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# VICTORIÆ REGINÆ.

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## *Cap. clix.*

An Act for incorporating the *Eastern Bengal Railway Company*, and for other Purposes.

[25th August 1857.]

WHEREAS several Persons lately associated themselves together for promoting the Establishment of a Company (to be called the *Eastern Bengal Railway Company*) for making and maintaining a Railway (to be called the *Eastern Bengal Railway*) from *Calcutta* on the Left Bank of the *Hooghly*, through the Districts of *Kishnaghur*, *Jessore*, and *Pubna*, to the Right Bank of the *Ganges* at *Kooshtee*, and ultimately to the City of *Dacca*, and with Power to raise in the first instance for the Purposes of the Railway a Capital of One million Pounds in Fifty thousand Shares of Twenty Pounds each, and afterwards to raise such further Capital as might be requisite for the Extension to *Dacca*: And whereas the Promoters of the Undertaking have obtained from the *East India Company* a Guarantee of Interest upon the Capital to be raised in the first instance: And whereas it is expedient that a Company be incorporated for the Purposes of the Undertaking, with Powers for carrying those Purposes into effect: 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

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Queen's



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Queen'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.

I. This Act may be cited for all Purposes as "The *Eastern Bengal Railway Act, 1857.*"

Interpreta-  
tion of  
Terms.

II. In this Act the following Words and Expressions have the following Meanings, unless excluded by the Subject or Context; (to wit,)

The Expression "*East India Company*" means and includes the Honourable the *East India Company* and other (if any) the Supreme Government from Time to Time of *India*, by whomsoever or under whatsoever Authority or in whatsoever Part of *India* the Functions of the Supreme Government are from Time to Time discharged:

The Word "*India*" means and includes the Territories now and from Time to Time hereafter under the Government of the *East India Company*:

The Expression "the Railway" means and includes all Railways, Works, and Conveniences from Time to Time belonging to the Company, and all Lands from Time to Time acquired by the Company for the Purposes thereof:

The Word "Land" means and includes Messuages, Lands, Tenements, and Hereditaments of whatsoever Tenure, and Easements, Rights, Powers, and Privileges in, over, and affecting Messuages, Lands, Tenements, and Hereditaments of whatsoever Tenure:

The Word "Share" includes Stock:

The Word "Shareholder" includes Stockholder.

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c. 16. in-  
corporated,  
and Con-  
struction of  
Terms in the  
same.

III. "The Companies Clauses Consolidation Act, 1845," is incorporated with this Act, and applies to the Company in *India* and elsewhere as well as in *England*, and the several Powers and Provisions thereof shall be construed and have effect accordingly; and in the Construction of that Act for the Purposes of this Act the following Words and Expressions have the following Meanings, unless excluded by the Subject or Context; (to wit,)

The Expression "Superior Courts" includes Her Majesty's Supreme Courts of Judicature at the several Presidencies in *India* respectively, and the Courts of the *East India Company*:

The Word "Justice" and the Expression "Master in Chancery" respectively include a Justice of the Peace or Magistrate in *India*, or any Officer authorized to take an Affidavit or Declaration in the Supreme Court of any Presidency in *India*:

The Expression "Two Justices" means with respect to *India* any One Justice of the Peace or Magistrate in *India*, and whatsoever Proceedings or Act for the Purposes of this Act if had or done

in



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in *England* might be had or done by, under, before, or with respect to Two Justices may, if had or done in *India*, be had or done by, under, before, or with respect to any One Justice of the Peace or Magistrate in *India*.

IV. Except as is by this Act otherwise expressly provided, the several Words and Expressions to which by the Act incorporated with this Act Meanings are assigned have in this Act the same respective Meanings, unless excluded by the Subject or Context.

Same Meaning to Words in incorporated Act and this Act.

V. *John Farley Leith, William Anderson, William Walter Cargill, James Fergusson, James Thompson Mackenzie, Robert Guthrie Macgregor, and William Miller*, and all other Persons who have already subscribed or hereafter subscribe for Shares in the Capital of the Company, and all other Persons who become Shareholders in the Company, and their respective Successors, Executors, Administrators, and Assigns, shall be and are by this Act united into One Body Corporate by the Name of "*The Eastern Bengal Railway Company*," with perpetual Succession and a Common Seal, and with Power by that Name to sue and be sued in *England*, in *India*, and elsewhere, and to purchase, take, hold, and dispose of Lands in *India* for the Purposes of this Act, and to make, maintain, regulate, work, and use the *Eastern Bengal Railway* as now proposed, or any Railway in *India* wholly or partly in lieu thereof, and any Extensions of and Branches from the same, and any Works and Conveniences connected therewith, including all requisite Ferries and Connexions by means of Floating Bridges or otherwise across Rivers and Waters, and other Means of Communication by Water and Telegraphs, and to enter into and carry into effect all Contracts for those Purposes, and in all other respects to carry this Act into execution.

