

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENGALURU BENCH**

**C.A.(CAA)No.12/BB/2017**

**DATED : MONDAY THE 5<sup>th</sup> DAY OF JUNE 2017**

**PRESENT: SHRI RATAKONDA MURALI, MEMBER JUDICIAL  
SHRI ASHOK KUMAR MISHRA, MEMBER TECHNICAL**

**IN THE MATTER OF COMPANIES ACT, 2013(18 OF 2013);**

**AND**

**IN THE MATTER OF SECTION 230-232 OF THE COMPANIES ACT, 2013**

**AND**

**OTHER RELEVANT PROVISIONS OF THE COMPANIES ACT, 2013**

**ALONG WITH RULES OF THE COMPANIES (COMPROMISES,**

**ARRANGEMENTS AND AMALGAMATIONS) RULES 2016**

**AND IN THE MATTER OF**

**RUUKKI METALS TRADING & MARKETING INDIA PRIVATE LIMITED**

**WITH**

**SSAB SWEDISH STEEL (INDIA) PRIVATE LIMITED**

**C.A.(CAA)No.12/BB/2017**

**1. Ruukki Metals Trading & Marketing India Private Limited,**

**Unit 10, #18/9,**

**Saleh Centre, Cunningham Road,**

**Bangalore- 560-052**

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**APPLICANT No.1/TRANSFEROR COMPANY**

**2. SSAB Swedish Steel (India) Private Limited,**

**# 18/9, Saleh Centre, Cunningham Road,**

**Bangalore- 560-052**

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**APPLICANT No.2/TRANSFeree COMPANY**

**PARTIES PRESENT :**

**Ms. MANEESHA KONGOVI, Advocate**

**202, Benson Boulevard, 77/1, Nandidurg Road, Benson Town,**

**Bengaluru 560-046**

**Heard on: 24.03.2017 & 6.04.2017**

**O R D E R**

This Company Application is jointly filed on behalf of the Applicant Companies, praying to order to dispense with the convening of the meeting of the Equity Shareholders and Unsecured Creditors of the Applicant Companies i.e. Transferor and Transferee Companies for approving the Scheme of Amalgamation, where under the Transferor Company **RUUKKI METALS TRADING & MARKETING INDIA PRIVATE LIMITED** is proposed to be merged with Transferee Company **SSAB SWEDISH STEEL (INDIA) PRIVATE LIMITED** for purposes of considering the composite scheme of amalgamation etc.

This Application is coming up for orders this day, the Tribunal made the following orders:-

The averments made in the Company Application are briefly described hereunder:-

The Applicant Companies seeks an order to dispense with convening of meeting of Equity Shareholders and Unsecured Creditors of the Applicant Companies i.e. Transferor & Transferee Companies for approving the scheme of amalgamation of RUUKKI METALS TRADING & MARKETING INDIA PRIVATE LIMITED which is proposed to be merged with Transferee Company SSAB SWEDISH STEEL (INDIA) PRIVATE LIMITED in terms of Scheme of Amalgamation shown as **Exhibit- G**.



It is further averred in the Company Application that the Transferor Company was incorporated as a private company under the name and style of RUUKKI METALS TRADING & MARKETING INDIA PRIVATE LIMITED on 18<sup>th</sup> November, 2011 in the State of Maharashtra. Subsequently Company transferred its registered office to the State of Karnataka on 18<sup>th</sup> August, 2016 and obtained fresh Certificate of Incorporation from the Registrar of Companies, Karnataka bearing CIN No. **U74120KA2011FTC096432**.

The Registered office of the Transferor Company is situated at Unit 10, #18/9, Saleh Centre, Cunningham Road, Bangalore- 560-052.

The Transferor Company's objects as set out in its Memorandum of Association inter alia are stated hereunder:

- i) To carry on all or any of the business of manufacturing, fabricating, engineering, servicing, marketing, distributing, trading ( wholesale, cash and carry basis), dealing, importing, exporting, processing, providing and supplying steel products, and other metal base components, systems and integrated systems including but not limited to frames, foundations, façade claddings, sandwich panels, steel roofs, roof structures, external wall elements, hot and cold rolled steel, color coated steels, metal coated steel, precision tubes, pressure pipes, steel sections, cabins, booms, offshore structures, wind towers, welded components, steel piles, retaining walls, noise barriers, safety barriers, transmission towers, aluminum profiles, stainless steel bars and tubes, stainless steel flat products, off shore structures.

