



भारतीय सनदी लेखाकार संस्थान

(संसदीय अधिनियम द्वारा स्थापित)

THE INSTITUTE OF CHARTERED ACCOUNTANTS OF INDIA

(Set up by an Act of Parliament)

[DISCIPLINARY COMMITTEE BENCH-IV (2025-2026)]

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

ORDER UNDER SECTION 21B(3) OF THE CHARTERED ACCOUNTANTS ACT, 1949 READ WITH RULE 19(1) OF THE CHARTERED ACCOUNTANTS (PROCEDURE OF INVESTIGATIONS OF PROFESSIONAL AND OTHER MISCONDUCT AND CONDUCT OF CASES) RULES, 2007.

File No.: PR/286/2019/DD/286/2019/DC/1812/2023

In the matter of:

Shri Chandraksh Pant

T6/301, Unitech Cascades, Sector-pi-2

Greater Noida,

201310

.... Complainant

Versus

CA. Devi Dayal Gupta, (M. No. 082663)

D-168, LGF, Shanker Road,

New Rajinder Nagar,

New Delhi-110060

.... Respondent

MEMBERS PRESENT:

- 1 CA. Prasanna Kumar D, Presiding Officer (In person)
- 2 Ms. Dakshita Das IRAS (Retd.), Government Nominee (Through VC)
- 3 Adv Vijay Jhalani, Government Nominee (Through VC)
- 4 CA. Mangesh P. Kinare, Member (In person)
- 5 CA. Satish Kumar Gupta, Member (Through VC)

DATE OF HEARING: 27th January 2026

DATE OF ORDER: 10th February 2026

1. That vide Findings dated 05th January 2026 under Rule 18(17) of the Chartered Accountants (Procedure of Investigations of Professional and Other Misconduct and Conduct of Cases) Rules, 2007, the Disciplinary Committee was inter-alia of the opinion that **CA. Devi Dayal Gupta, (M. No. 082663)** (hereinafter referred to as the **Respondent**) is **GUILTY** of Professional



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Misconduct falling within the meaning of Clause (7) of Part I of Second Schedule to the Chartered Accountants Act, 1949.

2. That pursuant to the said Findings, an action under Section 21B (3) of the Chartered Accountants (Amendment) Act, 2006 was contemplated against the Respondent and communication was addressed to him thereby granting an opportunity of being heard in person/ through video conferencing and to make representation before the Committee on 27th January 2026.

3. The Committee noted that on the date of hearing on 27th January 2026, the Respondent was present through video conferencing and made verbal submissions on the findings of the Committee. An opportunity was given for the submission of written representations; however, the Respondent failed to file any written response/submissions. The Committee noted that the Respondent, in his submissions, inter alia stated as under: -

- Such omission will not recur in future, and he requested the Committee to take a lenient and sympathetic view, based on the facts and circumstances of the case.

4. The Committee considered the reasoning as contained in Findings holding the Respondent 'Guilty' of Professional Misconduct vis-à-vis verbal submissions of the Respondent. The Committee noted that the issues/ submissions made by the Respondent as aforesaid have been dealt with by it at the time of hearing under Rule 18.

5. Thus, keeping in view the facts and circumstances of the case, material on record including verbal submissions of the Respondent on the Findings, the Committee noted that the Respondent admitted that the filing of Form DIR-12 was done in a hurry which was later rectified, and tendered an apology, citing his unblemished professional record since 1983. The Committee observed that the Respondent digitally signed and e-verified Form DIR-12 for the appointment of Smt. Sulekha Gupta as Director on 27th June 2019, certifying compliance of the provisions of the Companies Act, 2013. It was noted that under Section 103 of the Companies



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Act, 2013, a valid quorum in a private company requires the presence of at least two members, but same was not ensured by the Respondent.

6. By certifying Form DIR-12 without verifying mandatory company records and legal compliance, the Respondent failed to exercise reasonable care and due diligence. Hence, the Professional Misconduct on the part of the Respondent is clearly established as spelt out in the Committee's Findings dated 05th January 2026 which is to be read in consonance with the instant Order being passed in the case.

