

**CONFIDENTIAL**

**DISCIPLINARY COMMITTEE (BENCH – IV (2024-2025))**

**[Constituted under Section 21B of the Chartered Accountants Act, 1949]**

**Findings under Rule 18(17) and Order under Rule 19(2) of the Chartered Accountants (Procedure of Investigations of Professional and Other Misconduct and Conduct of Cases) Rules, 2007.**

**File No: [PR/G/124/2022/DD/420/2022/DC/1713/2023]**

**In the matter of:**

**Registrar of Companies, Mumbai,  
Ministry of Corporate Affairs,  
Through Dr. Alpesh Maniya,  
Deputy Registrar of Companies,  
100, Everest, Ground Floor, Marine Drive,  
Mumbai (Maharashtra) – 400 002**

**...Complainant**

**Versus**

**CA. Suraj Mishra (M.No.558043)  
C - 6/A, Street No. 1D, Bhajanpura,  
Delhi – 110 053**

**...Respondent**

**MEMBERS PRESENT:**

**CA. Ranjeet Kumar Agarwal, Presiding Officer (in person)  
Shri Jiwesh Nandan, IAS (Retd.), Government Nominee (in person)  
CA. Mangesh P Kinare, Member (through VC)**

**DATE OF FINAL HEARING : 18<sup>th</sup> June 2024**

**DATE OF DECISION : 21<sup>st</sup> August 2024**

**PARTIES PRESENT:**

**Respondent : CA. Suraj Mishra (in person)**

**1. Background of the Case:**

The Complainant has stated that 'M/s. Green Elephant Games Private Limited' (hereinafter referred to as the 'Company') was incorporated on 29.08.2020 and e-Form INC-22 was certified and filed by the Respondent on 09.12.2021.

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2. Charges in brief:

2.1. The Respondent certified and filed e-Form INC-22 of the Company, wherein the registered office was shown to be situated at 'Tulsiani Designs LLP, Plugwork, 1<sup>st</sup> floor, 102, Man House, Near Bluedart off., SV Road Vile Parle (W), Mumbai'. However, during physical verification by the officials of Complainant department, it was seen that the said registered office was not maintained by the Company. The certifying professional are duty bound under the provisions of the Companies Act, 2013 to verify the correctness of the information / documents and they have to satisfy that all attachments in e-forms are true / correct and complete, and no material facts have been suppressed and concealed. The professionals also undertake and declare that if any information / attachments are found to be false, they are liable for fraud under Sections 447, 448 and 449 of the Companies Act, 2013.

3. The relevant issues discussed in the Prima Facie Opinion dated 23<sup>rd</sup> December 2022 formulated by the Director (Discipline) in the matter, in brief, are given below:

- 3.1. The Respondent filed and certified e-Form INC-22 (Notice of situation or change of situation of registered office) on 09.12.2021. On perusal of Form INC-22, it was noted that the Company had mentioned its revised updated registered office address as 'Tulsiani Designs LLP, PlugNWork, 1<sup>st</sup> floor, 102, Man House, Near Bluedart Off., SV Road Vile Parle (W), Mumbai. M/s. Tulsiani Designs LLP was the actual owner of the premises/address and had given a 'Co-working space' in the said premises to the Company on a monthly rental of Rs. 8,260/- including GST. The Respondent / Respondent firm has certified the said Form on behalf of 'M/s Companify India Private Limited'. The Respondent had declared/confirmed in the said Form that he had personally visited the registered office of the subject Company and verified that the said registered office of the Company was functioning for its business purposes.
- 3.2. In his Written Statement, the Respondent had stated that the Respondent firm had a third party in Mumbai who visited the Company's premises/office, verified the documents and took photographs of the premises. From the said submissions of the Respondent, it was evident that the registered office of subject Company had not been personally visited by the Respondent which proved that the Respondent had given the false declaration at the time of certifying the impugned Form INC-22.
- 3.3. At Rule 8(5) stage, the Respondent mentioned that he had checked the address and office structure wherein the registered office address of the Company provided to him for change of address was basically a co-working space. Thus, at one point of time, while the Respondent had accepted that the physical verification of the registered office address of the Company

was done by a third party, at other point of time, the Respondent tried to modify his own submissions made earlier by stating that he had checked the registered office address of the Company. The Respondent had given contradictory submissions at different stages.