The Eastern Bengal Railway Company incorporated.

VI. The Company may prepare a Seal for Use in *India* in lieu of the Common Seal of the Company, and from Time to Time may vary and renew it, and make Regulations for its User; and, except as is by this Act otherwise expressly provided, every Document sealed with such Seal in conformity with such Regulations, or in pursuance of any Order of the Directors, or of any Authority given by the Company under their Common Seal, shall be as valid and effectual as if the Common Seal were affixed thereto.

Seal for Use in India.

VII. The Company from Time to Time may negotiate for, conclude, enter into with the *East India Company*, and carry into effect Contracts and Arrangements with respect to all or any of the following Matters; (to wit,)

Contracts with the East India Company.

1. The making, maintaining, regulating working, and using by the Company of the *Eastern Bengal Railway* as now proposed, or any

any



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- any Railway in *India* wholly or partly in lieu thereof, and any Extensions of and Branches from the same respectively, and any Works and Conveniences connected therewith :
2. The acquiring by the Company of Lands in *India* for the Purposes of their Undertaking :
  3. The obtaining by the Company from the *East India* Company of any Guarantee of Interest on the Capital of the Company, and any other Support, Countenance, and Facilities for the Purposes of the Undertaking :
  4. The securing to the *East India* Company of any Facilities, Rights, and Advantages with respect to the Railway :
  5. The making of Provision with respect to the Classification of Shares in the Capital of the Company, and the Rate of Dividend thereon respectively, and the Conversion of Debt into Capital, and the Amounts and Times of Calls on Shares, and the Transfers of Shares, including Restrictions on the Transfer of Shares not fully paid up, and the Tolls, Charges, Revenue, and Profits of the Company, and the Deposit, Custody, and Application thereof respectively :
  6. The giving to the *East India* Company, and to any of their Officers, Agents, or Servants, of any absolute or other Rights of supervising, controlling, and regulating the Company, and the Works, Contracts, Accounts, Byelaws, Proceedings, Acts, and Affairs of the Company in *England*, in *India*, and elsewhere respectively :
  7. The enabling of the *East India* Company to appoint an *ex-officio* Director of the Company (whether qualified by holding Shares or not) in the Place of any ordinary Director of the Company or otherwise :
  8. The regulating of the Powers (including a Right of Veto) at the Board of Directors, and the Duties, Proceedings, and Liabilities of any such *ex-officio* Director :
  9. The binding of the Company to conform to and fulfil any Directions given by the *East India* Company, or by their Officers or Agents in that Behalf authorized, touching all or any of the Matters aforesaid :
  10. The appointing of Agents of the Company in *India* or elsewhere, and the determining and regulating of their Powers, Duties, and Remuneration :
  11. The depositing with or paying to the *East India* Company of all or any Part of the subscribed Capital or other Money of the Company upon any Terms as to Interest or otherwise agreed on :
  12. The making of Provision with respect to any Lands granted or leased to the Company by the *East India* Company or otherwise :
  13. The charging of all or any Part of the Property of the Company with any Sum of Money on any Terms agreed on :

14. The



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14. The surrendering or selling at any future Period to the *East India* Company, or to any other Persons, of the Railway or any Part thereof, or of all or any Part of the Property of the Company, and the winding-up of the Affairs of the Company, and the Distribution of the net Assets of the Company among the Shareholders :
15. The referring of Differences to Arbitration :
16. The making of Provision for enforcing or securing the due Performance of any Contract or Arrangement made by the Company :
17. The uniting of all or any Part of the Railway, or of the Undertaking of the Company, or both, with any other Railway or Undertaking :
18. Generally all such Provisions and Stipulations with respect to the Matters aforesaid or any of them, and the Undertaking of the Company, and the Encouragement and Promotion thereof, and the eventual or contingent Transfer of the same or any Part thereof to the *East India* Company, or to any other Persons as the *East India* Company and the Company think fit and mutually agree on :

And so far as any such Contract or Arrangement affects the Interests of the Shareholders, or of any Class of the Shareholders, they shall be bound thereby.

