial prospects.

**Future Outlook**

As a move forward and with the help of information technology, your Company is planning to explore new products in market.

**Subsidiary Companies, Joint Venture and Consolidated Financial Statements**

During the period under review the Company does not have any Subsidiary.

**3. DIVIDEND**

Your directors are pleased to recommend a dividend @ 1% i.e. Rs. 0.1% (Ten Paisa) per share on 30,60,000 (Thirty Lac and Sixty Thousand) Equity Shares for the current financial year. The dividend if approved and declared in the ensuing Annual General meeting would result in a payout of Rs. 3,06,000/- (Rupees Three Lac Six Thousand) and Dividend Distribution Tax of Rs. 55,620/- aggregating a total outflow of Rs. 361620/-.

The dividend would be payable to all Shareholders whose names appear in the Register of Members as on the Book Closure Date. The Register of Members and Share Transfer books shall remain closed from Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive).

**4. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT.**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this Report.

**5. CHANGE IN THE NATURE OF BUSINESS, IF ANY**

There was no change in the nature of business of the Company during the financial year ended March 31, 2017.

**6. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL INCLUDING THOSE WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR.**

The Company has undergone a complete management change during the year under review. The changes in composition of Board of Directors of the Company are as under:-

Name	Appointment Date	Cessation Date	Remarks
Karan Kapoor	18.04.2015	22.02.2017	Managing Director
Sunil Kapoor	18.04.2015	22.02.2017	Director
Pankaj Kumar Gupta	28.10.2014	16.05.2016	Director (Independent)
Ghanshyam Prasad Gupta	12.11.2009	-	Director (Independent)
Meetu Aggarwal	12.05.2016	-	Director
Naresh Kumar Singhal	10.08.2016	-	Director
Vishesh Gupta	03.03.2017	-	Additional Director
Chandan Kumar	31.03.2015	-	Chief Financial Officer
Siddharth Agrawal	31.03.2015	16.05.2016	Company Secretary
Neha Garg	16.05.2016	-	Company Secretary

Further, Mr. Vishesh Gupta has been appointed as Managing Director of the Company w.e.f. 12<sup>th</sup> April, 2017.

Appropriate Resolution(s) seeking your approval to the appointment/ re-appointment of Directors are also included in the Notice.

**7. NUMBER AND DATE OF BOARD MEETINGS AND COMMITTEES CONDUCTED DURING THE YEAR UNDER REVIEW.****a. Board Meeting**

During the financial year under review, 12 (Twelve) Board Meetings were held as against the minimum requirement of 4 (four) Board Meetings. The details of Board Meetings are as below:

Date	Board Strength	No. of Director present
18 <sup>th</sup> April, 2016	4	4
12 <sup>th</sup> May, 2016	4	4
16 <sup>th</sup> May, 2016	4	4
10 <sup>th</sup> August, 2016	4	4
26 <sup>th</sup> August, 2016	5	5
25 <sup>th</sup> October, 2016	5	5
29 <sup>th</sup> October, 2016	5	5

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12 <sup>th</sup> November, 2016	5	5
01 <sup>st</sup> December, 2016	5	4
10 <sup>th</sup> December, 2016	5	4
10 <sup>th</sup> February, 2017	5	4
03 <sup>rd</sup> March, 2017	3	3

**b. Audit Committee**

During the financial year under review, 6 (Six) Audit Committee Meetings were held as against the minimum requirement of 4 (four) Meetings. The details of Meetings are as below:

Date	Members Strength	No. of Members present
18 <sup>th</sup> April, 2016	3	3
12 <sup>th</sup> May, 2016	3	3
10 <sup>th</sup> August, 2016	3	3
22 <sup>nd</sup> October, 2016	3	3
12 <sup>th</sup> November, 2016	3	3
10 <sup>th</sup> February, 2017	3	3

**c. Nomination and Remuneration Committee**

During the financial year under review, 4 (Four) Nomination & Remuneration Committee Meeting were held. The detail of Meeting is as below:

Date	Members Strength	No. of Members present
11 <sup>th</sup> May, 2016	3	3
16 <sup>th</sup> May, 2016	3	3
10 <sup>th</sup> August, 2016	3	3
03 <sup>rd</sup> March, 2017	3	3

**8. DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(3)(c) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

1. That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
3. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the directors had prepared the annual accounts on a going concern basis; and

5. the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
6. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**9. DECLARATION BY INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY.**

All the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

**10. FORMAL ANNUAL EVALUATION**

In line with the statutory requirements enshrined under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board carried out a performance evaluation of itself, its Committees, the Chairman and each of the other Directors. As in previous year, this was carried out on the basis of framework approved by the Nomination and Remuneration Committee. The Committee had unanimously consented for an 'in-house' review built on suggestive parameters. Based on the suggestive parameters approved by the Nomination and Remuneration Committee, the following evaluations were carried out:

- ☐ Review of Board as a whole by all the Members of the Board.
- ☐ Review of all Board Committees by all the Members of the Board.
- ☐ Review of Individual Directors by rest of the Board Members except the Director being evaluated.

**11. EXTRACT OF THE ANNUAL RETURN**

The extracts of Annual Return in Form MGT-9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 forms part of Board's Report and is furnished in "**Annexure A**" annexed to this Report.

**12. NOMINATION AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

In adherence of section 178(1) of the Companies Act, 2013, the Board of Directors of the Company in its Meeting held on 16th May, 2016, approved a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s 178(3), based on the recommendations of the Nomination and Remuneration Committee. The broad parameters covered under the Policy are – Company Philosophy, Guiding Principles, Nomination of Directors, Remuneration of Directors, Nomination and Remuneration of the Key Managerial Personnel (Other than Managing/ Whole-time Directors), Key-Executives and Senior Management and the Remuneration of Other Employees. The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other

## **SAHYOG MULTIBASE LIMITED**

related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in “Annexure – B” and forms part of this Report.

### **13. AUDITORS**

#### **1. Statutory Auditors**

The Statutory Auditors, M/s Akhil Mittal & Co., Chartered Accountants, (Registration No. 026177N) to hold office till the conclusion of the 31<sup>st</sup> Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every AGM).

#### **2. Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed there under, M/s Aditi Agarwal & Associates, Company Secretaries were appointed as the Secretarial Auditors of the Company to carry out the secretarial audit for the year ending March 31, 2017. The Secretarial Audit Report given by the Secretarial Auditors in Form No. MR-3 is annexed with this Report as “Annexure C”. There are no qualifications, reservations or adverse remarks made by Secretarial Auditors in their Report.

### **14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

During the financial year ended March 31, 2017, no Loans, Investment or guarantee u/s 186 of the Companies Act, 2013 was made by the Company.

### **15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES.**

The particulars of every contract and arrangement entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are disclosed in Form No. AOC-2 in “Annexure – D” and form part of this Report.

