

SECURITIES AND EXCHANGE BOARD OF INDIA
ORDER

UNDER SECTIONS 11(1), 11(4), 11(B)(1), 11(4A) AND 11(B)(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 READ WITH REGULATION 3(1) OF THE SEBI (INVESTMENT ADVISERS) REGULATIONS, 2013 AND UNDER SECTION 15-I OF THE SEBI ACT, 1992 READ WITH RULE 5 OF THE SEBI (PROCEDURE FOR HOLDING INQUIRY AND IMPOSING PENALTIES) RULES, 1995.

In respect of:

Noticee No.	Name of the Noticee(s)	PAN
1.	Shri Anurag Shrivastav	BWTPS4387N
2.	Shri Lokendra Jain	AJDPJ2709F
3.	Shri Sandeep Shriwas	FFDPS9776G
4.	Vijay Singh Tomar	AMJPT3407D

In the matter of Unregistered Investment Advisory Services

BACKGROUND OF THE CASE

1. The Securities and Exchange Board of India (hereinafter referred to as “SEBI”), had received complaints from one Mr. Devesh Sharma against M/s Zenithvia Research Services (hereinafter referred to as “**Zenithvia**” or “**partnership firm**”) on the SEBI Complaints Redress System (**SCORES**) web portal. The complainant had alleged that he was getting SMS from Zenithvia who although being unregistered with SEBI was offering investment advisory services. Zenithvia was a partnership firm with four partners i.e Shri Anurag Shrivastav, Shri Lokendra Jain, Shri Sandeep Shriwas and Shri Vijay Singh Tomar (*hereinafter collectively referred*

to as “**Noticees**” or individually referred to by their respective names or Noticee Number).

2. SEBI conducted an examination into activities of the partnership firm, in order to ascertain the veracity of the complaint and to determine whether there has been any violation of the provisions of Securities and Exchange Board of India, 1992 (“SEBI Act, 1992”), the Securities and Exchange Board of India (Investment Advisors) Regulations, 2013 (“**IA Regulations**”) and any other Rules or Regulations made thereunder, by the Noticees.
3. Based on the examination of the aforesaid complaint, the website, bank account opening forms and reply of the partnership firm, it was, *prima facie*, found that it had been providing investment advisory services without obtaining a certificate of registration from SEBI thereby violating Section 12 (1) of the SEBI Act, 1992 read with Regulation 3 (1) of the IA Regulations, 2013.

SHOW CAUSE NOTICE, REPLY AND HEARING

4. A Show Cause Notice dated 19.05.2023 (hereinafter referred to as “**SCN**”) was issued to the Noticees calling upon them to show cause as to why suitable directions under Sections 11(4) and 11B (1) read with Section 11(1) of the SEBI Act, 1992 including direction of refund of fees/monies collected from the investors should not be issued against the Noticees for the alleged violations. The Noticees were also called upon to show cause as to why inquiry should not be held against them in terms of Rule 4 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 and penalty be not imposed upon the Noticees under Section 11(4A), 11B(2) read with Section 15HA, Section 15HB and Section 15EB of the SEBI Act, 1992 for the alleged violations. The following documents were enclosed as annexures to the SCN:-

Table A

Annexures to SCN	
Annex. No.	Particulars
A	Copy of the complaint alongwith screenshot of SMS texts.
B	Copy of SEBI's letter dated 05.02.2015 sent to Zenithvia alongwith copy of front side of the undelivered letter.
C	Copy of SEBI's letter dated 04.01.2016 sent to Zenithvia for clarification
D	Copy of letter dated 22.01.2016 received from Zenithvia.
E	Copies of Chartered Accountant's (CA) certificate regarding dissolution of the partnership firm, CA certificate regarding discontinuation of ICICI Bank account No. 185xxxxxx230 along with statement of ICICI Bank account of this account, CA certificate regarding discontinuation of website www.zenithvia.com , copy of dissolution deed of the partnership firm submitted by Zenithvia.
F	Copy of webpages of the website www.zenithvia.com
G	Clientwise payment details submitted by Zenithvia
H	Copy of account statement of ICICI Bank account number Nos. 657xxxxxx141 and 185xxxxxx230.
I	Copy of account statement of ICICI Bank account number No. 185xxxxxx352 of Shri Anurag Shrivastav

5. The SCN has *inter alia* alleged the following:-

- (a) SEBI received a complaint against Zenithvia on SEBI SCORES Portal. Complainant provided SMS received from the advisory regarding trading recommendations. Text of the SMS as provided by the complainant is reproduced below:-

ZENITHVIA:-

OPTION STAR 1200 CALLBUY ABOVE 62 TGT 67/72 SL 54

FOR SUPPORT CALL:-

(Call @+91-8982070512 & [Visit@www.zenithvia.com](http://www.zenithvia.com))

ZENITHVIA:-

OPTION SUNPHARMA 1040 CALLBUY ABOVE 33 TGT 38/44 SL 28

FOR SUPPORT CALL:-

ZENITHVIA:-

OPTION NIFTY 8400 PUTBUY ABOVE 85 TGT 99/114 SL 69

FOR SUPPORT CALL:-

(Call @+91-8982070512 & [Visit @www.zenithvia.com](http://www.zenithvia.com))

1ST TGT DONE

FOR SUPPORT CALL

(Call @+91-8982070512 & [Visit @www.zenithvia.com](http://www.zenithvia.com))

(b) SEBI sought a clarification from Zenithvia regarding its unregistered investment advisory activities vide letter dated February 05, 2015 which returned undelivered from given address. SEBI vide letter dated January 04, 2016 had once again sought clarification from Zenithvia w.r.t providing various financial products / services to the general public and charging fees for these activities from them.

(c) Zenithvia vide letter dated January 22, 2016, responded inter alia, the following:-

“.....we are accepting that we were running the business without registration certificate as required by SEBI Act, 1992 and their rules and regulations.”

“.....We are closed all our business activities, as we aware the fact that running of investment advisory activities business without registration is not permissible.”

“Certificate of dissolution of firm, closure of bank account and closure of website, is enclosed herewith”.

(Copies of CA certificate regarding dissolution of the partnership firm, CA certificate regarding discontinuation of ICICI bank account number 185xxxxxx230 alongwith statement of ICICI bank account number 185xxxxxx230, CA certificate regarding discontinuation of website www.zenithvia.com, copy of dissolution deed of partnership firm, submitted by Zenithvia alongwith letter dated January 22, 2016).

(d) Upon perusal of webpages of the website www.zenithvia.com, the following was found w.r.t. services offered by Zenithvia:

“We provide traders with stock cash trading calls with high accuracy tips which will always lead a trader to handsome profit on their investment.”

“We provide traders with Gold Silver trading call.....”


“We provide traders with Futures trading calls.....”

“We provide 1-2 calls per day.”

“Strategies can be intraday as well as Positional.”

(e) Fee structure for various securities market products offered by Zenithvia as mentioned on the webpages of the website www.zenithvia.com is as under:

S. No.	Service Period 	Stock Cash	Stock Future	Options	Royal Cash	Royal Future	Royal Options	Bullion Metal
1.	Monthly	7000	7000	7000	21000	21000	21000	12000
2.	Quarterly	15000	15000	15000	51000	51000	51000	20000
3.	Half Yearly	25000	25000	28000	90000	90000	90000	30000
4.	Yearly	50000	40000	50000	161000	161000	161000	40000

S. No.	Service Period 	Base Metal	Energy	NCDEX (Agri)	Precious Metal	Bullion Metal Combo	BTST/STBT (Commodity Combo)
1.	Monthly	9000	5000	7000	7000	9000	15000
2.	Quarterly	15000	12000	17000	15000	21000	38000
3.	Half Yearly	28000	22000	26000	24000	38000	60000
4.	Yearly	50000	40000	38000	36000	65000	99000

(f) In addition to one ICICI Bank account number 185xxxxxx230 mentioned in CA certificate submitted by Zenithvia, another ICICI Bank account

No.657xxxxxx141 is also found to be mentioned on webpage of the website www.zenithvia.com. One ICICI bank account number in the name of Mr. Anurag Shrivastav is found to be mentioned on webpage of the website www.zenithvia.com. The ICICI Bank Account No. of Mr. Anurag Shrivastav is 185xxxxxx352.

(g) It is noted from the letter dated January 22, 2016, submitted by Zenithvia, that it has admitted to running the business without registration certificate. It is also mentioned in its letter that it will refund the service charge to all the clients whose service tenure is not expired as on January 11, 2016. However, Zenithvia did not submit any proof of refund made to its clients to SEBI, except client wise payment details.

(h) The following amounts credited into the accounts of Noticees are alleged to be received as fees towards the services rendered as investment adviser:

Account No.	Bank Name	Account Name	From	To	Credit Amount (Rs.)
185xxxxxx230	ICICI Bank	Zenithvia Research Services	15-06-2015	11-01-2016	9,13,662/-
657xxxxxx141	ICICI Bank	Zenithvia Research Services	23-07-2014	09-04-2015	13,38,179/-
185xxxxxx352	ICICI Bank	Anurag Shrivastav	22-05-2015	30-09-2022	7,35,599.51

(i) It appears from the contents of the webpages of the website www.zenithvia.com that Zenithvia was advertising profits, availing profits through their services fully knowing that all the investments in securities market are subject to market risks. These misleading representations are deceptive and fraudulent in nature and

are well covered under “fraud” as defined in the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003.

