

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

CP NO.147/Chd/Hry/2017

In the matter of:

MGB Metro Group Buying HK Ltd., India Liaison Office.

...Petitioner

Present: Mr. Ravi Sharma, Advocate for petitioner.

Learned counsel for the petitioner *inter alia* contends that the petitioner is a body corporate entitled to apply under section 2 (41) of the Companies Act, 2013. It is submitted that the petitioner is the liaison office of a foreign company MGB Metro Group Buying HK Ltd. which is incorporated outside India. It is submitted that the aforesaid company was incorporated on 14.05.2003 in Hongkong and its Articles of Association adopted by special resolution passed on 24.06.2016, are part of Annexure- A. Leaned counsel further submits that the petitioner which is the liaison office of the foreign company has also obtained certificate of establishment of place of business in India from the Registrar of Companies, NCT of Delhi and Haryana on 17.08.2004 (Annexure C) and this liaison office is located at Gurgaon and, therefore, this matter falls within the jurisdiction of Chandigarh Bench of the NCLT. Learned counsel for the petitioner further submits that the petitioner is thus a body corporate. Learned counsel also contends that the term 'body corporate' or 'corporation' is defined in sub-section (11) of Section (2) of the Companies Act, 2013 which is not an exhaustive but an inconclusive definition.

It is further submitted that the company has passed a Resolution dated 05.04.2017 Annexure 'K' authorising Kavita Bhatia, Authorised Representative of the Company's Liaison Office to file this petition in terms of Section 2 (41) of the



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Companies Act, 2013 for change of the Financial Year from October to September to bring it in tune with the holding company's Financial Year. The petition filed by the company through Kavita Bhatia, Authorised Representative is supported with affidavit. Learned counsel for petitioner further submits that in this regard Form GNL-1 was also filed with the Registrar of Companies for changing the Financial Year. It is further submitted that no objection has also been received from the Registrar of Companies, NCT of Delhi and Haryana.

Notice of motion to the Registrar of Companies, NCT of Delhi and Haryana for 06.07.2017. The notice be sent by the petitioner by Speed Post by attaching a copy of the petition along with documents and file an affidavit stating about the compliance of service.

- Sd/-
(Justice R.P. Nagrath)
Member(Judicial)

May 19, 2017
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