

Appellant Vs. Respondent

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Court : Kolkata

Decided On : Dec-13-2013

Judge : Debangsu Basak

Appellant : Appellant

Respondent : Respondent

Judgement :

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ORDER

SHEET C.A.No.553 of 2013 IN THE HIGH COURT AT CALCUTTA Original Jurisdiction RE : BINDAWALA ELECTRICAL INDUSTRIES LTD - ANDBINDAWALA CABLES & CONDUCTORS LTD .Applicants BEFORE: The Hon'ble JUSTICE DEBANGSU BASAK Date : 13th December, 2013.

Appearance: Ms.M.Bhuteria, Adv.Mr.Arindam Banerjee, Adv.Mr.S.Ghosh, Adv.Ms.S.Choudhury, Adv.Mr.R.Mullick, Adv.The Court: That a meeting of the Equity Shareholders of Bindawala Electrical Industries Limited, being the applicant no.1 herein be convened and held at 6, Hanspukur FiRs.Lane, Kolkata - 700 007, on Monday, the 27th January, 2014 at 4:30 P.M.for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation between the Applicant nos.1 and 2.

That a meeting of the Equity Shareholders of Bindawala Cables and Conductors Limited, being the applicant no.2 herein be convened and held at 6, Hanspukur FiRs.Lane, Kolkata - 700 007, on Monday, the 27th January, 2014 at 4:45 P.M.for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation between the Applicant nos.1 and 2.

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 Rajib Mullick, C/O N.C.Mullick 1st Floor 1B, Old Post Office Street, Kolkata 700 001 be inserted once each in the "Pratidin" Bengali newspaper and in "Business Standard" English newspaper.

The publication in the Calcutta Gazette is dispensed with.

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 time 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 speed post with acknowledgement due or by hand through Personal Messenger addressed to each of the Equity Shareholders in the concerned Applicant Companies at their respective or last known addresses.

That the Advocates-on-Record for the Applicant Companies do within 7 days (after obtaining a copy of this 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.

That, Mr.Amitava Deb, Advocate failing which Ms.Piyali Sengupta, Advocate 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 1500 G.M.That

Ms.Piyali Sengupta, Advocate failing which Mr.Amitava Deb, Advocate 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 1500 G.M.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.

That the quorum for each of the meetings of the Equity Shareholders of the Applicants be fixed at 5 (five) persons each present either in person or in 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 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.

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(s).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 reports shall be verified by their respective affidavits.

Summons be signed as of date.

The application is thus disposed of.

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

(DEBANGSU BASAK,J.km

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