

**NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
COURT 1**

C.A.(CAA)/9(AHM)221

**Coram: HON'BLE Ms. MANORAMA KUMARI, MEMBER (JUDICIAL)  
HON'BLE Mr. VIRENDRA KUMAR GUPTA, MEMBER (TECHNICAL)**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING THROUGH VIDEO CONFERENCING BEFORE THE  
AHMEDABAD BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 24.02.2021**

**Name of the Company:**

Reliance O2C Ltd

**Section:**


230232 of the Companies Act, 213

**ORDER**

The case is fixed for pronouncement of order.

The Order is pronounced in the open court, vide separate sheet.

  
**(VIRENDRA KUMAR GUPTA)  
MEMBER (TECHNICAL)**

  
**(MANORAMA KUMARI)  
MEMBER (JUDICIAL)**

Dated this the 24th day of February, 2021.

**NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH**

**CA (CAA.) NO. 9 OF 2021**

**In the matter of:**

**Reliance O2C Limited**

A company registered under the provisions of the Companies Act, 2013 having its registered office at

Office -101, Saffron, Nr. Centre Point,

Panchwati 5 Rasta, Ambawadi,

Ahmedabad, Gujarat-380006 .....**Applicant Transferee Company**

**Order delivered on 24<sup>th</sup> February 2021**

**Coram:**

**Hon'ble Ms. Manorama Kumari, Member (J)**

**Hon'ble Mr. Virendra Kumar Gupta, Member (T)**

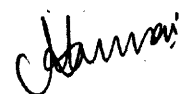
**Appearance:**

Mr. Saurabh Soparkar, Senior Advocate and Mr. Ravi Pahwa, Advocate, for the Applicant Company.

**ORDER**

**[Per: Ms. Manorama Kumari, Member (Judicial)]**

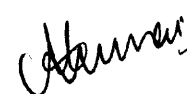
1. The instant application is filed under Sections 230 to 232 of the Companies Act, 2013 (the "Act") seeking dispensation of convening meeting of Equity Shareholders and Unsecured Creditors of the Applicant Company. Since there are no Secured Creditors in the Applicant Company, the meeting of the Secured Creditors of the Applicant Company is not required to be held, for the purpose of considering and if thought fit, approving, with or without modification, a Scheme of Arrangement between Reliance Industries Limited & its shareholders and creditors and Reliance O2C Limited & its shareholders and creditors ("**Scheme**").



2. It is submitted that the registered office of Reliance Industries Limited (**'the Transferor Company'**) is situated in Mumbai, Maharashtra. Accordingly, the Transferor Company has filed separate application before the Hon'ble National Company Law Tribunal, Mumbai seeking their sanction for the proposed Scheme.
3. The Learned Lawyer for the Applicant Company states that the present Scheme provides for: (a) transfer of the O2C Undertaking (*as defined in the Scheme*) from Reliance Industries Limited to the Applicant Company on a Slump Sale (*as defined in the Scheme*) basis; and (b) reduction of capital of Reliance Industries Limited consequent to adjustment of capital reserve and securities premium against the debit to the statement of profit and loss arising on transfer of O2C Undertaking to the Applicant Company, in terms of the Scheme.
4. The Rationale of the Scheme is stated hereunder:-
  - (i) *The nature of risk and returns involved in the O2C Business (as defined in the Scheme) are distinct from those of the other businesses of Reliance Industries Limited (RIL) and the O2C Business attracts a distinct set of investors and strategic partners.*
  - (ii) *RIL has been exploring various opportunities to bring in strategic / other investors in the O2C Business. Investors have expressed interest to make an investment in the O2C Business. RIL, being a listed company, in terms of SEBI LODR Regulations (as defined in the Scheme), cannot issue shares with differential rights (i.e. equity shares with interest linked only to O2C Business) to the Investor(s). Therefore, the O2C Undertaking has to be transferred into a wholly-owned subsidiary of RIL, in which the Investor(s) will invest.*

- (iii) Accordingly, this Scheme is being proposed for transfer of O2C Undertaking to the O2C Subsidiary on a Slump Sale basis.
- (iv) The Scheme is in the interest of all stakeholders of the Parties (as defined in the Scheme)

