



CHAPTER V.

An Act for the winding up and dissolution of the Bombay Baroda and Central India Railway Company and for giving effect to arrangements made with the Governor-General of India in Council. [11th June 1942.]

WHEREAS by the Bombay Baroda and Central India Railway Act 1855 (hereinafter referred to as "the Act of 1855") the Bombay Baroda and Central India Railway Company (hereinafter called "the Company") were incorporated for the purpose of making and maintaining such railways in India as might be agreed upon between the Company and the East India Company: 18 & 19 Vict. c. cxiii.

And whereas by the Bombay Baroda and Central India Railway Act 1859 (hereinafter referred to as "the Act of 1859") the Act of 1855 was repealed but the Company continued incorporated as from the time of the original incorporation thereof and contracts entered into between the Company and the East India Company and between the Company and the Secretary of State in Council of India (in this Act called "the Secretary of State in Council") were preserved and the Company were empowered to enter into contracts with the Secretary of State in Council with respect to the matters therein mentioned: 22 & 23 Vict. c. cii.

And whereas by the Bombay Baroda and Central India Railway Act 1898 (hereinafter referred to as "the Act of 1898") the Company were empowered to enter into contracts with the Secretary of State in Council and with his sanction with other authorities for the purposes therein mentioned: 61 & 62 Vict. c. xlix.

And whereas the Secretary of State in Council by virtue of the powers vested in him under the contracts between himself or the East India Company and the Company the dates whereof are

specified in Schedule C to the Act next hereinafter recited gave notice on the tenth day of May one thousand nine hundred and five to the Company of his intention to purchase the railways works and premises which under the provisions of the said contracts he had power to purchase and in consequence of such notice became liable to pay to the Company the sum of eleven million six hundred and eighty-five thousand five hundred and eighty pounds eleven shillings and threepence and to pay the sums secured by the debenture bonds issued by the Company when payable and to indemnify the Company in respect thereof :

And whereas by a contract (hereinafter referred to as " the contract of 1905 ") dated the twenty-seventh day of December one thousand nine hundred and five and made between the Secretary of State in Council of the one part and the Company of the other part the property and premises so purchased by the Secretary of State in Council were ascertained and agreed as therein appearing and it was provided that the Secretary of State in Council should create and issue to the Company certain India stock in satisfaction of nine million six hundred and eighty-five thousand five hundred and eighty pounds eleven shillings and threepence part of the said purchase money and temporary arrangements were made for the maintenance management and carrying on of the Company's railway system :

6 Edw. 7.
c. lix.

And whereas by the Bombay Baroda and Central India Railway Act 1906 (hereinafter referred to as " the Act of 1906 ") the Act of 1855 the Act of 1859 and the Act of 1898 were repealed but so that the Company should be and remain incorporated as from the time of the original incorporation thereof and it was enacted that the capital stock of the Company (therein called " new stock ") should be two million pounds to be created on such day as should be agreed upon between the Secretary of State in Council and the Company as the date of such creation and that as from the thirty-first day of December one thousand nine hundred and five all contracts between the East India Company or the Secretary of State in Council and the Company (except the contract of 1905) should be at an end except provisions therein relating to the creation issue and guarantee of debenture bonds or the interest thereon and to the indemnifying of the Company by the Secretary of State in Council against debts and liabilities and the old stock of the Company was cancelled and the Company having transferred to the holders thereof the said India stock as therein mentioned (which transfer was confirmed) each holder of the old stock should be entitled to have issued to him fully paid new stock of the Company in the proportion of twenty-six pounds nine shillings and ninepence new stock for every one hundred pounds of old stock. And the board of directors of the Company on behalf of the Company was authorised to enter into with the Secretary of State in Council

any contract or contracts for (among other purposes) the construction equipment maintenance and management of the Company's railway system and of any other railway in India :

