

**NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD  
(COURT NO. II)**

**CA (CAA) 58/AHM/2022**

**IN THE MATTER OF THE COMPANIES ACT, 2013**

[Sections 230-232 and read with other applicable provisions of the Companies Act, 2013 read with The Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016]

**In the matter of Scheme of Arrangement  
in the nature of Amalgamation**

**OF**

**Torrent Gas Pune Limited,**  
(Applicant Company No. 1/Transferor Company No. 1)

**AND**

**Torrent Gas Moradabad Limited,**  
(Applicant Company No. 2/Transferor Company No. 2)

**AND**

**Sanwariya Gas Limited,**  
(Applicant Company No. 3/Transferor Company No. 3)

**AND**

**Torrent Gas Private Limited,**  
(Applicant Company No. 4/Transferee Company)

**Their Respective Shareholders and Creditors**

**Order Pronounced on: 21/12/2022**

**Coram:**

**DR. DEEPTI MUKESH,  
HON'BLE MEMBER (JUDICIAL)  
AJAI DAS MEHROTRA,  
HON'BLE MEMBER (TECHNICAL)**

**MEMO OF PARTIES**

**Torrent Gas Pune Limited,**  
(CIN: U40106GJ2015PLC117589)  
Registered office at;  
1<sup>st</sup> Floor, C Block, Samanvay, 600 Tapovan,  
Ambawadi Ahmedabad Gujarat- 380015.

**...Applicant Company No. 1/  
Transferor Company No. 1**

**AND**

**Torrent Gas Moradabad Limited,**  
(CIN: U40200GJ2005PLC112871)  
Registered office at;  
1<sup>st</sup> Floor, C Block, Samanvay, 600 Tapovan,  
Ambawadi Ahmedabad Gujarat- 380015.

**...Applicant Company No. 2/  
Transferor Company No. 2**

**AND**

**Sanwariya Gas Limited,**  
(CIN: U45400GJ2009PLC133563)  
Registered office at;  
'Samanvay', 600 Tapovan, Ambawadi,  
Ahmedabad, Gujarat-380015.

**...Applicant Company No. 3/  
Transferor Company No. 3**

**AND**

**Torrent Gas Private Limited,**  
(CIN: U40100GJ2018PTC102554)  
Registered office at;  
Samanvay, 600, Tapovan, Ambawadi,  
Ahmedabad, Gujarat-380015.

**...Applicant Company No. 4/  
Transferee Company**

**For the Applicants:** Ms. Swati Soparkar, Adv.

**ORDER**

1. The present joint Application is filed under Section 230-232 with other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “**the Act**”) and read with of the Companies (Compromise, Arrangement, and Amalgamations) Rules, 2016. The proposed Composite Scheme of Arrangement in the nature of Amalgamation are between **Torrent Gas Pune Limited** (For brevity - Transferor Company No. 1) and **Torrent Gas Moradabad Limited** (For brevity - Transferor Company No. 2) and **Sanwariya Gas Limited** (For brevity - Transferor Company No. 3) with **Torrent Gas Private Limited** (For brevity - Transferee Company) and their respective Shareholders and Creditors.
2. Affidavits are filed in support of the Application sworn for and on behalf of the transferor company No. 1 and transferee company by one Ms. Ruchita

Gurjar and on behalf of transferor company No. 2 & 3, by one Mr. Naresh Kumar Poddar being the authorized representative for the applicant companies duly authorized vide Board resolutions passed in the respective meeting of Board of Directors on 22.08.2022 for the respective applicant companies. It is represented that the Registered Office of all the Applicant Companies are situated within the territorial jurisdiction of this Tribunal and the Registrar of Companies, Ahmedabad.