VIII. The Company and the *East India* Company respectively from Time to Time may negotiate for, conclude, and enter into any Contracts and Arrangements for any of the Purposes of this Act in addition to or by way of Repeal or Modification of any Contracts or Arrangements theretofore entered into by them under this Act.

Additional  
Contracts  
with East  
India Com-  
pany.

IX. If there be in any such Contract or Arrangement any Provision for referring Differences between the Company and the *East India* Company to Arbitration, then, except so far as is by the Contract or Arrangement otherwise provided, the Provisions with respect to the Settlement of Disputes by Arbitration of "The Companies Clauses Consolidation Act, 1845," shall extend and apply to every Arbitration so provided for.

Arbitration  
in case of  
Difference  
on Contracts.

X. The Company from Time to Time may demand, take, and recover such Tolls and Charges with respect to the User of the Railway as the *East India* Company sanction.

Tolls.

XI. The First Ordinary Meeting of the Company shall be held within Twelve Months after the passing of this Act, and all the General Meetings of the Company shall be held in *England* in such

First and  
other Meet-  
ings.

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Months

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Months as the Company from Time to Time resolve ; and Notice of a General Meeting shall be sufficient if given only in *England*.

Number of Directors.

XII. The Number of Directors shall be Seven, but by the Resolution of a General Meeting the Number may from Time to Time be increased or reduced, but not to be fewer than Four or more than Twelve.

Qualifications of Directors.

XIII. The Qualification of a Director shall be the Possession in his own Right and as the sole Holder thereof of Twenty-five Shares.

Meetings of Directors.

XIV. All the Meetings of the Directors shall be held in *England*.

Quorum of Directors.

XV. The Quorum of the Meetings of the Directors shall be such Number as the *East India* Company and the Company mutually determine, but until they otherwise determine shall be Three.

First Directors.

XVI. *John Farley Leith, William Anderson, William Walter Cargill, James Fergusson, James Thompson Mackenzie, Robert Guthrie Macgregor, and William Miller* shall be the First and present Directors of the Company.

Retirement of First Directors.

XVII. The Directors appointed by this Act shall continue in Office until the First Ordinary Meeting, and at that Meeting the Shareholders present, personally or by Proxy, may either continue in Office the Directors appointed by this Act, or elect a new Body of Directors to supply their Place, the retiring Directors being, if qualified, eligible for Re-election.

Committees in India.

XVIII. The Company from Time to Time may appoint and remove such Committees, Persons, or Person as the Company think fit to act on behalf of the Company, in *India* or elsewhere, with respect to the making, maintaining, managing, working, and using of the Railway, and the Disposal of, Issue, Registration, and Transfer of Shares and of Bonds, and the Registration of Transfers of Shares and of Bonds, and the Registration of Shareholders, and the Control and Conduct of any of the Affairs, in *India* or elsewhere, of the Company, and may delegate to any such Committee, Persons, and Person respectively all or any of the Powers of the Company, and of the Directors and Officers thereof, which the Company think it expedient that such Committee, Persons, and Person respectively should possess for the Purposes of their and his respective Appointment.

Regulation of Committees.

XIX. The Company from Time to Time may determine the Quorum of any such Committee or Persons, and may determine and regulate the Authority, Duties, Procedure, Liabilities, and Remuneration

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tion of any such Committee, Persons, and Person respectively, and generally may make such Provisions and Regulations for their and his respective Government and Conduct as the Company think expedient.

XX. All the Proceedings and Acts of such Committees, Persons, and Person respectively within their and his respective Authority shall (but subject to any Regulations of the Company requiring such Proceedings and Acts or any of them to be confirmed by the Directors) be as valid and effectual as if they were Proceedings and Acts of the Directors.

Validity of  
Acts of such  
Committees.

XXI. The Committees, Persons, and Person respectively so from Time to Time appointed shall, with respect to all their and his respective lawful Proceedings and Acts within the Limits of the Authority conferred on them and him respectively, have the like Discretions and Indemnities as if they and he respectively were or was Directors or a Director of the Company.

Indemnity of  
Committees.

XXII. It shall not be requisite for any Auditor to have any Share in the Undertaking.

Auditor  
need not be  
Shareholder.

XXIII. The original Capital of the Company shall be One million Pounds.

Original  
Capital.