And whereas by a contract (hereinafter referred to as " the contract of 1907 ") dated the eighth day of April one thousand nine hundred and seven and made between the Secretary of State in Council of the one part and the Company of the other part arrangements were made for the continued working and management of the railways belonging to the Company on the thirty-first day of December one thousand nine hundred and five in substitution for the arrangements in that behalf contained in the contract of 1905 and it was agreed that the Company should forthwith create and issue a new stock capital of two million pounds and should allot the same as fully paid up to the persons entitled but for the Act of 1906 to the old stock of the Company in the proportion of twenty-six pounds nine shillings and ninepence new stock for every one hundred pounds of such old stock and that during the continuance of the contract of 1907 the Secretary of State in Council should out of the revenues of India pay to the Company in London half-yearly on the first day of January and the first day of July interest at the rate of three per centum per annum calculated to the thirty-first day of December and the thirtieth day of June respectively on the said capital of two million pounds and that the net revenue of the undertaking should be divided between the Secretary of State in Council and the Company in the proportions therein provided for And that on the determination of the contract the Company should give the Secretary of State in Council possession of the undertaking and the rolling stock plant and machinery belonging thereto and all stores in hand or in course of delivery on that day and all plans books surveys sections printings writings and documents in anywise connected with the undertaking and all telegraphic machinery works instruments and appliances and other property if any belonging or appertaining thereto And the Secretary of State in Council should thereupon pay to the Company in sterling in London the equivalent at par of the capital stock of the Company and should be bound to indemnify the Company their property and effects against all such debts and liabilities if any as they might have incurred with the sanction of the Secretary of State in Council and which should be then subsisting and thereupon the contract should determine without prejudice to the rights of either party against the other in respect of any covenant therein contained which might have been previously broken :

And whereas by a contract (hereinafter referred to as " the contract of 1908 ") dated the fifteenth day of October one thousand nine hundred and eight and made between the Secretary of State in Council of the one part and the Company of the other

part and expressed to be supplemental to the contract of 1907 the Secretary of State in Council agreed when the interest payable in respect of any debentures or debenture stock issued by the Company with his sanction should become due to pay in London to the Company the amount of such interest and on the days when the principal thereof should be payable to pay in like manner the amount of the principal money so payable and to indemnify the Company against claims in respect of principal not claimed within twelve months and interest not claimed within two years and carried to the account of the Secretary of State in Council as therein provided. And it was agreed that if the contract of 1907 should be duly determined before the discharge of debentures or the redemption of debenture stock issued under the contract of 1908 the Secretary of State in Council should be deemed to stand in the place of the Company so far as regards the subsequent liability on the debentures and debenture stock respectively (both as regards principal and interest) and the right to give notice of redemption of and to redeem such debenture stock and thereupon the Company should be discharged from any liability to the holders of any such debentures or debenture stock issued under the contract of 1908 :

And whereas by a contract (hereinafter referred to as "the contract of 1913") dated the twenty-fourth day of October one thousand nine hundred and thirteen and made between the Secretary of State in Council of the one part and the Company of the other part and expressed to be supplemental to the contract of 1907 and the contract of 1908 it was agreed that the contracts of 1907 1908 and 1913 might be determined by the Secretary of State in Council on the thirty-first day of December one thousand nine hundred and forty-one or the thirty-first day of December in any succeeding fifth year reckoned from that date by giving to the Company in England twelve calendar months' notice in writing and the contract of 1907 was varied as therein appearing :

14 & 15 Geo. 5.
c. vii. And whereas by the Bombay Baroda and Central India Railway Act 1924 certain amendments were made of the Act of 1906 :

1 & 2 Geo. 6.
c. x. And whereas by the Bombay Baroda and Central India Railway Act 1938 the Company were empowered to enter into contracts with the Secretary of State in Council for the purposes therein mentioned :

25 & 26 Geo. 5.
c. 42. And whereas under section 177 read with section 313 (3) of the Government of India Act 1935 the contracts hereinbefore recited have had effect as from the first day of April one thousand nine hundred and thirty-seven as if they had been made on behalf of the Governor-General of India in Council (hereinafter referred to as "the Governor-General in Council") and references therein to the Secretary of State in Council are to be construed accordingly :

