

**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/330/2015

Order reserved on: 27th February, 2018

Order issued on : 22nd March, 2018

Shri Pradip D. Patel

.... Complainant

Vs.

Shri Ranjit B Kejriwal, FCS-6116, CP No-5985

.... Respondent

Present:

Director (Discipline)

FINAL ORDER

1. The Board of Discipline examined the Complaint, Written Statement, Rejoinder and prima-facie opinion of the Director (Discipline).
2. The Board of Discipline noted the following: -
 - (i) The Complainant is a Shareholder of M/s. Siddi Vinayak Shipping Corporation Ltd. has filed a complaint dated 20th October, 2015 in the prescribed Form-1.
 - (ii) The Complainant's contention was that -
 - a) The Respondent though an interested person in the company got himself appointed as Company Secretary in Practice and issued series of Certificates and filed many documents with Registrar of Companies under his certification.
 - b) The Respondent also issued *prima-facie* false Secretarial Audit Report for the year 2015.
 - c) The Respondent's father was employed as an independent director of M/s Siddhi Vinayak Shipping Corporation Ltd. for more than six months of 2014-15. Therefore by getting appointed as the auditor the Respondent has violated the provision under Section 141 (3)(f) of the Companies Act, 2013.
 - d) The Respondent in spite of knowing that his father was a Director got himself appointed as the Secretarial Auditor.



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(iii) The Respondent denied the allegations levied against him in his written statement dated 28th January, 2016. The Respondent's contention was that -

- a) The Complainant is the co-ordinator of Shri Utkarsh Patel and co-promoter in M/s Hard Pillars Pvt. Ltd.
- b) The Complainant & Shri Utkarsh Patel entered into a partnership with Shri Rakesh Sarawagi on 29th June, 2012 in name and style of "J10 Green Infrastructure" for carrying on the business of construction.
- c) The Complainant, Shri Utkarsh Patel & partners of M/s J10 Green Infrastructure approached the Respondent along with two other persons for the incorporation of Hard Pillars Pvt. Ltd. which was incorporated on 19th November, 2013.
- d) Dispute arose between both the partners of M/s 110 Green Infrastructure.
- e) After dispute Shri Utkarsh Patel demanded copy of books of accounts from the Respondent through representative /employee of Hard Pillars Pvt. Ltd. The Respondent informed that he did not maintain any record of the books of accounts of M/s 110 Green Infrastructure.
- f) The Respondent received two letters from Shri Utkarsh Patel in his individual capacity and not as partner of M/s 110 Green infrastructure asking for the copies of all balance sheet, profit and loss account of firm and income tax returns of the firm filed till date.
- g) The Respondent informed Shri Utkarsh Patel he does not possess the books of accounts including Balance sheet and profit and loss account.
- h) The Respondent received another letter from Shri Utkarsh Patel dated 15th September, 2015 threatening the Respondent for filing of professional misconduct proceedings against him. Further, the Respondent was also marked for his non-professional involvement in unnamed listed company.
- i) The Complainant deliberately purchased shares of M/s Siddhi Vinayak Shipping Corporation Ltd. Further, the Complainant sought for inspection of certain statutory records of the company and the company provided the same for inspection.

3. The Board of Discipline considered the prima facie opinion dated 19th September, 2017 of the Director (Discipline) that the Respondent is "Not Guilty" of professional misconduct under the Company Secretaries Act, 1980 as the allegations levied by the Complainant against the Respondent do not find any merit to say that the Respondent is not eligible to be appointed as the Secretarial Auditor of the Company. The Respondent has not concealed any material fact during his appointment.

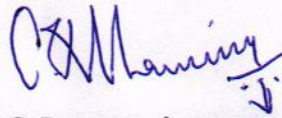


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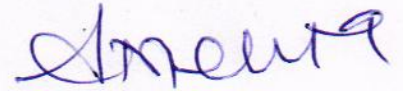
4. The Board of Discipline at its meeting held on 27th February, 2018, after considering the aforesaid observations, material on record, prima-facie opinion of the Director (Discipline) and all the facts and circumstances of the case, agreed to the prima-facie opinion of the Director (Discipline), that the Respondent is "Not Guilty" of Professional or other misconduct under the Company Secretaries Act, 1980.



CS Dinesh Chandra Arora
Member



CS C Ramasubramaniam
Member



CS Atul H Mehta
Presiding Officer