XXIV. The Company, with the Sanction of a General Meeting, may from Time to Time increase the Capital to any Amount not exceeding in the whole One million five hundred thousand Pounds, or, with the Sanction of the *East India* Company and of a General Meeting, to any Amount not exceeding in the whole Six million Pounds.

Additional  
Capital.

XXV. The additional Capital from Time to Time created by the Company shall be Part of their general Capital; and, except as is by this Act otherwise expressly provided, all such Rights, Privileges, Liabilities, and Incidents shall attach to and be conferred by the additional Capital and the Shares therein as to and by the original Capital and the Shares therein.

Additional  
Capital to  
be Part of  
general  
Capital.

XXVI. The Shares in the original Capital shall be Fifty thousand Shares of Twenty Pounds each, and the Shares in any additional Capital shall be of such Amount as consistently with the Provisions of this Act the Company think fit.

Shares.

XXVII. The Company from Time to Time, with the Sanction of at least Three Fifths of the Votes of the Shareholders present, personal or by Proxy, at a General Meeting specially convened for the Purpose, may

Terms on  
which ad-  
ditional Ca-  
pital may  
be raised.



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may create and issue the Shares in the additional Capital, either of One Class and with the like Privileges, or of several Classes and with different Privileges, and respectively with any fixed, fluctuating, preferential, perpetual, terminable, redeemable, or other Dividend, and with such Privileges and subject to such Restrictions (if any), as the Company think fit: Provided always, that all the Shares of the same Class shall be of like Amount, and all the Shares of the same Class shall bear like Dividend and confer like Privileges, and be subject to like Restrictions (if any): Provided also, that no Preference in Payment of Dividend shall be created to the Prejudice of any Preference in Payment of Dividend previously created.

Offer of new Shares to existing Shareholders.

XXVIII. The additional Capital shall be divided into Shares of such Amount as conveniently allows the same to be apportioned among the then Shareholders in proportion to the existing Shares held by them respectively.

Mode of Offer.

XXIX. The new Shares shall be offered to the then Shareholders in that Proportion, and the Offer shall be made by Letter under the Hand of the Secretary or his Substitute authorized by the Directors, given or sent by Post addressed to every Shareholder according to his Address in the Shareholders Address Book, or left at his usual or last known Place of Abode.

New Shares to vest in accepting Shareholder.

XXX. The new Shares shall vest in and belong to the Shareholders who accept the same and pay the Value thereof to the Company at the Times and by the Instalments fixed by the Company: Provided always, that if any Shareholder fail, if he be in *England*, for One Month, or, if he be in *India*, for Four Months, after such Offer of new Shares, to accept the same and pay the Instalments called for in respect thereof, the Company may dispose of such new Shares as they think fit.

Certificates of Shares.

XXXI. Certificates of the Proprietorship of Shares, if issued in *England*, shall have the Common Seal of the Company affixed thereto, and, if issued in *India*, shall have the Common Seal of the Company and the Seal (if any) for *India* respectively affixed thereto.

Notices of Calls.

XXXII. Notice of every Call made on Shares registered in *England* shall be sufficient if given only in *England*, and Notice of every Call made on Shares registered in *India* shall be sufficient if given only in *India*.

Power to borrow on Bond, but not on Mortgage.

XXXIII. The Company may borrow on Bond but not on Mortgage any Sums, but, unless with the Sanction of the *East India* Company, not exceeding in the whole One Third Part of the Capital from



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from Time to Time subscribed for, and whereof One Half is actually paid up.

XXXIV. The Bonds, if issued in *England*, shall have the Common Seal of the Company affixed thereto, and, if issued in *India*, shall have the Common Seal of the Company and the Seal (if any) for *India* respectively affixed thereto. Bonds.

XXXV. All Claims of the *East India* Company against the Company shall have Priority over all Claims of all Obligees in the Bonds, except only with respect to Bonds issued with the Sanction of the *East India* Company, or so far as the *East India* Company from Time to Time consent to waive such Priority. Preference of  
East India  
Company  
to Bond-  
holders.