3. It is submitted that the Transferor Company No.1 having CIN: U40106GJ2015PLC117589 is incorporated, under the provisions of the Companies Act, 2013 and is presently having its Registered office at; 1<sup>st</sup> Floor, C Block, Samanvay, 600 Tapovan, Ambawadi Ahmedabad Gujarat- 380015. The Authorised Share Capital of the Transferor Company No. 1 is Rs. 2,00,00,00,000/- which is divided into 20,00,00,000 Equity shares of Rs. 10/- each. The issued, Subscribed and Paid-up Share Capital of the Company is Rs. 1,63,60,00,000/- which is divided into 16,36,00,000 equity shares of Rs. 10/- each.
4. It is submitted that the Transferor Company No.2 having CIN: U40200GJ2005PLC112871 is incorporated, under the provisions of the Companies Act, 1956 and is presently having its Registered office at; Registered office at; 1<sup>st</sup> Floor, C Block, Samanvay, 600 Tapovan, Ambawadi Ahmedabad Gujarat- 380015. The Authorised Share Capital of the Transferor Company No. 2 is Rs. 76,00,00,000/- which is divided into 7,60,00,000 Equity

shares of Rs. 10/- each. The issued, Subscribed and Paid-up Share Capital of the Company is Rs. 6,00,00,000/- which is divided into 60,00,000 equity shares of Rs. 10/- each.

5. It is submitted that the Transferor Company No. 3 having CIN: U45400GJ2009PLC133563 is incorporated, under the provisions of the Companies Act, 1956 and is presently having its Registered office at; 'Samanvay', 600 Tapovan, Ambawadi, Ahmedabad, Gujarat-380015. The Authorised Share Capital of the Transferor Company No. 3 is Rs. 40,00,00,000/- which is divided into 4,00,00,000 Equity shares of Rs. 10/- each. The issued, Subscribed and Paid-up Share Capital of the Company is Rs. 38,22,50,300/- which is divided into 3,82,25,030 equity shares of Rs. 10/- each.
6. It is submitted that the Transferee Company having CIN: U40100GJ2018PTC102554 is incorporated, under the provisions of the Companies Act, 2013 and is presently having its Registered office at; 'Samanvay', 600 Tapovan, Ambawadi, Ahmedabad, Gujarat-380015. The Authorised Share Capital of the Transferee Company is Rs. 21,00,00,00,000/- which is divided into 2,10,00,00,000 Equity shares of Rs. 10/- each. The issued, Subscribed and Paid-up Share Capital of the Company is Rs. 15,15,00,00,000/- which is divided into 1,51,50,00,000 equity shares of Rs. 10/- each.

7. It is submitted that all the applicant companies belong to the same group and under common management and all of them are engaged in similar line of commercial activities viz. implementation and operation of City Gas Distribution networks for supply of Piped Natural Gas to residential, commercial and industrial areas and Compressed Natural Gas for vehicles in different geographical regions of the Country.
8. It is also represented that the registered offices of all the applicant companies are situated within the territorial jurisdiction of Registrar of Companies, Ahmedabad, Gujarat, which is falling under the jurisdiction of this Tribunal.
9. All the Applicant Companies have filed their respective Memoranda and Articles of Association inter alia delineating their object clauses along with their audited financial statement for the year of 2021-22, respectively.
10. It is further submitted that the provisions of The Competition Act, 2002 are not applicable to the present Scheme and no notice is required to be issued to the said authority.
11. The Applicant Companies have placed on record their Valuation Reports prepared by Registered valuer entity SSPA & CO. Chartered Accountants (IBBI registration Number- IBBI/RV-E/06/2020/126).
12. Rationale of the Scheme: All the four City Gas Distribution (CGD) companies belong to the same group of management and are engaged in similar line of activities, viz. implementation and operation of CGD networks for supply of Piped Natural Gas (PNG) to residential, commercial and

industries and Compressed Natural Gas (CNG) to vehicles in different geographical regions of the Country. The key objectives of this Composite Scheme of Arrangement are:

- i. Achieve business synergy through consolidation of activities of all the group companies operating in different regions of the Country.
- ii. Simplification and Consolidation of group structure and reduction in number of entities resulting in greater management focus, control, governance and compliance by streamlining of operations and asset utilization;
- iii. Achieve economies in business operations, provide optimal utilization of resources and greater administrative efficiencies and thereby optimize profitability.
- iv. Devise uniform corporate policies for the common business activity and increase the overall effectiveness of its operations.
- v. Have a large Capital structure and Assets structure to increase the financial leverage.

