

CDSL VENTURES LIMITED

Registered office address of the Registrar and Transfer Agents

A- Wing, Marathon Futurex, 25th Floor, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (E)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	D2	Manufacture of gas, distribution of gaseous fuels	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TORRENT INVESTMENTS PRIVA	U67120GJ1985PTC007573	Holding	100
2	TORRENT GAS CHENNAI PRIVA	U40300GJ2019PTC110131	Subsidiary	100
3	TORRENT GAS JAIPUR PRIVATE	U40200GJ2021PTC122580	Subsidiary	100
4	DHOLPUR CGD PRIVATE LIMITI	U40107GJ2019PTC116801	Associate	48.98

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,174,400,000	1,675,000,000	1,675,000,000	1,675,000,000
Total amount of equity shares (in Rupees)	21,744,000,000	16,750,000,000	16,750,000,000	16,750,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital				
Number of equity shares	2,174,400,000	1,675,000,000	1,675,000,000	1,675,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	21,744,000,000	16,750,000,000	16,750,000,000	16,750,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	241,600,000	0	0	0
Total amount of preference shares (in rupees)	2,416,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	241,600,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	2,416,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1	1,674,999,9	1675000000	16,750,000,	16,750,000	

Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	1	1,674,999,9	1675000000	16,750,000,	16,750,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil
 [Details being provided in a CD/Digital Media] Yes No Not Applicable

Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/> Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

25,490,737,000

(ii) Net worth of the Company

20,347,693,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,674,999,994	100	0	
10.	Others	0	0	0	
	Total	1,674,999,994	100	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	6	0	0	0

Total number of shareholders (other than promoters)

6

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	1	6
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	2	1	1	0	0
B. Non-Promoter	0	2	1	2	0	0
(i) Non-Independent	0	1	1	1	0	0
(ii) Independent	0	1	0	1	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	0	4	2	3	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
JINAL SUDHIRBHAI M	02685284	Director	0	
SAMIRKUMAR BARUA	00211077	Director	0	
PRADIP MANILAL KAM	00770347	Director	0	18/06/2024
MANOJ JAIN	07556033	Managing Director	0	
DEEPAK NAROTTAMI	00116807	Whole-time director	0	30/04/2024
HARDIK HARSHADKU	BGBPS1041R	Company Secretar	0	
NARESH KUMAR POL	AEDPP5030Q	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
DEEPAK NAROTTA	00116807	Whole-time director	23/02/2024	Change in Designation (Appoi
MANOJ JAIN	07556033	Additional director	01/01/2024	Appointment
MANOJ JAIN	07556033	Managing Director	01/01/2024	Change in Designation
RUCHITA VIREN GI	AKFPG4319R	Company Secretary	23/02/2024	Cessation
HARDIK HARSHAD	BGBPS1041R	Company Secretary	24/02/2024	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAT MEET	13/09/2023	7	2	100
EXTRA-ORDINARY GENE	22/12/2023	7	7	100
EXTRA-ORDINARY GENE	26/03/2024	7	7	100

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/06/2023	4	4	100
2	23/08/2023	4	3	75
3	07/11/2023	4	4	100
4	23/02/2024	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	02/06/2023	3	3	100
2	Audit Committee	23/08/2023	3	2	66.67
3	Audit Committee	07/11/2023	3	3	100
4	Audit Committee	23/02/2024	3	3	100
5	Risk Management	02/06/2023	3	3	100
6	Risk Management	07/11/2023	3	3	100
7	Committee of I	19/04/2023	2	2	100
8	Committee of I	25/04/2023	2	2	100
9	Committee of I	21/06/2023	2	2	100
10	Committee of I	31/07/2023	2	2	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	22/08/2024
								(Y/N/NA)
1	JINAL SUDHII	4	4	100	11	11	100	Yes
2	SAMIRKUMAR	4	4	100	6	6	100	No
3	PRADIP MAN	4	4	100	6	6	100	No
4	MANOJ JAIN	1	1	100	0	0	0	Yes
5	DEEPAK NAR	4	3	75	15	14	93.33	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	DEEPAK DALAL	WHOLE-TIME D	32,083,331	0	0	0	32,083,331
2	MANOJ JAIN	MANAGING DIF	11,600,001	0	0	0	11,600,001
	Total		43,683,332	0	0	0	43,683,332

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	NARESH KUMAR F	CFO	15,078,359	0	0	0	15,078,359
2	RUCHITA VIREN G	COMPANY SEC	1,454,599	0	0	0	1,454,599
3	HARDIK HARSHAD	COMPANY SEC	431,150	0	0	0	431,150
	Total		16,964,108	0	0	0	16,964,108

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	SAMIR KUMAR BA	INDEPENDENT	0	2,500,000	0	1,000,000	3,500,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	PRADIP MANILAL	NON-EXECUTIVE	0	2,500,000	0	1,000,000	3,500,000
	Total		0	5,000,000	0	2,000,000	7,000,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

As per the annexure attached herewith.

