

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
BENGALURU BENCH  
C.P.NO. 11/2016**

***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 IHS GLOBAL PRIVATE LIMITED**

**C.P.NO. 11/2016**

1. IHS Global Private Limited  
S.J.R. iPark Tower No.1, Mobius Block,  
3<sup>rd</sup> Floor, Plot No.13, 14 & 15,  
Industrial Area, Hoodi Village,  
Krishnarajapuram Hobli,  
Bangalore-560066.

- **APPLICANT**

**PARTIES PRESENT:-**

Mr. Chethan Kumar, Advocate, VGB  
Associates, # 23, Vasupuram, 3<sup>rd</sup> Floor,  
Muniswamy Road, Shivajinagar,  
Bangalore-560051 and Authorised  
representative for the Applicant.

Heard on 30/11/2016.

**ORDER**

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 (1<sup>st</sup> December to 30<sup>th</sup> November) as its financial year for the purpose of consolidation of its accounts with its holding company.

The averments in the Company petition are briefly stated hereunder:

The Petitioner Company is a Private Limited Company, incorporated under the Companies Act, 1956 on 3<sup>rd</sup> October 2005 under the name and style of "IHS Global Private Limited" vide Corporate Identity No. U72300KA2005PTC037371. The Registered Office of the company is situated at # S.J.R iPark Tower No.1, Mobius Block, 3<sup>rd</sup> Floor, Plot No.13, 14 & 15, Industrial Area, Hoodi Village, Krishnarajapuram Hobli, Bangalore-560066.

The main objects of the Company is to carry on in India or elsewhere all manner of data collection, input services and other outsourcing services including the business of data collection and input; business of designing, manufacturing licensing, developing, exporting and dealing in all kinds of computers, microprocessors and all accessories connected with or used in the manufacture of computer hardware in general and providing support services for the above etc.,

The Petitioner Company is a wholly owned subsidiary of the Holding Company viz., M/s IHS Global Inc., USA and the Holding Company is a wholly owned subsidiary of the Ultimate Holding Company - IHS Holdings Inc. Since the ultimate holding company has adopted financial year as 12 months from 1<sup>st</sup> December to 30<sup>th</sup> November; the petitioner company is required to maintain accounts and close financials as on 30<sup>th</sup> November every year. The Holding Company does not have a statutory requirement to prepare accounts, as the same will be consolidated in financials of Ultimate Holding Company.


The Holding Company is required to consolidate its financials with audited financials of its subsidiaries including the petitioner company. The financial year adopted by holding company was based on the compliance requirements of US Laws as well as applicable laws for other subsidiaries. Changing the financial year of all the subsidiaries of the holding company to 1<sup>st</sup> April – 31<sup>st</sup> March, is not practically possible.

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 31<sup>st</sup> day of March every year, and where it has been incorporated on or after the 1<sup>st</sup> day of January of a year, the period ending on the 31<sup>st</sup> 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 21<sup>st</sup> May 2015 passed a resolution seeking for adoption of financial year as 1<sup>st</sup> December to 30<sup>th</sup> November, every year. 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 vide Board of Directors meeting held on 1<sup>st</sup> June 2015.

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 the 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 1<sup>st</sup> December to 30<sup>th</sup> November of every year as its financial year 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 "IHS GLOBAL PRIVATE LIMITED" is permitted to retain its financial year as 1<sup>st</sup> December to 30<sup>th</sup> November to match with the financial year of the Holding Company.

  
(RATAKONDA MURALI)  
MEMBER, JUDICIAL

  
(ASHOK KUMAR MISHRA)  
MEMBER, TECHNICAL

DATED THIS THE 15<sup>th</sup> DAY OF DECEMBER, 2016