6. During the examination, the partners vide letter dated 22.01.2016 have stated that, the partnership firm was dissolved vide dissolution deed dated 21.01.2016 and have forwarded a copy of the partnership dissolution certificate.
7. The SCN, therefore, alleged that the Noticees i.e partners of Zenithvia were providing investment advisory services to its clients against consideration without obtaining certificate of registration from SEBI, in contravention of the alleged provisions as mentioned in Para 3 above.
8. The SCN dated 19.05.2023 was sent to the four Noticees by Speed Post with Acknowledgment Due. The SCN was delivered to Noticee No.1 through SPAD on 24.05.2023. Noticees No. 2 and 4 submitted a common reply dated 23.06.2023. The SCN to Noticee No. 3 came back undelivered and the delivery of SCN was again attempted to him via newspaper publications dated 28.07.2023.
9. The Noticees 2 and 4, vide a common reply vide letter dated 23.06.2023 have replied to the SCN which is summarised as follows:-
 - 9.1 Nothing contained in the said notice should be deemed to be admitted by virtue of it not having been specifically denied unless same has been expressly admitted.
 - 9.2 The firm “Zenithvia Research Services” was a partnership firm incorporated on 23rd May, 2014 in Indore (M.P). The firm started its operations from August 2014, which is evident from the Bank Statement of the firm.
 - 9.3 The firm was incorporated by 4 Partners viz Mr. Anurag Shrivastav, Mr.Sandeep Shriwas, and the noticees who were college pass outs with a view to provide research based recommendations.
 - 9.4 They were novice and were unaware of the SEBI laws and Regulations and had no knowledge that for running such business, they require SEBI registration. Hence they started their business activity without taking SEBI Registration.

- 9.5 The firm was not involved in any unregistered investment advisory services rather it was engaged in providing buy / sell recommendations in the securities market, which were not governed under any *bye-laws*.
- 9.6 That such scope of work comes clearly under the purview of the SEBI (Research Analysts) Regulations, 2014 and shall be governed by it. The SEBI (Research Analysts) Regulations, 2014 came in effect from 01st September 2014 wherein first proviso of the Regulation 3(1) stated that “Provided that every person acting as research analyst or research entity before the commencement of these regulations may continue to do so for a period of six month from such commencement or, if it has made an application for a certificate of registration under sub-regulation (2) within the said period of six months, till disposal of such application”.
- 9.7 That the said Regulation itself had provided time period till 28th February, 2015 for the persons who were acting prior to the commencement of the Regulations, may continue to work as a Research Analysts without obtaining registration from the SEBI.
- 9.8 The firm was providing research services only and not any advisory services.
- 9.9 The firm’s website clearly stated that it is a research firm and will provide research services, nowhere it was stated that it is an advisory firm. Moreover, the name of the firm itself illustrates that it is a research firm and not an advisory firm.
- 9.10 That the firm’s scope of work was restricted to provide buy /sell recommendations only and in nowhere was involved in providing investment advice or advice on portfolio, doing financial planning.
- 9.11 The firm was merely offering standardized subscription based services wherein the recommendation provided were uniform across all the clients and was not engaged in providing investor specific services based on the investment objective or financial status, etc.
- 9.12 The investment adviser is required to assess the risk capacity of a client and ensure suitability of the product / services offered, whereas the same

- was not applicable on the firm as it was just providing uniform recommendations to all the client.
- 9.13 The firm's opinion on possible price behavior of particular index / scrip cannot be construed as an investment advice.
- 9.14 The firm was not at all providing any service to the investors, rather the firm was providing buy / sell recommendations to the traders who have nothing to do with the advice.
- 9.15 The firm also had never represented to any of the client that they are involved in providing any investment advice or financial planning.
- 9.16 The clients used to analyse the performance of the firm before taking subscription through Free Trial and upon getting satisfied completely they would take the services.
- 9.17 The firm had just provided its clients research recommendations in the share market by charging certain amount of fee from them which they agreed to. None of the clients were forced in any manner nor were under undue influence nor any coercion was made to avail the services.
- 9.18 The firm was not involved in any malpractices such as promising assured returns or handling the clients demat accounts, etc.
- 9.19 There is no loss to investors.
- 9.20 The firm has worked honestly with integrity and served their clients.
- 9.21 However, SEBI received a complaint on December 25, 2014 from Mr. Devesh, but SEBI did not inform the firm and hence it was unaware of the complaint.
- 9.22 If SEBI would have informed to the firm of their wrongdoing and non compliance activity the firm would have closed down their operations at that time only.
- 9.23 The firm was in receipt of a letter dated January 4, 2016 from SEBI Indore Local Office regarding the firm's activities and the firm submitted its reply on January 22, 2016.
- 9.24 On receipt of the letter from SEBI, the firm and its partners realized that this working was not permissible under purview of the SEBI regulations, so they

decided to shut it down and dissolved the firm on January 21, 2016 and also closed all their bank accounts on January 11, 2016 and discontinued webpage on January 21, 2016 i.e. they closed down their complete operations as soon as they became aware of the said non-compliance. Dissolution certificate and CA certificate with respect to closure of the activities was enclosed.

- 9.25 After closing down the operations, according to the directions of the SEBI Local Office they refunded the fees to the clients whose service was undergoing at that point of time. They provided a list of such clients.
- 9.26 In order to avoid the disciplinary action and the penalty charges, the firm followed all SEBI directions of SEBI Local Office and closed the complete operations as a result they faced huge losses at that point of time.
- 9.27 The partners of the firm were not able to recover the amount they had invested in the firm; further the rent amount which was deposited also got forfeited by the landlord as the office was shut down without any prior notice.
- 9.28 The firm faced losses while suddenly shutting down their operation immediately on a short notice.
- 9.29 To start a new business, a huge amount of sum is invested which takes a while to provide a return, whereas the firm followed the SEBI's directions and shut down the business immediately and suffered losses.
- 9.30 The firm's intention was not to do any illicit or fraudulent activities, as soon as they became aware that they were committing, mistakes, as a law abiding citizen, they stopped their activities and were ready to accept the losses that they suffered.
- 9.31 If SEBI at the point of time when complaint was received to them against the firm on December 25, 2014 had informed the firm that this is not allowed they would have closed down their operations at that point of time only.
- 9.32 After 8 years, the firm does not have any further records of its activities and nor is in a position to pay any penalty.
- 9.33 Neither the firm nor its partners had any fraudulent intention and have fully cooperated with SEBI.

- 9.34 The firm shall be accounted for its unregistered research analysts activity from March 2015 as prior to it there was exemption provided by the SEBI (Research Analysts) Regulations, 2014.
- 9.35 Also the firm had refunded to all those clients whose service was running at that point of time based on the directions given by the SEBI Office and hence shall not be liable for further action.
- 9.36 The Noticee is collating the refund details and will provide to SEBI in due course.
- 9.37 The firm had collected fees from the clients in its 2 current bank accounts only viz ICICI Bank having account numbers 185xxxxxx230 and 657xxxxxx141. Apart from these bank accounts, no fees was received in any other bank account(s).
- 9.38 The mentioning of the ICICI bank account of Mr. Anurag Shrivastav in the said notice is baseless as it was his personal savings bank account and no fees were received in the bank account.
- 9.39 Further, the alleged total of Rs.22.50 lakhs in firm's bank account is incorrect as there was several personal transactions, cash deposits, contra entries, etc. which were not related to the operations of the firm. Details of such transactions will be provided by the noticee in due course.
- 9.40 For any doubts or clarification related to the banking transaction / entries, the same should be sought from the noticees.
- 9.41 The firm had just carried out research analysts operations for a short tenure and has discontinued the operations since they became aware that it is not permissible and also the firm has not committed any fraud.

10. In order to comply with the principles of natural justice, an opportunity of personal hearing was granted to all the four Noticees on 01.08.2023. As the hearing notice to Noticees 1, 2 and 3 came back undelivered, service of hearing notice was again attempted via newspaper publications dated 28.07.2023.

11. The personal hearing scheduled on 01.08.2023 was attended by Shri Abhishek Mishra, CS, Authorised Representative (**AR**) who appeared on behalf of three Noticees i.e. Noticees 2, 3 and 4. As Noticee 1 did not attend the hearing, another opportunity of personal hearing was granted to him on 10.08.2023. On the said date, Noticee 1 was also represented by the same AR who appeared for the other three noticees. The hearings on both the days were conducted online through the Webex platform.
12. During the hearing conducted on 01.08.2023 for Noticees 2, 3 and 4, the AR reiterated the submissions made vide letter dated 23.06.2023.
13. Further, vide email dated 08.08.2023 Noticee 1 has made the following submissions on behalf of all the four noticees, which are summarized as follows:-
- 13.1 Noticee 1 reiterates and affirms the replies made by the other noticees.
- 13.2 The activities of the noticees were that of unregistered research analyst rather than investment advisory. Accordingly, the list of registered RAs who are into exact nature of operations as that of the noticees is provided. Hence the activities of the noticees is that of research analysts and not investment adviser.
- 13.3 Noticees have collected fees from clients in 2 current account only viz ICICI bank account numbers 185xxxxxx230 and 657xxxxxx141. The personal saving account of noticees shall not be reckoned as it was their personal savings bank account and no fee were received in that bank account. Also Noticee has not received any clear copy of bank account statement of Anurag Shrivastav in excel format and hence he cannot provide justification of transactions made therein.
- 13.4 Bifurcations have been provided of the transactions of the current account of Zenithvia (ICICI bank account numbers 185xxxxxx230 and 657xxxxxx141) which are not related to the advisory have been duly highlighted in the bank statement.