### **16. DETAILS RELATING TO DEPOSITS COVERED UNDER CHAPTER V OF THE ACT.**

The Company has not accepted any deposits during the year under review.

### **17. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Pursuant to the provisions of Section 135(1) of the Companies Act, 2013, Corporate Social Responsibility is not applicable on your Company.

### **18. AUDIT COMMITTEE**

In terms of Section 177 of the Companies Act, 2013 read with rules 6 & 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013, the Audit Committee of the Company is duly constituted and consists of the following Independent & Non-Executive Directors' as members:

Name of Members	Designation	Meetings Held	Meeting Attended
Pankaj Kumar	Chairman	6	1

**SAHYOG MULTIBASE LIMITED**

Gupta*			
Ghanshyam Prashad Gupta	Chairman	6	6
Meetu Aggarwal	Member	6	6
Sunil Kapoor*	Member	6	6
Naresh Kumar Singhal	Member	-	-

\*Mr. Pankaj Kumar Gupta & Mr. Sunil Kapoor is no longer associated with the Company as Directors. They resigned from Directorship on 16<sup>th</sup> May, 2016 & 22<sup>nd</sup> February, 2017 respectively. Mr. Naresh Kumar Singhal has been appointed as member of the Audit Committee w.e.f. 03<sup>rd</sup> day of March, 2017.

#### **19. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Risk Management and Governance Department of the Company have assured the existence of various risk-based controls in the Company and also tested the key controls towards assurance for compliance for the present fiscal. Further, the testing of such controls was also carried out independently by the Statutory Auditors of the Company as mandated under the provisions of the Companies Act, 2013. In the opinion of the Board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company.

#### **20. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

The Company has also established a vigil mechanism and overseas it through the Audit Committee to resolve the genuine concerns expressed by the employees and other directors. The Company has also provided adequate safeguards against victimization of employees and directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company.

#### **21. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

During the year under review, the Company has not transferred any amount in investor Education and Protection Fund.

#### **22. LISTING OF SECURITIES**

The Shares of the Company are listed and traded at BSE. The Annual Listing Fee including service tax for the financial year 2017-18 has been paid to all Stock Exchanges.

#### **23. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

During the year under review, the Company has not transferred any amount in Investor Education and Protection Fund.

**24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in “Annexure – E” and forms part of this Report.

**25. ACKNOWLEDGEMENTS**

The Board places on record its appreciation for the continued co-operation and support extended to the Company by customers, vendors, regulators, banks, financial institutions, rating agencies, stock exchanges and depositories, auditors, legal advisors, consultants, business associates and all the employees with whose help, cooperation and hard work the Company is able to achieve the results. The Board deeply acknowledges the trust and confidence placed by the consumers of the Company and all its shareholders.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**Date: 12.08.2017**  
**Place: New Delhi**

**SD/-**  
**(Vishesh Gupta)**  
**Managing Director**  
**DIN: 0000255689**

**SD/-**  
**(Naresh Kumar Singhal)**  
**Director**  
**DIN: 0002987526**



<b>EXTRACT OF ANNUAL RETURN</b>
<b>as on financial year ended on 31.03.2017</b>
<b>Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration ) Rules, 2014.</b>

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L74110DL1992PLC116773
ii	Registration Date	10.01.1992
iii	Name of the Company	Sahyog Multibase Limited
iv	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
v	Address of the Registered office & contact details	Address : House No. 9, Road No.-13, East Punjabi Bagh, New Delhi-110026 Telephone : 011-65166622 Email : sahyogcreditslimited@yahoo.in Website : www.sahyogcredits.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Name : Purva Sharegistry Private Limited Address : Shiv Shakti Ind. Estt.J .R. Boricha marg, Opp. Kasturba Hospital Lane Lower Parel (E), Mumbai 400 011 Telephone : 91-22-2301 6761 / 8261 Email Address : busicomp@vsnl.com Website : www.purvashare.com

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Trading of Plastic Granules, Plastic Raw Materials, PVC Resin etc.	46102	100

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

**SAHYOG MULTIBASE LIMITED**

S. No.	Name and Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARE S HELD
The Company has no subsidiary/associate as on 31st March, 2017.				

## IV

**SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
<b>A. Promoter s</b>								
(1) <b>Indian</b>								
a) Individual/ HUF	0	35750	35750	1.17	0	0	0	0
b) Central Govt	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	301616	0	301616	9.86
e) Banks / FI	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)</b>	<b>0</b>	<b>35750</b>	<b>35750</b>	<b>1.17</b>	<b>301616</b>	<b>0</b>	<b>301616</b>	<b>9.86</b>
<b>B. Public Shareholding</b>								
1. Institutions								
a) Mutual Funds	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0
e) Venture Capital	0	0	0	0	0	0	0	0

**SAHYOG MULTIBASE LIMITED**

Funds								
f) Insurance Companies	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>								
a) Bodies Corp.	0	0	0	0	60435	0	60435	1.98
i) Indian								
ii) Overseas								
b) Individuals								
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	0	26100	26100	0.85	45708	19100	64808	2.12
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	451900	1863540	2315440	75.67	1005940	1190930	2196870	71.79
<b>c) Others (specify)</b>								
c-i) Non Resident Indian	0	0	0	0	0	0	0	0
c-ii) Trust	0	231300	231300	7.56	0	0	0	0
c-iii) Hindu Undivided Family	0	451410	451410	14.75	171870	260750	432620	14.14
c-iv) Employees/office bearer	0	0	0	0	0	0	0	0
c-v) Clearing Members	0	0	0	0	3651	0	3651	0.12
<b>Sub-total (B)(2):-</b>	<b>451900</b>	<b>2572350</b>	<b>3024250</b>	<b>98.83</b>	<b>1287604</b>	<b>1470780</b>	<b>2758384</b>	<b>90.15</b>

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Total Public Shareholding (B)=(B)(1)+ (B)(2)	451900	2584600	3060000	100	1589220	1470780	3060000	100
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	451900	2584600	3060000	100	1589220	1470780	3060000	100

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**(ii) SHARE HOLDING OF PROMOTERS**

S No.	Shareholder's Name		Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
			No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Atma Ram Bansal		11500	0.38	0	0	0.00	0	0.37
2	Vinod Kumar Agarwal (HUF)		7750	0.25	0	0	0.00	0	0.25
3	Manoj Bansal		3500	0.11	0	0	0.00	0	0.11
4	Shervon Chhajer		6500	0.21	0	0	0.00	0	0.21
5	Atma Ram Bansal		6500	0.21	0	0	0.00	0	0.21
6	Athena Multitrade Private Limited		0	0.00	0	301616	9.86	0	9.86
	<b>TOTAL: -</b>		<b>35750</b>	<b>1.17</b>	<b>0</b>	<b>301616</b>	<b>9.86</b>	<b>0</b>	<b>11.01</b>

