

**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/420/2017

Order reserved on: 3<sup>rd</sup> April, 2019

Order issued on : 20 MAY 2019

**Shri Suresh Chandra Sharma, FCS-3374**

.....Complainant

Vs

**Shri Amit Deedwania ACS-36549 ( CP No 13588)**

.....Respondent

**CORAM:**

Shri Deepak Kumar Khaitan, Presiding Officer

Shri Manish Gupta, Member

Shri Ashok Kumar Dixit, Member

**Present:**

Mrs. Meenakshi Gupta, Director (Discipline)

Shri Gaurav Tandon Assistant Director, Disciplinary Directorate

Complainant in person

Respondent along with Shri Ankit Jain, Company Secretary (Authorised Representative)

**FINAL ORDER**

1. A complaint dated 15th December, 2017 in Form 'I' was filed by Shri Suresh Chandra Sharma, FCS-3374 (hereinafter referred to as 'the Complainant') against Shri Amit Deedwania ACS-36549 (hereinafter referred to as 'the Respondent') 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').
2. The Complainant has inter-alia alleged that Shri Amit Deedwania the Respondent has certified Forms AOC-4, MGT-7 and MGT-8 for the financial year 2016-17 of M/s. Creative Projects and Contracts Pvt. Ltd., without informing to the Complainant, which amounts to Professional Misconduct under item (8) of part I of the First Schedule to the Company Secretaries Act, 1980.
3. The Respondent on the other hand, inter-alia stated that M/s. Creative Projects and Contracts Pvt. Ltd., had passed a resolution in its Board

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Shri Suresh Chandra Sharma

  
Shri Amit Deedwania

meeting held on 6th September, 2017 for his appointment for certification of annual filing forms such as AOC-4 and MGT-7 along with Annual Return certification in form MGT-8. Further, the company has not appointed him on the position of Company Secretary in practice. The Respondent further stated that he was not aware at the time of certification of aforesaid forms that the Complainant was appointed for certifications of the said for the previous financial year 2015-16 by the company. It is only on the receipt of an e-mail of the Complainant, the said facts came to his knowledge.

4. The Director (Discipline) after examining all the material on record and considering all the facts and circumstances of the matter, vide prima facie opinion dated 6th June, 2018 opined that in the instant complaint, signing of three forms i.e. AOC 4, MGT 7 and MGT 8 are in question.
  - a. As regards Form AOC 4 is concerned, it is noted that the same can be certified by Company Secretary or by Chartered Accountant or Cost Accountant who is in whole time practice. Since the certification of the said form is not under the exclusive domain of Company Secretary, therefore, the Respondent is "**not guilty**" under Item (8) of Part I of First Schedule of the Company Secretaries Act, 1980 for certification of form i.e. AOC 4 without first communicating with the Respondent in writing.
  - b. As regards Forms MGT-7 and MGT-8 are concerned, it is noted that these are in exclusive domain of Company Secretaries and that the Respondent has certified Forms MGT 7 and MGT 8 for the financial year 2016-17 without first communicating with the Complainant in writing who had certified the said forms for M/s. Creative Projects and Contracts Pvt. Ltd., for the previous financial year 2015-16. Therefore, the Respondent is "**guilty**" under Item (8) of Part I of First Schedule to the Company Secretaries Act 1980.
5. The Board of Discipline at its meeting held on 9th June, 2018 considered and agreed with the prima-facie opinion of the Director (Discipline). The Board of Discipline decided to adjudicate the matter in accordance with Rule 14 of the Company Secretaries (Procedure of Investigations of Professional and other Misconduct and Conduct of Cases) Rules, 2007 read with the Company Secretaries Act, 1980, to finally conclude as to whether the Respondent is guilty or not in the matter.
6. Accordingly, a copy of the prima-facie opinion of the Director (Discipline) was sent to the parties vide letter(s) dated 11th July, 2018 calling upon them to submit their Written Statement/Rejoinder respectively, on the same which they submitted making their respective submissions.



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*[Handwritten signature]*

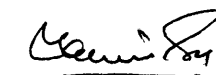
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7. The parties vide letter dated 8<sup>th</sup> March, 2019 were called to appear before the Board of Discipline on 3<sup>rd</sup> April, 2019 at New Delhi.
8. On 3<sup>rd</sup> April, 2019 the Complainant appeared in person before the Board of Discipline and reiterated all his submissions from the pleadings. The Respondent along with Shri Ankit Jain, Company Secretary in practice appeared before the Board of Discipline and admitted that he had not communicated with the Complainant prior to the alleged certification and requested the Board to take a lenient view.
9. The Board of Discipline apprised the Respondent that on the basis of material on record, he is found Guilty under Item (8) of part I of the First Schedule to the Company Secretaries Act, 1980 for not communicated with the Complainant prior to certification of Forms MGT-7 & MGT-8 for the financial year 2016-17 to M/s. Creative Projects and Contracts Pvt. Ltd. The Board further apprised the Respondent about the provision of the Rule 15(1) of the Company Secretaries (Procedure of Investigations of Professional and other Misconduct and Conduct of Cases) Rules, 2007 read with section 21A of the Company Secretaries Act, 1980 about providing an opportunity of being heard to the Respondent before passing the order against him.
10. The Respondent informed the Board that he has to come from Jaipur and has nothing further to add and, therefore, does not want to come again and requested for the opportunity of being heard to be given today itself (i.e. on 3<sup>rd</sup> April, 2019). Accordingly, the Board after some break heard the Respondent pursuant to Section 21A of the Company Secretaries Act, 1980 read with Rule 15(1) of the Rules wherein the Respondent stated that he has already admitted his guilt and nothing more to add and requested the Board to take a lenient view in the matter while passing the order against him.
11. The Board of Discipline after considering the material on record; the nature of issues involved and given the totality of the circumstances of the case, submission made by the Respondent, passes the following order against the Respondent under Section 21A (3) of the Company Secretaries Act, 1980 read with Rule 15(1) of the Company Secretaries (Procedure of Investigations of Professional and other misconduct and conduct of cases) Rules, 2007:

**REPRIMAND**

12. Accordingly, the matter is disposed off.

  
Member

  
Member

  
Presiding Officer