- 13.5 As directed by the then officials of SEBI at Local Office, the noticees had refunded the amount to all those clients whose services were active at that point of time. The noticees had duly followed the direction and now shall not be held liable for refunding the entire amount as they had taken all steps in accordance with the direction of the SEBI officer only.
- 13.6 Noticees have been able to get affidavits from few of their clients with respect to the refunds made to them. Noticees will also submit the affidavits from other clients and will submit CA certificate regarding refund made to the investors in due course.
- 13.7 Noticees duly admits operating without valid certificate from SEBI however they were not indulged in any kind of fraudulent activities such as providing assured returns or handling their demat account and also not misrepresented any of the investors by showing that they are registered with SEBI and hence the alleged violations of PFUTP Regulations should be removed upon.
- 13.8 Noticees have made reference to orders in the matter of GRS Solution and Ms. Suhanika Chourey. Moreover, no refund directions were made as they closed their business operations following the directions from SEBI Indore Local Office and had refunded the amount to their active clients only.
14. During the personal hearing held on 10.08.2023 for Noticee 1, the AR reiterated the submissions made during hearing held on 01.08.2023 as well as submissions made vide letter dated 08.08.2023. Further, the AR also agreed to provide the CA's certificate towards refunds made to the investors as well as supporting documents towards the claims that the self deposits were made by the noticees themselves. The noticees were granted one month's time to produce necessary documents in support of their submissions.
15. Thereafter, the noticees vide written submissions dated 08.09.2023 written on behalf of all the partners (signed by 2 noticees ie. Noticees 3 and 4), have submitted the affidavits submitted by 8 clients acknowledging the receipt of refund

towards advisory fees. They have further stated the following in their written submissions which were in Hindi and are translated and summarized hereinbelow:

- 15.1 They have submitted all the documents which were sought at SEBI Local Office.
- 15.2 They have submitted the affidavits of the clients as sought.
- 15.3 The CAs refused to certify the clients affidavits as the matter is 8 years old and in case CAs are ready to certify then their charges are very high which noticees are unable to afford.
- 15.4 Rs.7,50,000/- in the Zenithvia firm's account were the funds received from self, friends and acquaintances for the expenses of running the firm.
- 15.5 Expenditure of the firm were employee salary, office rent, computer rent, food, maintenance, etc.
- 15.6 The expenses were borne by all four partners by transferring funds in the account of the firm through cash and online.
- 15.7 In 2016, SEBI informed them that the firm was unregistered, which they were unaware at the time, and based on the notice given by officials of SEBI to close the firm, they immediately closed the firm in 2016. They also closed the website, bank account, office and presented the CA certificate in 5-6 days before the SEBI Local Office.
- 15.8 Now after 8 years in June 2023 it is sought from them as to how this company was closed, the information for which has already been submitted.
- 15.9 Today, all the partners are not in a position to represent their case through a CA and submit a reply in future as the CA is charging a high fee. The noticees, therefore, want to represent the case themselves. Accordingly, the four partners are requesting for another opportunity of personal hearing at the earliest.

16. Accordingly, as requested by the noticees, another opportunity of personal hearing was granted to all the four noticees on 12.09.2023. During the personal hearing on 12.09.2023, all the four noticees appeared in person for the online hearing held through Webex. In addition to their earlier submissions, they further stated that the

various cash deposits in the accounts of the firm were loans taken in cash from friends and acquaintances to meet the expenses of the firm. As regards the credits in the bank account of Noticee 1, he stated that he was running a travel agency business and had received money for the same. They also stated that refunds were made in cash. They further stated that they do not have evidences as these were cash transactions done 8 years ago. The noticees however agreed to provide the source of funds for the self cash deposits and the cash refunds as well as reasons as to why the funds in the personal account of Noticee 1 (which was displayed on the website) should not be considered towards the fees received by the firm.

17. The Noticees vide emails dated 13.09.2023 and 14.09.2023 (*in Hindi*) have forwarded their reply. Vide email dated 13.09.2023, the noticees provided photographs of some vehicles as documentary evidence with respect to the travel business of Noticee 1. Vide email dated 14.09.2023, while providing some documents have stated that they have made all efforts to collect the documents for a matter which is 8 years old. For the documentary evidence, they have provided affidavits provided by the clients for cash receipts from noticees, (which was submitted earlier also) and affidavits filed by the friends and relatives stating that they have deposited cash in the bank account of Zenithvia. Further vide another email dated 14.09.2023, the noticees have sent a screenshot of an email wherein a person viz Mahindra Singh Rajput has confirmed that he and his brother have lent a sum of Rs.2,22,500/- to Noticee 1 which was refunded by Noticee 1 to them, little by little, from his account No. 185xxxxxx352.

CONSIDERATION OF ISSUES AND FINDINGS

18. I have considered the allegations made against the Noticees in the SCN, documents available on record, the written submissions of the Noticees, as well as oral submissions made by the AR and the Noticees themselves during the hearings.

19. Before proceeding further, I note that the allegation w.r.t unregistered investment advisory activities were made against the firm Zenithvia and its partners. In this regard, it is seen that the partnership firm i.e. Zenithvia stands dissolved as informed by the Noticees vide their letter dated 22.01.2016. It is pertinent here to note the ruling of Hon'ble Supreme Court of India in **Munshi Ram and Ors vs Municipal Committee, Chheharta on 6 March 1979**, the Hon'ble Supreme Court of India has observed that: *“Partnership” as defined in Section 4 of the Indian Partnership Act, 1932, is the relation between persons who have agreed to share the profits of a business carried on by all or any of them for the benefit of all. A firm or partnership is not a legal entity separate and distinct from the partners. Firm is only a compendious description of the individuals who compose the firm. The business being carried on by all or any of the partners, all of them are jointly and severally responsible for the liabilities incurred in the course of the business as each one is considered as an agent of the other.”*

20. The issue that arises for consideration in the present proceeding is whether the Noticees were providing investment advisory services without obtaining a certificate of registration from SEBI in violation of Section 12 (1) of the SEBI Act, 1992 read with Regulation 3 (1) of the IA Regulations, 2013. I note that the definition of “Investment Adviser” as given under Regulation 2(1)(m) of the IA Regulations is relevant:-

“investment adviser means any person, who for consideration, is engaged in the business of providing investment advice to clients or other persons or group of persons and includes any person who holds out himself as an investment adviser, by whatever name called;”

21. Further, Regulation 2(1)(l) of the IA Regulations defines “investment advice” as under:

“investment advice means advice relating to investing in, purchasing, selling or otherwise dealing in securities or investment products, and advice on investment portfolio containing securities or investment products, whether written, oral or through any other means of communication for the benefit of the client and shall include financial planning:

Provided that investment advice given through newspaper, magazines, any electronic or broadcasting or telecommunications medium, which is widely

available to the public shall not be considered as investment advice for the purpose of these regulations;”

22. For ease of reference, the provisions of the SEBI Act, 1992 and the IA Regulations alleged to have been violated by the Noticees are reproduced hereunder:

SEBI Act, 1992

“Registration of stock brokers, sub-brokers, share transfer agents, etc.

12. (1) No stock broker, sub-broker, share transfer agent, banker to an issue, trustee of trust deed, registrar to an issue, merchant banker, underwriter, portfolio manager, investment adviser and such other intermediary who may be associated with securities market shall buy, sell or deal in securities except under, and in accordance with, the conditions of a certificate of registration obtained from the Board in accordance with the ⁵³[regulations] made under this Act.”

SEBI (Investment Adviser) Regulations, 2013

“Application for grant of certificate.

3. (1) On and from the commencement of these regulations, no person shall act as an investment adviser or hold itself out as an investment adviser unless he has obtained a certificate of registration from the Board under these regulations.”

23. SEBI was in receipt of complaints from Devesh Sharma on the SEBI SCORES portal wherein the complainant had complained that although Zenithvia is an unregistered IA, he has received SMS regarding trading recommendations. The screenshots of these SMS are as follows:-

ZENITHVIA:-

OPTION STAR 1200 CALLBUY ABOVE 62 TGT 67/72 SL 54

FOR SUPPORT CALL:-

(Call @+91-8982070512 & [Visit@www.zenithvia.com](http://www.zenithvia.com))

ZENITHVIA:-

OPTION SUNPHARMA 1040 CALLBUY ABOVE 33 TGT 38/44 SL 28

FOR SUPPORT CALL:-

ZENITHVIA:-

OPTION NIFTY 8400 PUTBUY ABOVE 85 TGT 99/114 SL 69

FOR SUPPORT CALL:-

(Call @+91-8982070512 & [Visit@www.zenithvia.com](http://www.zenithvia.com))

1ST TGT DONE

FOR SUPPORT CALL

(Call @+91-8982070512 & [Visit@www.zenithvia.com](http://www.zenithvia.com))

24. I also note the following from the webpages which were downloaded from the website www.zenithvia.com (the website is currently not available):-

"We provide traders with stock cash trading calls with high accuracy tips which will always lead to a trader to handsome profit on their investment."

"We provide traders with Gold Silver trading call....."

"We provide traders with Futures trading calls..."

"We provide 1-2 calls per day."

"Strategies can be intraday as well as Positional."

25. On a further examination of the webpages, I note the following was also disclosed on such webpages:-

Our Vision

"To facilitate investors in financial wealth creation process, exceptional research methodologies creating mutual-enforcing relations. To consistently develop and deliver high precision services through trading strategies, state of art technologies and personalized service".

