

Appellant Vs. Respondent

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Court : Kolkata

Decided On : Jan-28-2014

Judge : Nadira Patherya

Appellant : Appellant

Respondent : Respondent

Judgement :

COMPANY APPLICATION No.32 OF 2014 IN THE HIGH COURT AT CALCUTTA ORIGINAL JURISDICTION In the Matter of : EXCELLO FIN-LEA LIMITED & ORS.BEFORE : The Honble JUSTICE PATHERYA Date : 28th January, 2014.

Appearance : Mr.Rajesh Singh, Advocate The Court : That a meeting of the Shareholders of Excello Fin-lea Limited shall be convened and held at 10, Kiran Shankar Roy Road, 1st Floor, Kolkata-700001 on the 6th day of March, 2014 at 4.00 p.m.for the purpose of considering and if thought fit approving with or without modification, the proposed Scheme of Amalgamation of Swarnsathi Sales Private Limited and Tanish Truck Terminal Private Limited (hereinafter collectively referred to as the Transferor Companies) with Excello Fin-lea Limited (hereinafter referred to as the Transferee Company).That a meeting of the Shareholders of Swarnsathi Sales Private Limited shall be convened and held at 10, Kiran Shankar Roy Road, 1st Floor, Kolkata-700001 on the 6th day of March, 2014 at 4.15 p.m.for the purpose of considering and if thought fit approving with or without modification, the Scheme of Amalgamation.

That a meeting of the Shareholders of Tanish Truck Terminal Private Limited shall be convened and held at 10, Kiran Shankar Roy Road, 1st Floor, Kolkata-700001 on the 6th day of March, 2014 at 4.30 p.m. for the purpose of considering and if thought fit approving with or without modification, the Scheme of Amalgamation.

That at least 21 days before the day appointed for the meeting 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 as also 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 Speed Post or by Courier by hand through Personal Messenger addressed to each of the Shareholders of all the applicant companies at their respective last known addresses.

That at least twenty one clear days before the date of the meetings to be held as aforesaid an advertisement convening the said meetings and stating that the copies of the said scheme together with the copy of the statement required to be sent under Section 393 of the Companies Act, 1956 and the prescribed form of proxy can be obtained free of charge at the registered office of the applicant companies or at the office of their Advocate Mr. Rajesh Singh of 10, Kiran Shankar Roy Road, 1st Floor, Calcutta-700001 be inserted once in Business Standard and Dainik Statesman in Calcutta.

The publication in the Calcutta Gazette is dispensed with.

That Advocate-on-Record for the Applicant Companies do within 7 days (after obtaining an authenticated copy of this order) file in Court the form of advertisement, 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. Souvik Ghosh, Advocate c/o Atish Ghosh, Advocate at 11, Old Post Office Street, Kolkata, and failing which Ms. Kriti Karnani, Advocate, at Hari Niwas, 23B, Aswini Dutta Road, Kolkata-700 029 shall be the Chairperson of the meeting of the Shareholders of Excello Fin-lea Limited to be held at aforesaid at a remuneration of 300 GMs. That Ms. Kriti Karnani, Advocate, and failing which Mr. Prashant Kumar Tripathi, Advocate, at P-50 Princep Street, Kolkata-34 shall be the Chairperson of

the meeting of the Shareholders of Swarnsathi Sales Private Limited to be held at aforesaid at a remuneration of 300 GMs. That Mr. Prashant Kumar Tripathi, Advocate, and failing which Mr. Souvik Ghosh, Advocate, shall be the Chairperson of the meeting of the Shareholders of Tanish Truck Terminal Private Limited to be held at aforesaid at a remuneration of 300 GMs. That the Chairpersons or any person(s) authorised by them do issue the advertisement and send out the notice of the meetings referred of above.

The quorum for the meeting of the Shareholders of the Transferee Company be fixed at 5 (five) persons and that of the Transferor Companies be fixed at 2 (two) persons present either in person or by proxy.

That voting by proxy be permitted, provided that a proxy in the prescribed form only signed by the person(s) entitled to attend and to vote at the meeting, is filed with applicant companies at their respective registered offices not later than forty-eight hours before the said meeting(s). The Chairpersons shall have the power to adjourn the meeting(s) if necessary.

That the value of each member shall be in accordance with the respective books of applicant companies and where entries in the books are disputed, the Chairperson shall determine such value for the purposes of the meeting(s). That the Chairpersons do report to this Court, the results of the said meetings within seven weeks from the date of the conclusion of the meeting and his report shall be verified by their respective affidavits.

Summons be signed as of date. C.A.

No.32 of 2014 is accordingly disposed of without any order as to costs.

All parties to act on a signed photocopy of this order on the usual undertaking.

(PATHERYA, J.) TR/

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