And whereas on the seventh day of December one thousand nine hundred and forty the Governor-General in Council gave twelve months' notice in writing to the Company in England to determine the contracts of 1907 1908 and 1913 on the thirty-first day of December one thousand nine hundred and forty-one :

And whereas the capital of the Company amounts to two million pounds stock :

And whereas the Company have with the sanction of the Secretary of State in Council issued under the contract of 1908 the debenture stock specified in Schedule A to this Act annexed :

And whereas the Company have with the sanction of the Secretary of State in Council established a provident fund and there was on the thirty-first day of December one thousand nine hundred and forty-one standing to the credit of the account of that fund in the hands of the Governor-General in Council eight and a half crores of rupees or thereabouts :

And whereas the Company were on the thirty-first day of December one thousand nine hundred and forty-one entitled to the sum of two hundred and seventy thousand pounds or thereabouts representing undivided surplus profits :

And whereas there were on the thirty-first day of December one thousand nine hundred and forty-one certain moneys amounting to six hundred and sixty-four pounds four shillings and twopence in the hands of the Company standing as to six hundred and five pounds four shillings and sevenpence part thereof to the credit of an account entitled " Unpaid interest and dividend account " and as to fifty-eight pounds nineteen shillings and sevenpence balance thereof to the credit of an account entitled " Unpaid debenture stock interest account " which amounts represent respectively unclaimed interest and dividends upon the stock of the Company accrued up to and including the dividend paid by the Company in July one thousand nine hundred and forty-one and unpaid interest on the debenture stock of the Company :

And whereas the Company have no estate or interest in any lands or hereditaments except certain leasehold premises at 91 Petty France in the city of Westminster held at a rack rent :

And whereas in consequence of the notice last aforesaid the Governor-General in Council became liable to pay and paid to the Company on the thirty-first day of December one thousand nine hundred and forty-one the sum of two million pounds the balance of the price for the said purchase and also became liable to pay the sums secured by the debenture stock specified in Schedule A to this Act annexed as and when the same shall become payable :

And whereas the Company's registers of stock and of transfers were closed from the tenth day of December one thousand nine hundred and forty-one :

And whereas it is expedient that the affairs of the Company be wound up and that the Company be dissolved and that the other provisions contained in this Act be enacted :

And whereas the objects of this Act cannot be attained without the authority of Parliament :

May it therefore please Your Majesty that it may be enacted and be it enacted by the King's most Excellent Majesty by and with the advice and consent of the Lords Spiritual and Temporal and Commons in this present Parliament assembled and by the authority of the same as follows :—

Short title.

1. This Act may be cited as the Bombay Baroda and Central India Railway Act 1942.

Winding up
of Company.

2. From and after the first day of January one thousand nine hundred and forty-two the Company shall continue and shall be deemed to have continued to exist only for the purpose of winding up their affairs and they shall accordingly proceed with all convenient speed subject to the provisions of this Act to get in collect and convert into money all property vested in the Company or in any person in trust for them except property in this Act directed to be transferred to the Governor-General in Council And the money so received and all other assets of the Company shall be applied in accordance with the provisions of section 9 of this Act.

Vesting of
funds.

3. At the expiration of six months from the passing of this Act or on such later date as the Company may determine (which date is hereinafter referred to as "the appointed date") the amounts then standing to the credit of the said account entitled "Unpaid interest and dividend account" and to the credit of the said account entitled "Unpaid debenture stock interest account" shall by virtue of this Act be transferred to and vested in the Secretary of State to be held as directed by section 12 of this Act subject to such debts and liabilities as have been incurred by the Company to any persons with the sanction of the Secretary of State or the Secretary of State in Council or the Governor-General in Council and to interest on such of the said debts as carry interest.

Cancelling of
Company's
liabilities in
respect of
provident
fund and
unclaimed
dividends
and interest.