- 3.4. The Respondent argued that filing of Form INC-22 was just an event-based task and after filing of the said Form, if the director(s) changed the address of the Company or shifted the office, then the same was not relevant to him and as a professional, he was not responsible for anything done by the Director after his visit to the registered office of the Company. Further, at Rule 8(5) stage, the Respondent had also mentioned that he had personally visited the registered office of the Company on 27.09.2022 i.e., after filing of the instant Complaint and checked the records and documents and all requisite details were held by the Directors of the Company as on the date of his visit.
- 3.5. However, from the own submissions of the Respondent made in his Written Statement, it was clear that the Respondent failed to exercise required due diligence by not personally visiting the registered office address of the Company and had also given false declaration while certifying impugned Form INC-22.
- 3.6. Accordingly, the Director (Discipline) in his Prima Facie Opinion dated 23<sup>rd</sup> December 2022 opined that the Respondent was *prima facie* **Guilty** of Professional Misconduct falling within the meaning of Item (7) of Part I of Second Schedule to the Chartered Accountants Act, 1949. The said item of the Schedule to the Act, states as under:

**Item (7) of Part I of the Second Schedule:**

*"A Chartered Accountant in practice shall be deemed to be guilty of professional misconduct if he:*

x            x            x            x            x            x            x

*(7) does not exercise due diligence or is grossly negligent in the conduct of his professional duties".*

- 3.7. The Prima Facie Opinion formed by the Director (Discipline) was considered by the Disciplinary Committee in its meeting held on 16<sup>th</sup> January 2023. The Committee on consideration of the same, concurred with the reasons given against the charges and thus, agreed with the prima facie opinion of the Director (Discipline) that the Respondent is prima facie **GUILTY** of Professional Misconduct falling within the meaning of Item (7) of Part I of Second Schedule to the Chartered Accountants Act, 1949 and accordingly, decided to proceed further under Chapter V of the Chartered Accountants (Procedure of Investigations of Professional and Other Misconduct and Conduct of Cases) Rules, 2007.

4. **Dates of Written Submissions/ Pleadings by the Parties:**

The relevant details of the filing of documents in the instant case by the parties are given below –

S. No.	Particulars	Dated
1.	Date of Complaint in Form 'I' filed by the Complainant	16 <sup>th</sup> August 2022
2.	Date of Written Statement filed by the Respondent	06 <sup>th</sup> September 2022
3.	Date of Rejoinder filed by the Complainant	Not filed
4.	Date of additional submissions/ documents filed by the Respondent	05 <sup>th</sup> December 2022
5.	Date of Prima Facie Opinion formed by Director (Discipline)	23 <sup>rd</sup> December 2022
6.	Written Submissions filed by the Respondent after PFO	16 <sup>th</sup> May 2023
7.	Rejoinder filed by the Complainant after PFO	Not Filed

5. **Written Submissions filed by the Respondent:**

The Respondent vide letter dated 16<sup>th</sup> May 2023 had, inter alia, made the submissions which are given as under –

- a. The Company duly maintained its Office and in this regard an affidavit of one of the Director's of the Company, namely Shri Manish Chandrakant Shah dated 02<sup>nd</sup> May 2023 is on record, wherein he has stated that the Company has maintained its Registered office at the premises i.e. 'Tulsiani Designs LLP, PlugNWork, 1<sup>st</sup> floor, 102, Man House, Near Bluedart Off., SV Road Vile Parle (W), Mumbai for the period from 01<sup>st</sup> December 2021 to 30<sup>th</sup> November 2022. He has further stated that they were receiving every communication at the Registered office address.
- b. No information about the date and time of carrying out the physical verification of the Registered Office of the Company by the officials of Complainant department has been provided along with the Complaint.
- c. The Respondent did not visit the registered office address of the Company but he delegated this authority to Shri Prayagan Chaturvedi who was known to the Respondent and was based in Mumbai at relevant time vide letter dated 05<sup>th</sup> December 2021. The Respondent requested him to visit the premises of the Company before carrying out the certification.
- d. Affidavit of Shri Prayagan Chaturvedi dated 02<sup>nd</sup> May 2023 is on record, wherein he has accepted that he visited the Registered Office on the said location on 07.12.2021 and verified documents of the Company and took photograph of the premises as well and

thereafter, submitted the report of visit to CA Suraj Mishra on whose behest he undertook the assignment.

- e. The Respondent also personally visited the Registered office of the Company on 27<sup>th</sup> September 2022, when he happened to visit Mumbai for his professional work himself and found that the Company was doing its regular business from the said premises.

