

IN THE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH, HYDERABAD.

C.A. No. 146/2(41)/HDB/2017

U/s 2(41) of the Companies Act, 2013

In the matter of

M/s. QUISK INDIA PRIVATE LIMITED
2nd Floor, Plot No. 19, 20, 28 & 29,
Srinivasanagar Colony,
Bandlaguda Village Uppal,
Hyderabad - 500068,
Telangana, India.

...Applicant

Versus

The Registrar of Companies,
2nd Floor, Corporate Bhavan,
Bandlaguda, Nagole,
Hyderabad-500 068,
Telangana.

... Respondent



Date of Order: 28.11.2017

C O R A M:

Hon'ble Shri Rajeswara Rao Vittanala, Member (Judicial)

Parties / Counsels present:

For the Applicant : Shri. R. Ramakrishna Gupta, PCS

Per: Rajeswara Rao Vittanala, Member (Judicial)

O R D E R

1. The Present Company Application bearing CA No. 146/2(41)/HDB/2017 is filed by M/s. Quisk India

Private Limited, under Section 2(41) of the Companies Act 2013, by praying the Tribunal to allow the Petitioner Company to adopt the period from 7th March, 2017 to 31st December, 2017 as its first financial year and thereafter, to adopt as its second and subsequent financial years, the period comprising of 12 months from 1st January of a calendar year to 31st December of the same calendar year to in order to enable consolidation of accounts of the Petitioner Company with those of its Holding Company i.e. Quisk Inc.

2. Brief facts of the case, as mentioned in the application, are as follows:

- a) M/s. Quisk India Private Limited (Hereinafter referred to as the Company) is a Private Limited Company incorporated on 07th March 2017 under the Companies Act, 2013 in the state of Telangana bearing CIN: U74999TG2017FTC115709. Its registered office is situated at 2nd Floor, Plot No. 19, 20, 28 & 29, Srinivasanagar Colony Bandlaguda Village Uppal, Hyderabad 500068 Telangana, India. Its authorized share capital is Rs.50,00,000/- (Rupees Fifty Lakhs only) divided into 5,00,000 (Five Lakhs only) Equity shares of Rs.10/- (Rupees Ten Only) each and issued, subscribed and paid-up capital of the Company is Rs. 10,00,000/- (Ten Lakhs only) divided into 1,00,000 (One Lac only) equity shares of Rs.10/- (Rupees Ten Only) each. It is a Subsidiary of M/s. Quick Inc. ("Holding Company") (Formerly known as MOBIBucks Corporation) incorporated and registered



under the laws of United State of America, Delaware State and having company Registration No. 4940957. The registered office of the holding company is situated at 1183 Boradeaux, Ste 27, Sunnyvale, CA 94089 USA.

- b) As per the provisions Section 2 (41) of the Companies Act, 2013, every company have its financial year from April to March and any company which is the subsidiary company of a company outside India and is required to follow a different financial year for consolidation of its accounts outside India has to make the application to the Tribunal for obtaining prior approval.
- c) Since the Holding Company is following 1st January to 31st December as their financial year and the Company is required to maintain accounts and close its financials as on 31st December every year in order to maintain uniformity in preparation of accounts and consolidate the accounts with the Holding Company. Therefore, the Board of Directors of the Company passed a resolution in their Board meeting held on 16 June, 2017 to file an application before this Bench seeking approval to change its 1st Financial Year to the period from 7th March 2017 to 31st December 2017 and the second and subsequent financial years to the period comprising of 12 months commencing on 1st January of a calendar year to 31st December of the same calendar year, in order to align the financial year of the



Company with the financial year of Holding Company.

- d) The Company has also obtained consent from its Holding Company vide its letter dated 16th June 2016 to adopt its financial year the period beginning from January 1st of a calendar year and ending on 31st December of the same calendar year. Hence this Petition.

4. The Registrar of Companies, Hyderabad filed his Report No. ROCH/Legal/Sec2(41)/QIPL/STA(CK)/2017/2623 dated 27.11.2017, by interalia stating that the present financial year of the Company is 1st April to 31st March, and that of the holding company is 1st January to 31 December. As per the provisions of Section 2(41) of the Companies Act, 2013, every company shall have its financial year starting from 1st April and ends by 31st March. However, in case, its parent company, and the company which is a subsidiary of foreign company, it can have different financial year with the approval of this Tribunal. It is therefore submitted that the Tribunal can consider the Application.

