

Appellant Vs. Respondent

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Court : Kolkata

Decided On : Mar-25-2014

Judge : Nadira Patherya

Appellant : Appellant

Respondent : Respondent

Judgement :

ORDER

SHEET CA No.191 of 2014 IN THE HIGH COURT AT CALCUTTA Original Jurisdiction IN THE MATTER OF: BLOOMBUILT CONSTRUCTION PVT LTD & 17 ORS.AND MANI SQUARE LIMITED BEFORE: The Hon'ble JUSTICE PATHERYA Date : 25th March, 2014.

Mr.Sarvopriya Mukherjee for the applicants.

The application are Court: not The relied consent on by letters the though applicants.

annexed Hence the to the following order: I appoint Ms.Sushama Dutta, Advocate, Bar Association Room No.14 as the Special Officer to convene a meeting of shareholders of the Transferor Companies (which are all closely held).who are about 96 in number and have all signified their consent in the petition, on 7th May, 2014 at a venue to be fixed by the Advocate on record for the Transferor

Companies.

The Special Officer will meet the shareholders, ascertain their consent and file a report before this Court.

The Special Officer will be paid a remuneration of 300 GMs. The Special Officer do report to this Court the results of the said meeting within three weeks from the date of the conclusion of the same and her report shall be verified by her affidavit.

A meeting of the Equity Shareholders of Mani Square Limited, being the Transferee Company herein shall be convened and held at 164/1 Maniktala Main Road, Kolkata - 700054 on 8th May, 2014 at 11.00 a.m. for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation proposed to be made between the Transferor Companies and the Transferee Company abovenamed and their respective shareholders. At least 21 (twenty one) clear days before the date of the said meeting, advertisements convening the same and stating that copies of the said Scheme of Amalgamation between the applicants abovenamed, 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 Transferee Company or at the office of their Advocates, Fox & Mandal, 12, Old Post Office Street, Kolkata - 700 001 be inserted once each in the "Pratidin" Bengali newspaper and in "The Business Standard" English newspaper.

The publication in the Calcutta Gazette is dispensed with.

In addition, at least 21 (twenty one) clear days before the meetings to be held as aforesaid, a notice convening the said meeting 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 by Book Post or by electronic mail or by hand through Personal Messenger addressed to each of the Equity Shareholders in the Transferee Company at their respective or last known addresses.

The Advocate-on-Record for the applicant companies do within 3 days (after obtaining an authenticated 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.

Ms.Sushama Dutta, Advocate failing which Ms.Rikta Chatterjee, Advocate, Bar Association Room No.14 shall be the Chairperson for the said meeting of the Equity Shareholders of the Transferee Company to be held as aforesaid at a remuneration of 300 GMS.The Chairperson appointed for the said meeting or any person authorised by her do issue and send out the notices of the said meeting referred to above.

The quorum for the meeting of the Equity Shareholders of the Transferee Company shall be fixed at 5 (five) persons present either in person or in proxy.

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 Transferee Company at their Registered Office not later than forty eight hours before the meeting.

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

The value of each member shall be in accordance with the books of the Transferee Company and where entries in the books are disputed, the Chairperson shall determine the value for the purpose of the meeting.

The Chairperson do report to this Court the results of the said meeting within three weeks from the date of the conclusion of the same and her report shall be verified by her affidavit.

Summons be signed as of date.C.A.

No.191 of 2014 is disposed of.

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

(PATHERYA, J.) pa

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