

**THE BOARD OF DISCIPLINE  
THE INSTITUTE OF COMPANY SECRETARIES OF INDIA  
IN THE MATTER OF COMPLAINT OF PROFESSIONAL OR OTHER MISCONDUCT  
UNDER THE COMPANY SECRETARIES ACT, 1980**

DC/NI/2016

Order reserved on: 8<sup>th</sup> April, 2017

Order issued on : 7<sup>th</sup> July, 2017

**Shri Om Prakash**

.....**Complainant**

Vs

**Shri Vishal Soni, ACS-27370, CP No. 9876**

..... **Respondent**

**Present:**

**Director (Discipline)**

**FINAL ORDER**

1. The Board of Discipline examined the Information, Written Statement, prima-facie opinion of Director (Discipline) and material on record.
2. The Board of Discipline noted as under: -
  - (i) The informant who is a Director and holder of 60% Equity Shares of M/s Inifinit Security Function Private Limited has inter-alia stated that:-
    - a) He was appointed as Additional Director on 8<sup>th</sup> October, 2015, Form DIR-12 was filed and 60% shares has been transferred to him as he has invested Rs. 3,50,000/- in the Company by way of getting various licences, liaisoning, bank account opening and other company's work.
    - b) He has neither called any Board Meeting nor any Shareholder's Meeting and neither has he received any notice for calling any Board or Shareholder's Meeting till date from the date of his appointment as Additional Director of the above said Company.
    - c) He came to know that Shri Ashwani Kumar (DIN No. 07013734) has fraudulently submitted his resignation by taking his digital signatures by way of manipulating his signatures through Form DIR-11 and later form DIR-12 of his resignation; and appointed another Shri Chuni Lal as director in the EOGM without his



*C. A. Manning*

*[Signature]*

knowledge and consent as he has never resigned nor filed form DIR-11; and they managed to file Form DIR-11, DIR-12 and other forms through the Respondent (Company Secretary in practice) at Jalandhar to whom he has never allowed or authorized to use his digital signatures nor authorized to file his form DIR-11 and neither they have called and hold any Board or Shareholder's meeting from the date of his appointment as additional director of the company till date nor authorized the Respondent to work for and on behalf of the Company. They have in a preplanned way committed fraud and duped his money and fraudulently filed his resignation without his knowledge and consent after fraudulently taking his digital signatures.

d) He has requested ROC, Himachal Pradesh vide his letter dated 18<sup>th</sup> January, 2016 not to consider the forms DIR -11 and DIR -12 regarding his resignation filed fraudulently by them and take strict actions against all of them as they are also liable under sections 447 and 449 of the Companies Act, 2013. He has also requested the ROC to block the Company's CIN from MCA so that no further document could be filed till disposal of the litigation. He has also requested to take serious action against them in the interest of justice.

(ii) The Respondent in his written statement has denied the allegations levied upon him and stated that:-

(a) The fact of the case is that the duly signed and certified forms were received by him via e-mail dated 24.12.2015 by his associate Smt. Kusuma Kumari, Practising Chartered Accountant, only for uploading on MCA website. As per her statement, the same could not be uploaded from her MCA user ID due to some technical issues. Further, the Respondent has not verified and certified any content of the forms.

(b) Considering the above facts and email evidences, he has not committed any fraud/misconduct in discharging his professional duties. He has requested to consider his statement, as they have received duly signed forms from their associate and they have just uploaded the forms on their behalf.

(c) The Complainant has also suppressed material fact that he had obtained ex-parte order from the CLB on 11<sup>th</sup> September, 2014 within two days of filing of this petition. The CLB, Mumbai had stayed actions to be taken even if the resolutions in the EOGM were passed. The Complainant (Petitioner in CP 70 of 2014) has challenged the appointment of two persons as directors of the company by raising certain

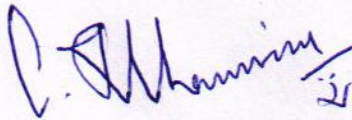


*C. Manning*

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issues about conduct of meeting and passing of resolutions.

3. The Board of Discipline at its meeting held on 8<sup>th</sup> April, 2017 considered the prima-facie opinion dated 2<sup>nd</sup> March, 2017 of the Director (Discipline) that the Respondent is *prima-facie* not guilty of professional misconduct under the Company Secretaries Act, 1980 as the Respondent has not certified the alleged forms and just uploaded the forms which are already signed by his associate Smt. Kusuma Kumari, Practising Chartered Accountant. However, the said form could not be obtained from the portal.
4. In view of the above, the Board of Discipline after considering the aforesaid observations, material on record and all the facts and circumstances of the case agreed with the prima-facie opinion of the Director (Discipline) that the Respondent is "Not Guilty" of Professional or other misconduct under the Company Secretaries Act, 1980.



**CS C Ramasubramaniam**  
Member



**CS Ashish Doshi**  
Presiding Officer