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

RAJESH PAREKH

Whether associate or fellow

Associate Fellow

Certificate of practice number

2939

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

MANOJ JAIN
Digitally signed by MANOJ JAIN
Date: 2024.10.15 19:01:41 +05'30'

DIN of the director

To be digitally signed by

Hardik Harshadkumar Sanghvi
Digitally signed by Hardik Harshadkumar Sanghvi
Date: 2024.10.15 19:02:32 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

-
-
-
-

List of attachments

TGL_MGT-8_27092024.pdf
List of shareholders.pdf
Annexure.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

**List of Shareholders of Torrent Gas Limited as on March 31, 2024
(Formerly known as "Torrent Gas Private Limited")**

Sr. No.	Name and Address of the Shareholders	No. of Equity Shares held of Rs. 10/- each	Amount (In Rs.)
1.	Torrent Investments Private Limited (Formerly known as Torrent Private Limited) Samanvay, 600, Tapovan, Ambawadi, Ahmedabad - 380015	1,67,49,99,994	16,74,99,99,940
2.	Pradip Jayantilal Mehta* 8/A, ADC Bank Staff Soc. Polytechnic, Ahmedabad - 380015	1	10
3.	Jayesh Narendrakumar Desai* 337/B Devendra Park, Nr. West Zone, Municipal Office, Bodakdev, Ahmedabad - 380054	1	10
4.	Nilesh Madhusudan Khatri* 104 Aashka Floret, Near Water Tank, Sola Science City Road, Near Murlidhar Party Plot, Sola, Ahmedabad - 380060	1	10
5.	Prakash Jethanand Sajnani* 13, New Sindhu Soc., D Cabin Road, Sabarmati, Ahmedabad - 380019	1	10
6.	Saurabh Rameshbhai Mashruwala* NB-3, New Goyal Park, Judges Bungalows Road, Vastrapur, Ahmedabad - 380015	1	10
7.	Utkarsh Pramodray Bhatt* 1, Shweta Park, Bhuderpura Road, Behind C N Vidyalaya, Ambawadi, Ahmedabad - 380006	1	10
Total		1,67,50,00,000	16,75,00,00,000

* Beneficial Owner: Torrent Investments Private Limited

Authorised Share Capital: Rs. 2416,00,00,000/-

Paid Up Capital: Rs. 1675,00,00,000/-

For Torrent Gas Limited
(Formerly known as "Torrent Gas Private Limited")


Hardik Sanghvi
Company Secretary
M. No. F7247



TORRENT GAS LIMITED
(Formerly known as Torrent Gas Private Limited)

CIN : U40100GJ2018PLC102554

Corporate Office: Nr. Thaltej Metro Station, Thaltej Cross Road, Ahmedabad - 380054

Registered Office: "Samanvay", 600, Tapovan, Ambawadi, Ahmedabad - 380015, Gujarat, India.

Phone No.: +91 79-26628300 | Email: contact@torrentgas.com | Website: www.torrentgas.com



Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies Management and Administration Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **TORRENT GAS LIMITED** (the Company) (formerly known as "Torrent Gas Private Limited") as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the Financial Year ended on 31st March, 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately.
- B. I certify that during the aforesaid Financial Year the Company has complied with provisions of the Act & Rules made there under in respect of following:
1. The Status of the Company is as under:

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company Limited by shares	Indian Non-Government Company

2. The Company has been maintaining registers and records and made necessary entries therein within the time prescribed thereof during the year under review.
3. The Company has filed the forms and returns as stated in annual return with Registrar of Companies during the year under review within / beyond the prescribed time.
4. The Company has called, convened, held meetings of the Board of Directors, Audit Committee and Risk Management Committee as required and meetings of the members of the Company on or before due date as stated in Annual Return and in respect of such meetings proper notices were given and the proceedings have been properly recorded in the Minutes Book/Registers maintained for the purpose and the same have been signed during the year review.