A copy Certificate of Incorporation and Memorandum and Articles of Association of the Transferor Company is shown as **Exhibit -A**.




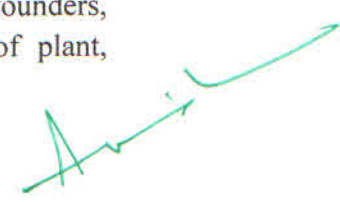


The latest authorized share capital of the Transferor Company is Rs.1,95,00,000/- divided into 19,50,000 Equity Shares of Rs.10/- each. The issued, subscribed and paid up share capital is Rs.87,75,000/- divided into 8,77,500 Equity Shares of Rs.10/- each fully paid up. The Copy of Audited Balance sheet of the Applicant Company as on 31<sup>st</sup> March, 2016 and Unaudited Balance Sheet upto 30<sup>th</sup> September, 2016 are shown as **Exhibit-B & C**.

It is further averred in the Company Application that the Transferee Company was incorporated as a private company under the name and style of SSAB SWEDISH STEEL (INDIA) PRIVATE LIMITED on 19<sup>th</sup> February, 2009 in the State of Karnataka and obtained Certificate of Incorporation from the Registrar of Companies, Karnataka bearing CIN No. **U28100KA2009FTC049178**.

The Registered office of the Transferee Company is situated at #18/9, Saleh Centre, Cunningham Road, Bangalore- 560-052.

The Transferee Company's objects as set out in its Memorandum of Association inter alia are stated hereunder:

- i) To carry on the business of manufacturing, selling, purchasing, importing, exporting, producing, casting, procuring, processing and in any way dealing in all grades, types, qualities, shapes, categories, and description of iron and steel, and also other ferrous substances metals of every descriptions and grade and non-ferrous metals such as aluminum, copper, zinc, tin lead, and ex-materials of different sizes, by-products obtained in processing and manufacturing activities of the Company,
  - ii) To carry or in India or elsewhere the business of iron & steel founders and manufacturers, steel makers, steel converters and to establish steel foundry, mini steel plant and rolling mill in their respective branches including semi manufactured and finished products,
  - iii) To carry out the business of consulting, advising, researching, developing, designing, programming, engineering, organizing, testing, supporting, supervising to establish, setup, run, maintain steel plants and steel components. To undertake and execute any contracts for works involving supply or use of any plant, machinery, tools and apparatus,
  - iv) To carry on the trades or businesses of iron masters, steel makers, steel converters, miners, smelters, tin place makers, iron founders, mechanical engineers and manufacturers of all kinds of plant,
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machinery, hire , sale ,purchase, import, export and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or otherwise directly or indirectly or calculated to enhance the value of any of the Company's property or rights for the time being.

A copy of Certificate of Incorporation and Memorandum and Articles of Association of the Transferee Company is shown as **Exhibit -D**.

The latest authorized share capital of the Transferee Company is Rs 6,00,00,000/- divided into 60,00,000 Equity Shares of Rs 10/- each. The issued, subscribed and paid up share capital is Rs. 25,36,700/- divided into 2,53,670 Equity Shares of Rs 10/- each fully paid up. The Copy of Audited Balance sheet of the Applicant Company as on 31<sup>st</sup> March, 2016 and Unaudited Balance Sheet upto 30<sup>th</sup> September, 2016 are shown as **Exhibit-E & F** respectively.



The Board of Directors of the Applicant Companies have approved and adopted a draft Scheme of Amalgamation at its respective meeting(s) held on 26<sup>th</sup> December, 2016 and 27<sup>th</sup> December, 2016 by virtue of which the Ruukki Metals Trading & Marketing India Private Limited which is Transferor Company is proposed to be merged with the Transferee Company SSAB Swedish Steel (India) Private Limited. A copy of the Board Resolutions of the Applicant Companies are shown as **Exhibit-H & I** respectively.

We have heard the counsel appearing for the Applicant Companies, who has filed the application to dispense with for convening of meeting of the Shareholders and Meeting of Unsecured Creditors for considering the scheme of Amalgamation.

The Applicant Company No.1 is seeking an order to dispense with convening separate meeting(s) of Equity shareholders and Secured & Unsecured Creditors on the following ground:

That the Transferor Company has only Two Shareholders and they have given their consent to the scheme of Amalgamation. The transferor Company/Applicant No.1 has no Secured Creditor and only one Unsecured Creditor as certified by the Chartered Accountant who has given consent to the scheme.

