

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

T.P.NO. 101/2016

IN

C.A. NO. 119/2(41)/CB/2016

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

IN THE MATTER OF SECTION 2(41) OF THE COMPANIES ACT, 2013

AND

**IN THE MATTER OF M/s HAVAS WORLDWIDE DIGITAL MATRIX
PRIVATE LIMITED**

T.P.NO. 101/2016

**1. M/S Havas Worldwide Digital Matrix Private Limited
4016, 1st Cross,
17th Main, HAL II Stage,
Indiraanagar,
Bangalore-560008**

- APPLICANT

PARTIES PRESENTED:

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Mr. Shivarama Moolya, Manager Accounts of
the Petitioner Company and Authorised
representative for the Applicant.

Heard on 30/8/2016, 06/09/2016, 14/09/2016, 26/09/2016

ORDER

The Petition is filed by the Applicant under Section 2(41) of the Companies Act 2013. The Petition was numbered as C.A. 119/2(41)/CB/2016. Consequent upon the establishment of National Company Law Tribunal Bench at Bengaluru, the said case was transferred to this Tribunal on abolition of Company Law Board, Southern Region, Chennai Bench and renumbered^{as} TP No. 101/2016.

This petition is filed by the Petitioner under section 2(41) of the Companies Act, 2013 with a prayer to permit the company which is a subsidiary of body corporate registered outside India to follow calendar year (1st January to 31st December) as its financial year for the purpose of consolidation of its accounts with its holding company.

The averments in the application are briefly stated hereunder:

The Applicant Company is a Private Limited Company, incorporated under the Companies Act, 1956 on 10/11/2008 under the name and style of "Havas Worldwide Digital Matrix Private Limited" vide Corporate Identity No. U72400KA2008PTC048233. The Registered Office of the company is situated at # 4016, 1st Cross, 17th Main, HAL II Stage, Indiranagar, Bangalore-560008.

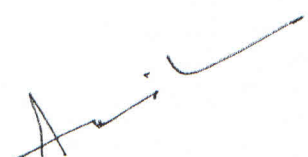

The main objects of the Company is to carry on the business of providing one stop shop for all internet and media solutions such as web consulting, web development, web designing etc.,

The Applicant Company is a subsidiary of Havas Participations, France a body corporate incorporated under the laws of France, having the registration No. 487 597 264 R.C.S Nanterre. The financial year of M/s Havas Participations, Holding company and Havas S.A ultimate Holding Company is from 1st January to 31st December.

Pursuant to European Regulation 1606/2002 of 19/07/2002 on international accounting standards, the consolidated financial statements of the Havas Group for the financial year ending December 31 are being prepared in accordance with international financial reporting standards as adopted by the European Union. Hence the Holding Company and ultimate Holding Company is required to consolidate its financial statements. The certified copy of the latest audited financials of the Holding Company is enclosed with the Petition.

As per section 2(41) of the Companies Act, 2013 which reads as follows:


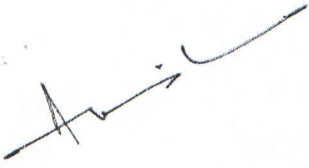
"financial year", in relation to any company or body corporate, means the period ending on the 31st day of March every year, and where it has been incorporated on or after the 1st day of January of a year, the period ending on the 31st day of March of the following year, in respect whereof financial statement of the company or body corporate is made up;



Provided that on an application made by a company or body corporate, which is a holding company or a subsidiary of a company incorporated outside India and is required to follow a different financial year for consolidation of its accounts outside India, the Tribunal may, if it is satisfied, allow any period as its financial year, whether or not that period is a year.”

The Board of Directors of the Petitioner Company at the meeting held on 31/10/2015 passed a resolution seeking for continuation of financial year to 1st January to 31st December. The Resolution of Board of Directors is enclosed with Petition. The Holding Company has also given consent to retain the financial year to the Petitioner Company (Page 10 to 13 of the Petition).

The Petitioner company through an affidavit dated 1st September 2016 has also confirmed followings:-

1. The financial year of Havas Participations, holding company and HAVAS S.A, ultimate holding company is from 1st January to 31st December. Pursuant to European Regulation 1606/2002 of July 19, 2002 on international accounting standards, the consolidated financial statements of the Havas Group for the financial year ending December 31 are being prepared in accordance with international Financial Reporting Standards as adopted by the European Union. Hence the holding company and ultimate holding company is required to consolidate its financial statements.
 2. We have submitted balance sheet and income statement of Havas Participations along with the application u/s 2(41). However as per the requirement we are attached herewith auditor's report and notes to accounts of Havas Participations and marked as 'Annexure - 3'.
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3. Filing of Form GNL 1- The justification provided to ROC, Bangalore is marked as "Annexure-4". The Form GNL2 was approved on 2nd April, 2016. //

We have seen the documents along with petition and also the report of the Registrar of Companies, Karnataka, Bengaluru who recommended the application may be considered on merits. Certified copy of latest Balance sheet of the Holding Company is enclosed with Petition. We have seen the Board Resolution of the Petitioner Company and also the consent letter of Holding Company. So there are grounds to permit the Petitioner Company to retain its calendar year as financial year of Holding Company for the purpose of consolidation of accounts.

Accordingly, the following order is passed under section 420 read with section 2 (41) of the Companies Act, 2013:-

The Petitioner Company "HAVAS WORLDWIDE DIGITAL MATRIX PRIVATE LIMITED" is permitted to retain its financial year as 1st January to 31st December to match with the financial year of the Holding Company.


(RATAKONDA MURALI)
MEMBER, JUDICIAL


(ASHOK KUMAR MISHRA)
MEMBER, TECHNICAL

DATED THIS THE 30th DAY OF SEPTEMBER, 2016