**SAHYOG MULTIBASE LIMITED****(iii) Change in Promoters' Shareholding ( please specify, if there is no change)**

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Suresh Kumar Agarwal (HUF)</b>				
	At the beginning of the year	11,500	0.38		
	Shifted into Public Shareholding via offer for sale	0	0	11,500	0.38
	At the End of the year	0	0		
<b>2</b>	<b>Vinod Kumar Agarwal (HUF)</b>				
	At the beginning of the year	7,750	0.25		
	Shifted into Public Shareholding via offer for sale	0	0	7,750	0.25
	At the End of the year	0	0		
<b>3</b>	<b>Mr. Manoj Bansal</b>				
	At the beginning of the year	3,500	0.11		
	Shifted into Public Shareholding via offer for sale	0	0	3,500	0.11
	At the End of the	0	0		

**SAHYOG MULTIBASE LIMITED**

	year				
<b>4</b>	<b>Mr. Shervon Chhajed</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	6,500	0.21		
	Shifted into Public Shareholding via offer for sale	0	0	6,500	0.21
	At the End of the year	<b>0</b>	<b>0</b>		
<b>5</b>	<b>Mr. Atma Ram Bansal</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	6,500	0.21		
	Shifted into Public Shareholding via offer for sale	0	0	6,500	0.21
	At the End of the year	<b>6,500</b>	<b>0.21</b>		
<b>6</b>	<b>Athena Multitrade Private Limited</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0		
	Purchase via Offer for sale	0	0	3,01,616	9.86
	At the End of the year	<b>3,01,616</b>	<b>9.86</b>		

**SAHYOG MULTIBASE LIMITED****Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and****(iv)****ADRs):**

S. No.		Shareholding at the beginning of the year	Cumulative Shareholding during the year		
1	<b>Athena Multitrade Pvt. Ltd.</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	Purchase via offer for sale	0	0	3,01,616	9.86
	At the End of the year (or on the date of separation, if separated during the year)	3,01,616	9.86		
2	<b>Amit Kumar</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	Off Market Sale/Purchase on 30th Sept, 2016	0	0	1,61,400	5.27
	At the End of the year (or on the date of separation, if separated during the year)	1,61,400	5.27		
3	<b>Rekha</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	Off Market Sale/Purchase on 30th Sept, 2016	0	0	97,600	3.19
	At the End of the year (or on the date of separation, if separated during the	97,600	3.19		



**SAHYOG MULTIBASE LIMITED**

	year)				
4	<b>Gaurav Gautam</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	Off Market Sale/Purchase on 02nd Dec, 2016	0	0	95,600	3.12
	At the End of the year (or on the date of separation, if separated during the year)	95,600	3.12		
5	<b>Manish Bhardwaj</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	Off Market Sale/Purchase on 30th Sept, 2016	0	0	88,400	1.98
	At the End of the year (or on the date of separation, if separated during the year)	88,400	1.98		
6	<b>Tusha Gupta</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1,46,200	4.78		
	Off Market Sale/Purchase	0	0	61,513	2.01
	At the End of the year (or on the date of separation, if separated during the year)	84,687	2.77		
7	<b>Vinod Kumar Garg</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

**SAHYOG MULTIBASE LIMITED**

			company		
	At the beginning of the year	1,18,000	3.86		
	Off Market Sale/Purchase	0	0	57,803	1.89
	At the End of the year (or on the date of separation, if separated during the year)	60,197	1.97		
8	<b>Karan Sharda</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	Off Market Sale/Purchase	0	0	59,810	1.95
	At the End of the year (or on the date of separation, if separated during the year)	59,810	1.95		
9	<b>Umesh Bajaj</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	59,800	1.95		
	No Changes	0	0	59,800	1.95
	At the End of the year (or on the date of separation, if separated during the year)	59,800	1.95		
10	<b>Sushil Kumar Sarda</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	59,500	1.94		

**SAHYOG MULTIBASE LIMITED**

	No Changes	0	0	59,500	1.94
	At the End of the year (or on the date of separation, if separated during the year)	59,500	1.94		

**(V) Shareholding of Directors and Key Managerial Personnel:**

S. No.	Name of the Directors & KMP's	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1	<b>Mr. Ghanshyam Prashad Gupta (Director)</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	No Changes			NIL	NIL
	At the End of the year	NIL	NIL		
2	<b>Mr. Karan Kapoor (Managing Director) (Resigned on 22nd Feb, 2017)</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	No Changes			NIL	NIL
	At the End of the year	NIL	NIL		
3	<b>Mr. Sunil Kapoor (Director) (Resigned on 22nd Feb, 2017)</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	63,000	2.06		
	No Changes			NIL	NIL
	At the End of the year	63,000	2.06		
4	<b>Mr. Pankaj Kumar Gupta (Director) (Resigned on 16th</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

**SAHYOG MULTIBASE LIMITED**

	<b>May, 2016)</b>				
	At the beginning of the year	NIL	NIL		
	No Changes			NIL	NIL
	At the End of the year	NIL	NIL		
5	<b>Mrs. Vibha Mahajan (Director)</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	No Changes			NIL	NIL
	At the End of the year	NIL	NIL		
6	<b>Mr. Pankaj Kumar Gupta (Director) (Resigned on 16th May, 2016)</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	No Changes			NIL	NIL
	At the End of the year	NIL	NIL		
7	<b>Mr. Naresh Kumar Singhal (Director)</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	No Changes			NIL	NIL
	At the End of the year	NIL	NIL		
8	<b>Mr. Vishesh Gupta (Director)</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	No Changes			NIL	NIL
	At the End of the year	NIL	NIL		

**SAHYOG MULTIBASE LIMITED**

9	<b>Mr. Siddharth Agrawal (Company Secretary) (Resigned on 16th May, 2016)</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	No Changes			NIL	NIL
	At the End of the year	NIL	NIL		
10	<b>Ms. Neha Garg (Company Secretary)</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	No Changes			NIL	NIL
	At the End of the year	NIL	NIL		
11	<b>Mr. Chandan Kumar (Chief Financial Officer)</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL		
	No Changes			NIL	NIL
	At the End of the year	NIL	NIL		

**V INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment: NIL**

	Secured Loans excluding deposits	Unsecured Loans	Deposit s	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	NIL			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
* Addition				
* Reduction				

**SAHYOG MULTIBASE LIMITED**

<b>Net Change</b>	
<b>Indebtedness at the end of the financial year</b>	
i) Principal Amount	
ii) Interest due but not paid	
iii) Interest accrued but not due	
<b>Total (i+ii+iii)</b>	

**XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S. no.	Particulars of Remuneration	Name of the Directors						Total Amount
				Karan Kapoor (Managing Director Till 22nd February, 2017)	Vishesh Gupta (Director appointed on 03rd March, 17)			
1	Gross salary			236250	30000			266250
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961							
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961							
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961							
2	Stock Option							
3	Sweat Equity							
4	Commission - as % of profit - others, specify...							
5	Others, please specify							
	Total (A)			236250	30000			266250
	Ceiling as per the Act							