Our Mission



"To provide our clients with secured and finest financial solutions to achieve sustained growth delivering superior and sustainable services."



Aim

"We aim to provide disciplined equity & derivative trading and investment solutions to help creating true venue for your investment."

26. I also note the fee structure for various securities market products offered by Zenithvia as mentioned on the webpages of the website www.zenithvia.com which is as under:-

Table A

S. No.	Service  Period 	Stock Cash	Stock Future	Options	Royal Cash	Royal Future	Royal Options	Bullion Metal
1.	Monthly	7000	7000	7000	21000	21000	21000	12000
2.	Quarterly	15000	15000	15000	51000	51000	51000	20000
3.	Half Yearly	25000	25000	28000	90000	90000	90000	30000
4.	Yearly	50000	40000	50000	161000	161000	161000	40000

S. No.	Service  Period 	Base Metal	Energy	NCDEX (Agri)	Precious Metal	Bullion Metal Combo	BTST/STBT (Commodity Combo)
1.	Monthly	9000	5000	7000	7000	9000	15000
2.	Quarterly	15000	12000	17000	15000	21000	38000
3.	Half Yearly	28000	22000	26000	24000	38000	60000
4.	Yearly	50000	40000	38000	36000	65000	99000

27. I further note that Zenithvia had three accounts with ICICI Bank i.e Account Number 185xxxxxx230 (as per the CA's certificate submitted by Zenithvia and as per details available on the website www.zenithvia.com), Account No. 657xxxxxx141 and Account No. 185xxxxxx352 of Mr. Anurag Shrivastav (i.e Noticee No.1) whose details was available on the website www.zenithvia.com.

28. During preliminary examination, SEBI had sought certain information w.r.t the unregistered investment advisory activities of Zenithvia vide letter dated

05.02.2015 which had come back undelivered. Although the noticees have made the submission that they should have been informed about the unregistered activities in 2015 itself, I note that the SEBI's letter to Zenithvia in 2015 came back undelivered. Further, SEBI did inform the firm vide its letter dated 04.01.2016 that it was indulging in unregistered investment advisory activities which is evident from the letter sent by the noticees. Had the complainant not alerted SEBI through the complaint about Zenithvia, it is presumed that they would have still continued with their unregistered activities, although the relevant IA Regulations which were notified in 2013 were also available on the public domain. Hence the Noticees' plea in this regard cannot absolve them from the consequences of carrying out unregistered activities.

29. Based on further examination, SEBI vide letter dated 04.01.2016 once again sought comments of Zenithvia regarding their activities of providing various financial products / services by charging fees without taking registration under the IA Regulations.

30. During the examination by SEBI, Zenithvia vide letter dated 22.01.2016 while responding to SEBI's letter dated 04.01.2016 w.r.t its providing advisory services without obtaining necessary certificate from SEBI, had stated, *inter alia*, the following which is reproduced in *verbatim*:-

- 30.1 *"With reference to above letter, we are accepting that we are running the business without registration certificate as required by SEBI Act 1992 and their rules and regulations.*
- 30.2 *We were committing the mistake due to non-awareness and limited knowledge of SEBI Act 1992. We are closed all our business activities, as we are aware the fact that running of investment advisory business without registration is not permissible.*
- 30.3 *Certificate of dissolution of firm, closure of bank account and closure of website is enclosed herewith.*
- 30.4 *Further, we declare that we will refund the service charges to all the clients whose service tenure is not expired as on 11/01/2016. List of clients who paid to us in last three months are also enclosed herewith."*

- 30.5 *Further we also confirm that we do not have any tie-up or association with any type of share trading advisory company by what so ever name called.”*
- 30.6 *We will assure you that we will never do any such activity which is not recommended by law.”*

31. Therefore, all the four partners of Zenithvia vide their reply dated 22.01.2016 had clearly acknowledged that they were indulging in unregistered investment advisory services. However, they have now contended that their activities were those of a research analysts and not investment adviser as seen in their submissions dated 23.06.2023 and 08.08.2023 as well as during the personal hearings.

32. Further, they have stated, *inter alia*, that being novice individuals they were unaware of SEBI laws and regulations and were not aware that for running such business, they require SEBI registration. Hence they started the business without taking SEBI registration. It is a fundamental principle of law that ignorance of law is not an excuse and the same cannot be taken as defense in any proceedings to avoid liability in case of violation. Hence this argument seems to be an afterthought.

33. During the current proceedings, the noticees have further contended that the firm was not involved in any unregistered investment advisory services rather it was engaged in providing buy-sell recommendations in the securities market, which were not governed by any law. It is their submission that the scope of their work comes under the purview of the SEBI (Research Analysts) Regulations, 2014 (**RA Regulations**) which came into effect from September 2014. Further, according to them the RA Regulations provided time period till 28.02.2015 for persons who were acting prior to the commencement of the Regulations to continue the work of a RA without obtaining registration from SEBI. The partnership firm was incorporated on 23.05.2014 and as per the bank statement started its operations in August 2014. The name of the firm illustrates that it is a research firm and not an advisory firm. The firm's scope of work was restricted to provide buy / sell recommendations only and it was not involved in providing investment advice or advice on portfolio or doing financial planning. The firm was merely offering standardized subscription based services, wherein recommendation provided were uniform across all clients and was not engaged in providing any investor specific services based on the investor's investment objective or financial status. The noticees have also submitted a list of registered RAs who are doing similar activities as the noticees.

I note that through their submissions the Noticees have not disputed the fact that they indulged in unregistered activities, but have however, refuted that their unregistered activities were those of research analysts and not investment advisers. This argument, however, has no merits as can be discerned from the following paragraphs.

34. Firstly, the Noticees have clearly admitted that they were operating without a valid registration certificate from SEBI vide various submissions dated 22.01.2016, 23.06.2023, and 08.08.2023. They had vide their written submissions dated 22.01.2016 also acknowledged to have carried out investment advisory services without registration. Subsequently, they have contended that they were engaged in research analysts activities and were not providing investment advisory services. Even if one accept the same for the sake of argument that the services pertain to research analysts and not of investment advisory, the noticees were still not registered as Research Analysts with SEBI in terms of Regulation 3(1) of the SEBI (Research Analysts) Regulations, 2014 (**“RA Regulations, 2014”**). The RA Regulations, 2014 were notified on 01.09.2014 and came into effect from 01.12.2014. The RA Regulations, 2014 provided for a transition period of six months from the date of commencement of the Regulations for the existing persons acting as research analysts or research entity before commencement of the RA Regulations, 2014 to comply with certification, qualification, segregation of research activities from other activities etc. However, they were required to file an application for grant of registration within the said period of six months from the commencement of the Regulations i.e. December 01, 2014, to continue to do so thereafter. The persons who had made applications for grant of registration could continue to do so till the disposal of the application. The person who fails to file an application for grant of registration within the aforesaid time period of six months from the commencement of the regulations had to stop acting as research analysts. It is, however, observed that the noticees have not provided any evidence to show that they had applied for registration as research analysts with SEBI. I further note that they have in fact opened another bank account for the unregistered services of Zenithvia in June 2015 although they have argued that the RA Regulations had given time until February 2015 to those persons who were acting as research analysts prior to the commencement of the RA Regulations. In fact, only after receipt of SEBI’s letter dated 04.01.2016 regarding examination of the unregistered activities of the firm, the partners decided to shut down their activities and have

dissolved the partnership firm on 21.01.2016. Therefore, the contention of the Noticees of carrying out RA activities is untenable.

35. Regarding the contention of the Noticees that the giving of buy/sell recommendations falls under the activities of research analyst and not investment advisory, I note that definition of “research analyst” as given under Regulation 2(1)(u) of the RA Regulations, 2014, provides as under:

“‘research analyst’ means a person who is primarily responsible for ---

- i. preparation or publication of the content of the research report; or*
- ii. providing research report; or*
- iii. making 'buy/sell/hold' recommendation; or*
- iv. giving price target; or*
- v. an opinion concerning public offer, with respect to securities that are listed or to be listed in a stock exchange, whether or not any such person has the job title of 'research analyst' and includes any other entities engaged in issuance of research report or research analysis.*

Explanation.- The term also includes any associated person who reports directly or indirectly to such a research analyst in connection with activities provided above.”

36. The aforesaid definition of “research analyst” enlists certain activities that applies squarely to a research analyst. A perusal of the aforesaid definition shows that an entity performing all or any of the activities mentioned therein would qualify as “research analyst”. However, when the said definition is read with other definitions and provisions of the RA Regulations, 2014, viz: definitions of ‘research entity’ and ‘research report’, it emerges that activities mentioned in Clauses (iii), (iv) and (v) must be part of research report as referred to in Clauses (i) and (ii) thereof. In other words, making buy/sell recommendations, giving price targets or opinion on a public offer must be accompanied by a research report. Normally, a research analyst conducts research of a particular company or industry and makes recommendation. On the other hand, investment adviser, after conducting risk profiling of the investor sees whether the product is suitable for the investor and gives personalized investment advice for consideration. In the present matter, the Noticee has not produced any material to show that his recommendation was

accompanied by research reports. Rather, from the website contents, it is clear that they were offering the investors various securities market products.

Further, for a buy/sell recommendation to fall in the research analyst definition, such recommendation should be made to public/clients at large and may not be personalised investment advice or on one to one basis, as is the case herein. Therefore, the contention of the Noticees is not correct.

