

**NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH, CHANDIGARH**

**CP No.121/Chd/Hry/2017
Date of Order: 31.05.2017**

Coram: Hon'ble Mr. Justice R.P.Nagrath, Member(Judicial)

In the matter of:

Baidu India Internet Pvt. Ltd.

..Applicant

**Present:: Ms.Kiran Sharma, Practicing Company Secretary
for the applicant.**

O R D E R

R.P.Nagrath, J., Member(Judicial) (Oral)

The petitioner-company was incorporated on 22.03.2016 and has its Registered Office at IT Cyber Office Space No.114,115 & 116, First Floor, Tower B-4 Spaze 1 Tech Park, Sohna Road, Sector-49, Gurgaon, Haryana-122018. It is a subsidiary of a Hong Kong based Company viz. M/s Baidu (Hong Kong) Limited. The financial year followed by the principal holding company is stated to be as per the calendar year, i.e. from January to December. Vide the present petition, the applicant prays for the permission to follow the financial year for the current year w.e.f. 22.03.2016 to 31.12.2016 and for the following years from 1st January to 31st December. This would be in keeping with the financial year adopted by its Parent Company M/s Baidu (Hong Kong) Limited, so as to streamline the preparation of the consolidated financial statements by aligning it with the financial year of its holding company.



The prayer of the petitioner, being a subsidiary of a company incorporated outside India, for adopting a different financial year vis-à-vis as mandated under Section 2(41) of the Companies Act, 2013 merits consideration and is permissible under the proviso of the aforesaid section in the circumstances as stated above.

The Authorised Representative of the petitioner-company submits that with regard to change of the Accounting Year of the company in Form GNL-1 under rule 12 of the Companies (Registration of offices and fee) Rules, 2014 was filed with the Registrar of Companies, NCT Delhi/Haryana as at page 63 of the paper book making a prayer for change of the Accounting Year as January to December to make it in consonance with that of the holding company which is located in Hong Kong. The application has been filed through Mr. Haifeng Yang who has been authorised by the company to file application vide authorisation of Board of Directors dated 19.07.2016. Mr. Haifeng Yang, the Authorised Representative of the company has given authority to Ms .Kiran Sharma, Practicing Company Secretary to represent the company before the Tribunal.

Along with the petition report of the Dy. Registrar of Companies, NCT of Delhi & Haryana is also attached. The petition was received in the Registry on 27.02.2017. In the comments the Registrar of Companies has not furnished any objections to the proposal of petitioner-company.

When the matter was listed on 02.05.2017 notice of the application was directed to be issued to Registrar of Companies, NCT Delhi and Haryana. Applicant was also directed to send notice by Speed Post along with paper book and file the affidavit stating the compliance. The





petitioner has made the compliance with the affidavit of the Authorised Representative in whose favour the company has passed a resolution. The postal receipt of the despatch of the notice to the Registrar of Companies is also attached. The notice was sent on 22.05.2017 and it was delivered on 23.05.2017 as per the track report attached. There is no representation from the office of the Registrar of Companies.

In view of the above discussion, I am of the view that since the holding company follows the Financial Year from 1st January to 31st December, it would be just and expedient to grant the request made by the petitioner. Accordingly, the petition is allowed. The petitioner is permitted to adopt the period 22.03.2016 to 31.12.2016 as its Financial Year for the current year and from 1st January to 31st December for every subsequent years.

Steps be taken to communicate the aforesaid order to the office of the Registrar of Companies.

Petition stands disposed of.


 (Justice R.P. Nagrath)
 Member (Judicial)

May 31, 2017
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