**B. Remuneration to other directors:**

Sl. no.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		

**SAHYOG MULTIBASE LIMITED**

	Fee for attending board committee meetings	NIL				NIL
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration	NIL				
	Overall Ceiling as per the Act					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

S. no.	Particulars of Remuneration	Key Managerial Personnel				
			Siddharth Agarwal (Company Secretary resigned on 16th May, 2017)	Neha Garg (Company Secretary appointed on 16th May, 2017)	Chandan Kumar (CFO)	
1	Gross salary		45,900	368561	525000	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission					
	- as % of profit					
	others, specify...					
5	Others, please specify					
	Total		45900	3,54,613	4,33,838	

**PENALTIES / PUNISHMENT/ COMPOUNDING OF  
XII. OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]		Appeal made, if any (give Details)
<b>A. COMPANY</b>						
Penalty						
Punishment						
Compounding						
<b>B. DIRECTORS</b>						
Penalty						
Punishment						
Compounding						
<b>C. OTHER OFFICERS IN DEFAULT</b>						
Penalty						
Punishment						
Compounding						



**Annexure-B****Nomination & Remuneration Policy****INTRODUCTION:**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the Listing Agreement as amended from time to time this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

**OBJECTIVE AND PURPOSE:**

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 16<sup>th</sup> May, 2016.

**DEFINITIONS**

- **Board** means Board of Directors of the Company.
- **Director** means Directors of the Company.
- **Committee** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- **Company** means Sahyog Credits Limited.
- **Independent Director** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- **Key Managerial Personnel (KMP)** means a KMP as as defined under Section 203 of the Companies Act, 2013 and includes:
  - i. CEO/Managing Director/Manager;

- ii. Whole-time Director;
  - iii. Chief Financial Officer;
  - iv. Company Secretary;
  - v. Such other officer as may be prescribed under the applicable statutory provisions/regulations.
- **Senior Management** means personnel of the Company occupying the position of Chief Executive Officer (CEO) of any unit / division or Vice President including Vice President of any unit / division of the Company General Manager including General Manager of any division or unit. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

### **APPLICABILITY**

This Nomination and Remuneration Policy applies to:

- All Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel
- Other Employees

### **GENERAL**

This Policy is divided in three parts: Part – A covers the matters to be dealt with and recommended by the Committee to the Board, Part – B covers the appointment and nomination and Part – C covers remuneration and perquisites etc.

### **PART – A**

#### **MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE:**

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

**POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT:**

**Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Whole time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

**Term/ Tenure:**

**A. Managing Director / Whole-Time Director**

The Company shall appoint or re-appoint any person as its Managing Director or Executive Director (Whole-time Director) for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**B. Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment for another term of upto five consecutive years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed

## **SAHYOG MULTIBASE LIMITED**

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companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

### **Evaluation:**

The Committee shall carry out evaluation of performance of every Director (including Independent Director), KMP and Senior Management Personnel at regular interval (yearly).

### **Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### **Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **PART - C**

### **POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL**

#### **General:**

The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made there under.

Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs *approved by the Shareholders* in the case of Whole-time Director.

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Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

### **Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

#### **Fixed Pay**

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

#### **Minimum Remuneration**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

#### **Provisions for excess remuneration:**

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

### **Remuneration to Non- Executive / Independent Director:**

#### **Remuneration / Commission**

The remuneration/commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

#### **Sitting Fees**

The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**Commission**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

**Stock Options**

An Independent Director shall not be entitled to any stock option of the Company.

**For Sahyog Multibase Limited**

SD/-  
(Vishesh Gupta)  
Managing Director

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**Sahyog Multibase Limited**  
(Formerly known as Sahyog Credits Limited)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sahyog Multibase Limited** (formerly known as Sahyog Credits Limited) (hereinafter called '**the Company**'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Sahyog Multibase Limited** (formerly known as Sahyog Credits Limited) , books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on **March 31, 2017**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Sahyog Multibase Limited** (formerly known as Sahyog Credits Limited) ("the Company") for the Financial Year ended on **March 31, 2017** according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 ('FEMA') and the rules and regulations made thereunder to the extent of Foreign Direct Investment(FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings(ECB); *(No FDI, ODI and ECB was taken by the company during the Audit Period)*
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (*Not Applicable to the Company during the Audit Period*);
  - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (*Not Applicable to the Company during the Audit Period*); and
  - (g) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (*Not Applicable to the Company during the Audit Period*);
- (vi) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulation and other communications issued from time to time.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standard-1 and Secretarial Standard-2 as issued by The Institute of Company Secretaries of India and notified by Central Government.
- (ii) Stock Exchange and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (i) *The Company being a listed entity was required to adopt various mandatory policies under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company has adopted such policies belatedly in its Board Meeting dated May 16, 2016.*

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



## **SAHYOG MULTIBASE LIMITED**

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report** that during the audit period, we have observed that:

- i) During the year, Mr. Siddharth Aggarwal resigned from the post of Company Secretary of the Company w.e.f. May 16, 2016 and on the even day, Ms. Neha Garg was appointed as the Company Secretary of the Company.
- ii) On August 2, 2016, M/s ARSK & Associates, Chartered Accountants were resigned as the Statutory Auditors of the Company and Board of Directors in their meeting held on August 10, 2016 filled the casual vacancy by appointing M/s KSMC & Associates, Chartered Accountants (Registration No. 003565N) to hold office till the conclusion of the next Annual General Meeting of the Company to be held in the year 2017.
- iii) In March, 2016, the Company ceased to be a Non-Banking Financial Company and in pursuant to which, the company was required to change its name and main objects in the Memorandum of Association of the Company. The Board of Directors of the Company in their meeting held on October 25, 2016, changed the name of the Company from "Sahyog Credits Limited" to "Sahyog Multibase Limited". Also, changed the main object clause of Memorandum of Association of the Company and adopted new set of Article of Association of the Company.
- iv) During the year under review, the Company has shifted its registered office address from 145, Jaidev Park, East Punjabi Bagh, New Delhi-110026 to D-13, G/F/ R/S, Bhagwan Dass Nagar, Punjabi Bagh, Delhi- 110026.
- v) During the year under review, pursuant to takeover open offer, Athena Multitrade Private Limited acquired 3,01,616 Equity Shares of the Company representing 9.86

**SAHYOG MULTIBASE LIMITED**

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% of the issued, subscribed and paid up capital of the Company at a consideration of Rs. 75,40,400.

- vi) During the year under review, Mr. Karan Kapoor, Managing Director and Mr. Sunil Kapoor, Chairman of the Company has resigned from the Company on February 22, 2017 and Mr. Naresh Kumar Singhal and Mr. Vishesh Gupta have been appointed for the position of directors on August 10, 2016 and March 3, 2017 respectively.