7. Accordingly, the Committee was of the view that the ends of justice would be met if punishment is given to him in commensurate with his Professional Misconduct.

8. Thus, the Committee ordered that the Respondent i.e. CA. Devi Dayal Gupta, (M. No. 082663), New Delhi be REPRIMANDED under Section 21B(3)(a) of the Chartered Accountants Act, 1949.

Sd/-
(CA. PRASANNA KUMAR D)
PRESIDING OFFICER

Sd/-
(MS DAKSHITA DAS, I.R.A.S (RETD.))
GOVERNMENT NOMINEE

Sd/-
(ADV VIJAY JHALANI)
GOVERNMENT NOMINEE

Sd/-
(CA. MANGESH P. KINARE)
MEMBER

Sd/-
(CA. SATISH KUMAR GUPTA)
MEMBER

सत्यापित होने के लिए प्रमाणित / Certified to be True Copy

Proved
अंजू शर्मा / Anju Sharma
सहायक सचिव / Assistant Secretary
अनुशासनसम्बन्धक निदेशालय / Disciplinary Directorate
भारतीय सनदी लेखाकार संस्थान
The Institute of Chartered Accountants of India
आई.सी.ए.आई. भवन, सी-1, सेक्टर-1, नोएडा-201301 (उ.प्र.)
ICAI Bhawan, C-1, Sector-1, Noida-201301 (U.P.)

CONFIDENTIAL

DISCIPLINARY COMMITTEE [BENCH – IV (2025-2026)]

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

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

File No: [PR/286/2019/DD/286/2019/DC/1812/2023]

In the matter of:

Shri Chandraksh Pant
T6/301, Unitech Cascades, Sector-pi-2
Greater Noida,
201310

...Complainant

Versus

CA. Devi Dayal Gupta, (M. No. 082663)
D-168, LGF, Shanker Road,
New Rajinder Nagar,
New Delhi-110060

...Respondent

MEMBERS PRESENT:

CA. Prasanna Kumar D, Presiding Officer (in person)
Adv. Vijay Jhalani, Government Nominee (in person)
CA. Mangesh P Kinare, Member (in person)
CA. Satish Kumar Gupta, Member (in person)

DATE OF FINAL HEARING : 03rd November 2025

PARTIES PRESENT:

Respondent : CA: Devi Dayal Gupta (Through VC)

1. Background of the Case:

- 1.1. In the Company, 'Dr. Mittal Laboratories Private Limited, there were two directors namely. Mr. Ankit Gupta and Complainant. In the company, another Director, Smt.

Sulekha Gupta, was admitted vide appointment letter dated 10.06.2019. The Respondent certified wrong information in Form No. DIR 12, which was uploaded on 27th June 2019 through which the third Director named Smt. Sulekha Gupta (wife of the Respondent) was appointed. According to the complainant, Smt. Sulekha Gupta could not have been appointed as director of the Company as there were only 2 Directors on that date, and the quorum of meeting was not complete with the presence of only one Director, i.e. Shri Ankit Gupta.

2. **Charge(s) in brief:**

2.1. The Respondent misused his status and position and filed wrong information in Form DIR-12, while digitally signing the said Form, which was uploaded on the MCA website on 27th June 2019.

3. **The relevant issues discussed in the Prima Facie Opinion dated 29th July 2020 Formulated by the Director (Discipline) in the matter, in brief, are given below:**

3.1. On perusal of records, it was noted that the Complainant along with Shri Ankit Gupta were continuing as the Directors of the Company. Shri Ankit Gupta (son of the Respondent) introduced and appointed his mother Smt. Sulekha Gupta as one of the Director of the Company and issued an appointment letter dated 10th June 2019 to her duly signed by himself (i.e., Shri Ankit Gupta). The Respondent e-verified Form no. DIR-12 for her appointment and uploaded the same on MCA website on 27th June 2019 solely on the basis of appointment letter issued to her as evident from the description contained in the list of attachment to the said form. On perusal of the said Form, it was noted that the Respondent while certified the said form as under:-

"...It is hereby certified that I have gone through the provisions of 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/certified records maintained by the Company and no information material to this form has been suppressed. I further certify that: "