4. As from and after the first day of January one thousand nine hundred and forty-two the liability of the Company in respect of all their contracts debts engagements and obligations affecting the Company's provident fund and as from the appointed date all liability of the Company in respect of the said amounts standing to the credit of the said accounts shall cease and determine.

5. As from the first day of January one thousand nine hundred and forty-two all contracts between the Secretary of State or the Secretary of State in Council and the Company and all the covenants and conditions therein contained shall be at an end save and except provisions in any of the said contracts relating to the creation issue and guarantee of debentures and debenture stock or the interest thereon and to the indemnifying of the Company by the Governor-General in Council against debts and liabilities and so that nothing in this section contained shall affect the liability of the Company to give possession to the Governor-General in Council of any property remaining in the hands of the Company of which possession ought under the contract of 1907 to be given to the Governor-General in Council Provided nevertheless that the profits of the Company's undertaking for the period from the first day of April one thousand nine hundred and forty-one to the thirty-first day of December one thousand nine hundred and forty-one shall be ascertained and shared by the Governor-General in Council and the Company as if this Act had not been passed.

Closing
account and
existing
contracts.

6. The liability of the Governor-General in Council to pay the interest on the debenture stock issued by the Company as aforesaid to the several persons for the time being entitled thereto as and when the same becomes due and also as and when the same become due to pay the principal moneys secured by any such debenture stock shall be unaffected by the passing of this Act and all liability of the Company in respect of such debenture stock shall cease as and from the first day of January one thousand nine hundred and forty-two.

Liability
of Governor-
General in
Council in
respect of
debenture
stock to
continue.

7. For the purposes of this Act Major Archibald Douglas Graham Shelley R.E. Colonel Willoughby Verner Constable R.E. Sir John Sydney Wardlaw-Milne K.B.E. M.P. Major-General Sir Henry Francis Edward Freeland K.C.I.E. C.B. D.S.O. M.V.O. and Sydney George Stabbach Young esquire existing directors of the Company shall continue in office as such directors until the final dissolution of the Company under section 13 of this Act without re-election at a remuneration of five thousand pounds and they or a majority of them present at a duly convened meeting of the directors shall have full power and authority to carry into effect the purposes of this Act and to take all necessary steps and proceedings for that purpose Provided that if the number of directors be reduced by death resignation incapacity or otherwise below three before the completion of the winding up of the Company the continuing directors or director shall from time to time choose a stockholder or stockholders of the Company to fill the vacancy or vacancies so caused.

Directors.

8. Within three months after the passing of this Act the Company shall cause to be published once in the London Gazette

Notice to
be given of
claims.

and once in each of two successive weeks in some London daily newspaper a notice requiring all persons having claims upon the Company to furnish the same forthwith and in any event on or before a day to be named in the notice not being less than one month after the date of the first publication of the notice and the Company shall on the expiration of the time named in the notice for furnishing such claims be at liberty to distribute the assets of the Company in accordance with the provisions of this Act having regard only to the claims of which the Company then have notice.

Distribution
of assets.

9. The whole of the assets of the Company shall be distributed as follows and in the following order :—

First in payment of the costs charges and expenses referred to in the final section of this Act so far as not paid by the Secretary of State ;

Secondly in payment of the proper costs of the Company (so far as not paid by the Governor-General in Council) in connection with the realisation and distribution of their assets and the winding up of the Company in accordance with the provisions of this Act and of all debts and liabilities incurred by them during the winding up ;

Thirdly in payment and discharge of all debts and liabilities of and other moneys owing by or accrued due from the Company at the date of the passing of this Act in respect whereof the Company is not entitled to be indemnified by the Governor-General in Council ;

Fourthly in payment of all other debts and liabilities (if any) of the Company in respect whereof the Company is not entitled to be so indemnified ;

And the Company shall pay and distribute the balance of the assets then remaining in their hands rateably to and among the several persons who at the date of the closing of the register of transfers were the registered holders of stock of the Company or to their respective executors or administrators in proportion to the nominal amount of the stock held by them respectively :

Provided nevertheless that notwithstanding anything in this section contained any assets in the hands of the Company which if this Act had not been passed would be applicable for payment of dividends on the stock of the Company may be so applied at any time after the passing of this Act :

Provided also that the directors may retain such sum not exceeding one thousand pounds as they think proper to meet contingent liabilities of the Company and any balance thereof remaining at the date of the dissolution of the Company may be disposed of in such manner as the directors think proper.

