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

ICSI/DC/153/2012

Order reserved on : 18th January, 2018
Order issued on : 18th January, 2018

Shri K Manickam **.... Complainant**

Vs.

Shri Shainshad Aduvanni, ACS –27895 **....Respondent**

Present:
Mrs. Meenakshi Gupta, Director (Discipline)

ORDER

1. A complaint in Form-I dated 5th September, 2012 was filed under Section 21 of the Company Secretaries Act, 1980 read with sub-rule (1) of Rule 3 of the Company Secretaries (Procedure of Investigations of Professional and other Misconduct and Conduct of Cases) Rules, 2007 (the Rules) by Shri K Manickam (hereinafter referred to as the 'Complainant') against Shri Shainshad Aduvanni, ACS–27895 (hereinafter referred to as the 'Respondent').

2. The Complainant has *inter-alia* stated that the Respondent was appointed as a Company Secretary for M/s. CG-VAK Software and Exports Ltd. The Complainant inter-alia alleged that the Respondent has not reported the non compliances of the provisions of the Companies Act, 1956 by the Company. The Complainant further alleged that the Respondent has also not disclosed material facts known to him and has connived with the management of the company in frauds. The Complainant in regard to his aforesaid averments has raised about 72 allegations in the complaint mainly of financial nature and against the company.

3. The Complainant further stated that he has made a complaint against the auditors of the company in ICAI and has also made complaints before SEBI, SIFO and MCA.

4. The Respondent on the other had denied the allegations levied against him and inter-alia stated that most of the allegations made by the Complainant are not related to the period of his appointment as a Company Secretary and Compliance Officer of M/s. CG-VAK Software and Exports Limited, Coimbatore, rather he had joined the company as a Company Secretary on 4th July 2011.

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5. The Respondent further stated that the Complainant was a Promoter of the Company - M/s. CG-VAK Software and Exports Ltd.,and was also its former Managing Director from the year 1995 to 2004 and consequent to his exit he had disposed off majority of his shareholding and on the account of his disputes and differences with the management of the company he has been making similar allegations before forums like MCA, SEBI and BSE.

6. The Director(Discipline) in her prima-facie opinion dated 30th August, 2017 inter-alia observed that the Complainant was MD of M/s. CG-VAK Software and Exports Limited from incorporation i.e. 1995 till 2004. It is further observed that he has raised several allegations in the complaint and most of them are against the company and its auditors for which he had filed the complaints before ROC, MCA, STPI, SEBI, BSE, and ICAI. That the Respondent had joined as Company Secretary and Compliance Officer of M/s. CG-VAK Software and Exports Limited on 4th July, 2011. The allegations in the complaint are apparently of the period prior to his joining the company. More so, the Complainant could not substantiate that the Respondent was aware of the irregularities in the company or has purposefully hidden the facts known to him or had connived with the management of the company for alleged fraud . The allegations are mainly relates to the statutory auditors of the company for which the Complainant has filed a complaint before the ICAI which as per the ICAI letter dated 15th May, 2015 in the matter of complaint made by Shri K. Manickam, the Complainant against CA S. Lakshminarayanan has been closed and disposed-off. More so, the Complainant has not been able to bring out a prima-facie case against the Respondent.

7. The Board of Discipline, after considering complaint, written statement of the complaint and rejoinder, material on record and prima-facie opinion of the Director (Discipline) and keeping all the facts and circumstances of the case, agreed to prima-facie opinion of the Director(Discipline), that the Respondent is "Not Guilty" of Professional or other misconduct under the Company Secretaries Act, 1980 in view of the observations made by Director (Discipline) in her prima-facie opinion.

CS Dinesh Chandra Arora Member	CS C Ramasubramaniam Member	CS Ashish Doshi Presiding Officer

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