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- *The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Company Act 2013 and were found in order.....*
-
-"

3.2. Thus on perusal of the said certification, it was understood that Respondent had gone through the provisions of Companies Act 2013 and Rules thereunder, verified the particulars stated in the said e-form including attachment(s) from the original/certified records maintained by the Company which had been properly prepared, signed and maintained as per the relevant provisions of the Company Act 2013 but the same could not be validated from the documents attached to the said Form DIR-12. It was noted that only based on the appointment letter issued by Sh. Ankit Gupta, another Director of the Company, the said Form was uploaded and nowhere copy of any Board Resolution passed by the Directors of the Company in accordance with the provisions of Companies Act 2013 resolving to appoint her as third Director was relied upon or attached to the said Form. Section 103 of the Companies Act 2013 which deals with the provisions of quorum of meeting provides as under:

"(a).....

(b) *in the case of a private company, two members personally present, shall be the quorum for a meeting of the company.*

(c)....."

3.3. Thus, the provision of Companies Act 2013 requires that at least two members should be personally present for forming a valid quorum of the meeting in a Private Limited Company hence the appointment of Smt. Sulekha Gupta made by Sh. Ankit Gupta alone was invalid and void ab intio. It was noted in this regard that the Respondent failed to exercise due diligence in e-verifying the form as neither the provisions of Companies Act 2013 was complied with nor any Company records in form of Board resolution which were required to be maintained by the Company were verified by him. The Complainant had further stated that even no such Board meeting was ever organised or communicated to him. Thus, it was viewed that the Respondent while e-verifying the said Form had flouted all the requirements laid down in the Companies

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Act 2013 in this regard to suit ill-designs of his son, Sh. Ankit Gupta, Director of the Company and thus in effect falsely certified the particulars of the said Form as true, correct and complete. It was further noted that the Respondent had accepted in his written statement that as soon as the mistake regarding appointment of Smt. Suleka Gupta was realised, she resigned from the Directorship of the Company. However, the fact remains that the Respondent being a Chartered Accountant misused his knowledge for deliberately issuing a certificate which was not only false, wrong and delusive in facts but was infact attempted/verified to suit the ill-motives of one of the Director of the Company to the detriment of other Director by sweeping aside the very basic requirement of the law enacted in this regard which was not expected of a Chartered Accountant who holds high integrity in eyes of public at large and thus such acts brings disrepute to the profession. Thus, in light of above, it was opined that the Respondent has not only failed to exercise due diligence but had brought disrepute to the profession of Chartered Accountants as well.

- 3.4. Accordingly, the Director (Discipline) in his Prima Facie Opinion dated 29th July 2020 opined that the Respondent was held **GUILTY** of Professional and Other Misconduct falling within the meaning of Clause (7) of Part I of the Second Schedule and Clause (2) of Part IV of the First Schedule to the Chartered Accountants Act, 1949.

Clause (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."

Clause (2) of Part IV of the First Schedule

"A member of the Institute, whether in practice or not, shall be deemed to be guilty of other misconduct, if he-:

x x x x - x x
(2) in the opinion of the Council, brings disrepute to the profession or the Institute as a result of his action whether or not related to his professional work.."

- 3.5. The Prima Facie Opinion formed by the Director (Discipline) was considered by the Disciplinary Committee in its meeting held on 17th July 2023. The Committee on consideration of the same, concurred with the reasons given against the charges and

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thus, agreed with the prima facie opinion of the Director (Discipline) that the Respondent is prima facie GUILTY of Professional and Other Misconduct falling within the meaning of Clause (7) of Part-I of Second Schedule and Clause (2) of Part IV of the First 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. **Date(s) of Written submissions/Pleadings by 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	30 th July 2019
2.	Date of Written Statement filed by the Respondent	18 th November 2019
3.	Date of Rejoinder filed by the Complainant	14 th December 2019
4.	Date of Prima Facie Opinion Formed by Director (Discipline)	29 th July 2020
5.	Written Submissions filed by the Respondent after PFO	08 th October 2025

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

The Respondent vide letter dated 8th October 2025 inter-alia, made the submissions which are given as under:-

- (i) Complainant was appointed by the company as Additional Director of the company.
- (ii) Upon close monitoring of complainant's working, the management of the company has warned complainant many times.
- (iii) When complainant did not change his working, the management of the company politely requested complainant to resign from the directorship.
- (iv) Instead of resigning, complainant started blackmailing the management of the company and even stole one signed leaf from the cheque book for misuse by himself.