10. All money paid under this Act to the holders of stock of the Company otherwise than by way of dividend shall be held upon and subject to the same trusts liens charges powers and other legal or equitable rights privileges and restrictions as affected the stock for which by virtue of this Act the moneys are paid and any reference in any Act of Parliament deed will codicil book document instrument or writing to any such stock shall be deemed to be a reference to the moneys allocated in substitution therefor by virtue of this Act.

Money paid to holders of stock to be subject to same rights and liabilities as stock.

11. It shall be lawful for all trustees executors and administrators and all guardians and committees and receivers of the estate of infants idiots and lunatics in whose respective names any stock of the Company shall be registered or having any claims against the Company to give effectual and conclusive receipts for the moneys which may be payable to them and any such receipt shall be a sufficient discharge to the Company and shall release them and their officers from all obligations in respect of the application of the moneys for which such receipt shall be given.

Receipts of persons under disability.

12. If at the appointed date any moneys remain undistributed in the hands of the Company either because the directors of the Company have been unable after diligent inquiry to ascertain the person to whom such moneys ought to be paid or by reason of the same not having been claimed by any person entitled thereto or by reason of any person claiming the same not having shown to the satisfaction of the directors a sufficient title thereto or by reason of the person claiming the same being under disability or incapacity and no person competent to give an effectual receipt for the same having claimed the same on behalf of such person the Company shall forthwith pay the same to the Secretary of State whose receipt therefor shall conclusively discharge the Company from all further liability with respect to the money so paid and any person afterwards showing to the satisfaction of the Secretary of State that he is entitled thereto may obtain payment from him accordingly. But in case the Secretary of State is not satisfied of the title of any person claiming to be entitled as aforesaid the claimant may in a summary way state and verify his claim in His Majesty's High Court of Justice and the court shall make such order thereon declaring the claimant entitled or not entitled as the case may be and touching the costs of the application as to the court seems just and upon any such order of the court in favour of any claimant he shall be entitled to the same right in respect of the premises as if he had established his title to the satisfaction of the Secretary of State as in this section before mentioned and all costs and expenses incurred by or on behalf of the Secretary of State in respect of or bearing on any such application shall if and so far as the same shall not be ordered by the court to be paid by the applicant be paid by the Secretary of State.

Unclaimed stock dividends and interest.

Dissolution
of Company
and repeal
of Acts.

13. When the whole of the property vested in the Company or in any person in trust for them has been realised and distributed and dealt with by the directors in accordance with the provisions of this Act and the affairs of the Company are by a resolution of the directors declared to be wound up and notice of the passing of such resolution has been advertised once in the London Gazette the Company shall be by virtue of this Act dissolved and shall thenceforth cease to exist and the Acts specified in Schedule B hereto shall be from the date of such resolution wholly repealed.

Costs of Act.

14. All costs charges and expenses of and preliminary and incidental to the preparing for obtaining and passing of this Act or otherwise in relation thereto shall be paid by the Secretary of State out of the revenue of the Company's undertaking and by the Company out of any assets in their hands in such proportions as may be agreed between them.

The SCHEDULES referred to in the foregoing Act.

SCHEDULE A.

DEBENTURE STOCK.

£1,000,000 3½ per cent. debenture stock.

SCHEDULE B.

ACTS REPEALED.

The Bombay Baroda and Central India Railway Act 1906.
The Bombay Baroda and Central India Railway Act 1924.
The Bombay Baroda and Central India Railway Act 1938.

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