5. Heard Shri. Ramakrishna Gupta, learned Company Secretary for the Applicant Company, and have carefully perused the material papers placed on record, Report of the ROC, Hyderabad and extant provisions of company law.

6. The Company is currently operating the business in India and elsewhere the business of providing services (including support services) in relation to software and services developed, enhanced and



maintained by the company and, in connection with that, providing such services, as may be thought fit and relevant for electronic payment, mobile banking systems, digital cash and mobile money ecosystem using different kinds of technology including cloud-based platform, ISO 8583 API, Secure REST Web Services API etc.; to develop, maintain, improve, monitor and facilitate the performance of the electronic payment and mobile banking platform and services as well as related software using different kinds of technology including cloud infrastructure; to recruit personnel and employees and the imparting of training to such employees and personnel to enable them to provide support services related to mobile payment system and to train, assist and support the customers of the Company and its employees with regard to the use of the electronic payment and mobile banking system and software; to establish, promote, purchase, setup or connect with any data base, network, data and information processing centers and bureaus either on its own or as franchise centers for dissemination of knowledge and information relating to the services; to act as consultants, technicians, commercial advisors etc. in relation to internet and mobile related hardware and



software.

7. As per the Companies Act, 2013, all the Companies are required to follow uniform financial year i.e. from 1st April to 31st March and any company that wants exemption from this requirement, they have to obtain approval from the NCLT as per Section 2(41) of the Companies Act, 2013.
8. It is not in dispute that M/s. Quisk India Private Limited Company here is of wholly owned subsidiary of M/s. Quisk Inc. ("Holding Company") (Formerly known as MOBibucks Corporation). M/s. Quisk Inc. (Holding Company) vide its letter dated 13.07.2017 addressed to the Board of Directors of the Applicant Company interalia stating that as per the laws applicable to corporations in the state of Delaware, United States of America, Quisk, Inc. is required to consolidate its financial statements with those of its subsidiary companies. Since Quisk Inc follows a financial year which runs from January 1st to December 31st of every calendar year, it is cumbersome to consolidate its accounts with that of subsidiaries if they follow a different financial year. In order to consolidate the accounts of M/s. Quisk India Private Limited with M/s. Quisk Inc, the



applicant company is requested to take appropriate steps to align the financial year of the local company with that of holding company, after duly passed Board Resolution, authorizing Mr. Ramakrishna Gupta to act on behalf of the Company before the Tribunal to change the financial year of the Company.

9. As stated Supra, the Registrar of Companies, Hyderabad also filed his report stating that the financial year of the applicant company is 01st April to 31st March and that of holding company is 1st January to 31st December. As stated by the applicant company it would be easy for the both the parties to consolidate its accounts. The Holding Company is required to prepare Annual Financial Statements in accordance with US General Accepted Accounting Principles ("GAAP") and the International Financial Reporting Standards ("IFRS") No.10 Consolidated Financial statements. Therefore, it would be in the interest of the business, and easy to consolidate accounts of both companies. Therefore the application deserved to be allowed.

10. In the result, the Company Application bearing CA No. 146/2(41)/HDB/2017 is allowed permitting the applicant company to adopt the period from 7th



March, 2017 to 31st December, 2017 as its first financial year and thereafter, to adopt as its second and subsequent financial years, the period comprising of 12 months from 1st January of a calendar year to 31st December of the same calendar year for the purpose of consolidation of accounts of the Applicant Company with those of its Holding Company i.e. Quisk Inc.



8d/-
RAJESWARA RAO VITTANALA
MEMBER (JUDICIAL)

for Dy. Regr./Asst. Regr./Court Officer/
National Company Law Tribunal, Hyderabad Bench

प्रमाणित प्रति
CERTIFIED TRUE COPY
केस संख्या
CASE NUMBER. C.A.N. 146/2017/HDB/2017
निर्णय का तारीख
DATE OF JUDGEMENT. 08.11.2017
प्रति तैयार किया गया तारीख
COPY MADE READY ON. 5.12.2017