**Place: New Delhi**

**Date: August 12, 2017**

**Sd/-**

**ADITI GUPTA**

**Company Secretary in Whole-Time Practice**

**M/s Aditi Agarwal & Associates, Company Secretaries**

**CP No: 10512**

*NOTE: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.*

**‘ANNEXURE A’**

To,

The Members,  
**Sahyog Multibase Limited**

**Our report of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: New Delhi**  
**Date: August 12, 2017**

**Sd/-**  
**ADITI GUPTA**  
**Company Secretary in Whole-Time Practice**  
**M/s Aditi Agarwal & Associates, Company Secretaries**  
**CP No: 10512**

**(Pursuant of clause (h) of sub-section 134 of the Act and****Rule 8(2) of the Companies (Accounts) Rules, 2014**

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso is given below:

1. Details of contracts or arrangements or transactions not at Arm's length basis:

None, during the reporting period, all transactions were at Arm's Length basis.

Sr. no.	Particulars	Details
1	Name(s) of the related party and nature of relationship	Not Applicable
2	Nature of contracts/ arrangements/ transactions	Not Applicable
3	Duration of the contracts / arrangements/transactions	Not Applicable
4	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
5	Justification for entering into such contracts or arrangements or transactions'	Not Applicable
6	Date(s) of approval by the Board, if any:	Not Applicable
7	Amount paid as advances, if any:	Not Applicable
8	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Not Applicable

2. Details of contracts or arrangements at Arm's Length basis.

Sr. no.	Particulars	Details
1	Name(s) of the related party and nature of relationship	Karan Kapoor
2	Nature of contracts/ arrangements/ transactions	Remuneration
3	Duration of the contracts / arrangements/transactions	Yearly
4	Salient terms of the contracts or arrangements or transactions including the value, if any	-
5	Date(s) of approval by the Board, if any:	-
6	Amount paid as advances, if any:	-

\*Details of other related party transactions are forming part of notes to financial statements, refer note no. 22.

**ANNEXURE 'E' TO BOARD'S REPORT**

Information as per Section 134 (3) (m) of Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and forming part of the Board's Report for the year ended 31<sup>st</sup> March, 2016:

**A. CONSERVATION OF ENERGY**

- i. The steps taken or impact on conservation of energy: NIL
- ii. The steps taken by the Company for utilizing alternate sources of energy: NIL
- iii. The capital investment on energy conservation equipments: NIL

**B. TECHNOLOGY ABSORPTION**

- i. **Efforts made in technology absorption& Benefits derived: NIL**
- ii. **Benefits derived like product improvement, cost reduction, product development or import substitution: NIL**
- iii. **In case of Imported Technology (imported during last 3 years reckoned from beginning of the financial year): NIL**
- iv. **The expenditure incurred on Research and Development: NIL**

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year under review, details of foreign exchange earnings and outgo are as follows:

Earnings : NIL  
Outgo : NIL

**INDEPENDENT AUDITOR'S REPORT**

TO THE MEMBERS OF **SAHYOG MULTIBASE LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **SAHYOG MULTIBASE LIMITED** (hereinafter referred to as "the Company"), comprising of the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the financial position, financial performance in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the financial statements by the Directors of the Company, as aforesaid.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical

requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting

includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to

future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us by the management, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2017, Profit/loss for the period and its Cash Flow Statement for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the company incorporated in India, we give in the '**Annexure - A**' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the financial statements.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
  - e) On the basis of the written representations received from the Director of the Company, none of the directors of the company is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) In our opinion considering nature of business, size of operation and organisational structure of the entity, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria



**SAHYOG MULTIBASE LIMITED**

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established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting read in conjunction with implementation guide on audit of Internal financial controls over financial reporting with specific reference to smaller, less complex companies issued by the Institute of Chartered Accountants of India.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has no pending litigations as on 31<sup>st</sup> March 2017.
- ii. The Company doesn't have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November 2016 to 30th December 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company.

For KSMC & ASSOCIATES  
Chartered Accountants  
FRN:003565N

SD/-

**CA HARPREET SINGH CHAWLA**  
Partner  
M. No.:533899

Place: New Delhi  
Date: 03.06.2017

**Annexure "A" to the Independent Auditors Report on the Financial Statements of SAHYOG MULTIBASE LIMITED**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

<b><u>S. No.</u></b>	<b><u>Particulars</u></b>	<b><u>Auditor's Remarks</u></b>
(i)	(a) Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	As per information and explanation given to us and on the basis of examination of books of accounts, the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
	(b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	As explained to us, the fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
	(c) Whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof;	Not Applicable
(ii)	whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account;	As per information and explanation given to us by the management, physical verification of inventories is carried out by them at reasonable intervals. Further it has been explained to us that no material discrepancies on such physical verification has been noticed by the management.
(iii)	Whether the company has granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. If so,	As per information and explanation given to us and on the basis of examination of books of accounts, the company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties covered in the register maintained under Section 189 of the Companies Act, 2013:
	(a) whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;	Not Applicable
	(b) whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;	Not Applicable

**SAHYOG MULTIBASE LIMITED**

	(c) if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;	Not Applicable
(iv)	In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	According to the information and explanations given to us, there was no such transaction related to loans, investments, guarantees, and security entered into by company during the year under consideration, hence this clause is not applicable.
(v)	in case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	According to the information and explanations given to us, the company has not accepted any deposit from the public. Therefore, the clause is not applicable.
(vi)	Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.	According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records sub-section (1) of section 148 of the Companies Act 2013 for the company. Therefore, the clause is not applicable.
(vii)	(a) whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;	<p>As per the examination of books of accounts of the company, the following statutory dues are outstanding as on the last day of financial year and these are outstanding for a period more than six months from the date they became payable.</p> <p>Krishi Kalyan Cess – Rs. 4,020/-</p> <p>Service Tax – Rs. 2,24,000/-</p> <p>Swachh Bharat Cess–Rs. 8,000/-</p>

**SAHYOG MULTIBASE LIMITED**

	(b) where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned..	As per information and explanation given to us by the management, there are outstanding demands under Income tax Act, 1961 (Rs. 500 pertaining to Assessment year 2006-07 and Rs. 2190 to Assessment year 2014-15), which the company is pursuing with the income tax department.
(viii)	whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and Government, lender wise details to be provided).	The Company has no loans or debts, which are repayable to the financial institution or bank or debenture holders. Hence the clause is not applicable.
(ix)	whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;	According to the information and explanations given to us, the Company has not raised any money by way of public offer or term loan during the year. Hence this clause is not applicable.
(x)	whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated;	According to the information and explanations given to us by the management, there was no fraud reported during the year.
(xi)	Whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same;	According to the information and explanation given to us by the management, the company has complied with the provision of Companies Act in respect of managerial remuneration.
(xii)	whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;	The Company is not a Nidhi Company. Hence this clause is not applicable.