- (v) The management of the company appointed one Additional Director in hurry and forgot to follow the due procedure.
- (vi) He had cross verified the form with ROC for appointment of director, and the same was immediately withdrawn by the management after my advice as the proper procedure was not followed for her appointment.
- (vii) Finally, the management of the company decided to remove complainant from the directorship as he was appointed only as Additional Director, and his appointment was not confirmed in the AGM.
- (viii) The management of the company followed the due procedure for complainant's removal and removed complainant from the directorship of the company.
- (ix) That there is omission on his part and prayed that his omission may be condoned.

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

6.1 The details of the hearing(s)/ meeting(s) fixed and held/adjourned in said matter is given as under:

S.No.	Date of meeting(s)	Status
1.	17 th May 2024	Oath taken by Respondent and Adjourned.
2.	09 th October 2025	Adjourned in the absence of both parties.
3.	03 rd November 2025	Hearing Concluded and Decision taken.

6.2 On the day of hearing on 17th May 2024, the Committee noted that the Respondent was present in person and appeared before it. The Committee noted that the Complainant was not present for the hearing despite the notice of hearing was duly served upon him. 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 against him and then the charges as contained in prima facie opinion were read out. On the same, the Respondent replied that he is aware of the charges and pleaded 'Not Guilty' to the charges levelled against him. 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 future date.

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6.3 On the day of hearing on 09th October 2025, the Committee noted that no party to the case was present. The office apprised that notice(s) issued to the parties have been served upon them. In the absence of both parties, the Committee, decided to adjourn the matter to a future date so as to provide one more opportunity to the Complainant and the Respondent to substantiate/defend the charges. With this, the Committee adjourned the case to a later date.

6.4 On the day of hearing on 03rd November 2025, the Committee noted that Respondent was present through VC. However, the Complainant was not present despite the fact that notice of the hearing was duly served upon him. The Committee enquired from the Respondent/Counsel for the Respondent that since the composition of the Committee had changed subsequent to the last hearing held on 17/05/2024 in this case, whether he wished to have a de-novo hearing or may continue from the stage it was last heard. The Respondent did not opt for de-novo hearing and wanted to continue from the stage it was last listed/heard.

The Committee noted the submission of Respondent that the Complainant engaged in unauthorized removal of signed cheques, leading to the Complainant's removal from the Directorship. The Respondent acknowledged filing the Form in a hasty manner which was later rectified. He emphasized his unblemished professional record since 1983. He tendered an apology and sought leniency. The Committee took note of the Respondent's admission and subsequent rectification of the mistake.

6.5 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 matter and took the decision on the conduct of the Respondent.

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

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

7.1 The Respondent stated that the Complainant was cheating the company and had removed signed cheques from the company. Consequently, the company removed

the individual from the Directorship. The Respondent admitted that his act was taken in haste but clarified that the matter was later rectified. He emphasized his long-standing professional record since 1983, with no prior complaints against him. The Respondent further apologized for the mistake occurred on his part. He requested the Committee to show leniency in the matter. The Committee noted the Respondent's admission of the error and his subsequent rectification of the matter.

