

THE DISCIPLINARY COMMITTEE
THE INSTITUTE OF COMPANY SECRETARIES OF INDIA
ICSI/DC: 100/2011
IN THE MATTER OF COMPLAINT OF PROFESSIONAL OR OTHER MISCONDUCT
Date of Decision: 22nd April, 2013

Shri B Krishnaswamy

....Complainant

Vs

Shri Ramdas T Rajguroo (FCS-2091)

.....Respondent

ORDER

1. The Disciplinary Committee after considering the material on record, observed that the Respondent had certified and filed Form 32 for cessation of directorship of the Complainant from M/s. Lakshmi Cement & Ceramics Industries Ltd., on the basis of certified true copy (undated) of the resolution passed by the Board of Directors of the company at its meeting held on 1st October, 2009. The Committee also noted that the Complainant in his rejoinder has stated that as per the written statement of the Respondent, though the alleged resignation has been accepted by the Board in its meeting on 1st October, 2009, there was nine months delay in filing of the alleged Form 32 which has not been explained by the Respondent in the written statement. The Complainant in his rejoinder has also stated that the Respondent has failed to note that Shri Sanjeev Khandelwal was not at all a Director or was in no way associated with the affairs of the company at the time of filing of Form 32 by the Respondent. The Complainant in his rejoinder has also stated that Shri Sanjeev Khandelwal has vacated the office under Section 260 of the Companies Act, 1956 on 30th September, 2009 and was illegally re-appointed on 25th September, 2010 much after filing of Form 32. The Complainant has also alleged that the Respondent has not verified the attendance sheet of the meeting. The Disciplinary Committee accordingly arrived at a finding that the Respondent is 'Guilty' of professional misconduct under Clause (7) of Part I of the Second Schedule of the Company Secretaries Act, 1980 as he did not exercise due diligence in the conduct of his professional duties.
2. The Disciplinary Committee in terms of sub-rule (1) of Rule 19 of the Company Secretaries (Procedure of Investigations of Professional and other misconduct and conduct of cases) Rules, 2007, decided to afford an opportunity of being heard to the Respondent before passing an order under Section 21B(3) of the Company Secretaries Act, 1980. Accordingly, vide letter dated 4th April, 2013 a copy of the order was sent to the Respondent.



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3. The Respondent vide letter dated 8th April, 2013 was called upon to appear before the Disciplinary Committee on 22nd April, 2013 at Mumbai.
4. The Respondent appeared before the Committee and made his oral and written submissions. The Respondent admitted that the original resignation was not seen by him at the time of certification of the alleged Form 32 for cessation of directorship of the Complainant from M/s. Lakshmi Cement & Ceramics Industries Ltd. He further submitted that he had certified Form 32 on the basis of certified true copy (undated) of the resolution passed at the meeting of the Board of Directors held on 1st October, 2009. The Respondent also admitted that there was nine months delay in filing of the alleged Form 32.
5. The Disciplinary Committee considered the oral and written submissions made by the Respondent; the material on record; the nature of issues involved and in totality of the circumstances of this case, passed the following order:

"Reprimand"

The order shall be effective after the expiry of 30 days of issue of this order.



(S Balasubramanian)
Member



(B Narasimhan)
Member



(Gopalakrishna Hegde)
Member



(S N Ananthasubramanian)
Presiding Officer

New Delhi
Date: 4th June, 2013