**SAHYOG MULTIBASE LIMITED**

(xiii)	Whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;	According to the information and explanation given to us and based on our examination of the records of the company, all the related party transactions undertaken during the year have been duly disclosed.
(xiv)	Whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance;	During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Hence reporting under this clause is not applicable on the Company.
(xv)	whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with;	The company has not entered into any non-cash transactions with directors or persons connected with them, hence the provisions of section 192 of Companies Act, 2013 are not applicable
(xvi)	Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.	In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For KSMC & ASSOCIATES  
Chartered Accountants  
FRN:003565N

**Sd/-**

**CA HARPREET SINGH CHAWLA**

Partner  
M. No.:533899

Place: New Delhi  
Date: 03.06.2017

# SAHYOG MULTIBASE LIMITED

Balance Sheet as at 31st March 2017

CIN NO : L74110DL1992PLC116773

(Amount in INR)

Particulars		Note	As at 31st March 2017	As at 31st March 2016
I.	<b>EQUITY AND LIABILITIES</b>			
1	<b>Shareholders' funds</b>			
	<u>Share capital</u>	1	3,06,00,000	3,06,00,000
	<u>Reserves and Surplus</u>	2	6,67,812	3,43,812
2	<b>Non current liabilities</b>			
	Deferred tax liabilities	3	118	2,594
3	<b>Current liabilities</b>			
	Trade Payables	4	11,01,24,594	4,76,719
	Other current liabilities	5	3,53,81,041	1,02,71,843
	<u>Short-term provisions</u>	6	8,26,899	3,68,294
	<b>TOTAL</b>		<b>17,76,00,464</b>	<b>4,20,63,262</b>
II.	<b>ASSETS</b>			
1	<b>Non-current assets</b>			
	<b>Fixed Assets</b>			
	- Tangible Assets	7	2,049	12,559
	- Intangible Assets		-	-
	<u>Non current investments</u>	8	3,01,59,000	2,53,500
	<u>Long-term loans and Advances</u>	9	1,56,707	-
2	<b>Current assets</b>			
	Inventories	10	1,58,72,268	-
	Trade Receivables	11	8,35,04,725	2,10,21,981
	<u>Cash and Cash equivalents</u>	12	10,97,647	43,01,966
	<u>Short-term loans and Advances</u>	13	4,58,89,150	1,51,90,184
	Other Current Assets	14	9,18,918	12,83,072
	<b>TOTAL</b>		<b>17,76,00,464</b>	<b>4,20,63,262</b>
	Significant accounting policies	<b>A to L</b>		
	Notes to financial statements	<b>21 to 38</b>		

As per our report on even date

For and on behalf of the board of directors

For KSMC & Associates

Chartered Accountants  
Firm Registration No. 003565N

Sd/-

Sd/-

**Naresh Kumar Singhal**

Director

(DIN - 02987526)

Sd/-

**Vishesh Gupta**

Managing Director

(DIN - 00255689)

**CA. Harpreet Singh**

Partner  
Membership No.  
089109

Sd/-

**Neha Garg**

(Company secretary)

Sd/-

**Chandan Kumar**

(C F O)

Place : New Delhi

**SAHYOG MULTIBASE LIMITED**

Date:03rd June,2017

**Profit and Loss Statement for the year ended 31st March, 2017**

CIN NO : L74110DL1992PLC116773

(Amount in INR)

Particulars		Note	For the year ended 31st March 2017	For the year ended 31st March 2016
I	<b>Revenue:</b>			
	Revenue from operations	15	28,45,09,884	8,70,30,290
	Other income	16	28,79,210	24,38,437
	<b>Total Revenue</b>		<b>28,73,89,094</b>	<b>8,94,68,727</b>
II	<b>Expenses:</b>			
	Change in Inventories	17	(1,58,72,268)	-
	Purchase and Direct Expenses	18	29,06,83,442	8,29,62,427
	Employee benefit expenses	19	15,20,681	11,75,716
	Depreciation expenses	7	10,510	2,530
	Other expenses	20	1,00,48,113	46,41,084
	<b>Total expenses</b>		<b>28,63,90,478</b>	<b>8,87,81,757</b>
III	<b>Profit before extraordinary and Prior Period Expenses (I-II)</b>		9,98,616	6,86,970
IV	Prior Period expenses		6,900	-
V	<b>Profit before tax (III-IV)</b>		<b>9,91,716</b>	<b>6,86,970</b>
VI	Tax expense:			
	- Current tax		3,08,572	1,90,000
	- Tax adjustment for earlier years			61,053
	- Deferred tax		(2,476)	2,594
VII	<b>Profit for the year (V-VI)</b>		<b>6,85,620</b>	<b>4,33,323</b>
VIII	Earnings per share:			
	Basic earning per share	23	0.22	0.14
	Diluted earning per share	23	0.22	0.14
	Significant accounting policies	<b>A to L</b>		
	Notes to financial statements	<b>21 to 38</b>		

As per our report on even date

**For KSMC & Associates**

Chartered Accountants

Firm Registration No. 003565N

Sd/-

**CA. Harpreet Singh**

Partner

Membership No. 089109

Place : New Delhi

Date : 03rd June, 2017

**For and on behalf of the board of directors**

Sd/-

**Naresh Kumar Singhal**

Director

(DIN - 02987526)

Sd/-

**Neha Garg**

(Company secretary)

Sd/-

**Vishesh Gupta**

Managing Director

(DIN - 00255689)

Sd/-

**Chandan Kumar**

(C F O)

# SAHYOG MULTIBASE LIMITED

## Cash Flow Statement for the year ended 31st March 2017

CIN NO : L65921DL1992PLC116773

Particulars	(Amount in INR) Year ended March 31,	(Amount in INR) Year ended March 31,
	2017	2016
<b>A. Cash flows from operating activities</b>		
Profit before taxation and after exceptional items	9,91,716	6,86,970
Adjustments for :		
Depreciation expenses	10,510	2,530
Interest Income	-	(22,00,082)
Dividend Income	(1,65,023)	-
Provision written back	-	(86,351)
(Profit) / Loss on Sale of Investments	65,37,548	(1,52,000)
Operating profit before working capital changes	73,74,751	(17,48,933)
Adjustments for :		
(Increase) / Decrease in trade receivable	(6,24,82,744)	54,68,201
(Increase) / Decrease in long term loans & advances	(1,56,707)	-
(Increase) / Decrease in loans and advances	(3,06,98,966)	(1,51,90,184)
(Increase) / Decrease in other current assets	3,64,154	(12,53,064)
(Increase) / Decrease in inventories	(1,58,72,268)	-
Increase / (Decrease) in other current liabilities	13,47,57,073	1,05,36,487
Cash generated from Operations	3,32,85,293	(21,87,493)
Direct taxes paid (net)	-	2,41,849
Net cash flow from operating activities	<b>3,32,85,293</b>	<b>(24,29,342)</b>
<b>B. Cash flows from investing activities</b>		
Purchase of investment	(17,49,21,059)	(3,97,500)
Sale of investment	13,84,78,011	6,96,000
Dividend Income	1,65,023	-
Interest received	-	22,00,082
Net cash used in investing activities	<b>(3,62,78,025)</b>	<b>24,98,582</b>
<b>C. Cash flows from financing activities</b>		
Dividend Paid	(2,11,587)	-
Net cash used in financing activities	<b>(2,11,587)</b>	<b>-</b>
Net increase / (decrease) in cash and cash equivalents	(32,04,319)	69,239
Cash and cash equivalents at the beginning of the year	43,01,966	42,32,727
<b>Cash and cash equivalents at the end of the year</b>	<b>10,97,647</b>	<b>43,01,966</b>