13. The Board of Directors of all the applicant companies have unanimously approved the proposed scheme of amalgamation by way of merger as contemplated above. Copies of respective board resolutions of all the applicant companies dated 22<sup>nd</sup> August 2022 passed in their respective board meetings have been placed on record.

14. The certificates issued by the Statutory Auditor under section 133 of the Companies Act, 2013, of all the applicant companies are placed on record.
15. All the applicant companies have submitted that no investigation or proceedings against the Applicant Companies are pending under section 210-217, 219, 220, 223, 224, 225, 226 & 227 of the Companies Act, 2013.
16. With respect to the **Transferor Company No. 1**, it is stated that:
  - a) There are 7 equity shareholders and certificate from Chartered Accountant certifying list of shareholders is annexed. All equity shareholders have given their consent by way of affidavits for the proposed composite scheme of amalgamation. The copies of the consent affidavits of all equity shareholders are annexed with the application. Hence, the company is seeking dispensation for holding/convening the meeting of equity shareholders.
  - b) There is 3 secured creditors and certificate from Chartered Accountant certifying list of the secured creditor is annexed with application. In absence of any consents obtained from secured creditors, the company is seeking holding/convening the meeting of secured creditors.
  - c) There are 213 unsecured creditors and certificate from Chartered Accountant certifying list of the unsecured creditors is annexed with application. In absence of any consents obtained from unsecured creditors, the company is seeking holding/convening the meeting of unsecured creditors.



17. With respect to the **Transferor Company No. 2**, it is stated that:

- a) There are 7 equity shareholders and certificate from Chartered Accountant certifying list of shareholders is annexed and all equity shareholders have given their consent by way of affidavits for the proposed composite scheme of amalgamation. The copies of the consent affidavits of all equity shareholders are annexed with the application. Hence, the company is seeking dispensation for holding/convening the meeting of equity shareholders.
- b) There are 2 secured creditors and certificate from Chartered Accountant certifying list of the secured creditor is annexed with application. In absence of any consents obtained from secured creditors, the company is seeking holding/convening the meeting of secured creditors.
- c) There are 103 unsecured creditors and certificate from Chartered Accountant certifying list of the unsecured creditors is annexed with application. In absence of any consents obtained from unsecured creditors, the company is seeking holding/convening the meeting of unsecured creditors.

18. With respect to the **Transferor Company No. 3**, it is stated that:

- a) There are 7 equity shareholders and certificate from Chartered Accountant certifying list of shareholders is annexed and all equity shareholders have given their consent by way of affidavits for the proposed composite scheme of amalgamation. The copies of the consent

affidavits of all equity shareholders are annexed with the application. Hence, the company is seeking dispensation for holding/convening the meeting of equity shareholders.

- b) There is 1 secured creditor and certificate from Chartered Accountant certifying list of the secured creditor is annexed. In absence of any consents obtained from secured creditor, the company is seeking holding/convening the meeting of secured creditor.
- c) There are 59 unsecured creditors and certificate from Chartered Accountant certifying list of the unsecured creditors is annexed with application. In absence of any consents obtained from unsecured creditors, the company is seeking holding/convening the meeting of unsecured creditor.

19. With respect to the **Transferee Company**, it is stated that:

- a) There are 2 equity shareholders and the certificate from Chartered Accountant certifying list of shareholders is annexed and all equity shareholders have given their consent by way of affidavits for the proposed composite scheme of amalgamation. The copies of the consent affidavits of equity shareholders are annexed with the application. Hence, the company is seeking dispensation for holding/convening the meeting of equity shareholders.
- b) There are 5 secured creditors and certificate from Chartered Accountant certifying list of the secured creditors is annexed with application. In

absence of any consents obtained from secured creditors, the company is seeking holding/convening the meeting of secured creditors.