37. The defense regarding RA activities taken by the noticees appears to be an afterthought. On a perusal of the documents submitted by the noticees, it is observed from the Dissolution Deed of the Partnership Firm it is stated “ *And whereas the firm M/s Zenithvia Research Services have been carrying on the business of Share Market Advisory.*”

38. I have also perused the documents submitted by Zenithvia at the time of opening of the bank account No. 657xxxxxx141 with ICICI Bank wherein I note that in the partnership letter dated 19.06.2014 submitted to the Bank they have clearly stated that the partnership firm is in the business of advisory services. Further, in the account opening form for Account No. 185xxxxxx230, the occupation / profession of the firm is shown as “*sare market trading*” (*sic*). It is also seen that no records are available to show that they were engaged in any research activity.

39. The noticees have, time and again reiterated, that they had never represented to any of the client that they are involved in providing any investment advice or financial planning. However, on a perusal of the additional archived webpages, I note the following wrt the Zenithvia Financial Planning:

“Financial planning is a not once-and-done event, people take up the responsibility of financial management themselves.....Clients expects that proper allocation of money is very much needed to avoid strenuous financial crisis in your personal as well as professional life. In this regard a ZenithVia can guide you the best to arrange your financial issues through planning. We help you to manage your cash flow, investment planning, risk management....

Our Unique Approach

At Zenithvia, a financial planning is a process chart considers all aspects of your finances from cash & liabilities, analysis & research to investments & protection as well as market and economic conditions.”

40. I also note from the affidavits of the 8 clients submitted by the Noticees vide their letter dated 08.09.2023 with respect to the evidence of refunds made, the clients have stated that they have received the refund of the amount which was paid as advisory fees to Zenithvia.

41. In view of the above discussion at preceding paras 23 to 40, more specifically, from the services and pricing details mentioned by Zenithvia on its website, the SMS contents of the complainant, the bank account opening forms, the firm dissolution certificate, I find that Zenithvia was indeed providing investment advisory services and not research analyst services as claimed by them. Further, by its own admission these were unregistered services.

42. As brought out in the preceding paras, the noticees were engaged in unregistered investment advisory services and have received fees towards these services. As per the CA certificate submitted by the noticees vide their letter dated 22.01.2016 w.r.t closure of the bank account and the bank details appearing on the webpage of Zenithvia, the following three accounts with ICICI Bank have been used for receiving the fees towards the unregistered investment advisory activities, the details of which are as follows:-

Table : B

Account No.	Account Name	From	To	Credit Amount (Rs.)
185xxxxxx230	Zenithvia Research Services	15.06.2015	11.01.2016	9,13,662/-
657xxxxxx141	Zenithvia Research Services	23.07.2014	09.04.2015	13,38,179/-

185xxxxxx352	Anurag Shrivastav	22.05.2015	30.09.2022	7,35,599.51
Total				29,87,440.51

43. The Noticees, however, in their replies dated 23.06.2023 and 08.08.2023 and also during the personal hearing while confirming the receipt of the fees from the clients have however contended that the fees were collected in only 2 bank accounts i.e. Account No. 185xxxxxx230 and Account No.657xxxxxx141. They have further stated that since Account No. 185xxxxxx352 is the personal account of Anurag Shrivastav, the credits in this account should not be taken towards fees received by the firm. They have also contended that all the cash deposits in these accounts were not towards the fees received by them but also included some failed transactions which were reversed, transfer of funds / cash from the partners, transfer of cash from relatives and friends. During the hearing held on 12.09.2023 Noticee 1 stated that the funds in his account included the money he received for running a travel agency business. With regard to the various cash withdrawals made by them, the noticees had stated that these were made for the expenses of the firm.

44. I note regarding the bank account 185xxxxxx352 i.e personal bank account of Noticee 1 which was also displayed on the website of Zenithvia, there is no way to differentiate whether the funds in the said bank account of Noticee 1 are personal funds of the noticee or that of the unregistered activities and neither has the noticee provided bifurcation of these figures. Noticee 1 had stated during the personal hearing that he had a travel agency business and to substantiate the claim has only sent photographs of some vehicles. Further, he has submitted a screenshot of an email received from one Shri Mahendra Singh Rajput who has stated that he and his brother had lent a sum of Rs.2,22,500/- to Noticee 1 for his business which was returned to them by Noticee 1, little by little, from the said bank account of Noticee 1. The Noticee has not provided other evidence such as bills or invoices for this business to substantiate his claim.

45.I note that besides some photographs of some vehicles to claim that he was running a travel agency business, the Noticee 1 has not submitted other cogent proof of his travel business. But for the fact that there are money transfers in the account of Noticee 1 from Shri Mahendra Singh Rajput, there is no other way to verify from the bank account of Noticee 1, if that was an actual loan received. I, however, note from the bank account that there are funds which have been transferred into this account with the narration “*NEFT-SD12xxxxxxx-MAHENDRA RAJPUT S O SHRI JAGDIS*” with a total credit of Rs.1,43,160/- Details of these credits in the bank account are given in the following table:-

Table : C

ICICI Bank Account No. 185xxxxxx352 of Anurag Shrivastav		
Date of Transaction	Narration appearing in the bank statement of Noticee 1	Credit Amount (Rs.)
29-06-2015	NEFT-SD1219610210-MAHENDRA RAJPUT S O SHRI JAGDIS	12000
02-07-2015	NEFT-SD1221017704-MAHENDRA RAJPUT S O SHRI JAGDIS	16500
08-07-2015	NEFT-SD1222702960-MAHENDRA RAJPUT S O SHRI JAGDIS	13000
23-07-2015	NEFT-SD1225559947-MAHENDRA RAJPUT S O SHRI JAGDIS	8925
04-08-2015	NEFT-SD1228177543-MAHENDRA RAJPUT S O SHRI JAGDIS	21750
24-08-2015	NEFT-SD1231947872-MAHENDRA RAJPUT S O SHRI JAGDIS	4900
25-08-2015	NEFT-SD1232186987-MAHENDRA RAJPUT S O SHRI JAGDIS	4975
26-08-2015	NEFT-SD1232483089-MAHENDRA RAJPUT S O SHRI JAGDIS	1970

27-08-2015	NEFT-SD1232742638-MAHENDRA RAJPUT S O SHRI JAGDIS	2975
28-08-2015	NEFT-SD1232947305-MAHENDRA RAJPUT S O SHRI JAGDIS	2475
04-09-2015	NEFT-SD1234936165-MAHENDRA RAJPUT S O SHRI JAGDIS	7850
13-10-2015	NEFT-SD1243749755-MAHENDRA RAJPUT S O SHRI JAGDIS	10000
26-11-2015	NEFT-SD1254192937-MAHENDRA RAJPUT S O SHRI JAGDIS	8000
05-01-2016	NEFT-SD1264826779-MAHENDRA RAJPUT S O SHRI JAGDIS	15000
08-03-2016	NEFT-SD1281731923-MAHENDRA RAJPUT S O SHRI JAGDIS	7870
11-03-2016	NEFT-SD1283031584-MAHENDRA RAJPUT S O SHRI JAGDIS	4970
TOTAL		1,43,160

Based on the narrations in the bank statement and also after cross checking these amounts with the packages displayed on the website of the firm as given at Table A, except for two credits of Rs.12,000/- and Rs.15,000/- which matches with the package available on the website, no other amount matches. Hence, I am inclined to give the benefit of doubt to the Noticee 1 for an amount of Rs.1,43,160/- as the sum received by him as business loan and accordingly, the said amount may be excluded from the refund to be made by the Noticees..

46. Apart from the above business loan, the noticee has not provided the details of other credits. From an independent analysis of the documents available alongwith his bank account was undertaken, I note from the account opening documents provided by him to ICICI Bank, he had submitted a cheque of Rs.25,000/- drawn on HDFC Bank towards the initial deposit in this Account. In view of the documents

available on record as well as the bank narration in the account, I am of the opinion that this amount being the personal fund given by him towards account opening may not be taken towards the total credit to be refunded. Further, I also note after the credit in this account on 13.04.2017, there are other credits on various dates for a total amount of Rs. 81/- for the period from 29.06.2017 to 30.09.2022 towards interest payments made by the bank and another credit of Rs.1000/- on 18.11.2019, with the narration “MMT/IMPS/932215324321/Na/ANURAG SHR/HDFC BANK LTD” which I assume is the amount transferred by Noticee 1 on account of the balance being NIL.

In the light of aforesaid discussion, I am inclined to consider the total amount of Rs.1081/- which is by way of bank interest (i.e Rs.81/-) and fund transferred by Noticee 1 himself (Rs.1000/-) to be excluded from the total credit amount for this account as these do not appear to be related to the unregistered IA activities. Accordingly, the period of unregistered activities is taken to be until 13.04.2017 (instead of 30.09.2022 as alleged in the SCN).

47. Having considered that the account was displayed on the website of Zenithvia and amounts were credited therein, I am constrained to consider the other credits in Account No. 185xxxxxx352 also towards fees received for the unregistered investment advisory services, in the absence of cogent documentary evidence to substantiate the claim of the Noticees.

48. The Noticees have also contended that all the cash credits in the other 2 bank accounts of the firm i.e. Account No. 185xxxxxx230 and Account No. 657xxxxxx141 were not towards the fees received, but also included failed transactions due to insufficient funds which required the noticees to transfer their own funds. During the various hearings and particularly during the hearing held on 12.09.2023, the noticees stated that there were loans given by their relatives and friends which was cash deposited by them in these bank accounts. Further, there

are other cash deposits by partners and online transfer of funds from the account of Noticee 3 i.e Sandeep Shriwas in the firm's account.

