

SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

Date: 05-03-2022

To, BSE Limited PhirozeJeejeebhoy Towers, Dalal Street, Mumbai- 400 001	To, Metropolitan Stock Exchange of India Limited, Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, BandraKurla Complex, Bandra (E), Mumbai – 400 098, India	To, The Calcutta Stock Exchange Limited 7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal
--	--	--

Dear Sir/Madam,

Sub.: Outcome of the meeting of the Board of Directors of the Shalimar Agencies Limited (“Company / SAL”), held on 05th March, 2022 in terms of Regulation 30(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Further to our Intimation dated 25-02-2022 and pursuant to Regulation 30(2) of Listing Regulations read with Para A of Schedule III, we wish to inform you that a meeting of the Board of Directors of the Company was held today i.e., 05-03-2022, wherein the Board by unanimous resolutions, approved the following, subject to consent of shareholders of the Company, stock exchanges and other regulatory authorities of India and United States of America:

- (i) Draft Scheme of Merger of ADV Health Technologies Ltd, an overseas entity registered in United States of America with Shalimar Agencies Limited pursuant to Section 230-232 read with Section 234 of the Companies Act,2013 and rules thereunder;
- (ii) Valuation Report from Mr. Anandkumar Gawade, Registered Valuer vide Registration No. IBBI/RV/05/2019/10746
- (iii) the relevant documents under Regulation of 37 of the SEBI (LODR) Regulations, 2015 to be annexed along with the Draft Scheme to be submitted to the Exchanges / SEBI and other relevant documents to be submitted to other government / regulatory authorities in India and United States of America.

It may also be noted that the proposed Scheme has been reviewed by the Audit Committee and upon its recommendation approved by the Board in its meeting held on today i.e 05th March 2022.

SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

The Draft Scheme will be filed with the Stock Exchanges as per provisions of Regulation 37 of SEBI Listing Regulations along with the required documents.

Pursuant to Regulation 30(2) of the Listing Regulations read with circular CIR/CFD/CMD/4/2015 dated September 09, 2015 issued by Securities and Exchange Board of India ("SEBI") relevant details have been enclosed herewith as an **Annexure A**

The information contained in this outcome is also available on the Company's website www.shalimaragencieslimited.com and on the website of BSE Limited, MSEI & CSE.

The Board Meeting commenced at 04:00 PM and concluded at 04: 45 PM

We request you to take the same on record.

Yours faithfully,
For Shalimar Agencies Ltd

Kotti Narendra
Managing Director
DIN: 07178324

Encl.: As above

SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

Annexure A

Details regarding the preferential issue which a listed entity needs to disclose as per the SEBI Circular dated September 09, 2015.

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

	Particulars	
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc	Name of the Entities: 1. ADV HEALTH TECHNOLOGIES LTD , an entity registered in United States of America (Transferor Company) and 2. SHALIMAR AGENCIES LIMITED (Transferee Company) Turnover of the ADV HEALTH TECHNOLOGIES LTD for : FY 2020-21 - Not Applicable Turnover of Shalimar Agencies Limited for: FY 2020-21- Rs.Nil FY 2019-20-Rs.Nil
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;	No. The transaction does not fall within related party transaction.
3	Area of business of the entity(ies)	ADV Health Technologies Ltd is engaged in the business of software development & IT consulting including health care. Shalimar Agencies Ltd is engaged in the business of Computer and related Services & outsourcing services.
4	Rationale for amalgamation/ merger	Consolidate the Synergic effect by Consolidation of the strengths of both the Companies (in terms of Projects and Personnel) and access to strategic partners
5	In case of cash consideration – amount or otherwise share exchange ratio	Cash Consideration- Nil Share Exchange Ratio: 1:1 1 Equity share of Shalimar Agencies Limited for every 1 Equity Share of ADV Health Technologies Ltd
6	Brief details of change in shareholding	Pre-Shareholding:

SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

pattern (if any) of listed entity	<table border="1"><thead><tr><th>Sl. No</th><th>Particulars of shareholding</th><th>No. of shares</th><th>% of holding</th></tr></thead><tbody><tr><td>1</td><td>Promoters</td><td>18,67,738</td><td>62.24</td></tr><tr><td>2</td><td>Public shareholders</td><td>11,33,262</td><td>37.76</td></tr><tr><td></td><td>Total</td><td>30,01,000</td><td>100.00</td></tr></tbody></table>				Sl. No	Particulars of shareholding	No. of shares	% of holding	1	Promoters	18,67,738	62.24	2	Public shareholders	11,33,262	37.76		Total	30,01,000	100.00				
	Sl. No	Particulars of shareholding	No. of shares	% of holding																				
	1	Promoters	18,67,738	62.24																				
	2	Public shareholders	11,33,262	37.76																				
		Total	30,01,000	100.00																				
	Post-Shareholding:																							
	<table border="1"><thead><tr><th>Sl. No</th><th>Particulars of shareholding</th><th>No. of shares</th><th>% of holding</th></tr></thead><tbody><tr><td>1</td><td>Promoters</td><td>18,67,738</td><td>05.19</td></tr><tr><td>2</td><td>Public shareholders</td><td>11,33,262</td><td>03.15</td></tr><tr><td>3</td><td>Shareholders of Transferor Company</td><td>3,30,00,000</td><td>91.66</td></tr><tr><td></td><td>Total</td><td>3,60,01,000</td><td>100.00</td></tr></tbody></table>				Sl. No	Particulars of shareholding	No. of shares	% of holding	1	Promoters	18,67,738	05.19	2	Public shareholders	11,33,262	03.15	3	Shareholders of Transferor Company	3,30,00,000	91.66		Total	3,60,01,000	100.00
	Sl. No	Particulars of shareholding	No. of shares	% of holding																				
	1	Promoters	18,67,738	05.19																				
	2	Public shareholders	11,33,262	03.15																				
	3	Shareholders of Transferor Company	3,30,00,000	91.66																				
		Total	3,60,01,000	100.00																				