

**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/379/2017

Order reserved on: 26<sup>th</sup> September, 2017

Order issued on : 18<sup>th</sup> January, 2018

**Shri Rishikesh Raj Sharma**

.... Complainant

Vs.

**Ms. Nevedita Ray, ACS- 24365**

.... Respondent

**Present:**


Mrs. Meenakshi Gupta, Director (Discipline)

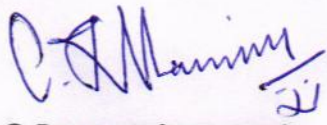
**FINAL ORDER**


1. A complaint in Form 'I' dated 16<sup>th</sup> January, 2017 was filed under Section 21 of the Company Secretaries Act, 1980 ('the Act') 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 Rishi Raj Sharma (hereinafter referred to as 'the Complainant') against Shri Nevedita Rai, ACS-24365 (hereinafter referred to as 'the Respondent').
2. The Complainant has *inter-alia* alleged that the Respondent attended the meeting of Board of Directors on 19.11.2016 in the capacity of the Company Secretary in M/s Allahabad Galvanizing Company Private Limited without any authority or communication of appointment provided by Company/Member. The Respondent acted on behest of Shri Dhananjay Sharma, Director and ignored the repeated objections raised by the other Directors of the Company.
3. The Respondent in her written statement dated 1<sup>st</sup> March, 2017 has *inter alia* stated that the Respondent is a Company Secretary working as an associate of M/s. Anil Kumar & Associates which was providing professional services to M/s. Allahabad Galvanizing Company Private Limited. She is not a practising Company Secretary, she had just attended the meeting of Board of Directors of M/s. Allahabad Galvanizing Company Private Limited on 19.11.2016 in capacity of an invitee as a representative of M/s. Anil Kumar & Associates, to help and assist the Board in proper convening of Board Meeting and to assist them in preparing draft minutes of the meeting to be circulated among the Directors by the Chairman for their consent/ comments thereon.



4. The Complainant further mentioned in his rejoinder that alleged retainership agreement dated 01.06.2016 between M/s. Allahabad Galvanizing Private Limited and M/s. Anil Kumar & Associates is not recognised, as the same is not sanctioned or approved by the Board of M/s Allahabad Galvanizing Private Limited. Shri R.A. Sharma, MD of M/s. Allahabad Galvanizing Private Limited is not in a condition to take strategic decisions regarding the affairs of the company and he has appointed M/s. Anil Kumar & Associates as Company Secretary. The Respondent who has acted on behalf of M/s. Anil Kumar & Associates, has only furthered the desires of Shri Dhananjay Sharma to seek unilateral and illegal control over the Company by ignoring basic corporate processes in the administering the Board Meeting dated 19.11.2016. Thorough investigation detects that Mr. Dhananjay Sharma has provided certain incentives to the Respondent or M/s. Anil Kumar & Associates to execute his wishes in the aforesaid Board Meeting.
5. The Board of Discipline considered the *prima-facie* opinion of Director (Discipline) dated 28<sup>th</sup> August, 2017 in the matter wherein the Director (Discipline) is *prima-facie* of opinion that the Respondent is "Not guilty" of Professional or other misconduct under the Company Secretaries Act, 1980 as the Director Discipline has observed that the Respondent is not the Company Secretary of the Company and in case, there is any wrong noting in the minutes of the said meeting, the Directors of company can record their objections as and when the minutes are circulated. In the instant case, the alleged minutes have been circulated to the other Directors of the company *vide email* 4th December, 2016, but there is nothing on record to show any objection raised by the Complainant or any of the Directors to the said minutes to whom said minutes were circulated. The draft minutes of the said meeting also shown the attendance of the Respondent and there were neither any objection in the draft minutes nor any subsequent objection rose by any member of the Board, therefore, it cannot be said that the Respondent illegally attended the said meeting.
6. The Board of Discipline after considering the material on record, *prima-facie* opinion of the Director (Discipline) and all the facts and circumstances in 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 in view of the observations made in the *prima facie* opinion and accordingly decided to close the complaint.

  
CS Dinesh Chandra Arora  
Member

  
CS C Ramasubramaniam  
Member

  
CS Ashish Doshi  
Presiding Officer