- c) There are 457 unsecured creditors and certificate from Chartered Accountant certifying list of the unsecured creditors is annexed with application. In absence of any consents obtained from unsecured creditors, the company is seeking holding/convening the meeting of unsecured creditors.

20. Taking into consideration the submissions and the documents filed therewith, we issue the following directions:

**i) In relation to the Transferor Company No. 1:**

- a. With respect to Equity Shareholders:

Convening of the meeting of equity shareholders of the company is hereby dispensed with, in view of 100% consent affidavits of shareholders on record.

- b. With respect to Secured Creditors:

The meeting of Secured Creditors of the Company shall be convened on 24/02/2023 at 12:30 pm. Quorum of the meeting shall be 2.

- c. With respect to Unsecured Creditors:

The meeting of Unsecured Creditors of the Company shall be convened and held on 23/02/2023 at 12:30 pm. Quorum of the meeting shall be 25.

**ii) In relation to the Transferor Company No. 2:**

a. With respect to Equity Shareholders:

Convening of the meeting of equity shareholders of the company is hereby dispensed with, in view of 100% consent affidavits of shareholders on record.

b. With respect to Secured Creditors:

The meeting of Secured Creditors of the Company shall be convened on 24/02/2023 at 03:00 pm. Quorum of the meeting shall be 1.

c. With respect to Unsecured Creditors:

The meeting of Unsecured Creditors of the Company shall be convened and held on 23/02/2023 at 03:00 pm. Quorum of the meeting shall be 15.

**iii) relation to the Transferor Company No. 3:**

a. With respect to Equity Shareholders:

Convening of the meeting of equity shareholders of the company is hereby dispensed with, in view of 100% consent affidavits of shareholders on record.

b. With respect to Secured Creditors:

The meeting of Secured Creditor of the Company shall be convened on 24/02/2023 at 04:30 pm. Quorum of the meeting shall be 1.

c. With respect to Unsecured Creditors:

The meeting of Unsecured Creditors of the Company shall be convened on 23/02/2023 at 04:30 pm. Quorum of the meeting shall be 12.

**iv) In relation to the Transferee Company:**

a. With respect to Equity Shareholders:

Convening of the meeting of equity shareholders of the company is hereby dispensed with, in view of 100% consent affidavits of shareholders on record.

b. With respect to Secured Creditors:

The meeting of Secured Creditors of the Company shall be convened on 24/02/2023 at 11:00 am. Quorum of the meeting shall be 2.

c. With respect to unsecured Creditors:

The meeting of Unsecured Creditors of the Company shall be convened and held on 23/02/2023 at 11:00 am. Quorum of the meeting shall be 50.

21. The meetings of the secured creditors of the applicant transferor companies and applicant transferee company shall be held at the registered office of the company at Samanvay, 600, Tapovan, Ambavadi, Ahmedabad 380015 for the purpose of considering and, if thought fit, approving with or without modifications the proposed Scheme.

22. The meetings of the unsecured creditors of the applicant transferor companies and applicant transferee company shall be held at the Conference Room of

Hotel Artilla Inn, Opp. Town Hall, at Ellisbridge Corner, Ellisbridge, Ahmedabad 380006 for the purpose of considering and, if thought fit, approving with or without modifications the proposed Scheme.

23. An advertisement by way of publication before the date of the aforesaid meetings, an advertisement about the convening of the said meeting, indicating the day, date, place and time, as aforesaid, shall be published in English daily, “**Indian Express**”, Ahmedabad Edition and a Gujarati translation thereof in “**Sandesh**”, Ahmedabad Edition. The publication shall indicate the time within which copies of the scheme shall be made available to the concerned persons free of charge from the respective registered office of the Applicant Companies or at the office of the Advocate, i.e., Mrs. Swati Saurabh Soparkar, 301, Shivalik-10, Opp. SBI Zonal Office, S. M. Road, Ambavadi, Ahmedabad 380015. The publication shall also indicate that the statement required to be furnished according to Section 102 of the Act read with Sections 230 to 232 of the Act and the prescribed form of proxy can be obtained free of charge at the respective registered office of the Applicant Companies in accordance with the second proviso to sub-section (3) of Section 230 and Rule 7 of the Companies (CAA) Rules, 2016.