5. During the year under review, the Company was not required to close the Register of Members.
6. The provisions of Section 185 (1) of the Companies Act, 2013 are not applicable in view of Section 185 (3) (c) and Section 185 (3) (d) of the Act.
7. During the year under review, the Company has entered into contracts or arrangements with related parties in compliance with section 188 of the Act and other relevant provisions.
8. As the company has provided the electronic connectivity to the Shareholders, there was no transfer of shares in physical mode during the year under review. Hence the company was not required to dispatch the Share Certificates. During the year under review, there was no allotment, transmission, conversion of shares / securities and as such the Company was not required to issue / dispatch shares / security certificates.
9. The Company was not required to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. As the Company has not declared dividend for F.Y. 2022-23, the Company was not required to deposit the amount of dividend in separated bank account during the year under review.
11. The Audited Financial Statements of the Company for the Financial Year 2022-23 were signed as per provisions of Section 134(1) of the Act and Board's Report for the Financial Year 2022-23 was prepared as per provisions of sub sections (3), (4), and (5) of Section 134 of the Act .
12. The Board of Directors of the Company has been duly constituted. There were no instances of filing up casual vacancies of Directors. The Company has duly made the appointment of Directors / KMP during the year under review except the following:
 - *The Managing Director as Wholetime KMP was appointed effective from 01.01.2024. The provisions of Section 203 of the Act were applicable from the date of conversion of the Company into a public company by passing a Special Resolution at the 5th Annual General Meeting held on 13.09.2023 and Central Government has given its approval for change of name on 21.09.2023 and the fresh certificate of Incorporation of change of name was issued on 19.10.2023.*
 - *The Company is required to appoint Women Director under section 149(1) of the Act.*

During the year under review following Appointment/ changes were made in Board of Directors / KMP of the Company:



- Shri Manoj Jain (DIN : 07556033) was as an Additional Director and as Managing Director of the Company w.e.f. 01.01.2024 for a period of 5 years.
- Shri Deepak Dalal (DIN : 00116807) was appointed as a Whole Time Director of the Company in terms of Section 2(94) of the Act w.e.f. 23.02.2024 upto 30.04.2024. However, Shri Deepak Dalal has tendered his resignation as a Whole Time Director and Director of the Company w.e.f. 30.04.2024.
- Shri Pradip Kanakia (DIN: 00770347) has ceased to be Director of the Company w.e.f. 18.06.2024. The Board, at its Meeting held on 18.06.2024, appointed Shri Pradip Kanakia as an Additional Director (Non-Executive Independent) of the Company w.e.f. 19.06.2024 till the commencement of the ensuing Annual General Meeting (AGM). The members, at AGM held on 22.08.2024, approved his appointment as an Independent Director for a period of 5 consecutive years from 19.06.2024 till 18.06.2029 (both days inclusive) and shall not be liable to retire by rotation.
- Ms. Ruchita Gurjar has resigned as Company Secretary and Whole-time KMP of the Company w.e.f. 23.02.2024 and Shri. Hardik Sanghvi was appointed as a Company Secretary and Whole-time KMP of the Company w.e.f. 24.02.2024.

All the Directors and Key Managerial Personnel of the Company have disclosed their interests as required under section 184 of the Act read with Rule 9 of the Companies (Meetings of Board and its Powers) Rules, 2014.

13. During the year under review, the appointment of Statutory Auditors was not required to be made as per the provisions of Section 139 of the Act.
14. The Company had filed an application / Petition seeking approval from the NCLT, Regional Director, Registrar or such other authorities in the matter of Arrangement in the nature of Amalgamation between Torrent Gas Pune Limited, Torrent Gas Moradabad Limited, Sanwariya Gas Limited and Torrent Gas Private Limited as required under the provisions of Section 230-232 of the Act during the year under and same has been approved by Hon'ble NCLT Ahmedabad Bench vide order dated 11.07.2023.

Further During the year under review, Members of the Company approved conversion of the Company into Public Limited Company and change of name of the Company to "Torrent Gas Limited" by passing special resolution at 5th Annual General Meeting (AGM) held on 13.09.2023. The same was approved by the Central Government (Power delegated to Registrar of Companies, Central Registration Centre vide certificate dated 19.10.2023.

Except above the Company was not required to take approval from the Central Government, Regional Director, Registrar and Court or such other authorities.



15. The Company has not accepted or renewed deposits during the year under review.
16. There were borrowings from Banks in compliance with Section 180 of the Act. The Company has complied with the provisions of the Act and Rules regarding creation/modification/satisfaction of charges in respect of borrowings of the Company.
17. The provisions of Section 186 of the Companies Act, 2013 are not applicable as the Company is engaged in the business of providing Infrastructure Facilities as specified in Schedule VI to the Act.
18. During the year under review, the Company had altered Name Clause of the Company in the Memorandum of Association due to Conversion of the Company from Private Limited to Public Limited.

During the year under review, the Company has adopted new set of Article of Association as upon conversion of the Company from Private Limited to Public Limited.