As per our report on even date

**For KSMC & Associates**

Chartered Accountants

Firm Registration No. 003565N

**SD/-**

**CA. Harpreet Singh**

Partner

Membership No. 089109

Place: New Delhi

Date : 03rd June 2017

**For and on behalf of the Board of Directors**

**SD/-**

**Naresh Kumar Singhal**

Director

**(DIN - 02987526)**

**SD/-**

**Neha Garg**

(Company secretary)

**SD/-**

**Vishesh Gupta**

Managing Director

**(DIN - 00255689)**

**SD/-**

**Chandan Kumar**

(C F O)



**Notes forming part of the financial statement for the year ended 31st March 2017**

**Note 7 Tangible Assets**

(Amount in INR)

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	Balance as at 1st April 2016	Additions	Balance as at 31st Mar 2017	Balance as at 1st April 2016	For the year	Balance as at 31st Mar 2017	Balance as at 1st April 2017	Balance as at 31st Mar 2016
Computer	15,300	-	15,300	2,741	10,510	13,251	2,049	12,559
<b>Total</b>	<b>15,300</b>	<b>-</b>	<b>15,300</b>	<b>2,741</b>	<b>10,510</b>	<b>13,251</b>	<b>2,049</b>	<b>12,559</b>

**Significant Accounting Policies**

**A Basis of preparation of accounts**

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by the Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies applied by the Company are consistent with those used in the previous year.

**B Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**C Fixed assets**

**Tangible assets**

Fixed assets are stated at cost of acquisition inclusive of duties (net of CENVAT and other credits, wherever applicable), taxes, incidental expenses, erection / commissioning expenses and borrowing costs etc. up to the date the assets are ready for their intended use.

**D Depreciation**

Depreciation on Fixed Assets is provided on written down value method at the rates prescribed in Schedule II of the Companies Act, 2013 or at rates determined based on the useful life of the assets, whichever is higher.

**E Impairment of assets**

The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment thereof based on external / internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price of assets and their 'value in use'. The estimated future cash flows are discounted to their present value at appropriate rate arrived at after considering the prevailing interest rates and weighted average cost of capital.

**F Inventories**

The inventories of goods are valued at lower of cost and net realizable value in lines with Accounting Standard - 2 "Valuation of Inventories". The company follows FIFO "First in First out" basis for valuation of stock.

**G Investments**

Investments that are readily realizable and intended to be non current held for not more than a year are classified as current investments. All other investments are classified as long-term and non-current. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term and non-current investments are carried at cost, but provision for diminution in value is made to recognize a decline other than temporary in the value of such investments.

**H Revenue recognition**

Revenue (income) is recognized when no significant uncertainty as to determination/realization exists.

**Sale of Goods**

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer and in lines with Accounting Standard - 9 "Revenue Recognition".

**Commission**

Revenue is recognized as per terms of contract and in lines with Accounting Standard -9 "Revenue Recognition"

**I Taxation**

Tax expense comprises of current tax and deferred tax.

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

Deferred tax is recognized on a prudent basis for timing differences, being difference between taxable and accounting income/expenditure that originate in one period and are capable of reversal in one or more subsequent period(s). Deferred tax asset is recognized on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such asset can be realized against future taxable income. Unrecognized deferred tax asset of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

**J Earning per share**

Earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders, by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period are adjusted for the effects of all diluted potential equity shares.

**K Cash and Cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

**L Provisions**

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance date and adjusted to reflect the current best estimates.

**Notes forming part of the financial statement for the year ended 31st March 2017**

1	Share capital	As at 31st March 2017		As at 31st March 2016	
		Number	Amount (Rs)	Number	Amount (Rs)
	<b>Authorized Share Capital:</b>				
	Equity Shares of Rs 10 each	35,00,000	3,50,00,000	35,00,000	3,50,00,000
		35,00,000	3,50,00,000	35,00,000	3,50,00,000
	<b>Issued, Subscribed &amp; Paid up</b>				
	Equity Shares of Rs 10 each fully paid up	30,60,000	3,06,00,000	30,60,000	3,06,00,000
	<b>Total</b>	<b>30,60,000</b>	<b>3,06,00,000</b>	<b>30,60,000</b>	<b>3,06,00,000</b>

**1.1 Equity Shares**

The Company has only one class of equity shares having a face value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share held with a right to receive per share dividend declared by the Company. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after payment of all preferential amounts, in proportion to their shareholding.

**The reconciliation of the number of shares outstanding and the amounts of share capital:**

1.2	Particulars	As at 31st March 2017		As at 31st March 2016	
		Equity shares		Equity shares	
		Number	Amount (Rs)	Number	Amount (Rs)
	Shares at the beginning of the year	30,60,000	3,06,00,000	30,60,000	3,06,00,000
	Shared Issued during the year	-	-	-	-
	Shares at the end of the year	<b>30,60,000</b>	<b>3,06,00,000</b>	<b>30,60,000</b>	<b>3,06,00,000</b>

**1.3** The Company does not have any equity shareholder holding more than 5% of the equity shares of the company.

2	Reserves & Surplus	As at 31st March 2017	As at 31st March 2016
		Amount (Rs)	Amount (Rs)
	<b>Special reserve u/s 45-IC(i) of RBI Act</b>		
	Opening balance	1,22,078	1,22,078
	Add: Transferred from surplus		-

## SAHYOG MULTIBASE LIMITED

Closing balance (A)	<b>1,22,078</b>	<b>1,22,078</b>
<b>Surplus/(Deficit) in the Statement of Profit &amp; Loss</b>		
Opening balance	2,21,734	1,56,705
Add: Profit for the year	6,85,620	4,33,323
Less: Transferred to Special reserve u/s 45-IC(i) of RBI Act		-
Less:- Proposed Dividend	3,06,000	3,06,000
Less:- Dividend Distribution Tax	55,620	62,294
Closing balance (B)	5,45,734	2,21,734
<b>Total (A+B)</b>	<b>6,67,812</b>	<b>3,43,812</b>

- 3 In accordance with AS-22 on 'Accounting for taxes on Income' by the Institute of Chartered Accountants of India, deferred tax has been recognized.

