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)(Firs

t Transferor Company) having its

Registered Office at 3-C, World Trade

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

- And -

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



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

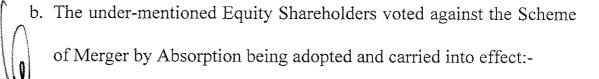
I, Kamal Piyush, the person appointed by this Hon'ble National Company Law Tribunal, New Delhi Bench at New Delhi ("the Hon'ble Tribunal") vide order dated August 24, 2021, to act as Chairperson for the meeting of Equity Shareholders of BG India Energy Private Limited ["Transferor Company No. 1"/ "Applicant Company No. 1" ("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 10:30 A.M. (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 10:30 A.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 2,249,832 Equity Shares of Rs. 10/- each, representing 100% of the total share capital of the Company i.e. Rs. 2,24,98,320/-. 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 by ballot papers and has provided his report.

- Scrutinizer's Report for the meeting is also annexed hereto and marked as $\mathbf{Exhibit} \mathbf{A1}$.
- 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 and carried into effect:-

Sr.	Name of	Address	No. of	Number of
No.	Member		equity	votes
	Transcription of the state of t		shares	
			held	
1.	BG Asia Pacific	The Metropolis	2,249,830	2,249,830
	Holdings Pte.	Tower 1,		
	Ltd.	9 North Buona Vista		
		Drive, #07-01		
		Singapore		
		138588		
2.	BG Asia Pacific	The Metropolis	2	2
	Services Pte. Ltd.	Tower 1,		
		9 North Buona Vista		200
		Drive, #07-01		(
		Singapore	T Province Laboratory	
		138588		T
		SINGAPORE		
/DOm	A ¥		2 2 4 2 2 2 2	
TOTAL			2,249,832	2,249,832



Sr. No.	Name	of	Address	No. of	Number	of
	Member			equity	votes	
				shares held		
	.1		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