6. **Brief facts of the Proceedings:**

Details of the hearing(s)/ meeting(s) fixed and held/ adjourned in the said matter are given as under –

Particulars	Date of Meeting(s)	Status
1 <sup>st</sup> Hearing	05 <sup>th</sup> June 2023	Part heard and adjourned.
2 <sup>nd</sup> Hearing	17 <sup>th</sup> May 2024	Deferred due to paucity of time.
3 <sup>rd</sup> Hearing	18 <sup>th</sup> June 2024	Hearing Concluded and judgment reserved.
---	21 <sup>st</sup> August 2024	Decision taken.

- 6.1 On the day of the first hearing on 05<sup>th</sup> June 2023, the Committee noted that the Respondent was present in person and appeared before it. The office apprised the Committee that the Complainant was not present and notice of listing of the case has been served upon him.
- 6.2 Being first hearing of the case, the Respondent was put on oath. Thereafter, the Committee enquired from the Respondent as to whether he was aware of the charges and charges against the Respondent were read out. On the same, the Respondent replied that he was aware of the charges and pleaded Not Guilty to the charges levelled against him. In the absence of the Complainant and in view of Rule 18 (9) of the Chartered Accountants (Procedure of Investigation of Professional and Other Misconduct and Conduct of Cases) Rules, 2007, the Committee adjourned the case to a later date.
- 6.3 On the day of the hearing on 17<sup>th</sup> May 2024, consideration of the subject case was deferred by the Committee due to paucity of time.
- 6.4 On the day of the final hearing on 18<sup>th</sup> June 2024, the Committee noted that the Respondent was present in person and appeared before it. The Complainant was not present and the notice of listing of subject case was duly served upon the Complainant. The Committee noted that the Respondent was put on oath on 05.06.2023. The Committee also noted that the Respondent had filed a Written Statement dated 16<sup>th</sup> May 2023.

6.5 Thereafter, the Committee asked the Respondent to make his submissions. The Committee noted the submissions of the Respondent which, inter alia, are given as under –

- a) The Respondent had certified Form INC-22 only.
- b) The Company was having a co-working space.
- c) The Company is Active.
- d) His associate had visited the registered office address of the Company and checked the rent agreement.
- e) The Economic Offences Wing (EOW) in a related matter of the Company had called him and he appeared before it at Mumbai.

6.6 Based on the documents/ material and information available on record and the oral and written submissions made by the Respondent, and on consideration of the facts of the case, the Committee concluded the hearing in subject case and judgement was reserved.

6.7 Thereafter, on 21<sup>st</sup> August 2024, the subject case was fixed for taking decision. After detailed deliberations, and on consideration of the facts of the case, various documents on record as well as oral and written submissions made by the parties, the Committee took decision on the conduct of the Respondent.

## **7. Findings of the Committee:**

7.1. The Committee noted, that the allegation against the Respondent is that during physical verification by the officials of Complainant Department, the registered office was not maintained by M/s. Green Elephant Games Private Limited and the Respondent had certified e Form INC-22.

The detail of allegation is given in para 2.1 above.

The Committee noted the background of the case as well as oral and written submissions made by the Complainant and the Respondent, documents/ material on record and gives its findings as under: -

7.2 The Committee noted that the Respondent had been held Prima Facie Guilty as he had given declaration while certifying Form INC 22 that he had personally visited the registered office of subject Company and verified that the registered office of the Company was functioning for the business purposes. However, in his Written Statement, the Respondent has stated that a third party in Mumbai visited the Company's premises / office and had verified the documents



and took photographs of the premises on behalf of the Respondent.

7.3 The Committee noted that the Respondent had certified e-Form INC – 22 and had attached rent agreement with owner of premises, utility bill in the name of owner and NOC from the Owner. The photographs containing name of the Company were also attached with Form INC-22 as per the requirement of Section 12 of the Companies Act, 2013.