49.To substantiate their claim, the noticees vide email dated 14.09.2023 have provided the affidavits on stamped paper of 11 friends and relatives who have stated that a total sum of Rs.1,33,200/- was lent on various dates to the partners of Zenithvia for running the firm. These friends and relatives have further stated that the cash was deposited in the bank accounts of the firm. On an independent examination of the information submitted by the noticees with the bank statements, I note that 2 affidavits i.e one from Anurag Jain and the other from Ravindra Jain state that each of them has deposited cash of Rs.9,000/- each in the same bank account No i.e. 657xxxxxx141 on 03.11.2014. However on examination of bank account 657xxxxxx141, I note that there is only one cash deposit of Rs.9000/- on the said date. Further w.r.t bank account No. 185xxxxxx230, the noticees have stated that there is a self deposit of cash of Rs.40,000/- on 06.01.2016. However, on the said date there is a cash deposit of only Rs.3000/-. I note that due to discrepancies in their submissions, affidavits not supported by any authentic transfer of funds through verifiable banking channels and no other cogent evidence, I am constrained not to consider these as proof of payment received by the firm towards running the business. The contention of the noticees that the same is 8 years old also does not hold good as they were aware that SEBI vide its letter in 2016 was also seeking information about their business activities. Hence, they ought to have maintained these financial documents for future reference.

50.During the hearing, the AR stated that the noticees also made cash deposits towards various expenses of the firm. However, it is observed from the bank statements that wherever the noticees have indicated that the cash was self deposited, there is an immediate cash withdrawal either on same day or within next few days. Certain samples of these self cash deposits and immediate withdrawals are given in the below table :

Table : D

ICICI Bank Account No. 657xxxxxx141 of Zenithvia				
Date of Transaction	Narration appearing in the bank statement	Debit Amount (Rs.)	Credit Amount (Rs.)	Balance (Rs)
01-08-2014	CAM/CASH DEPOSIT/01-08-14/18:25:01/0		3500	22855.28
02-08-2014	ATM/CASH WDL/02-08-14/15:36:43/0	4000		18855.28
02-08-2014	ATM/CASH WDL/02-08-14/15:37:50/0	4000		14855.28
02-08-2014	ATM/CASH WDL/02-08-14/15:38:39/0	4000		10855.28
07-08-2014	CAM/CASH DEPOSIT/07-08-14/17:08:16/0		3500	17058.47
11-08-2014	CAM/CASH DEPOSIT/11-08-14/14:55:23/0		9000	26058.47
11-08-2014	NFS/CASH WDL/11-08-14/Fee Rs17.80 ST Rs2.20	10020		15926.11
11-08-2014	ATM/CASH WDL/11-08-14/19:22:33/0	2000		13926.11
03-09-2014	CAM/CASH DEPOSIT/03-09-14/12:16:38/0		3500	30137.23
03-09-2014	ATM/CASH WDL/03-09-14/19:36:23/0	4000		26137.23

03-09-2014	ATM/CASH WDL/03-09-14/19:37:22/0	4000		22137.23
03-09-2014	ATM/CASH WDL/03-09-14/19:38:02/0	2000		20137.23
11-09-2014	CAM/CASH DEPOSIT/11-09-14/12:28:06/0		5500	59137.23
13-09-2014	ATM/CASH WDL/13-09-14/15:25:15/0	18000		39985.54
19-09-2014	CAM/CASH DEPOSIT/19-09-14/13:09:16/0		5000	46036.1
22-09-2014	CAM/CASH DEPOSIT/22-09-14/16:05:36/0		1000	47036.1
22-09-2014	CAM/CASH DEPOSIT/22-09-14/16:34:59/0		1000	48036.1
24-09-2014	ATM/CASH WDL/24-09-14/11:28:27/0	7000		57283.74

ICICI Bank Account No. 185xxxxxx230 of Zenithvia				
Date of Transaction	Narration appearing in the bank statement	Debit Amount (Rs.)	Credit Amount (Rs.)	Balance (Rs)
31-07-2015	CAM/CASH DEPOSIT/31-07-15/11:48:18/0		7000	126101

03-08-2015	ATM/CASH WDL/02-08-15/0	1000		137601
07-08-2015	CAM/CASH DEPOSIT/07-08-15/17:05:50/0		2000	96101
07-08-2015	CAM/CASH DEPOSIT/07-08-15/18:15:51/0		7000	103101
11-08-2015	ATM/CASH WDL/11-08-15/0	10000		98101
11-08-2015	ATM/CASH WDL/11-08-15/0	10000		88101
11-08-2015	NFS/CASH WDL/11-08-15/Fee Rs20.00 ST Rs2.80	10022.8		78078.2
11-08-2015	CAM/CASH DEPOSIT/11-08-15/16:10:44/0		5000	83078.2

51. I further also note the descriptions such as “Paying for Eq Share/NSP”, “Paying for Sharetip/NSP”, “For Sharet/NSP” in the bank account 657xxxxxx141 of the firm. I also note that almost all the credit entries in the bank accounts of Zenithvia were by way of cash deposits. The cash deposits were made from various locations across India i.e. Agra, Nasik, Bathinda, Koregaon, Samana, Vapi, Vasai, Jodhpur, Chennai, Pune etc. I also observe that large number of debit entries in these bank accounts were also cash withdrawals.

52. Hence in the absence of cogent evidence, except for the credits due to failed transactions / insufficient funds and transfer of funds from the partners/noticees/loan which have been clearly highlighted to me in the bank

account of Zenithvia during the proceedings by the noticees, the other credits including self deposit cash credits which have not been substantiated with evidence will have to be refunded to the clients / investors.

53. Accordingly the amount received in the accounts of firm/noticee which will have to be refunded to the clients / investors is arrived as follows:-

Account No. (Account Name)	Total Credit as per SCN (Rs.) (A)	Less Credits due to failed transactions / insufficient funds/ partner deposits Amount (Rs) (Date) (B)	Details for allowing such deductions (C)	Final Revised Credit Amount to be refunded (Rs.) (A)-(B) = (D)
185xxxxxx230 (Zenithvia Research Services)	9,13,662/-	25,000/- (15.6.2015) 21,000/-(14.10.2015)	Insufficient funds Insufficient funds	8,67,662/-
657xxxxxx141 (Zenithvia Research Services)	13,38,179/-	25,000 (23.07.2014) 1,94,663/- ¹ (on 8 different dates between 22.09.2014 to 17.03.2015)	Insufficient funds Funds transferred by Noticee 3 i.e Sandeep Shriwas to Zenithvia	11,18,516/-
185xxxxxx352 ² (Anurag Shrivastav)	7,34,518.51 ³	25,000/- (22.05.2015) 1,43,160/- (29.06.2015 to 11.03.20216)	Account opening Loan received from Mahendra Singh Rajput	5,66,358.51
Total	29,86,359.51	4,33,823/-	-	25,52,536.51

¹ In their submissions, Noticees have missed one transfer of Rs.7000/- on 11.04.2014 which has been transferred from the account of Sandeep Shriwas to the account of Zenithvia which was noted during independent examination during the proceedings. Accordingly, this amount has also been considered while re-calculating the total amount to be refunded.

² Noticee has not provided the bifurcations /highlighted the personal and business funds. The figures for the deductions have been arrived at based on independent examination during the proceedings.

³As brought out in Para 46, the last credit in the account was on 13.04.2017. Accordingly, the earlier credit figure of Rs.7,35,599.51 (as per SCN) has been revised to exclude Rs.1081/- towards partner's own fund (Rs.1000/-) and bank interest (Rs.81/-) thereafter.

54. I note that in the present matter, direction of refund of fee to the clients of Zenithvia is one of the directions being issued to the Noticees. I also note that the noticees vide submissions dated 22.01.2016 and 08.08.2023 have stated as earlier directed by the officials of SEBI Local Office, the noticees have refunded the amount to all those clients whose services were active at that point of time. To substantiate their claim they have vide their submissions dated 08.09.2023 claimed to have refunded a total of Rs.41,500/- to some 8 clients and have submitted affidavits from these clients to confirm the receipt of funds paid towards advisory fees. The Noticees have stated that they have made these refunds in cash and hence there is no way to confirm the authenticity of these claims. Further, the Noticees were granted time to submit the CA's Certificate w.r.t the refund of moneys. However, the noticees have not submitted the CA certificate to corroborate the refunds as they have made cash refunds, as claimed. However, the noticees are at liberty to provide necessary proof in support of their claims regarding refund of fees to their clients, to the independent Chartered Accountant and the same may be considered by the independent Chartered Accountant while certifying the refunds made by the noticees. The present documents submitted by the Noticees, *per se*, are inconclusive to arrive at any meaningful conclusion that the Noticees had indeed refunded the fees received from the clients and also for due adjustments for certain credits as claimed and detailed above, thus warranting a direction.

55. In order to ensure that the investors who receive investment advice are protected, it is imperative that any person carrying out investment advisory activities has to necessarily obtain registration with SEBI and conduct its activities in accordance with the provisions of SEBI Act, 1992. Section 12(1) of the SEBI Act, 1992 reads as under:

“12. (1) No stock broker, sub-broker, share transfer agent, banker to an issue, trustee of trust deed, registrar to an issue, merchant banker, underwriter, portfolio manager, investment adviser and such other intermediary who may be associated with securities market shall buy, sell or deal in securities except under, and in accordance with, the conditions of a certificate of registration obtained from the Board in accordance with the 53[regulations] made under this Act.”

