SooperKanoon - India's Premier Online Legal Search - sooperkanoon.com

Dankuni Infrastructure Limited and anr. Vs. Respondent.

Dankuni Infrastructure Limited and anr. Vs. Respondent.

SooperKanoon Citation : sooperkanoon.com/915411

Court : Kolkata

Decided On : Mar-28-2011

Judge : I. P. Mukerji, J.

Acts : Companies Act - Section 393

Appeal No. : CA NO.290 OF 2011.

Appellant : Dankuni Infrastructure Limited and anr.

Respondent : Respondent.

Advocate for Pet/Ap. : Mr. Amitabh Shukla, Adv.

Judgement :

1. A meeting of the Shareholders of DANKUNI INFRASTRUCTURE LIMITED shall be convened and held at 10, Kiran Shankar Roy Road, 2nd Floor, Room No. 34, Calcutta-700 001 on the 14th day of April, 2011 at 2.00 p.m. for the purpose of considering and if thought fit approving with or without modification, the Scheme of Amalgamation proposed of NATURES VINCOM PRIVATE LIMITED (hereinafter referred to as the Transferor Company) with DANKUNI INFRASTRUCTURE LIMITED (hereinafter referred to as the Transferee Company).

2. A meeting of the Shareholders of NATURES VINCOM PRIVATE LIMITED shall be convened and held at 10, Kiran Shankar Roy Road, 2nd Floor, Room No. 34, Calcutta-700 001 on the 14th day of April, 2011 at 2.30 p.m. for the purpose of considering and if thought fit approving with or without modification, the said

Scheme of Amalgamation. Since all the Shareholders of both the applicant companies above named have already considered and given their consent in writing to the Scheme, such meetings may be held at Short notice. At least 3 (three) days before the meetings to be held as aforesaid, notices convening the said meetings at the place and times as aforesaid together with a copy of the said Scheme of Amalgamation, a copy of the statement under section 393 of the Companies Act, 1956 and the prescribed form of proxy be sent and received under ordinary post or by Hand Delivery to each of the said Shareholders of the applicant companies at their respective last known addresses.

3. The advertisement of the notice of the meetings is dispensed with. The settlement of the individual notice, including statement to accompany the notice by the Assistant Registrar (Company) of this Court is also dispensed with.

4. Mr. Nilendu Bhattacharya, Advocate, Bar Library Club and failing him Mr. Sananda Mukhopadhyay , Advocate, Bar Library Club, shall be the Chairperson of the meeting of the Shareholders of DANKUNI INFRASTRUCTURE LIMITED to be held as aforesaid at a remuneration of 600 GMs. Mr. Sananda Mukhopadhyay, Advocate, Bar Library Club, Advocate, and failing him Mr. Nilendu Bhattacharya, Advocate, Bar Library Club , Advocate, shall be the Chairperson of the meeting of the Shareholders of NATURES VINCOM PRIVATE LIMITED to be held as aforesaid at a remuneration of 600 GMs. Such Chairpersons appointed for the said meetings, or any person(s) authorized by them do issue and send out the notice of the meeting(s) referred to above.

5. The quorum for the meetings of the Shareholders of both the Applicant Companies be fixed at 2 (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 to vote at the meeting(s), is filed with the applicant companies at their 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.

6. A meeting of the Shareholders of JAMSHEDPUR

TRANSPORT COMPANY LIMITED (hereinafter referred to as the Transferee Company) shall be convened and held at 7C, Kiran Shankar Roy Road, Ground Floor, Calcutta-700001 on the 8th day of April, 2011 at 2.00 p.m. for the purpose of considering and if thought fit approving with or without modification, the proposed Scheme of Amalgamation of CARGO CARRIERS PRIVATE LIMITED, NEWMAN LEFIN PRIVATE LIMITED and SGC VYAPAR PRIVATE LIMITED 2 (hereinafter collectively referred to as the Transferor Companies) with JAMSHEDPUR TRANSPORT COMPANY LIMITED, the Transferee Company.

