

Appellant Vs. Respondent

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Court : Kolkata

Decided On : Apr-21-2014

Judge : Nadira Patherya

Appellant : Appellant

Respondent : Respondent

Judgement :

COMPANY APPLICATION No.237 of 2014 IN THE HIGH COURT AT CALCUTTA Original Jurisdiction IN THE MATTER OF: GCB FINVEST PRIVATE LIMITED & ORS.BEFORE: The Hon'ble JUSTICE PATHERYA Date : 21st day of April, 2014.

Appearance : Mr.Amitabh Shukla, Advocate The Court : A meeting of the holders of the Equity shares of GCB FINVEST PRIVATE LIMITED (hereinafter referred to as Transferee Company) shall be convened and held at No.10, Kiran Shankar Roy Road, 2nd Floor, Room No.34, Kolkata - 700 001 on 16th day of May, 2014 at 03.00 p.m.for the purpose of considering and if thought fit, approving, with or without modification the Scheme of Amalgamation proposed of MGB COMMERCIAL PRIVATE LIMITED, CHERRY BUSINESS COMPANY PVT.LIMITED and REVIVAL BUSINESS PRIVATE LIMITED, (hereinafter referred to as the Transferor Companies) with UCIC PRIVATE LIMITED.

A meeting of the holders of the Equity shares of MGB COMMERCIAL PRIVATE LIMITED (hereinafter referred to as Transferor Company No -

1) shall be convened and held at 10, Kiran Shankar Roy Road, 2nd Floor, Room No.34, Kolkata - 700 001 on 16th day of May, 2014 at 03.30 p.m.for the purpose of considering and if thought fit, approving, with or without modification, the said Scheme of Amalgamation.

A meeting of the holders of the Equity shares of CHERRY BUSINESS PVT.LIMITED (hereinafter referred to as Transferor Company No -

2) shall be convened and held at 10, Kiran Shankar Roy Road, 2nd Floor, Room No.34, Kolkata - 700 001 on 16th day of May, 2014 at 04.00 p.m.for the purpose of considering and if thought fit, approving, with or without modification, the said Scheme of Amalgamation.

A meeting of the holders of the Equity shares of REVIVAL BUSINESS PRIVATE LIMITED (hereinafter referred to as Transferor Company No -

3) shall be convened and held at 10, Kiran Shankar Roy Road, 2nd Floor, Room No.34, Kolkata - 700 001 on 16th day of May, 2014 at 04.30 p.m.for the purpose of considering and if thought fit, approving, with or without modification, the said Scheme of Amalgamation.

At least twenty-one clear days before the day appointed for 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 of Amalgamation, 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 under Certificate of Posting upon each of the holders of the said Equity shares of the applicant companies at their respective or last known addresses.

In addition, at least twenty-one days before the day appointed for the meetings, an advertisement convening the same and stating that copies of the said Scheme of Amalgamation 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 offices of the Applicant Companies or at the office of their Advocates, be inserted once in The Statesman and once in Dainik Statesman in

Calcutta.

The publication of the notice of the meetings in the Calcutta Gazette is dispensed with.

The Advocate-on-Record for the Applicant Companies do within seven days from this day file in Court the form of advertisement, the form of the notice and the statement to accompany the notice and the same shall be settled by the Assistant Registrar (Company) of this Court.

Ms.Tanima Sengupta, Advocate, Bar Association Room No.4 failing which Mr.Raj Sekhar Basu, Advocate, Bar Association Room No.1 shall be the Chairperson of the said meeting of the Equity Shareholders of GCB FINVEST PRIVATE LIMITED, the Transferee Company to be held as aforesaid at a remuneration of 300 GMs.Mr.Raj Sekhar Basu, Advocate, Bar Association Room No.1 failing which Ms.Tanima Sengupta, Advocate, Bar Association Room No.4 shall be the Chairperson of the said meeting of the Equity Shareholders of MGB COMMERCIAL PRIVATE LIMITED, the Transferor Company No- 1, to be held as aforesaid at a remuneration of 300 GMs.MRS.Lina Roy, Advocate, Bar Association Room No.6 failing which Mr.Anup Kumar Nag, Advocate, shall be the Chairperson of the said meeting of the Equity Shareholders of CHERRY BUSINESS PVT.LIMITED, the Transferor Company No- 2, to be held as aforesaid at a remuneration of 300 GMs.Mr.Anup Kumar Nag, Advocate failing which MRS.Lina Roy, Advocate, Bar Association Room No.6 shall be the Chairperson of the said meeting of the Equity Shareholders of REVIVAL BUSINESS PRIVATE LIMITED, the Transferor Company No- 3, to be held as aforesaid at a remuneration of 300 GMs.Such Chairpersons or any persons authorized by them do issue and send out the notice of the meetings referred to above who shall prove such dispatch by filing an affidavit of service.

The quorum for each of the said meetings shall be two persons, present either in person or by 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 respective meeting, is

filed with the applicant companies at their respective registered offices not later than forty eight hours before the meetings.

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

The value of each share shall be in accordance with the books of the Applicant Companies and where entries in the books are disputed, the respective chairpersons shall determine the value for the purpose of meetings.

The Chairpersons do report to this Court, the results of the said meetings within two weeks from the date of the conclusion of the meetings and their reports shall be verified by their respective affidavits.

Let the summons be signed as of date.

C.A.No.237 of 2014 is disposed of.

Urgent certified photocopy of this order be supplied to the parties, if applied for, upon compliance of all requisite formalities.

(PATHERYA, J.

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