

# NOCTE TIMBER COMPANY LIMITED

Camp Office::Khonsa  
Tirap District,  
Arunahal Pradesh

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## NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of M/s NOCTE TIMBER COMPANY LIMITED will be held on 23.05.2011 at 11 A.M. the Regd. Office at P.O.:- Deomali, Tirap District, Arunachal Pradesh to transact following business:

### SPECIAL BUSINESS:

#### Item No. 1 Approval For Members Voluntary Liquidation under Section 484 to 490 of the Companies Act, 1956.

**To consider and if thought fit to pass with or without modification(s) the following Resolution as a Special Resolution:**

**"RESOLVED THAT** in pursuance of the provisions of section 484 to 490 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications thereof) and in accordance with the provisions of the Articles of Association of the Company, and subject to the consent/approval of the Concerned authorities and in accordance with guidelines and notifications issued by such other authorities from time to time and/or practice prevailing at the time of Voluntary Liquidation of the proceedings and such other approvals, permissions and consents as may be necessary at the time of issue and further subject to such terms, conditions, limitations, stipulations and modifications as may be required by them or any other authority, consent of the members of the Company be and is hereby granted for winding up of the Company with effect from 28.02.2011."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also settle any question or difficulty that may arise in regard to the proceedings of the Members Voluntary Liquidation of the Company."

#### Item No. 2 : To Approve the Appoint the Official Liquidator (s) and to fix the remuneration.

**To consider and if thought fit to pass with or without modification(s) the following Resolution as an Ordinary Resolution:**

**"RESOLVED FURTHER THAT** in pursuant to carry out the Liquidation Proceedings the Board of Directors of the Company do hereby accord the approval the Appointment of Mr. Sanjib Das of M/s **Sanjib Das & Associates, Practicing Cost Accountants**, House No.4, Green Path, Bora Service, Ulubari, Guwahati-781007, Assam w.e.f 1<sup>st</sup> of March, 2011 as per the Section 490 of the Companies Act, 1956 who shall be deemed to be the officer of the company **to carry out the Liquidation**

**Proceedings and to comply with the relevant provisions of the Companies Act, 1956 with the Registrar of the Company at Shillong** at a remuneration of one percent (1%) of the Gross collection of the Fixed, Current & Liquid Assets. Mr. Sanjib Das is further authorised to publish the **Notice of the Resolution** by advertisement in both English and in vernacular newspaper within 14 days of the passing of the Resolution in the District of TIRAP, Arunachal Pradesh.”

**“RESOLVED THAT** Sri Sanjib Das, the Liquidator of the Company is further authorised to do all such acts, deeds and things as may be found necessary to give effect to this as per the Provisions of the Companies Act, 1956.”

**Notes :**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member.
2. The instruments appointing proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 is annexed hereto.

By Order of the Board

FOR NOCTE TIMBER COMPANY LIMITED

Sd/-

DIRECTOR

DIN:-00907773

Date: 28.04.2011

Place: Deomali, Tirap District

## ANNEXURE TO NOTICE

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

#### **ITEM NO.1**

The Chairman Informed to the Members of the Board about the present status of NOCTE TIMBER COMPANY LIMITED. In this connection AO (NBF) Trust had informed that the NCTL was set up at Deomali, Tirap District Arunachal Pradesh with the main objective of forest operation in the area and it continued its activities profitably. However, the Company's activities came to a stand still in the year 1995, in view of the Hon'ble Supreme Court's Order which had statutorily banned forest operation in the area. Further the License of the company had also been cancelled vide Memo No. 8-112/NEC/TM-D Dated 19-08-2004.

In view of the aforementioned decision of the Hon'ble Supreme Court the decided to opt for Voluntary liquidation up of the Company (NTCL) in pursuant to the provisions of the Indian Companies Act, 1956 and to credit all the proceedings of the company to the NBF Account. The Executive Director further added that the Statutory Auditor M/s K. Lal & Co., Chartered Accountants has submitted the "Auditors Report with the Financial Statement of Affairs as on 28-02-2011" along with the "Certificate of Solvency" issued by the Statutory Auditor of the Company on 19.04.2011 declaring that the Companies Liquidity standings as on 28.02.2011 is sound against the Liability of Creditors as on date.

#### **ITEM NO.2**

The Chairman further intimated that a Liquidator is to be appointed who shall act as an **‘Official Liquidator’ to carry out the Liquidation Proceedings and to comply with the Section 490 of the Companies Act, 1956. The Liquidator shall act as an Official Liquidator till the Final Meetings of the Members and shall be responsible to file the notice of his appointment to the concerned ROC and to the Income Tax Commissioner having Jurisdiction on the company within 30 days of his appointment and to meet any other necessary compliances as per the applicable provisions of the Companies Act, 1956 till the liquidation proceedings gets completed.**

**By Order of the Board**

**(A. M. Dutta Choudhury)  
Executive Director**

**Date : .....**