

**THE DISCIPLINARY COMMITTEE  
THE INSTITUTE OF COMPANY SECRETARIES OF INDIA  
IN THE MATTER OF INFORMATION OF PROFESSIONAL OR OTHER MISCONDUCT**

ICSI/DC/NI/03/2019

Order Reserved on: 3<sup>rd</sup> June, 2019

Order issued on: 27 JUN 2019

Shri K. Ramanathan

....Informant

Vs.

Shri Govind M. Joshi, FCS-3241

.....Respondent

**CORAM:**

Shri Ranjeet Pandey, Presiding Officer  
Shri Nagendra D Rao, Member  
Shri B Narasimhan, Member  
Mrs. Meenakshi Datta Ghosh, Member

**Present:**

Mrs. Meenakshi Gupta, Director (Discipline)  
Mrs. Anita Mehra, Assistant Director

**FINAL ORDER**

1. The Disciplinary Committee considered the following: -

- a) An Information dated 10<sup>th</sup> March, 2019 has been received from the Informant under Section 21 of the Company Secretaries Act, 1980 inter-alia alleged against the Respondent as under: -
  - i) The Informant is a shareholder of M/s. CG-VAK Software & Exports Ltd. (hereinafter as 'the company'), a public company listed with BSE with over 3000 shareholders.
  - ii) The Company vide letter dated 18<sup>th</sup> December, 2018 to BSE, disclosed outcome of the Board Meeting held on 18<sup>th</sup> December, 2018 regarding (i) resignation of Shri Harcharan J, 'Company Secretary and Compliance Officer'; and (ii) the appointment of Shri Govind Madhav Joshi, FCS-3241 ('the Respondent') as 'Company Secretary and Compliance Officer' of the Company, pursuant to Section 203 of the Companies Act, 2013 and Regulation 6 (1) of SEBI (LODR), 2015.
  - iii) The ICSI website Member's Directory as on 10<sup>th</sup> March, 2019 does not show the details regarding 'Organisation' and 'Designation' and data is empty. It does not show that the Respondent is 'Company Secretary and Compliance Officer' of M/s CG-VAK Software & Exports Ltd and address of the Organisation.



*Shri Ranjeet Pandey* *Mh*

*[Signature]*

- iv) The Respondent being a member of ICSI should have intimated the ICSI regarding this change, and should have duly changed the organisation name and added M/s CG-VAK Software & Exports Ltd. as the organisation associated with his profile and also as its Company Secretary & Compliance Officer, but the Respondent has failed to comply with the same.
- v) The Informant alleged non-compliance; professional and other misconduct on part of the Respondent inter alia stating it to be misleading and with wilful intent and the same is in violation of the Company Secretaries Act, Rules and the Regulations of the ICSI.
- b) The Respondent in his Written Statement dated 24<sup>th</sup> April, 2019 has inter-alia contended that: -
- i) The Respondent is Fellow member of the ICSI aged 60 years. The Respondent is in full employment as Company Secretary and Compliance Officer with M/s CG-VAK Software & Exports Ltd. since 18<sup>th</sup> December, 2018 and his appointment was approved by the Board of Directors of company and Intimation regarding his appointment as Company Secretary and Compliance Officer was made on 24<sup>th</sup> December, 2018 to BSE Limited and Registrar of Companies, Coimbatore vide e-form DIR-12 well within the prescribed time.
- ii) The Respondent has updated his current professional address with ICSI website Directory vide acknowledgement No. 85196999 dated 24<sup>th</sup> April, 2019. Thus, the information regarding his present professional address has been taken on record/ updated in the Institute's records.
- iii) The delay in intimating ICSI regarding change of professional address is unintentional and by oversight without wilful intent and misleading.
- iv) The Respondent is on the verge of retirement. The Respondent has stated that over the year since 1990 when he qualified as a Company Secretary, remains very faithful to the esteemed ICSI, Fellow Brethrens of ICSI, the country, society, family and entities he is associated with.
- v) The Respondent has earnestly requested the ICSI to condone the delay and prayed that no disciplinary action be taken against him.
- vi) The Respondent has further informed although unconnected with the above issues, that the Complainant (a former Director of the Company) along with his brothers S/Shri K Manickam (the former MD) and K Kannan an ex-employee are indulging in forum shopping and have been making false allegations about



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*[Handwritten signature: Vijay Pandey]*

the Company, its Directors. Key Managerial Personnel like CS, CFO, statutory auditors etc. with various government agencies like SEBI, Stock Exchange, Banks, filing vexatious litigations in District and Labour Courts tainted by personal motives and engineered with ill motives purely on personal jealousy, vendetta and with bald intention to harass the Management and KMPs. Making frivolous complaints on regular basis has been the mind-set of the aforesaid Complainants.

