

**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/415/2017

Order reserved on: 31st July, 2018

Order issued on: 31st July, 2018

Shri Suresh Shadija

....Complainant

Vs.

Ms. Supriya Sethia, ACS-20032, CP-9140

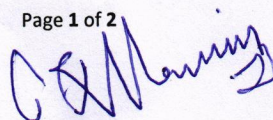
....Respondent

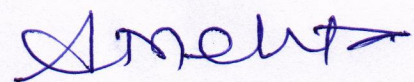
Present:

Mrs. Meenakshi Gupta, Director (Discipline)

ORDER


1. A complaint dated 25th October, 2017 in Form 'I' 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 Suresh Shadija (hereinafter referred to as 'the Complainant') against Ms. Supriya Sethia ACS-20032 CP No-9140 (hereinafter referred to as 'the Respondent').
2. The Complainant has *inter-alia* alleged that the Respondent has certified Form 32 for the appointment(s) of S/Shri Gopi Chand Shadija and Manish Shadija as Additional Directors on the Board of M/s. AkruTi Trexim Pvt. Ltd., w.e.f. 23rd May, 2011 without exercising due diligence. The Complainant has further stated that he had not received any notice for meeting of the Board in which the aforesaid Directors were appointed as Additional Directors of the company. The Complainant has further stated that the Form 32 certified by the Respondent has an attachment of an unsigned Board Resolution and does not have consent letters attached to it.
3. The Respondent on the other hand has denied the allegations levied against her and has stated that she is no way connected with the dispute between the two brothers namely Shri Pawan Shadija and the Complainant, which is the main cause for filling the present complaint after almost more than 6 years from the date of the alleged professional misconduct. She further stated that Shri Pawan Kumar Shadija, the Director of M/s. AkruTi Trexim Pvt. Ltd., had handed over to her a duly completed Form 32 along with copy of Board Resolution passed in the meeting of Board of Directors held on 23rd May, 2011. Further, she had checked the original documents

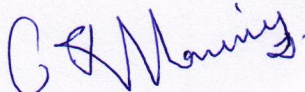


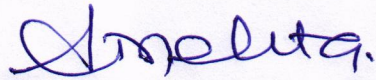


and found them to be corrected and consented to certify the form 32 with computer converted PDF Resolution after the signature by the Directors. That after, the certification of alleged Form 32, she had handed over the documents to the management of the company for uploading the same on the MCA website and as per verification point no. 3 of the Form 32, there was no requirement to attach the consent letter of Director in case of private limited company.

4. Pursuant to sub rule (3) of Rule 9 of the Rules, the Director (Discipline) on examination of the Complaint, Written statement, Rejoinder and other material on record in her *prima-facie* opinion dated 27th July, 2018, observed that there is a dispute in the management of M/s. Akruiti Trexim Pvt. Ltd., Further, that on one hand, the Complainant questioning the appointment of S/Shri Gopi Chand Shadija and Manish Shadija as Additional Directors and on the another hand, the Complainant is submitting and certifying the document for not confirming the appointment of S/Shri Gopi Chand Shadija and Manish Shadija for the post of Director from the post of Additional Director in the Annual General Meeting. It is further seen that the Board Resolution attached with Form 32 for cessation of the Additional Directors has been certified by the Complainant claiming that both S/Shri Gopi Chand Shadija and Manish Shadija were appointed as Additional Director.
5. In view of the aforesaid and keeping in view all the facts and circumstances of the matter, the allegations of the Complainant almost after 6 years that the appointment of S/Shri Gopi Chand Shadija and Manish Shadija as Additional Directors as defective does not hold water. Further, the Respondent has also annexed the requisite document alongwith Form-32 for the appointment of additional Directors as stated above. Accordingly, Director (Discipline) is *prima facie* of the opinion that the Respondent is **not guilty** of Professional or other Misconduct under any of the Items of First and/or Second Schedule to the Company Secretaries Act, 1980.
6. **The Board of Discipline 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 with the prima-facie of Director (Discipline) that the Respondent is "Not Guilty" of Professional or other Misconduct under any of the Items of First and/or Second Schedule to the Company Secretaries Act, 1980.**


CS Dinesh Chandra Arora
Member


CS C Ramasubramaniam
Member


CS Atul H Mehta
Presiding Officer