IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 168 OF 2016

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

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956;

AND

In the matter of Scheme of Amalgamation of Bruker Daltonics India Private limited and Bruker Axs-Analytical Private Limited and Burker (India) Suppliers Private Limited (collectively, the 'Transferor Companies') with Bruker India Scientific Private Limited (the 'Transferee Company')

Bruker India Scientific Private Limited a company incorporated under the Company Act, 1956 having its registered office at 3, Daya Sagar, Gokuldham, Goregaon East, Mumbai 400 063))))) ……Applicant Company

Called Summons for Direction for Hearing

Mr. Hemant Sethi with Mr. Ajit Singh Tawar i/b. Hemant Sethi & Co., Advocates for the Applicant Company

CORAM: K.R.SHRIRAM, J

DATE: 4th MARCH 2016

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a Company Summons for Direction **AND UPON HEARING** Mr. Hemant Sethi instructed by Hemant Sethi & Co., Advocates for the Applicant Company, **AND UPON**

READING the Affidavit dated 23rd day of December, 2015 of Mr. Ranjeet Kumar, Director of the Applicant Company, in support of Company Summons for Direction, and the Exhibits there in referred to, **IT IS ORDERED THAT:**

1. The convening and holding the meeting of the 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 of Bruker Daltonics India Private limited and Bruker Axs-Analytical Private Limited and Burker (India) Suppliers Private Limited (collectively, the 'Transferor Companies') with Bruker India Scientific Private Limited (the 'Transferee Company'), is dispensed with, in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits **"H-1" and "H-2"** to the Affidavit in support of the Company Summons for Direction.

2. There are no Secured Creditors of the Applicant Company as stated in paragraph 13 of the Affidavit in support of Company Summons for Direction. Hence, the question of convening and holding the meeting of Secured Creditors does not arise.

3. The convening and holding 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 of Bruker Daltonics India Private limited and Bruker Axs-Analytical Private Limited and Burker (India) Suppliers Private Limited (collectively, the 'Transferor Companies') with Bruker India Scientific Private Limited (the 'Transferee Company'), is dispensed with in view of

averments made in paragraph 14 of the Affidavit in support of the Company Summons for Direction, inter-alia stating that the present scheme is an arrangement between the applicant company and its shareholders as contemplated under section 391(1)(b) of the Companies Act, 1956 and not in accordance with provisions of section 391(1)(a) and the rights of the unsecured creditors are not affected as there is no arrangement with any of the Creditors as all th creditors would be paid off in ordinary course of business and that the Applicant Company undertakes to issue individual notice of the date of hearing of the Company Scheme Petition to all its Unsecured Creditors by RPAD and also publish the same in two local newspapers namely 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi Language both having circulation in Mumbai. The said undertaking is accepted.

(K.R.Shriram, J)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of the original signed order.

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