Appellant Vs. Respondent

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SooperKanoon Citation : sooperkanoon.com/1085445

Court : Kolkata

Decided On : Sep-13-2013

Judge : Harish Tandon

Appellant : Appellant

Respondent : Respondent

Judgement :

Company Application No.428 of 2013 In the High Court at Calcutta Original Jurisdiction In the matter of : The Companies Act, 1956. And In the matter of : An application under Sections 391(1) and 393 of the said Act. And In the matter of: FORUM REALTY PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at 4/1, Red Cross Place, Kolkata 700001, within the aforesaid jurisdiction. And In the Matter of: FORUM VENTURES PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at 4/1, Red Cross Place, Kolkata 700001, within the aforesaid jurisdiction. And In the Matter of: FORUM PROJECTS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at 4/1, Red Cross Place, 3rd Floor, Kolkata 700001, within the aforesaid jurisdiction.

1. FORUM REALTY PRIVATE LIMITED 2 FORUM VENTURES PRIVATE LIMITED 3 FORUM PROJECTS PRIVATE LIMITED .... .. Applicants Before: HARISH TANDON J.13th September, 2013. Appearance: Ms.Manju

Bhuteria,Advocate. IT IS

ORDER
ED:

1. That a meeting of the Equity Shareholders of FORUM REALTY PRIVATE LIMITED, being the applicant no.1 herein shall be convened and held at Hastings Chamber, Ground Floor, 7C, K. S. Roy Road, Kolkat

001. on Friday, the 8th day of November, 2013 at 4:30 P.M. for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation of the Applicant Nos.1 and 2 with the Applicant No.3.

2. That a meeting of the Equity Shareholders of FORUM VENTURES PRIVATE LIMITED, being the applicant no.2 herein shall be convened and held at Hastings Chamber, Ground Floor, 7C, K. S. Roy Road, Kolkat

001. on Friday, the 8th day of November, 2013 at 4:45 P.M. for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation of the Applicant Nos.1 and 2 with the Applicant No.3.

3. That a meeting of the Equity Shareholders of FORUM PROJECTS PRIVATE LIMITED, being the applicant no.3 herein shall be convened and held at Hastings Chamber, Ground Floor, 7C, K. S. Roy Road, Kolkat

001. on Friday, the 8th day of November, 2013 at 5:00 P.M. for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation of the Applicant Nos.1 and 2 with the Applicant No.3.

4. That a meeting of the 10% Non Cumulative Redeemable Preference Shareholders of FORUM PROJECTS PRIVATE LIMITED, being the applicant no.3 herein shall be convened and held at Hastings Chamber, Ground Floor, 7C, K. S. Roy Road, Kolkat

001. on Friday, the 8th day of November, 2013 at 5:15 P.M. for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation of the Applicant Nos.1 and 2 with the Applicant No.3.

5. That at least 21 (twenty one) clear days before the date of the said meetings an advertisement convening the same and stating that copies of the said Scheme of Amalgamation and of the Statement required to be furnished pursuant to Section 393 of the Companies Act 1956 and a form of proxy can be obtained free of charge at the Registered Office of the concerned Applicant Companies or at the office of their Advocate Mr. Sachchida Nand Pandey, Advocate, Ground Floor, 7C, K. S. Roy Road, Kolkat

001. be inserted once each in the "Pratidin" Bengali newspaper and in "Business Standard" English newspaper. The publication in the Calcutta Gazette is dispensed with.

6. That in addition, at least 21 (twenty one) clear days before the meetings to be held as aforesaid, a notice convening the said meetings at the place and times as aforesaid together with a copy of the said Scheme, a copy of the Statement required to be sent under Section 393 of the Companies Act, 1956 and the prescribed form of Proxy be sent by registered post or by hand through personal messenger addressed to each of the Equity/Preference Shareholders in the Applicant Companies concerned at their respective or last known addresses.

7. That the Advocate-on-Record for the Applicant Companies do within 3 days (after obtaining an urgent certified copy of the minutes of the said order) file in Court the form of the notices and the statement to accompany the notice and the same shall be settled by the Assistant Registrar (Company) of this Court.

8. That Mr. Pushpal Chakraborty, Advocate, Bar Association Room No.11 shall be the Chairperson for the said meeting of the Equity Shareholders of the Applicant No.1 to be held as aforesaid at a remuneration of 600 G.M.s 9. That Mr.Milan Kumar Maity, Advocate, Bar Association Room No.10 shall be the Chairperson for the said meeting of the Equity Shareholders of the Applicant No.2 to be held as

aforesaid at a remuneration of 1000 G.M.s 10. That Mrs.Dipali Patra, Advocate, Bar Association Room No.15 shall be the Chairperson for the said meeting of the Equity Shareholders of the Applicant No.3 to be held as aforesaid at a remuneration of 1000 G.M.s 11. That Mrs.Swati Mukherjee,Advocate, Bar Association Room No.2 shall be the Chairperson for the said meeting of the Preference Shareholders of the Applicant No.3 to be held as aforesaid at a remuneration of 1000 G.M.s 12. That any one of the Chairpersons appointed for the said meetings or any person authorised by them or any one of them do issue and send out the notice of the said meetings referred to above.

13. That the quorum for each of the meetings of the Equity/Preference Shareholders of the Applicants be fixed at 2 (two) persons present either in person or by proxy.

14. 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 concerned Applicant Companies at their Registered Office not later than forty eight hours before the meetings. Any one of the Chairpersons shall have the power to adjourn the meeting, if necessary.

15. That the value of each member shall be in accordance with the respective books of the concerned Applicant Companies and where entries in the books are disputed, the Chairperson concerned shall determine the value for the purpose of the meeting.

16. That the Chairpersons do report to this Court the results of the said meetings within four weeks from the date of the conclusion of the respective meetings and their respective report shall be verified by their respective affidavits.

17. Summons be signed as of date. The application is thus disposed of.

18. That the Chairpersons and all parties concerned do act on an urgent certified copy of the minutes of this order duly signed by an officer of this Court being served on them, on usual undertakings. (HARISH TANDON,J.) ssaha AR(CR).