XXXVI. The Company from Time to Time may establish at such Place in *India* as they think fit an Office for the Issue, Registration, and Transfer of Shares and Bonds, and the Registration of Transfers of Shares and of Bonds, and the Registration of Shareholders, and may alter the Place of any such Office, and may make such Regulations consistent with the Provisions of this Act as they think fit for enabling the Issue, Registration, and Transfer of Shares and Bonds, and the Registration of Transfers of Shares and Bonds, and the Registration of Shareholders at such Office; and all the Provisions of this Act with respect to the Issue, Registration, and Transfer of Shares and Bonds, and the Registration of Transfers of Shares and of Bonds, and the Registration of Shareholders, and to Shares, Bonds, and Transfers, and to Shareholders, Bondholders, the Company, and all other Persons with respect to the same, shall be construed and have effect accordingly. Office in  
India, &c. for  
Registration  
of Shares  
and Bonds.

XXXVII. The Company shall keep at such Office in *India* Books to be called respectively "the *India* Register of Shareholders," and "the *India* Shareholders Address Book," and "the *India* Register of Transfers," and, if the Capital or any Part thereof be consolidated into Stock, another Book to be called "the *India* Register of Holders of Consolidated Stock," and also Books for the Registration of Bonds and Transfers of Bonds, and the Books so kept shall be of the like Validity and Effect as the Books kept for like Purposes by the Company in *England*. Registers to  
be kept in  
India.

XXXVIII. Provided always, That if and when the Company have Offices in *India* at more Places than One, then the Company shall substitute for or add to the Word "*India*" in the Titles of the Registers kept at every such Office the Name of the Place at which the respective Office is established. Registers at  
several Of-  
fices in India  
to be dis-  
tinguished.



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Shares and Bonds to be registered at One Office.

XXXIX. No Share or Bond shall be on the Register of more than One Office at one and the same Time: Provided always, that the Company may keep in *England* Duplicates of any Books of Register kept in *India*, but no such Duplicate Book shall be deemed a Register.

Transfers to be registered only where Share or Bond registered.

XL. The Entry of a Transfer of a Share or of a Bond shall be made only at the Office at which the Share or the Bond is registered.

Transfers of Shares and Bonds from one Register to another.

XLI. Subject to the Regulations from Time to Time made by the Company with respect to the Issue, Registration, and Transfer of Shares and Bonds respectively, and the Registration of Transfers of Shares and of Bonds respectively, the Company may and shall, on Notice in Writing by the Holder of any Share or Bond to the Person acting as Secretary or principal Clerk at the Office in *England* or in *India* where the Share or Bond is then registered, transfer the Share or Bond from the Register thereof at that Office to the corresponding Register at any other Office, and so soon as conveniently may be after the Receipt of any such Notice such Secretary or principal Clerk shall transmit Advice thereof to the Office to which the Transfer is directed to be made.

Locality of Shares and Bonds.

XLII. For the Purpose of determining any Question as to the Place or Jurisdiction at or within which any Share or Bond shall be deemed to be at any Time situate, the Locality, whether in *England* or in *India*, of the Register in which the Share or Bond is or was actually registered, shall be deemed the then Locality of the Share or Bond; and so soon as Notice for the Transfer of any Share or Bond from one Register to another is given according to this Act, the Share or Bond shall for the Purpose of this Section be deemed to be actually registered in the Register to which it is so directed to be transferred.

Newspapers for Advertisements.

XLIII. The Newspaper for Advertisements in *England* shall be a *London Daily Morning Newspaper*, and the Newspaper for Advertisements in *India* shall be a Newspaper published and commonly circulated in the Presidencry of *Bengal*.

Notices in India.

XLIV. All Notices by the Company which, if given in *England*, would be published in the *London Gazette* shall, if given in *India*, be sufficient if published in the Newspaper in *India* in which official Notices by the *East India Company* are usually published.

Byelaws for India.

XLV. The Byelaws from Time to Time made by the Company to have effect in *India* shall not be repugnant to the Laws of that Part of *India* where they are to have effect, and shall be approved by



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by the *East India* Company, or by such Judicial or other Authority as the *East India* Company think fit.

XLVI. The Justice or Magistrate by whom any Penalty or Forfeiture is imposed in *India* may award to the Company such Part thereof as he does not award to the Informer. Penalties in  
India.

XLVII. The Appeal from any Determination or Adjudication of any Justice or Magistrate in *India* may be made to the Court having ordinary Jurisdiction over his Adjudications, and the Court may hear, proceed on, and determine the Appeal accordingly. Appeal from  
Justice in  
India.

XLVIII. All the Costs, Charges, and Expenses of and incident to the obtaining and passing of this Act, and the Formation and Establishment of the Company, shall be borne and paid by the Company. Expenses of  
Act and of  
Establish-  
ment of  
Company.

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