

**Appellant Vs. Respondent**

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**SooperKanoon Citation :** [sooperkanoon.com/1060164](http://sooperkanoon.com/1060164)

**Court :** Kolkata

**Decided On :** Dec-18-2012

**Judge :** Sanjib Banerjee

**Appellant :** Appellant

**Respondent :** Respondent

**Judgement :**

CA No.783 of 2012 IN THE HIGH COURT AT CALCUTTA ORIGINAL JURISDICTION IN THE MATTER OF: M/S.GUJARAT NRE COKE & ANR.

BEFORE: The Hon'ble JUSTICE SANJIB BANERJEE Date :

18. h December, 2012.

Mr.M.S.

Tiwari, Adv.appears The Court: That a separate meeting of the holders of the eEquity shares in the transferee company shall be convened and held at Gyan Manch., Pretoria Street, Kolkat

071. at 10.30 am 11, on January 28, 2013 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 company with the transferee company.

That a separate meeting of the holders of the equity shares in the transferor company shall be convened and held at Gyan Manch, 11, Pretoria Street, Kolkata 071. at 11.30 am on January 28, 2013 for the purpose of considering and, if thought fit, approving with or without modification, the scheme of amalgamation between the applicant companies and their respective shareholders for the purpose of amalgamation of the transferor company with the transferee company.

That at least twenty-one clear days before the meetings are to be held as aforesaid, notices 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 under Section 393 of the Companies Act, 1956 and the prescribed form of proxy be served by registered post upon each of the holders of the equity shares in the respective applicant companies at their respective or last known addresses.

That 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 respective applicant companies or at Advocates office., 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 advocates for the applicant companies 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.

That Mr.Deb Mukherjee, Advocate, 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 3000 GM for such meeting.

That Mr.Bijit Kumar Basu, Advocate, shall be the Chairperson of the said meeting of the Equity Shareholders of the Transferor Company to be held as aforesaid at a

remuneration of 1500 GM for such meeting.

The notices shall be despatched under the personal supervision of one of the directors of the transferee company who shall prove such despatch by filing an affidavit of service.

That the quorum for the meetings of the applicant companies would be five either personally or by proxy.

That 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 offices not after forty eight hours before the meetings.

The Chairpersons shall have the power to adjourn the meetings, if necessary.

That 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.

That 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.

Let the summons be signed as of date.C.A.

No.783 of 2012 is disposed of without any order as to costs.

Urgent certified photocopies of this order, if applied for, be supplied to the parties subject to compliance with all requisite formalities.

(SANJIB BANERJEE, J.) kc.

A.R(C.R)

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