Deferred tax liabilities	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
Opening balance	2,594	-
Created during the year	-	2,594
Written off during the year	2,476	-
<b>Closing Balance</b>	<b>118</b>	<b>2,594</b>

4 Trade Payables	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
Sundry Creditors for goods and expenses	11,01,24,594	4,76,719
<b>Total</b>	<b>11,01,24,594</b>	<b>4,76,719</b>

5 Other current liabilities	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
Statutory due payable to government authorities	5,16,082	76,640

# SAHYOG MULTIBASE LIMITED

Advance from customers	3,48,64,959	1,01,95,203
<b>Total</b>	<b>3,53,81,041</b>	<b>1,02,71,843</b>

6	<b>Short term provisions</b>	<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>
		<b>Amount (Rs)</b>	<b>Amount (Rs)</b>
	Proposed dividend	3,06,000	3,06,000
	Tax on dividend	55,620	62,294
	Unpaid Dividend Account	1,56,707	-
	Provision for taxation	3,08,572	-
	<b>Total</b>	<b>8,26,899</b>	<b>3,68,294</b>

8	<b>Non current investments</b>	<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>
		<b>Amount (Rs)</b>	<b>Amount (Rs)</b>
	<b><u>Long Term Investments</u></b>		
	<b>Unquoted, equity shares</b>		
	Athena Multitrade Private Limited (25,350 shares @ Rs 10 each, held at historical cost)	2,53,500	2,53,500
	<b>Quoted ,Equity Shares</b>		
	Rushil Décor Limited (29000 shares @ 642 each, at Historical Cost) *	1,86,18,000	-
	TPL Plastech Limited (21500 shares @ 525 each, at Historical Cost) **	1,12,87,500	-
	<b>Total</b>	<b>3,01,59,000</b>	<b>2,53,500</b>

\* Market Value per share as on 31st March 2017 is Rs. 610.45 per share

\*\* Market Value per share as on 31st March 2017 is Rs. 517.30 per share

9	<b>Long-term loans and Advances</b>	<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>
		<b>Amount (Rs)</b>	<b>Amount (Rs)</b>

## SAHYOG MULTIBASE LIMITED

Unclaimed Dividend Account *	1,56,707	-
<b>Total</b>	<b>1,56,707</b>	<b>-</b>

\* Unclaimed dividend for the financial year 2015-16 in Yes Bank Dividend Account

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Inventories	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
Closing Stock (The closing stock has been valued at cost or NRV whichever is lower and has been certified by the management)	1,58,72,268	-
<b>Total</b>	<b>1,58,72,268</b>	<b>-</b>

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Trade Receivables	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
(Unsecured, considered good)		
Outstanding for a period exceeding six months	88,24,787	1,48,22,786
Other debts	7,46,79,938	61,99,195
<b>Total</b>	<b>8,35,04,725</b>	<b>2,10,21,981</b>

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Cash and Cash equivalents	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
Balances with bank in current account	58,911	40,38,592
Cash in hand	10,38,736	2,63,374
<b>Total</b>	<b>10,97,647</b>	<b>43,01,966</b>

Particulars	SBN*	ODN	Total
Closing Cash in Hand as on 08.11.2016	2,50,000	9,619	2,59,619
(+) Permitted Receipts (Cash Withdrawal)		84,000	84,000

**SAHYOG MULTIBASE LIMITED**

(-)Permitted Payments	-	47,532	47,532
(-)Amount deposited in Banks	2,50,000	-	2,50,000
Closing cash in hand as on 30.12.2016	-	46,087	46,087

\* SBN - Notes of Rs. 1000 and 500 held by the company on 8th November 2016

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<b>Short-term loans and Advances</b>	<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>
	<b>Amount (Rs)</b>	<b>Amount (Rs)</b>
Advance to Suppliers	4,58,89,150	1,51,90,184
<b>Total</b>	<b>4,58,89,150</b>	<b>1,51,90,184</b>



# SAHYOG MULTIBASE LIMITED

(CIN: L74110DL1992PLC116773)

Registered Office: House No. 9, Road No.-13 East Punjabi Bagh New Delhi East  
Delhi DL 110026

Email: [sahyogcreditslimited@yahoo.in](mailto:sahyogcreditslimited@yahoo.in) Phone: 011-65166622

## ATTENDANCE SLIP

(To be presented at the entrance)

26<sup>th</sup> ANNUAL GENERAL MEETING on Friday, 27<sup>th</sup> September, 2017 at 5/2, Agarwal Bhawan, Jaidev Park, East Punjabi Bagh, New Delhi-110026.

Name of the Shareholder/Proxy Holder.....
DP ID No.....
Client ID No.....
Shareholder's Folio No.....
No. Of Shares held.....

I certify that I am a registered shareholder / proxy/ authorised representative for the registered Shareholder of the Company.

I hereby record my presence at the (26<sup>th</sup> ANNUAL GENERAL MEETING on Friday, 27<sup>th</sup> September, 2017 at 5/2, Agarwal Bhawan, Jaidev Park, East Punjabi Bagh, New Delhi-110026.

\_\_\_\_\_  
Member's/Proxy's name in Block Letters

\_\_\_\_\_  
Member's/Proxy's Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Only shareholder/Proxy Holder can attend the meeting.

**SAHYOG MULTIBASE LIMITED****Form No. MGT-11****Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the company	Sahyog Multibase Limited
Registered Office	House No. 9, Road No.-13 East Punjabi Bagh New Delhi East Delhi DL 110026
CIN	L74110DL1992PLC116773

Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company hereby appoint

Name :	
Address:	
E-mail Id:	
Signature , _____,or failing him	

Name :	
Address:	
E-mail Id:	
Signature , _____,or failing him	

Name :	
Address:	
E-mail Id:	
Signature , _____,or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the company, to be held on the 27<sup>th</sup> day of September, 2017 at 11 a.m. at 5/2, Agarwal Bhawan, Jaidev Park, East Punjabi Bagh, New Delhi-110026 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	Optional*	
		For	Against
	<b>Ordinary Business:</b>		
1.	Adoption of Audited Financial Statements for the year ended March 31, 2017.		
2.	Declare Final Dividend @1% i.e. Rs. 0.1/- (Ten Paisa) per share		
3.	Re-appointment of Mr. Naresh Kumar Singhal as a Director, who retires by rotation.		
4.	Appointment of M/s Akhil Mittal & Co., Chartered Accountants (Registration No. 026177N) as Statutory Auditors of the Company.		
	<b>Special Business:</b>		
5.	Appointment of Mr. Vishesh Gupta as Managing Director for a period of five years.		
6.	To approve the limits for the loans and investment by the Company in terms of the provisions Section 186 of the companies Act, 2013		
7.	To increase in the borrowing limits of the Company in terms of the provisions of Section 180(1)(c) of the Companies Act, 2013		

**Note:** Notwithstanding the above, the proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this \_\_\_\_ day of \_\_\_\_ 2017

Signature of Shareholder \_\_\_\_\_ Revenue Stamp

Signature of Proxy Holder \_\_\_\_\_

Affix Re. 1