- c) The Director (Discipline) after considering the Information, Written Statement from the Respondent, material on record and all the facts and circumstances of the matter observed as under:
- i) The Informant has alleged that the Respondent has not informed the Institute about the change in his professional address and name of organisation as he was appointed as 'Company Secretary and Compliance Officer' of M/s CG-VAK Software & Exports Ltd. on 18<sup>th</sup> December, 2018 as per the disclosure made by the Company to BSE vide its letter dated 18<sup>th</sup> December, 2018. The Informant alleged non-compliance; professional and other misconduct on part of the Respondent inter alia stating it to be misleading and with wilful intent.
  - ii) The Respondent aged 60 years who is on the verge of retirement has admitted delay in intimating the change of professional address to the Institute which is unintentional and by oversight without wilful intent and misleading as the intimation regarding his appointment was made on 24<sup>th</sup> December, 2018 to BSE Limited and Registrar of Companies, Coimbatore vide e-form DIR-12 well within the prescribed time.
  - iii) The Respondent has also requested to condone the delay and prayed that no disciplinary action be taken against him.
  - iv) The Respondent has informed that he has updated his current professional address with the Institute (website Directory) vide acknowledgement No. 85196999 dated 24<sup>th</sup> April, 2019. Information regarding his present professional address has been taken on record/ updated in the Institute's records.
  - v) It has been observed that the Respondent has informed change in his professional address to the Institute after four months whereas pursuant to Regulation 3 of the Company Secretaries Regulations, 1982 ('the Regulations') the member is required to communicate the change of professional address within one month of such change. Regulation 3 of the Regulations reads as under:



"3. Register

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*The Register of members of the Institute shall be maintained in the proforma as provided in Schedule A and every member shall be required to communicate to the Institute any change of professional address, within one month of such change."*

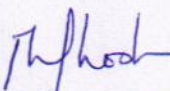
2. The Director (Discipline) after considering the aforesaid observations, relevant provisions of the Regulations and the Act, is prima facie of the opinion that the Respondent is 'GUILTY' of professional misconduct under Item (1) of Part II of Second Schedule to the Company Secretaries Act, 1980, for contravention of the provision of Regulation 3 of the Regulations by not communicating the change of his professional address to the Institute within one month of such change. Item (1) of Part II of Second Schedule to the Company Secretaries Act, 1980 provides as under: -

*"A member of the Institute, whether in practice or not, shall be deemed to be guilty of professional misconduct, if he—*

*(1) contravenes any of the provisions of this Act or the regulations made thereunder or any guidelines issued by the Council;"*

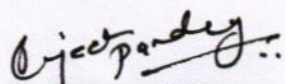
3. The Disciplinary Committee considered the prima facie opinion of the Director (Discipline) dated 28<sup>th</sup> May, 2019 that the Respondent is 'GUILTY' of professional misconduct under Item (1) of Part II of Second Schedule to the Company Secretaries Act, 1980, for contravention of the provision of Regulation 3 of the Regulations by not communicating the change of his professional address to the Institute within one month of such change.
4. The Disciplinary Committee after considering the Information, Written Statement from the Respondent, prima facie opinion of the Director (Discipline) and all the facts and circumstances of the matter disagreed with the prima facie opinion of the Director (Discipline). The Disciplinary Committee held the Respondent as 'Not Guilty' as the Respondent has already communicated the change of his professional address to the Institute on 24<sup>th</sup> April, 2019. The Disciplinary Committee found no mala-fide intent on part of the Respondent in not communicating the change of his professional address to the Institute. Moreover, no harm is caused to anyone.
5. Accordingly, the Disciplinary Committee decided to close the matter.

  
Member

  
Member



  
Member

  
Presiding Officer