56. Further, the registration of the investment advisers is mandatory as per Regulation 3(1) of the IA Regulations, 2013 which reads as under:

“3(1) On and from the commencement of these regulations, no person shall act as an investment adviser or hold itself out as an investment adviser unless he has obtained a certificate of registration from the Board under these regulations.”

57. The activities of Zenithvia as brought out from the various materials described above in the light of the aforesaid provisions shows that it was holding itself out and acting as an investment adviser without complying with the requirements of IA Regulations, 2013 and SEBI Act, 1992 including seeking of registration with SEBI.

58. Further, it is also alleged in the SCN that Zenithvia was making claims on their website such as achieving profits, availing profits through their services, fully knowing that all the investments in securities market are subject to market risks and the same is fraud. To substantiate this allegation, certain claims on the website has been considered viz:-

Stock Cash: The stock cash service is basically designed for the traders dealing in NSE stock cash. We provide trading with stock cash trading calls with high accuracy tips which will always lead a trader to handsome profit on that investment.

Stock & Nifty Futures: We provide traders with future trading calls with high accuracy tips.

Stock & Nifty Futures: We provide traders with future trading calls with high accuracy tips.

Bullions: We provide traders with Gold Silver trading calls with high accuracy tips.

59. While the above can at the most be considered as marketing gimmicks, there is no other material evidence available on record before me to prove the charge of fraud such as noticees assuring exorbitant returns or holding themselves to be SEBI registered intermediaries, etc. Neither does the complaint contain any promise of assured returns being made. Thus the finding of alleged fraud in the SCN is purely based on surmises and conjectures. In the absence of any cogent evidence to

prove a grave allegation such as fraud, it seems only appropriate for me to drop the charge of fraud levied against the noticees for violation of provisions of Section 12A (c) of the SEBI Act, 1992 and Regulation 2(1)(c) and Regulation 3(d) and Regulation 4(1) and 4(2)(k) of PFUTP Regulations, 2003 and accordingly no penalty is chargeable under Section 15HA of the SEBI Act, 1992.

The Noticees in their defense have referred to the Order in the matter of GRS Solution and SAT order in the matter of unregistered investment adviser of Ms. Suhanika Chourey. As the charge of fraud is not sustainable in the current proceedings, it is of no relevance to go into the merits of these cases.

60. Noticees, have also contented that no refund directions were made in the matter of Suhanika Chourey. I note that these proceedings were conducted in terms of Rule 4(1) of the Adjudication Rules read with Section 15-I of the SEBI Act, 1992 i.e under Chapter VIA only wherein the noticees were show caused as to why an inquiry should not be held against them and why penalty be not imposed on them in terms of the provisions of sections 15HA and 15HB of the SEBI Act for the violations alleged to have been committed by them. Whereas, in the current proceedings, actions have been proposed under Chapter IV i.e. directions under Sections 11(4) and 11B(1) read with Section 11(1) and penalty under Section 114(A) and 11B(2) read with Chapter VIA of the SEBI Act, 1992, and hence I am constrained to deal with the matter based on the scope of provisions set out in the SCN that is placed before me. Different types of enforcement proceedings are proposed and approved by respective authorities based on the facts and circumstances of each case. I have, however, noted these facts as well as the delay in the issue of SCN in the present case and have accordingly considered them while deciding the quantum of monetary penalty and other directions.

61. From a collective reading of (a) complaint of the Complainant (b) the webpages of Zenithvia, (c) the bank transaction statement and (d) replies / submissions made by noticees, I find that the noticees were providing investment advice through the website, and also received consideration in lieu of the same and hence it is covered under the definition of “investment adviser” and the money received from individuals was in the nature of fees in lieu of investment advice provided by it. The

definition of “investment adviser” under Regulation 2(1)(m) of the IA Regulations states that if an entity is engaged in providing advice relating to investing in, purchasing, selling or otherwise dealing in securities or investment products, and advice on investment portfolio containing securities or investment products, whether written, oral or through any other means of communication for the benefit of the client in lieu of consideration, including those entities which are holding themselves out as investment advisers, such entity will be covered by the definition of “Investment Adviser” as given in Regulation 2(1)(m) of the IA Regulations. Therefore, I find that the Noticees 1, 2, 3 and 4 were engaged in the business of providing investment advice to their clients, for consideration, and thus, was acting as an investment adviser, as defined under Regulation 2(1) (m) of the IA Regulations.

62. I note that in terms of Section 12 (1) of the SEBI Act and Regulation 3 (1) of the IA Regulations, no investment adviser shall act as an investment adviser or hold itself out as an investment adviser unless it has obtained a certificate of registration from SEBI.

63. I note that for seeking a certificate of registration for acting as an investment adviser, an entity is required to satisfy, *inter alia*, the following requirements, as provided under IA Regulations:

- (i) An application for seeking certificate of registration to be made to Local Office, Regional Office or Head Office, of SEBI, as the case may be, in Form A as specified in the First Schedule to IA Regulations, 2013 along with requisite non-refundable application fee;
- (ii) The applicant, in case of an individual investment adviser or its principal officer in case of a non-individual investment adviser shall be appropriately qualified and certified as under:
 - (a) A professional qualification or post-graduate degree or post graduate diploma (minimum two years in duration) in finance, accountancy, business management, commerce, economics, capital

market, banking, insurance or actuarial science from a university or an institution recognized by the Central Government or any State Government or a recognized foreign university or institution or association or a professional qualification by completing a Post Graduate Program in the Securities Market (Investment Advisory) from NISM of a duration not less than one year or a professional qualification by obtaining a CFA Charter from the CFA Institute;

- (b) An experience of at least five years in activities relating to advice in financial products or securities or fund or asset or portfolio management;
 - (c) Applicant in case of individual investment adviser or its principal officer in case of a non-individual investment adviser, and persons associated with investment advice shall have, at all times a certification on financial planning or fund or asset or portfolio management or investment advisory services, from (a) NISM; or (b) any other organization or institution including Financial Planning Standards Board of India or any recognized stock exchange in India provided such certification is accredited by NISM.
- (iii) Individual applicant must have net worth of not less than 5 lakh rupees and non-individual applicant must have net worth of not less than 50 lakh rupees.

64. I note that the safeguards provided under IA Regulations, 2013 requires continued minimum professional qualification and net-worth requirement for investment adviser, including disclosure of all conflict of interest, prohibition on entering into transactions which are contrary to advice given for 15 days, risk profiling of investors, maintaining documented process for selecting investment for client based on client's objective and risk profile, understanding the nature and risks of products or assets selected for clients, etc. These requirements are aimed at protection of investor interest.

65. I note that the activities of the Noticees, show that they were acting as investment advisers without holding a valid registration with SEBI in the capacity of investment adviser. I find that these activities were being carried out by the Noticees without obtaining the necessary certificate of registration as an investment adviser and therefore, the Noticees have violated Section 12(1) of the SEBI Act along with Regulation 3 of the IA Regulations.

66. Further, the SCN referred above also called upon the Noticees to explain as to why appropriate penalty be not imposed upon them under Sections 15HB and 15EB of the SEBI Act, 1992 for the alleged violations. I have also noted that the SCN has been issued after a gap of almost 8 years and the noticees have stated, *inter alia*, that due to passage of such a long time they are not in a position to pay the penalty. Further, as already brought out at Para 46 above, I note that the violations were committed prior to the coming into effect of Section 15EB of the SEBI Act, 1992 which was made effective subsequent to March 8, 2019. Hence the charge against the noticees under Section 15EB is dropped while the charge for violations committed prior to this period under Section 15HB stands. In this regard, before going ahead with the determination of monetary penalty, it would be relevant to place hereunder the extracts of the appropriate penalty provisions for necessary reference. The relevant extract of Section 15HB of the SEBI Act, 1992, is reproduced, hereunder:

“Penalty for contravention where no separate penalty has been provided.
15HB. *Whoever fails to comply with any provision of this Act, the rules or the regulations made or directions issued by the Board thereunder for which no separate penalty has been provided, shall be liable to a penalty which shall not be less than one lakh rupees but which may extend to one crore rupees.*

67. I note that the allegation that the Noticee has acted as an investment adviser without obtaining a certificate of registration from SEBI has been clearly established in the preceding paragraphs and therefore, the Noticee has violated Regulation 3(1) of the IA Regulations read with Section 12 of the SEBI Act. In view

of the same, I find that the penalty under Section 15HB of the SEBI Act, 1992 is clearly attracted.

68. For imposition of penalties under the provisions of the SEBI Act, 1992, Section 15J of the SEBI Act, 1992 provides as follows:

“Factors to be taken into account while adjudging quantum of penalty.

15J. While adjudging quantum of penalty under 15-I or section 11 or section 11B, the Board or the adjudicating officer shall have due regard to the following factors, namely: —

- (a) the amount of disproportionate gain or unfair advantage, wherever quantifiable, made as a result of the default;*
- (b) the amount of loss caused to an investor or group of investors as a result of the default;*
- (c) the repetitive nature of the default.”*

Explanation. —For the removal of doubts, it is clarified that the power to adjudge the quantum of penalty under sections 15A to 15E, clauses (b) and (c) of section 15F, 15G, 15H and 15HA shall be and shall always be deemed to have been exercised under the provisions of this section.”