- 7.2 The Committee further noted that the Respondent digitally signed and e-verified Form DIR-12 for the appointment of Smt. Sulekha Gupta as a Director of company, which was uploaded on the MCA website on 27th June 2019. The certification stated that the Respondent had verified the particulars and attachments from original/certified records maintained by the Company, ensuring compliance with the Companies Act, 2013. However, this certification was false as no Board Resolution approving the appointment was attached or verified.
- 7.3 The Committee further noted that Section 103 of the Companies Act, 2013 mandates that at least two members must be personally present to form a valid quorum in a meeting of the company. The Committee observed that simply based on the appointment letter issued by Shri Ankit Gupta, the Director of the Company, the said Form DIR 12 was uploaded without any copy of Board Resolution passed by the Directors of the Company in this respect in accordance with the provisions of Companies Act 2013 resolving to appoint her as third Director. The Committee also noted that the appointment of Smt. Sulekha Gupta as director was made solely by Shri Ankit Gupta, which was invalid due to the lack of quorum in the alleged board meeting.
- 7.4 The Committee noted that Section 103 of the Companies Act, 2013 mandates that at least two members must be personally present to form a valid quorum in a meeting of the company. The Committee further noted that the Respondent, acting as a professional certifying Form DIR-12, declared in the said Form inter alia that:

"I have verified the particulars from the original records produced before me and certify that the same are true, correct, and complete to the best of my knowledge and belief. I have exercised due diligence while verifying the particulars."

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7.5 The Committee further observed that a Chartered Accountant, while certifying statutory Form under the Companies Act, 2013, is obligated to exercise reasonable care and due diligence. The Committee viewed that by certifying the DIR-12 Form solely based on the appointment letter issued by Shri Ankit Gupta, another Director of the Company, and without verification of the Board Resolution passed by the Directors of the Company in accordance with the provisions of Companies Act 2013, the Respondent had failed to comply with the requirements of Section 103 of Companies Act, 2013.

7.6 The Committee also noted that Respondent has also stated that Smt. Sulekha Gupta after realising her mistake resigned from the Directorship and Form DIR 12 regarding cessation of Directorship was also filed on 05th August 2019. The Committee, however viewed that this does not absolve the Respondent of his responsibility as a Chartered Accountant to ensure compliance with legal provisions and it was a failure on the part of the Respondent to follow due procedure of law. Accordingly, the Committee opined that the Respondent had failed to exercise due diligence in verifying the compliance of the requirements of Section 103 of the Companies Act, 2013. Thus, the Committee held the Respondent **Guilty** of Professional Misconduct falling within the meaning of Clause (7) of Part I of Second Schedule to the Chartered Accountants Act, 1949.

7.7 The Committee also noted that there was no evidence on record to substantiate the claim of the Complainant that the Respondent misused his knowledge for deliberately issuing a certificate to suit the ill-motives of one of the Directors of the Company to the detriment of other Director, in order to treat such act of the Respondent as bringing disrepute to the profession. In view of the same, the Committee decided to drop the charge against the Respondent under Clause (2) of Part IV of the First Schedule to the Chartered Accountants Act.

8. **Conclusion:**

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

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कंपनी का निदेशक है, ने
निदेशक के रूप में कार्य
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निदेशक के रूप में कार्य
करने के लिए
निदेशक के रूप में कार्य
करने के लिए

Charges (as per PFO)	Findings	Decision of the Committee
Para 2.1 as above	Para 7.1 to 7.6 as given above	GUILTY - as per Clause (7) of Part-I of Second Schedule.
	Para 7.7.	DROPPED CHARGE – as per Clause (2) of Part IV of the First Schedule.

9. In view of the above observations, considering the oral and written submissions of the Respondent and material on record, the Committee held the Respondent **GUILTY** of Professional Misconduct falling within the meaning of Clause (7) of Part-I of Second Schedule to the Chartered Accountants Act, 1949.

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Sd/-
(CA. PRASANNA KUMAR D)
PRESIDING OFFICER

Sd/-
(Adv. VIJAY JHALANI)
GOVERNMENT NOMINEE

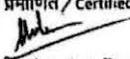
Sd/-
(CA. MANGESH P. KINARE)
MEMBER

Sd/-
(CA. SATISH KUMAR GUPTA)
MEMBER

DATE : 05th January 2026

PLACE : Noida

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नीलम पुंडीर / Neelam Pundir
वरिष्ठ कार्यकारी अधिकारी / Sr. Executive Officer
अनुशासनात्मक निदेशालय / Disciplinary Directorate
भारतीय सनदी लेखाकार संस्थान
The Institute of Chartered Accountants of India
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