5. The Learned Lawyer of the applicant company further stated that, the Applicant Company is a public limited company. The issued, subscribed and paid up share capital of the Applicant Company is Rs 5,00,000/-. The Board of Directors of the Applicant Company vide resolution dated 30<sup>th</sup> April 2020, have approved the Scheme.
6. It is further stated that accounting treatment specified in the Scheme is in conformity with the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 and certificate issued by M/s. Chaturvedi & Shah LLP, Chartered Accountants, is annexed as **Annexure-J** to the Company Application.
7. Heard Mr. Saurabh Soparkar, Senior Advocate and Mr. Ravi Pahwa, Advocate, for the Applicant Company.
8. On perusal of record it is found that the Applicant Company is a wholly owned subsidiary of the Transferor Company i.e. Reliance Industries Limited and hence the Transferor Company along with its nominees are the only shareholder(s) of the Applicant Company. There are 7(Seven) equity shareholders in the Applicant Company and all the Equity Shareholders of the Applicant Company have given their consents, by way of an affidavit, approving the Scheme and waiving their right to convene and hold the meeting of the Equity Shareholders. Consent Affidavits of the Equity Shareholders of the Applicant Company along with Board Resolution are annexed as **Annexure-F** colly. M/s. Chaturvedi & Shah, LLP, Chartered Accountants, have issued a certificate certifying that there are 7



(Seven) Equity Shareholders in the Applicant Company and confirming that all the Equity Shareholders of the Applicant Company have given their consents, by way of an affidavit, approving the Scheme which is annexed as **Annexure-G** to the Company Application.

9. Further there are no Secured Creditors in the Applicant Company. and to that effect M/s. Chaturvedi & Shah, LLP, Chartered Accountants, have issued the certificate certifying that there are no Secured Creditors of the Applicant Company which is annexed as **Annexure-I** to the Company Application.

10. It is also found that the Applicant Company has 1 (one) Unsecured Creditor having an outstanding amount of Rs. 40,000. The sole Unsecured Creditor of the Applicant Company has given its consent by way of an affidavit, approving the Scheme and waiving its right to convene the meeting of the Unsecured Creditors. Consent Affidavit of the sole Unsecured Creditor of the Applicant Company along with Board Resolution is annexed as **Annexure-H**. M/s. Chaturvedi & Shah, LLP, Chartered Accountants, have issued a certificate certifying the number and amount of the Unsecured Creditor of the Applicant Company and confirming that sole Unsecured Creditor of the Applicant Company has given its consent, by way of an affidavit, approving the Scheme is annexed as **Annexure-I** to the Company Application.

11. On perusal of the record it is found that the equity shares and non-convertible debentures of the Transferor Company are listed on BSE Limited and National Stock Exchange of India Limited (collectively referred to as "**Stock Exchanges**"). The global depository receipts of the Transferor Company are listed on Luxembourg Stock Exchange and are traded on the International Order Book (IOB) (London Stock Exchange) and amongst qualified institutional investors on the over-the counter

(OTC) market in the United States of America. The foreign currency bonds of the Transferor Company are listed on the Singapore Stock Exchange and Luxembourg Stock Exchange. The Transferor Company has already submitted the Scheme along with documents with the Stock Exchanges for its approval / observations, in compliance to Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March, 2017. The Stock Exchanges have provided their observations on the Scheme *vide* their respective letters dated 8<sup>th</sup> December, 2020. The aforementioned observation letters issued by the Stock Exchanges are produced at **Annexure- K** to the Company Application.

12. On perusal of the observation made by the BSE & NSE by its letter dated 08.12.2020, it is clear that there is no adverse observation made against the Scheme of arrangement between Reliance Industries Limited and Reliance O2C Limited.
13. It is to be mentioned herein that the Transferor Company is situated in Mumbai. Hence, it is apprised by the learned lawyer of the instant applicant that they have already preferred an application before the NCLT Mumbai under Section 230-232 of the Companies Act.
14. In view of the above the instant application is allowed with the following observation:
  - i. The meetings of Equity Shareholders of the Applicant Company are dispensed with in view of the consent affidavits.
  - ii. In view of the Chartered Accountant Certificate, stating that there are no secured creditors in the Applicant



Company, therefore, the question of convening/dispensation of the meeting does not arise at all.

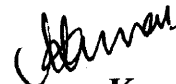
iii. The meeting of Unsecured Creditors of the Applicant Company is dispensed with in view of the consent affidavits.

15. In compliance of sub-section (5) of Section 230 of the Act and Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Applicant Company shall send a notice in Form No. CAA.3 along with copy of the Scheme, to: (i) the Central Government through the Regional Director, North Western Region; (ii) The Registrar of Companies, Ahmedabad; and (iii) Income Tax Authorities concerned stating that the representations, if any, to be made by them shall be made within a period of 30 days from the date of receipt of such notice, failing which it shall be presumed that they have no objection to the proposed Scheme. The aforesaid authorities, who desire to make any representation under sub-section (5) of Section 230 of the Act shall send the same to the Tribunal within a period of 30 days from the date of receipt of such notice, failing which it shall be deemed that they have no representation to make on the proposed Scheme.

14. This Company Application is allowed and disposed of accordingly.



**Mr. Virendra Kumar Gupta**  
Member (Technical)



**Ms. Manorama Kumari**  
Member (Judicial)

KS PILLAI