24. In addition, at least one month before the date of the meetings to be held as aforesaid, a notice convening the said meetings, indicating the day, date, place and time, as aforesaid, together with a copy of the scheme, a copy of the statement required to be furnished pursuant to Section 102 of the Act

read with Sections 230 to 232 and Rule 6 of the Companies (CAA) Rules, shall be sent to all of the Secured Creditors and Unsecured Creditors of the Transferor Company No.1, 2, 3 and Secured and Unsecured Creditors of the Transferee Company at their respective registered or last known addresses either by Registered post or Speed Post/Airmail, E-Mail or by Courier or by Hand Delivery. The Notices shall be sent to the Secured and Unsecured Creditors of Transferor Company No.1,2,3 and the Secured and Unsecured Creditors of the Transferee Company with reference to the list of the persons appearing on the record of the Transferor Company No. 1,2,3 and transferee company as on 21.09.2022 and the voting percentage of such creditors as per list is to be decided after considering the amount of debt as on the date of voting, which is to be ensured by the chairperson.

25. Shri Jaimin Dave, an Independent Practising Advocate shall be the Chairperson of the aforesaid meeting to be held on 27.01.2023 and 29.01.2023, respectively and in respect of any adjournment thereof.
26. Shri Rajesh Parekh, partner of M/s. RPAP & Co., practicing Company secretary, having membership No. 8073 is appointed as the Scrutinizer for the aforesaid meeting to be held on 27.01.2023 and 29.01.2023, respectively, and in respect of any adjournment thereof.
27. The honorarium of the Chairperson for all the aforesaid meetings of the Applicant Companies shall be Rs. 1,50,000/- and the honorarium of the Scrutinizer shall be Rs. 75,000/-, in addition to re-imburement of their

incidental and out of pocket expenses. In case of unavailability of the Chairperson for any reason, the Alternate Chairperson shall discharge the responsibilities/ function of the Chairperson and shall be paid on pro-rata basis for any meeting(s) conducted at the scale of Chairperson.

28. The Chairperson appointed for the aforesaid meeting shall issue the advertisements and send out the notices of the meeting referred to above.

29. The Chairperson to file an affidavit not less than 7(seven) days before the date fixed for the holding of the meetings and to report to this Tribunal that the directions regarding issuance of notices and advertisement of the meeting have been duly complied with as per Rule 12 of the Companies (CAA) Rules, 2016.

30. It is further ordered that the Chairperson of the company shall report to this Tribunal on the result of the meeting in Form No.CAA.4, verified by his affidavit, as per Rule 14 of the Companies (CAA) Rules, 2016 in from No. CAA.4 within seven days from the date of the meeting.

31. In compliance with Section 230(5) of the Act and Rule 8 of the CAA Rules, each of the Applicant(s) shall serve the notice of the joint application on the following Authorities namely, (i) to the Central Government through the Regional Director, North Western Region; (ii) to the Registrar of Companies, Gujarat, (iii) to the Income Tax Department along with full details of assessing officer and PAN numbers of all the applicant companies with the copy also to the Chief Commissioner of Income Tax Office; (iv) to the



Petroleum and Natural Gas Regulatory Board; (v) to the Official Liquidator attached to High Court, Gujarat, to such other Sectoral Regulatory Authorities who may govern the working of the respective companies involved in the Scheme, so that timely and proper reply may be filed.

32. The Application is allowed and disposed of in terms of the above directions.

**-Sd-**  
**AJAI DAS MEHROTRA**  
**MEMBER (TECHNICAL)**

**-Sd-**  
**DR. DEEPTI MUKESH**  
**MEMBER (JUDICIAL)**

Abhishek Singh