FOR RPAP & CO.
Company Secretaries



Rajesh Parekh
Partner

M. No. 8073

C.P. No.: 2939

UDIN: A008073F001348621

Peer Review No.: 4025/2023

DATE: 27-09-2024

PLACE: Ahmedabad



ANNEXURE

NOTE FOR POINT NO. IV (i) (d) – BREAK-UP OF PAID-UP SHARE CAPITAL

The following details are given separately as the Company is unable to fill the same in e-form after table of break-up of paid-up share capital.

ISIN of the equity share of the Company: INE0BEE01012

NOTE FOR POINT NO. IX (C)-MEMBERS/CLASS/REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Please note that in the Annual General Meeting held on 13/09/2023, 2 members representing 99.9999997% of total shareholding were present. As the e-form captures decimal only up to two numbers, it is pertinent to make a note of the aforesaid separately

NOTE FOR POINT NO. IX (C) – COMMITTEE MEETINGS

The following details for the said point are given separately as the Company is unable to capture the same in e-form.

S. No.	Type of Meeting	Date of Meeting	Total Number of members as on date of the Meeting	Attendance	
				Number of Members attended	% of attendance
11	Committee of Directors	17/08/2023	2	2	100
12	Committee of Directors	25/08/2023	2	2	100
13	Committee of Directors	27/09/2023	2	2	100
14	Committee of Directors	08/11/2023	2	2	100
15	Committee of Directors	29/12/2023	2	2	100
16	Committee of Directors	23/01/2024	2	2	100
17	Committee of Directors	27/02/2024	2	2	100

NOTE FOR POINT NO. IX (C) – COMMITTEE MEETINGS – CLARIFICATION WITH RESPECT TO CONSTITUTION OF AUDIT COMMITTEE

Since the Company is Wholly Owned subsidiary of Torrent Investments Private Limited, constitution of Audit Committee under Section 177 of the Companies Act, 2013 is not applicable to the Company. The Company has voluntarily constituted Audit Committee.

TORRENT GAS LIMITED
(Formerly known as Torrent Gas Private Limited)

CIN : U40100GJ2018PLC102554

Corporate Office: Nr. Thaltej Metro Station, Thaltej Cross Road, Ahmedabad - 380054
Registered Office: "Samanvay", 600, Tapovan, Ambawadi, Ahmedabad - 380015, Gujarat, India.
Phone No.: +91 79-26628300 | Email: contact@torrentgas.com | Website: www.torrentgas.com



DESIGNATED PERSON UNDER RULE 9 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Pursuant to the provisions of Section 89 of the Companies Act, 2013 read with Rule 9(4) of the Companies (Management and Administration) Rules 2014, the Board of Directors of the Company appointed Hardik Sanghvi, Company Secretary of the Company as the Designated Person for furnishing and extending co-operation for providing, information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the Company.

CLARIFICATION FOR DETAILS OF REMUNERATION OF SHRI DEEPAK DALAL

The Board, at its Meeting held on February 23, 2024, appointed Shri Deepak Dalal (DIN: 00116807) as Whole-time Director in terms of Section 2(94) of the Act w.e.f. February 23, 2024 up to April 30, 2024. The Members, in their Extraordinary General Meeting held on March 26, 2024, approved appointment of Shri Deepak Dalal as Whole-time Director of the Company w.e.f. February 23, 2024 up to April 30, 2024 along with remuneration payable to him for the period w.e.f. September 1, 2023 up to April 30, 2024 by passing Special Resolution. Accordingly, details of remuneration of Shri Deepak Dalal mentioned in e-form is for the period from September 1, 2023 to March 31, 2024.

NOTE FOR POINT NO. XI (B). MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

Explanations with respect to observations in form MGT-8 are as under:

Observations	Explanation
The Managing Director as Whole time KMP was appointed effective from 1 st January, 2024. However, the provisions of Section 203 of the Companies Act, 2023 were applicable from the date of conversion of the Company into a public company	The Company was converted into Public Company w.e.f. October 19, 2023. Hence, vacancy arose on October 19, 2023 for appointment of Managing Director (KMP). As per Section 203(4) of the Companies Act, 2013, If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy. Accordingly, Managing Director was appointed by the Board effective January 1, 2024 i.e. within six months from October 19, 2023.
The appointment of a Woman Director under Section 149(1) of the Companies Act, 2013 has not been made.	The Company is in the process of appointment of a Woman Director.

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DECLARATION – DATE OF AUTHORISATION TO SIGN THIS FORM

In the declaration we have mentioned the date of Board resolution by which Managing Director is authorised to sign e-form. Hardik Sanghvi, Company Secretary is authorised to sign the attached form vide board resolution no. 9 dated February 23, 2024.



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