It is also noted that Section 12 of the Companies Act, 2013 stipulates as under:-

*"12. Registered Office of Company*

*(1) A Company shall within thirty days of its incorporation and at all times thereafter, have a registered office capable of receiving and acknowledging all communications and notices as may be addressed to it.*

*(2) The Company shall furnish to the Registrar verification of its registered office within a period of thirty days of its incorporation in such manner as may be prescribed."*

7.4 The Committee noted that while certifying Form INC-22, the Respondent had given the following declaration:

*"I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of The Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original records maintained by the company which is subject matter of this form and found them to be true, correct, and complete and no information material to this form has been suppressed. I further certify that:*

- 1. The said records have been properly prepared, signed by the required officers of the company and maintained as per the relevant provisions of The Companies Act, 2013 and were found to be in order;*
- 2. All the required attachments have been completely and legibly attached to this form;*
- 3. I further declare that I have personally visited the registered office given in the form at the address mentioned herein above and verified that the said registered office of the company is functioning for the business purposes of the company."*  
*(emphasis added)*

7.5 The Committee noted that the Director of the Company through affidavit dated 27.04.2023 has submitted that the Company is situated at its registered address. Also, Mr. Pragyan Chaturvedi who had visited the premise of the Company on 07/12/2021 on behalf of the Respondent, has

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confirmed in his affidavit dated 02<sup>nd</sup> May 2023 that he visited the Registered Office of the Company on 07/12/2021, verified the documents of Company and took photograph of the premises as well. Thereafter, he submitted a report dated 07/12/2021 on physical verification of registered office of the Company to the Respondent (CA. Suraj Mishra) on whose behest he undertook the said assignment. The Committee also noted that the Company is active as on date as per records of MCA Portal.

7.6 In view of above, the Committee noted that although the Respondent had not personally visited the registered office of the Company as declared in e-Form INC-22; however, the assignment of personal visit vide letter dated 05/12/2021 was given to his associate based at Mumbai, (viz. Mr. Pragyant Chaturvedi) who had undertaken physical verification of registered office address of the Company and submitted his report to the Respondent. The Committee further noted that the said premises of the Company was also supported by agreement with owner of premises, Utility Bill dated 07/11/2021 and No Objection Certificate dated 01/12/2021 in respect of said premises as registered office of the Company. The Committee opined that sufficient evidence was laid before the Committee about the physical verification of registered office of the Company as undertaken by the associate of the Respondent and accordingly, the Committee was of the view that the Respondent was not guilty for the extant charge.

7.7 The Committee, while considering overall facts of the matter, also observed that the Complainant neither appeared before it during the hearing(s) nor filed rejoinder on the written statement of the Respondent dated 06.09.2020. Thereafter, the Committee noted that he did not file any document called for by Director(Discipline) under Rule 8(5) of the Chartered Accountants (Procedure of Investigations of Professional and Other Misconduct and Conduct of Cases) Rules, 2007 at Prima Facie Stage. On the basis of above facts and findings, the Committee observed that the Respondent had brought forward sufficient defence to clarify the degree of diligence exercised by him before certifying the Form INC-22 for verification of proposed registered office of the Company. Thus, the Committee was of the view that the Respondent has exercised due diligence, and held the Respondent **NOT GUILTY** of Professional Misconduct falling within the meaning of of Item (7) of Part I of Second Schedule to the Chartered Accountants Act, 1949.

8. **Conclusion:**

In view of the above findings stated in the above paras, vis-à-vis material on record, the Committee gives its charge-wise findings as under:



Charges (as per PFO)	Findings (Para ref.)	Decision of the Committee
Para 2.1 as given above	Para 7.1 to 7.7 as given above	NOT GUILTY as per Item (7) of Part I of Second Schedule

9. In view of the above observations, considering the oral and written submissions of the parties and documents on record, the Committee held the Respondent **NOT GUILTY** of Professional Misconduct falling within the meaning of of Item (7) of Part I of Second Schedule to the Chartered Accountants Act, 1949.

10. **Order**

Accordingly, in terms of Rule 19(2) of the Chartered Accountants (Procedure of Investigations of Professional and Other Misconduct and Conduct of Cases) Rules, 2007, the Committee passes an Order for Closure of this case against the Respondent.

Sd/-  
(CA. RANJEET KUMAR AGARWAL)  
PRESIDING OFFICER

Sd/-  
(SHRI JIWESH NANDAN, I.A.S {RETD.})  
GOVERNMENT NOMINEE

Sd/-  
(CA. MANGESH P KINARE)  
MEMBER

DATE: 28/11/2024  
PLACE: New Delhi

सही प्रतिलिपि होने के लिए प्रमाणित /  
Certified to be true copy

नीलम पुंडीर / Neelam Pundir  
वरिष्ठ कार्यकारी अधिकारी / Sr. Executive Officer  
अनुशासनोपेक्षक निदेशालय / Disciplinary Directorate  
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