

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

NEW DELHI BENCH (COURT – II)

CP No. C.A.(CAA)-60/2021

In the matter of:

The Companies Act, 2013;

-And -

In the matter of:

An application under section 230 to 232
and other applicable provisions of the
Companies Act, 2013;

- And -

In the matter of:

Companies (Compromises,
Arrangements and Amalgamations)
Rules, 2016

- And -

In the Matter of Scheme of Merger by
Absorption:

**BG INDIA ENERGY PRIVATE
LIMITED**

(CIN:U40200DL1998PTC176478)(First

Transferor Company) having its
Registered Office at 3-C, World Trade

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Tower, Near Barakhamba Lane, New Delhi Central Delhi- 110001, in State of New Delhi within the aforesaid jurisdiction;

- And -

BG INDIA ENERGY SERVICES PRIVATE LIMITED (CIN: U40109DL2005PTC181749) (Second Transferor Company) having its Registered Office at 3-C, World Trade Tower, New Barakhamba Lane, New Delhi Central Delhi -110001 in State of New Delhi within the aforesaid jurisdiction;

- And -

In the matter of:

BG LNG REGAS INDIA PRIVATE LIMITED

(CIN: U74999DL2000PTC175347)

(Third Transferor Company), having its Registered Office at 3-C, World Trade Tower, New Barakhamba Lane, New Delhi Central Delhi -110001, in State of New Delhi within the aforesaid jurisdiction;

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- And -

In the matter of:

**BG INDIA ENERGY SOLUTIONS
PRIVATE LIMITED (CIN:
U40101DL2004PTC174307)**

(Transferee Company), having its
Registered Office at 3-C, World Trade
Tower, New Barakhamba Lane, New
Delhi Central Delhi -110001, in State of
New Delhi within the aforesaid
jurisdiction;

IN THE MATTER OF:

BG INDIA ENERGY PRIVATE LIMITED

BG INDIA ENERGY SERVICES PRIVATE LIMITED

BG LNG REGAS INDIA PRIVATE LIMITED

BG INDIA ENERGY SOLUTIONS PRIVATE LIMITED

.....**APPLICANT COMPANIES**

REPORT OF RESULT OF MEETING BY CHAIRPERSON

I, Kamal Piyush, the person appointed by this Hon'ble National Company
Law Tribunal, New Delhi Bench at New Delhi ("the Hon'ble Tribunal")
vide order dated August 24, 2021, to act as **Chairperson for the meeting
of Equity Shareholders of BG LNG Regas India Private Limited**
("Transferor Company No. 3"/ "Applicant Company No. 3" / "the
Company"), summoned by notice dated the 28th day of January, 2022
served individually upon them and by advertisement dated the 31st day of
January, 2022, and held on Tuesday, 1st day of March, 2022 at 12:30 P.M.

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(IST) at 3-C, World Trade Tower, New Barakhamba Lane, New Delhi Central Delhi -110001, *vide* Videoconferencing, do hereby report to this Hon'ble Tribunal as follows:

1. That the meeting commenced at 12:30 P.M. (IST). As per the directions of the Hon'ble Tribunal *vide* its Order dated August 24, 2021, the requisite quorum for the meeting was fixed as 2 (Two) in number. Since the requisite quorum was present at the meeting, the meeting was called to order.
2. That the meeting was attended personally by 2 (Two) Equity Shareholders of the Company entitled together to 2,73,55,887 Equity Shares of Rs. 10/- each, representing 100% of the total share capital of the Company i.e. Rs. 27,35,58,870/-. There was no representation by proxy.
3. That the Scheme of Merger by Absorption was taken as read with the approval of the members present and the question submitted to the said meeting was whether the Equity Shareholders of the Company agreed to the Scheme of Merger by Absorption. Thereafter, I directed for conducting the voting for Equity Shareholders who were present at the meeting through show of hands and ballot forms.
4. Mr. Mohit Kumar Gupta, Chartered Accountant, was appointed as Scrutinizer by the Hon'ble Tribunal who scrutinized the voting by show of hands and ballot paper and has provided his report. Scrutinizer's Report for the meeting is also annexed hereto and marked as **Exhibit – A3**.



5. Based on the Scrutinizer's Report and meeting conducted under my supervision, I report as hereunder:

i. That all the Equity Shareholders of the Company representing 100% in number and 100% in value is of the opinion that the Scheme of Merger by Absorption **should be approved and agreed to**. The result of the voting upon the said question was as follows:-

a. The under-mentioned Equity Shareholders voted in favour of the Scheme of Amalgamation being adopted unanimously and carried into effect:-

Sr. No.	Name of Member	Address	No. of equity shares held	Number of votes
1.	BG Asia Pacific Holdings Pte. Ltd.	The Metropolis Tower 1, 9 North Buona Vista Drive, #07-01 Singapore 138588	2	2
2.	BG Mauritius LNG Holdings Ltd.	C/o Ocorian Corporate Services Limited, 6th Floor, Tower A 1, Cybercity, Ebene - 72201 MAURITIUS	2,73,55,885	2,73,55,885
TOTAL			2,73,55,887	273,55,887

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- b. The under-mentioned Equity Shareholders voted against the Scheme of Merger by Absorption being adopted and carried into effect:-

Sr. No.	Name of Member	Address	No. of equity shares held	Number of votes
NIL				

Resolution approving Scheme of Merger passed unanimously.

Submitted for kind consideration of the Hon'ble Tribunal.

Dated the 2nd day of March, 2022.



Kamal Piyush

Chairperson appointed for the meeting