The Certificate of Chartered Accountant dated 20<sup>th</sup> March, 2016 certifying the two Equity Shareholders of the Applicant Company shown as **Exhibit-J**.





We have seen the Consent Affidavits of the two Equity Shareholders shown as **Exhibit W & X** in **Memo Dated 1<sup>st</sup> June, 2017** i.e. (i) SSAB EMEA AB holding 8,77,499 Equity shares, constituting 99.99% of the paid up capital and (ii) SSAB NORDIC STEEL AB holding 1 Equity share, constituting 0.01% of the paid up capital of the Transferor Company.

We have seen the Certificate issued by the Chartered Accountant of the Applicant Company No.1 stating that there are no Secured Creditors of the Applicant Company shown as **Exhibit-AA** in **Memo Dated 1<sup>st</sup> June, 2017**.

We have also seen the Chartered Accountant's Certificate which is shown as **Exhibit-L** stating that, there is only one Unsecured Creditor of the Applicant Company No.1 as on 30<sup>th</sup> September, 2016. It is further stated that the Applicant Company No.1 is indebted to i) SKP Tricolor Corporate Services Private Limited of Rs. 85,196/-.

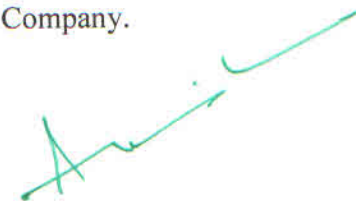

We have seen the consent Affidavit of the one Unsecured Creditor as certified by the Chartered Accountant who has given consent to the Scheme. The consent of Unsecured Creditor is shown as **Exhibit-M**.

The Applicant Company No.2 is seeking an order to dispense with convening separate meeting(s) of Equity shareholders and Secured & Unsecured Creditors on the following ground:

That the Applicant Company No.2 has only Two Shareholders and they have given their consent to the scheme of Amalgamation. The Applicant Company No.2 has no Secured Creditor and five Unsecured Creditors as certified by the Chartered Accountant and more than 90% in value have given their consent to the scheme.

The Certificate of Chartered Accountant dated 20<sup>th</sup> March, 2016 certifying the two Equity Shareholders of the Applicant Company shown as **Exhibit-N**.

We have seen the Consent Affidavits of the two Equity Shareholders shown as **Exhibit W & X** in **Memo Dated 1<sup>st</sup> June, 2017** i.e. (i) SSAB EMEA AB holding 252,170 Equity shares, constituting 99.41% of the paid up capital and (ii) SSAB NORDIC STEEL AB holding 1,500 Equity shares, constituting 0.59% of the paid up capital of the Transferee Company.



We have seen the Certificate issued by the Chartered Accountant of the Applicant Company stating that there are no Secured Creditors as certified by the Chartered Accountant shown as **Exhibit-BB in Memo Dated 1<sup>st</sup> June, 2017.**

We have also seen the Chartered Accountant's Certificate which is shown as **Exhibit-P** stating that, there are five Unsecured Creditors of the Applicant Company No.2 as on 30<sup>th</sup> September, 2016. It is further stated that, the value of amounts in respect of the Unsecured Creditor of the Applicant Company is Rs.7,95,41,284/-.

We have seen the consent Affidavit of the four Unsecured Creditors who have given their consent to the Scheme which constitutes 99.4 % in value of the Applicant Company No. 2. The consent of Unsecured Creditors are shown as **Exhibit-Q.R.S and T.**

The Transferor Company is proposed to be merged with the Transferee Company, as per the scheme of Amalgamation shown as **Exhibit- G** and Board of Directors of the Applicant Companies have also passed the Resolution approving the Scheme of Amalgamation.

Hence the application is allowed and holding of meeting of the Equity Shareholders and Unsecured Creditors of the Applicant Companies is dispensed with accordingly. In any eventuality when the Applicant Companies i.e. Transferor Company and Transferee Company approaches this Tribunal for seeking approval of the scheme it would be open for any person who are interested in the scheme of Amalgamation to put forth their contentions before the Tribunal.

  
(RATAKONDA MURALI)  
MEMBER, JUDICIAL

  
(ASHOK KUMAR MISHRA)  
MEMBER, TECHNICAL

DATED THIS THE 5<sup>th</sup> DAY OF JUNE, 2017