

Appellant Vs. Respondent

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Court : Kolkata

Decided On : Mar-01-2013

Judge : Sanjib Banerjee

Appellant : Appellant

Respondent : Respondent

Judgement :

CA No.28 of 2013 IN THE HIGH COURT AT CALCUTTA Original Jurisdiction ORIGINAL SIDE In the matter of: M/S.AURIO PHARMA LABORATORIES PVT LTD AND ANR.

Appearance: Mr.M.S.Tiwari, Adv...for the applicant.

BEFORE: The Hon'ble JUSTICE SANJIB BANERJEE Date : March 1, 2013.

The Court : That a separate meeting of the holders of the Equity Shares in the Transferor Company shall be convened and held at 11, Crooked Lane, Kolkat

069. at 10.30 am on April 6, 2013 for the purpose of considering and, if thought fit, approving with or without modification, a Scheme of Arrangement between the applicant companies and their respective shareholders for the purpose of demerger of a unit of the Transferor Company and the merger thereof with the Transferee Company.

The Transferee Company is a group company of Transferor Company and has common and family shareholders. Since all the shareholders have given consent in writing, the meeting of the shareholders of the Transferee Company is dispensed with.

That at least twenty-one clear days before the meeting to be held as aforesaid, notices convening the said meeting at the place and time as aforesaid together with a copy of the said Scheme of Arrangement, 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 said equity shares in the Transferor Company at their respective or last known addresses.

That in addition, at least twenty-one days before the day appointed for the meeting, an advertisement convening the same and stating that copies of the said Scheme of Arrangement 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 transferor company or at Advocates office., be inserted once in Business Standard.

and once in Dainik Statesmen., Calcutta Edition.

Publication of the notice of the meeting in the Calcutta Gazette is dispensed with.

Advocate for the Transferor 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.

That Ms. Samriddhi Mehta, 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 1000 GM for such meeting.

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

That the quorum for the meeting of the Transferor Company would be 2 (two) 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 Transferor Company at their registered office not after forty eight hours before the meeting.

The Chairperson shall have the power to adjourn the meeting, if necessary.

That the value of each share shall be in accordance with the books of the Transferor Company and where entries in the books are disputed, the Chairperson shall determine the value for the purpose of meeting.

That the Chairperson do report to this Court the result of the said meeting within two weeks from the date of the conclusion of the meeting and his reports shall be verified by his affidavits.

Let the summons be signed as of date.

C.A.No.28 of 2013 is disposed of without any order as to costs.

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

(SANJIB BANERJEE, J.) A/s.

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