

**Appellant Vs. Respondent**

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**Court :** Kolkata

**Decided On :** May-14-2014

**Judge :** Nadira Patherya

**Appellant :** Appellant

**Respondent :** Respondent

**Judgement :**

Company Application No.329 of 2014 In the High Court at Calcutta Original Jurisdiction ----- Dhunseri Petrochem & Tea Limited & ORS....Applicants.

BEFORE: The Honble Justice PATHERYA Date: 14th May 2014 Mr.Ratnanko Banerjee, Mr.D.N.Sharma, Ms.Rusha Saha,advocates for applicants  
Supplementary affidavit filed be kept on record.

A meeting of the Equity Shareholders of Dhunseri Petrochem & Tea Limited, being the Applicant Company No.1 abovenamed (hereinafter referred to as DPTL) for the purpose of considering, and, if thought fit, approving, with or without modification, the proposed Scheme of Arrangement between DPTL, Dhunseri Tea & Industries Limited, being the Applicant Company No.2 abovenamed (hereinafter referred to as DTIL) and Dhunseri Infrastructure Limited, being the Applicant Company No.3 abovenamed (hereinafter referred to as DIL) and their respective shareholders shall be convened and held at Kala Kunj, (Sangit Kala Mandir Auditorium Trust).48, Shakespeare Sarani, Kolkata 700 017 on Monday, the 16th

day of June, 2014 at 10:30 a.m. Dispensation is granted for convening separate meetings of Equity Shareholders of DTIL and DIL as all Equity Shareholders of DTIL and DIL have given their written consent and approval to the Scheme as will appear from Annexure - N and the supplementary affidavit filed.

At least 21 (twenty one) clear days before the date of the said meeting, an advertisement convening the same and stating that copies of the said Scheme 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 DPTL be inserted once each in "The Business Standard, English newspaper and "Aajkal, Bengali newspaper in Kolkata.

The publication in the Gazette is dispensed with.

In addition, at least 21 (twenty one) clear days before the meeting 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 furnished under Section 393 of the Companies Act, 1956 and the prescribed form of Proxy be sent by post to all the Equity Shareholders of DPTL at their respective or last known addresses.

The Advocates-on-Record for the Applicant Companies do within 7 days (after obtaining the signed copy of the Minutes of the order) file in Court the form of the notice, advertisement and the statement to accompany the notice and the same shall be settled by the Assistant Registrar (Company) of this Court.

Mr. Raj Ratan Sen, Advocate, 2nd Floor, Bar Library Club and failing him Mr. Umesh Kr.

Saw, Advocate, Bar Association, Room No.14 shall be the Chairperson of the said meeting of the Equity Shareholders of DPTL to be held as aforesaid at a remuneration of 500G.Ms. The Chairperson appointed for the said meeting or any person authorised by him do issue and send out the notices of the meeting referred to above.

The quorum for the said meeting of the Equity Shareholders of DPTL shall be 30 (Thirty) persons present 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 meeting, is filed with DPTL at its registered office not later than forty eight hours before the meeting.

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

The value of each member shall be in accordance with the books of DPTL 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 result of the said meeting within two weeks of the conclusion of the said meeting and the Chairperson shall verify such report by affidavit.

Summons be signed as of date.

C.A.No.329 of 2014 is thus disposed of without any order as to costs.

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

(PATHERYA, J.) sb/

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