A meeting of the Shareholders of CARGO CARRIERS PRIVATE LIMITED shall be convened and held at 7C, Kiran Shankar Roy Road, Ground Floor, Calcutta-700001 on the 8th day of April, 2011 at 2.15 p.m. for the purpose of considering and if thought fit approving with or without modification, the Scheme of Amalgamation.

A meeting of the Shareholders of NEWMAN LEFIN PRIVATE LIMITED shall be convened and held at 7C, Kiran Shankar Roy Road, Ground Floor, Calcutta-700001 on the 8th day of April, 2011 at 2.30 p.m. for the purpose of considering and if thought fit approving with or

without modification, the Scheme of Amalgamation.

A meeting of the Shareholders of SGC VYAPAR PRIVATE LIMITED shall be convened and held at 7C, Kiran Shankar Roy Road, Ground Floor, Calcutta-700001 on the 8th day of April, 2011 at 2.45 p.m. for the purpose of considering and if thought fit approving with or without modification, the Scheme of Amalgamation.

Since all the Shareholders of all the applicant companies abovenamed have already considered and given their consents in writing to the Scheme, such meetings may be held at short notice.

At least 3 (three) days before the meetings to be held as aforesaid, notices convening the said meetings at the place and times as aforesaid 3 together with a copy of the said Scheme of Amalgamation, a copy of the statement under section 393 of the Companies Act, 1956 and the prescribed form of proxy be sent and received under Certificate of Posting or by Hand Delivery to each of the said Shareholders of the applicant companies at their respective last known addresses.

The advertisement of the notice of the meetings is dispensed with.

The settlement of the individual notice, including statement to accompany the notice by the Assistant Registrar (Company) of this

Court is also dispensed with.

Mr.Arijit Banerjee, Jr. Advocate, C/o.Mr.Biswanath Mitra (Bar Library Club) shall be the Chairperson of the said meeting of the Shareholders of JAMSHEDPUR TRANSPORT COMPANY LIMITED to be held as aforesaid at a remuneration of 600 GMs.

Ms.Priyanka Bhutoria, Advocate, C/o. Mr.Farook M. Razack, Additional Solicitor General, Bar Library Club, shall be the Chairperson of the said meeting of the Shareholders of CARGO CARRIERS PRIVATE LIMITED to be held as aforesaid at a remuneration of 600 GMs.

Ms. Prithu Dudhoria, Advocate, Bar Association, Room No.1, shall be the Chairperson of the said meeting of the Shareholders of NEWMAN LEFIN PRIVATE LIMITED to be held as aforesaid at a remuneration of 600 GMs. 4

Ms. Saswati Ghosh Sinha, Advocate shall be the Chairperson of the said meeting of the Shareholders of SGC VYAPAR PRIVATE LIMITED to be held as aforesaid at a remuneration of 600 GMs.

In default of any, any other may act.

Such Chairpersons appointed for the said meetings, or any person(s) authorised by them do issue and send out the notice of the meeting(s) referred to above.

The quorum for the meetings of the Shareholders of all the Transferor Companies be fixed at 2 (two) persons and that of the Transferee Company be fixed at 5 (five) 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 to vote at the meeting(s), is filed with the applicant companies at their 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.

The value of each member shall be in accordance with the books of the companies and where entries in the books are disputed, the Chairperson shall determine such value for the purposes of the meeting(s). 5

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

This application is disposed of.

The Chairpersons and all parties concerned are to act on a signed photocopy of this order on the usual undertakings. The value of each member shall be in accordance with the books of the companies and where entries in the

books are disputed, the Chairperson shall determine such value for the purposes of the meeting(s). The Chairpersons do report to this Court, the result of the said meetings within two weeks from the date of the conclusion of the said meetings and the reports shall be verified by their respective affidavits. Let the summons be signed as of date This application is disposed of. The Chairperson and all parties concerned are to act on a signed photocopy of this order on the usual undertaking.

SooperKanoon - India's Premier Online Legal Search - sooperkanoon.com