69. As discussed in the aforesaid paragraphs, I note that a total of ₹ 25,52,536.51 has been received by the Noticee in the bank accounts for the investment advisory services provided by it. Thus, in the light of the findings in the preceding paragraphs, I am of the considered view that the Noticees are liable to refund the aforementioned amount collected as an unregistered investment adviser in addition to monetary penalty which is attracted for the said violations under Sections 15HB of the SEBI Act.

70. On a conjoint reading of Sections 2(a), 4, 18 and 25 of the Indian Partnership Act, 1932 and Section 27 of the SEBI Act, 1992, every partner is liable, jointly with all the other partners and severally, for all acts of the firm done while he is a partner. The relevant provisions are given below:

Section 2(a) of Indian Partnership Act, 1932

(a) an "act of a firm" means any act or omission by all the partners, or by any partner or agent of the firm which gives rise to a right enforceable by or against the firm;

Section 4 of Indian Partnership Act, 1932

Definition of "partnership", "partner", "firm" and "firm-name" : "Partnership" is the relation between persons who have agreed to share the profits of a business carried on by all or any of them acting for all. Persons who have entered into partnership with one another are called individually, "partners" and collectively "a firm", and the name under which their business is carried on is called the "firm-name".

Section 25 of Indian Partnership Act, 1932

Liability of a partner for acts of the firm: Every partner is liable jointly with all the other partners and also severally, for all acts of the firm done while he is a partner.

Section 27 of the SEBI Act, 1992

27. (1) Where a contravention of any of the provisions of this Act or any rule, regulation, direction or order made thereunder has been committed by a company, every person who at the time the contravention was committed was in charge of, and was responsible to, the company for the conduct of the business of the company, as well as the company, shall be deemed to be guilty of the contravention and shall be liable to be proceeded against and punished accordingly:

Provided that nothing contained in this sub-section shall render any such person liable to any punishment provided in this Act, if he proves that the contravention was committed without his knowledge or that he had exercised all due diligence to prevent the commission of such contravention.

(2) Notwithstanding anything contained in sub-section (1), where an contravention under this Act has been committed by a company and it is proved that the contravention has been committed with the consent or connivance of, or is attributable to any neglect on the part of, any director, manager, secretary or other officer of the company, such director, manager, secretary or other officer shall also be deemed to be guilty of the contravention and shall be liable to be proceeded against and punished accordingly.

Explanation : For the purposes of this section,—

(a) "company" means any body corporate and includes a firm or other association of individuals; and

(b) "director", in relation to a firm, means a partner in the firm.

Hence although the partnership firm i.e Zenithvia stands dissolved and is non-existent, the present proceedings are against all the partners of the firm i.e. Noticees 1, 2, 3 and 4.

DIRECTIONS

71. In view of the foregoing, I, in exercise of the powers conferred upon me in terms of Sections 11(1), 11(4) and 11B (1), 11B (2) read with of Section 19 of the SEBI Act, and Rule 5 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995, do hereby pass the following directions:

- (a) The Noticees, viz, S/Shri Anurag Shrivastav, Lokendra Jain, Sandeep Shriwas and Vijay Singh Tomar who were partners of the *erstwhile* partnership firm i.e. M/s Zenithvia Research Services shall, jointly refund the money received from any complainant/ investor/ client, as fees or consideration or in any other form within a period of three (3) months from the date of coming into force of this direction, in respect of their unregistered investment advisory activities;
- (b) The Noticees, viz, S/Shri Anurag Shrivastav, Lokendra Jain, Sandeep Shriwas and Vijay Singh Tomar who were partners of the *erstwhile* partnership firm i.e. M/s Zenithvia Research Services shall issue public notice in all editions of two National Dailies (one English and one Hindi) and in one local daily with wide circulation, detailing the modalities for refund, including the details of contact person such as names, addresses and contact details, within 15 days of coming into force of this direction;
- (c) The repayments to the complainants/ investors shall be effected only through Bank Demand Draft or Pay Order or electronic fund transfer or through any other appropriate banking channels, which ensures audit trails to identify the beneficiaries of repayments;
- (d) The Noticees, viz, S/Shri Anurag Shrivastav, Lokendra Jain, Sandeep Shriwas and Vijay Singh Tomar who were partners of the *erstwhile* partnership firm i.e. M/s Zenithvia Research Services, are prevented from selling their assets, properties and holding of mutual funds/shares/securities held by them in

demat and physical form except for the sole purpose of making the refunds as directed above. Further, the banks are directed to allow debit only for the purpose of making refunds to the clients/ investors/ complainants who were availing the investment advisory services from the Noticees, as directed in this order, from the bank accounts of the Noticees;

- (e) After completing the aforesaid repayments, the Noticees, viz, S/Shri Anurag Shrivastav, Lokendra Jain, Sandeep Shriwas and Vijay Singh Tomar who were partners of the *erstwhile* partnership firm i.e. M/s Zenithvia Research Services, shall file a report of such completion with SEBI addressed to the “Division Chief, Division of Post-Inspection Enforcement Action, Market Intermediaries Regulation and Supervision Department (MIRSD), SEBI Bhavan II, Plot No. C7, G Block, Bandra Kurla Complex, Bandra (East) Mumbai –400051”, within a period of 15 days, after completion of three months from the coming into force of the directions at Para 71 (a) and (b) above, duly certified by an independent Chartered Accountant and the direction at para 71 (d) above shall cease to operate upon filing of such report on completion of refunds to complainants/ investors;
- (f) The remaining balance amount shall be deposited with SEBI which will be kept in an escrow account for a period of one year for distribution to clients/complainants/investors who were availing the investment advisory services from the Noticee. Thereafter, remaining amount if any will be deposited in the ‘Investors Protection and Education Fund’ maintained by SEBI;
- (g) In case of failure of the Noticees, viz, S/Shri Anurag Shrivastav, Lokendra Jain, Sandeep Shriwas and Vijay Singh Tomar who were partners of the *erstwhile* partnership firm i.e. M/s Zenithvia Research Services, to comply with the aforesaid directions in sub-paragraphs 71(a) and (f), SEBI, on the expiry of the

stipulated time period therein from the date of coming into force of this order, may recover such amounts, from the Noticee, in accordance with Section 28A of the SEBI Act, 1992 including such other provisions contained in securities laws;

- (h) The Noticees, viz, S/Shri Anurag Shrivastav, Lokendra Jain, Sandeep Shriwas and Vijay Singh Tomar who were partners of the erstwhile partnership firm i.e. M/s Zenithvia Research Services are debarred from accessing the securities market, directly or indirectly and are prohibited from buying, selling or otherwise dealing in the securities market, directly or indirectly in any manner whatsoever, for a period of six (6) months from the date of this order or till the expiry of six (6) months from the date of completion of refunds to complainants/ investors as directed in paragraph 71 (a) above, whichever is later;
- (i) The Noticees, viz, S/Shri Anurag Shrivastav, Lokendra Jain, Sandeep Shriwas and Vijay Singh Tomar who were partners of the erstwhile partnership firm i.e. M/s Zenithvia Research Services, are hereby imposed with a penalty of Rs. 1,00,000/- (Rupees One lakh only) under Section 15HB of the SEBI Act, 1992 and further jointly and severally directed to pay the penalty within a period of forty-five (45) days, from the date of receipt of this order;
- (j) The Noticees, viz, S/Shri Anurag Shrivastav, Lokendra Jain, Sandeep Shriwas and Vijay Singh Tomar who were partners of the erstwhile partnership firm i.e. M/s Zenithvia Research Services, shall remit / pay the said amounts of penalty through online payment facility available on the website of SEBI, i.e. www.sebi.gov.in on the following path, by clicking on the payment link: ENFORCEMENT -> Orders -> Orders of EDs/CGMs -> PAY NOW. In case of any difficulties in online payment of penalties, the Noticee may contact the support at portalhelp@sebi.gov.in The details/ confirmation of e-payment

should be sent to “The Division Chief, Market Intermediaries Regulation and Supervision Department (MIRSD), Division of Registration-2, SEBI Bhavan II, Plot no. C-7, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai -400 051” and also to e-mail id:-tad@sebi.gov.in in the format as given in table below:

Case Name	
Name of Payee	
Date of Payment	
Amount Paid	
Transaction No.	
Payment is made for: (like penalties/ disgorgement/ recovery/ settlement amount/ legal charges along with order details)	

- (k) The Noticees, viz, S/Shri Anurag Shrivastav, Lokendra Jain, Sandeep Shriwas and Vijay Singh Tomar who were partners of the *erstwhile* partnership firm i.e. M/s Zenithvia Research Services, shall not undertake, either during or after the expiry of the period of debarment/restraint as mentioned in paragraph 71 (h) above, either directly or indirectly, investment advisory services or any activity in the securities market without obtaining a certificate of registration from SEBI as required under the securities laws.

72. The direction for refund, as given in paragraph 71(a) above, does not preclude the clients/investors to pursue the other legal remedies available to them under any other law, against the Noticees for refund of money or deficiency in service before any appropriate forum of competent jurisdiction.

73. This order shall come into force with immediate effect.

74. A copy of this order shall be sent to the Noticees, recognized Stock Exchanges, the relevant banks, Depositories and Registrar and Transfer Agents of mutual funds to ensure that the directions given above are strictly complied with.

Date: September 27, 2023	DR. ANITHA ANOOP
Place: Mumbai	CHIEF GENERAL MANAGER
	SECURITIES AND EXCHANGE BOARD OF INDIA