IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 162 OF 2015

In the matter of the Companies Act, 1956 (1 of 1956);

AND

In the matter of Sections 391 to 394 read with Sections 100 to 103 and other relevant provisions of the Companies Act, 1956;

AND

In the matter of Scheme of Amalgamation and Arrangement of Pegasus Real Estate Private Limited with Pegasus Properties Private Limited and their respective Shareholders

Pegasus Properties Private Limited, a company incorporated)
under the provisions of the Companies Act, 1956 having)
its registered office at Kumar Capital, 2413 East Street,)
Pune – 411001 Maharashtra).Applicant Company

Called Summons for Direction for hearing

Mr. Hemant Sethi i/b. M/s Hemant Sethi & Co., for Applicant

Coram: S. J. Kathawalla, J.

Date: 27th February, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Directions AND UPON HEARING Mr. Hemant Sethi instructed by M/s. Hemant Sethi & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 30th day of January, 2015 of Mrs. Manjiri Harischandrakar, authorized signatory of the Applicant Company, in support of Summons for Directions, IT IS ORDERED THAT :

1. The convening and holding of the meeting of the Class A Equity Shareholders of the Applicant Company, for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed Scheme of Amalgamation and Arrangement of Pegasus Real Estate Private Limited with Pegasus Properties Private Limited and their respective Shareholders, is dispensed with in view of the consent given by only three Class A Equity Shareholders of the Applicant Company which are annexed as **Exhibits 'E1' to 'E3'** to the Affidavit in support of the Summons for Direction and upon and undertaking given by the Applicant Company to issue individual notice of the date of hearing of the Company Scheme

Petition by R.P.A.D. to its remaining one Class ‘A’ Equity Shareholder namely Maharashtra Industrial Development Corporation holding 9,52,057 i.e. 10.8% class ‘A’ equity shares at its address as per the record of the Applicant Company.

2. The convening and holding of the meeting of the Class B Equity Shareholders of the Applicant Company, for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed Scheme of Amalgamation and Arrangement of Pegasus Real Estate Private Limited with Pegasus Properties Private Limited and their respective Shareholders, is dispensed with in view of the consent given by all the three Class B Equity Shareholders of the Applicant Company which are annexed as **Exhibits ‘E1’ to ‘E3’** to the Affidavit in support of the Summons for Direction.

3. The question of convening and holding of the meeting of the Secured Creditors of the Applicant Company, for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed Scheme of Amalgamation and Arrangement of Pegasus Real Estate Private Limited with Pegasus Properties Private Limited and their respective Shareholders, is dispensed with in view of the consent given by the Secured Creditors of the Applicant Company, which are annexed as **Exhibits ‘G1’ and ‘G2’** to the Affidavit in support of the Summons for Direction.

4. The convening and holding of the meeting of the Unsecured Creditors of the Applicant Company, for the purpose of considering, and, if thought fit, approving, with or without modification(s) the proposed Scheme of Amalgamation and Arrangement of Pegasus Real Estate Private Limited with Pegasus Properties Private Limited and their respective Shareholders, is dispensed with in view of averment made in paragraph 13 of the Affidavit in support of the Summons for Direction inter-alia stating that the present Scheme is an Amalgamation and Arrangement between the Applicant Company and its shareholders as contemplated under Section 391(1)(b) and not in accordance with the provisions of Section 391(1)(a) of the Companies Act, 1956 as there is no Compromise and/or Arrangement with the Creditors as no sacrifice is called for and that the Applicant Company undertakes to issue individual notice of the date of hearing of the Company Scheme Petition by R.P.A.D. to all its Unsecured Creditors and also undertakes to publish the notice of date of hearing of petition in two local newspaper i.e. "Economic Times" in English language and translation thereof in "Maharashtra Times" in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

5. The proposed reduction pursuant to clauses 11.1 and 13.5 of the Scheme does not involve any financial outlay/outgo on the part of Applicant Company and is only in nature of book entry . The reduction of share capital shall be

affected as integral part of the Scheme. Consequently such reduction will not cause any prejudice to the Creditors. It is specified that the reduction of capital does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of paid-up share capital. The Creditors are therefore in no way affected by the proposed reduction of share capital as there is no reduction in the amount payable to any of the Creditors, no compromise or arrangement is contemplated with the Creditors. The rights of the Creditors are therefore in no way affected by the proposed reduction of share capital as mentioned in paragraph 16 of the Affidavit in support of Company Summons for Direction. The Applicant Company undertakes to pass the Special Resolution in its Extra Ordinary General meeting of Equity Shareholders for the proposed reduction of its share capital under with Sections 100 of the Companies Act, 1956 and the same will be annexed to with the Company Scheme Petition. The said undertaking is accepted. In view of the above, the procedure prescribed under section 101(2) of the Companies Act, 1956 is dispensed with.

(S.J.KATHAWALLA, J)