

(2010) 11 CAL CK 0006

Calcutta High Court

Case No: Company Application No. 816 of 2010

In Re: Shrachi Developers Private
Limited and Others

APPELLANT

Vs

RESPONDENT

Date of Decision: Nov. 22, 2010

Acts Referred:

- Companies Act, 1956 - Section 393

Hon'ble Judges: I.P. Mukerji, J

Bench: Single Bench

Advocate: A.K. Mishra, for the Appellant;

Judgement

I.P. Mukerji, J.

A separate meeting of the holders of the Equity shares in SHRACHI DEVELOPERS PRIVATE LIMITED (hereinafter referred to as the Transferee Company) shall be convened and held at the office of Mr. Arun Kumar Mishra, Advocate of R. No. 19, 4, K.S. Roy Road, Kolkata - 700 001 at 1.00 P.M. on 21st December, 2010 for the purpose of considering and if thought fit, approving with or without modification, a Scheme of Amalgamation between the Applicant Companies and their respective shareholders for the purpose of amalgamation of the Transferor Companies with the Transferee Company.

2. A separate meeting of the holders of the Equity Shares in ULTIMATE COMPLEX PRIVATE LIMITED (hereinafter referred to as the First Transferor Company) shall be convened and held at the office of Mr. Arun Kumar Mishra, Advocate of R. No. 19, 4, K. S. Roy Road, Kolkata - 700001 at 1.15 P.M. on 21st December, 2010 for the purpose of considering and if thought fit, approving with or without modification, a Scheme of Amalgamation between the Applicant Companies and their respective shareholders for the purpose of amalgamation of the First Transferor Company with the Transferee Company.

3. A separate meeting of the holders of the Equity Shares in ACME ABASAN PRIVATE LIMITED (hereinafter referred to as the Second Transferor Company) shall be convened and held at the office of Mr. Arun Kumar Mishra, Advocate of R. No. 19, 4, K. S. Roy Road, Kolkata -700001 at 1.30 P.M. on 21st December,2010 for the purpose of considering and if thought fit, approving with or without modification, a Scheme of Amalgamation between the Applicant Companies and their respective shareholders for the purpose of amalgamation of the Second Transferor Company with the Transferee Company.

4. A separate meeting of the holders of the Equity Shares in BETWA NIRMAN PRIVATE LIMITED (hereinafter referred to as the Third Transferor Company) shall be convened and held at the office of Mr. Arun Kumar Mishra, Advocate of R. No. 19, 4, K. S. Roy Road, Kolkata -700001 at 1.30 P.M. on 21st December,2010 for the purpose of considering and if thought fit, approving with or without modification, a Scheme of Amalgamation between the Applicant Companies and their respective shareholders for the purpose of amalgamation of the Third Transferor Company with the Transferee Company.

5. At least twenty-one clear days before the meetings to be held as aforesaid, a notice convening the said meetings at the place and time as aforesaid together with a copy of the said Scheme of Amalgamation, a copy of the statement required to be sent u/s 393 of the Companies Act, 1956 and the prescribed form of proxy be served by Under Certificate of Posting or by hand delivery to each of the Equity Shareholders of the Applicant Companies concerned at their respective last known addresses.

6. In addition, at least twenty-one days before the day appointed for the meetings, an advertisement convening the same and stating that copies of the said Scheme of Amalgamation and the statement required to be furnished pursuant to the Section 393 of the Companies Act, 1956 and the forms of proxy can be obtained free of charge at the Registered office of the Applicant Companies or at the office of their Advocates, be inserted once in "Business Standard" Calcutta Edition and once in "Dainik Statesman". Publication of the notice of the meetings in the Calcutta Gazette is dispensed with. That the advocates for the Transferee Company do within seven days from this day file in Court the form of the notice and the same shall be settled by the Assistant Registrar (Company) of the Court.

7. Mr. Sanjay Mondal, Advocate, Bar Association, and failing which Ms. Shanti Das, Advocate, Bar Association and State Government Counsel, shall be the Chairperson of the said meeting of the Equity Shareholders of the Transferee Company to be held as aforesaid at a remuneration of 600 G Ms, for such meeting.

8. Ms. Shanti Das, Advocate, Bar Association & State Government Counsel, and failing which Mr. Sanjay Mondal, Advocate, Bar Association, shall be the Chairperson of the said meeting of the Equity Shareholders of the First Transferor Company to

be held as aforesaid at a remuneration of 600 G Ms, for such meeting.

9. Ms. Ishani Ghosh, Advocate, Bar Association Room No. 14, and failing which Ms. Shanti Das, Advocate, Bar Association & State Government Counsel, shall be the Chairperson of the said meeting of the Equity Shareholders of the Second Transferor Company to be held as aforesaid at a remuneration of 600 G Ms, for such meeting.

10. Ms. Shanti Das, Advocate, Bar Association & State Government Counsel, and failing which Ms. Ishani Ghosh, Advocate, Bar Association Room No. 14, shall be the Chairperson of the said meeting of the Equity Shareholders of the Third Transferor Company to be held as aforesaid at a remuneration of 600 G Ms, for such meeting.

11. The quorum for the said meetings for the Transferee company shall be 2 (Two) persons either personally or by proxy, for the First Transferor Company, Second Transferor Company and Third Transferor Company shall be 2 (Two) persons respectively either personally or by proxy.

12. Voting by proxy be permitted, provided that a proxy in the prescribed form duly signed by the person(s) entitled to attend and vote at the meeting, is filed with the Applicant Companies at their respective registered office not later than forty eight hours before the meetings. The Chairpersons shall have the power to adjourn the meeting, if necessary.

13. The value of each share shall be in accordance with the books of the Applicant Companies and where entries in the books are disputed, the respective chairpersons shall determine the value for the purpose of meetings.

14. The Chairpersons do report to this Court the results of the said meetings within two weeks from the date of the conclusion of the meetings and their reports shall be verified by their respective affidavits.

15. Let the summons be signed as of date. C.A. No. 816 of 2010 is disposed of.

16. The Chairpersons and all parties concerned are to act on a signed photocopy of this order upon the usual undertaking.