National Stock Exchange of India

Circular

Department: Investigation	
Download Ref No: NSE/INVG/56275	**Date: April 05, 2023**
Circular Ref. No: 93/2023	

To All NSE Members

Sub: SEBI Order in the matter of M/s Course Work Focus.

SEBI vide its Order no. WTM/AB/WRO/WRO/25641/2022-23 dated April 05, 2023, has debarred entity M/s. Course Work Focus, proprietor-Shri Shashank Hirwani (PAN: AERPH1774F) from accessing the securities market, directly or indirectly and are prohibited from buying, selling or otherwise dealing in securities, directly or indirectly in any manner whatsoever, for a period of 6 (six) months from the date of this Order or till the expiry of 6 (six) months from the date of completion of refund to complainants/ investors along with depositing of balance amount, if any, with SEBI, as directed in paragraph 20(a) and 20(e) of SEBI order, whichever is later.

This Order shall come into force with immediate effect.

The detailed order is available on SEBI website (http://www.sebi.gov.in).

Further, the consolidated list of such entities is available on the Exchange website http://www.nseindia.com home page under "Home-Regulation-Members-Action against Members-Regulatory Actions".

Members are advised to take note of the above and ensure compliance.

In case of any further queries, members are requested to contact the following officials:

Mr. Neerav Dharod (Extension: 25187), Mr. Sandesh Sawant (Extension: 22383)
Direct No: 022-26598417/18 Fax: 022-26598195

National Stock Exchange of India

For and on behalf of
National Stock Exchange of India Limited

Sandesh Sawant
Senior Manager

ANNEXURE: - SEBI Order in the matter of M/s Course Work Focus.

WTM/AB/WRO/WRO/25641/2022-23

SECURITIES AND EXCHANGE BOARD OF INDIA

FINAL ORDER

Under Sections 11(4) and 11B of the Securities and Exchange Board of India Act, 1992

In respect of:

Sr. No.	**Noticee**	**PAN**
1.	M/s. Course Work Focus, proprietor Shri Shashank Hirwani	AERPH1774F

(The aforesaid entities are hereinafter referred to by their respective names/noticee numbers or collectively as "the Noticees")

In the matter of Unregistered Investment Adviser

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1. The present proceedings emanate from a show cause notice dated July 16, 2021 (hereinafter referred to as "**SCN**") issued by Securities and Exchange Board of India (hereinafter referred to as "**SEBI**") against M/s Course Work Focus, as sole proprietorship firm of Mr. Shashank Hirwani wherein it was *prima facie* found that the Noticees were engaged in investment advisory services without obtaining a certificate of registration from SEBI in violation of the provisions of Section 12(1) of Securities and Exchange Board of India Act, 1992 (hereinafter referred to as "**SEBI Act, 1992**") and Regulation 3(1) of SEBI (Investment Advisers) Regulations, 2013 (hereinafter referred to as "**IA Regulations, 2013**"). The SCN called upon the

Noticees to show cause as to why suitable directions including refund of fees collected, debarment, non-association with listed entities, intermediaries, etc. should not be issued against the Noticees under Sections 11(4) and 11B(1) of the SEBI Act, 1992.

2. The SCN states that SEBI received complaint against Bear2Bulls Pvt. Ltd. having registration as Research Analyst with SEBI with no. IJHH000004584 and as a Investment Advisor SEBI registration no. IJHA000005487 to the effect that it had approached complainant for investment services. Complainant had opened an account in his spouse's name (Mrs. Uma Singh) and paid an aggregated sum of Rs. 3.30 Lakhs to Bear2Bulls Pvt. Ltd. At the time of getting his 1st payout of Rs. 4.52 Lakhs, complainant was asked to pay half of the payout amount as security deposit for receiving the payout. This condition laid down by the noticee for receiving payout made complainant apprehensive and doubted the fraudulent activity by the noticee. The complainant attached a service description document received from noticee along with the complaint. As per the intermediary database on SEBI website Bear2Bulls was not registered with SEBI as an investment advisor.

3. The SCN was served upon the Noticees through Speed Post. Noticees filed their reply dated September 20, 2021 and sought an opportunity of personal hearing. Thereafter, the matter was placed before me on February 02, 2022 for granting personal hearing. An opportunity of personal hearing was granted to the Noticees on April 21, 2022. On the scheduled date of hearing, the Authorized Representative of the Noticees appeared in person and made his submissions in the case, through CISCO WebEx platform. Accordingly, hearing qua the Noticees was concluded on April 21, 2022. Subsequently, vide email dated November 04, 2022, the Noticees were advised to file additional submissions in the matter. However, the Noticees did not submit any additional submissions.

4. The SCN alleged as follows:

"

a. Securities and Exchange Board of India (hereinafter referred to as "SEBI") had received complaint dated June 14, 2018 from Shri. Pravir Singh (hereinafter referred to as "complainant") against Bear2Bulls proprietor Shri Shashank Hirwani (PAN: AERPH1774F) (M/s. Course Works Focus/ M/s. Capital Wealth Mantra/ Bear2Bulls and Shri Shashank Hirwani collectively referred to as the 'Noticee').

b. Vide complaint dated June 14, 2018, Shri. Pravir Singh has alleged that a company named Bear2Bulls Pvt Ltd. having Research Analyst SEBI registration no. IJHH000004584 and Investment Advisor SEBI registration no. IJHA000005487 had approached complainant for investment services. Complainant had opened an account in his spouse's name (Mrs. Uma Singh) and paid an aggregated sum of Rs. 3.30 Lakhs to Bear2Bulls Pvt Ltd/ Noticee. At the time of getting his 1st payout of Rs. 4.52 Lakhs, complainant was asked to pay half of the payout amount as security deposit for receiving the payout. This condition laid down by the noticee for receiving payout made complainant apprehensive and doubted the fraudulent activity by the noticee. The complainant attached a service description document received from noticee along with the complaint Copy of the complaint of Shri. Pravir Singh is placed at Annexure-A.

c. The website of notice www.Bear2Bulls.com and www.capitalwealthmantra.com are not active. The archive pages of the websites were downloaded from web.archive.org, the copy of the webpages of www.Bear2Bulls.com and www.capitalwealthmantra.com are placed at Annexure B and Annexure C respectively. It was observed that Noticee had, inter alia, disclosed the following in the website:

A. ***Bear2Bulls : www.Bear2Bulls.com***

I. Bear2Bulls Research is an integrated financial service provider, offering services like institutional equity sales, trading, capital market research and *information, portfolio management to significant clientele which includes financial institutions, high net-worth individuals and retail investors.*

II. *Over the course of individual's lifetime, wealth plays various important roles for us. Our expert team understand these roles and as unique ideas & view of investments and funds. Be it your financial needs, personal needs for your loved one, starting new ventures, multiplying your funds ,retiring or leaving a legacy, we understand your financial needs, the life stage you are at and the investment objectives connected with it. We are far ahead of the organizations providing research and information on Indian capital markets since our advises are highly accurate and purely based on Technical and Fundamental analysis connected by firm experts.*

III. *We believe in our principle of putting our clients' interests first and in standing with them in the hours of need. We, at Bear2Bulls Research strongly believe in saying 'honesty is the best policy', as we know that honesty opens the doors of success. We work in coordination and unity so as to build a strong relationship internally, forming the high level of understanding.*

IV. *Try our best Stock Tips provided by experts with an aim of maximizing returns and reducing the risks besmeared with intra-day trading. The service features of this package follow:*

a) STOCK CASH SERVICE
b) STOCK FUTURE SERVICE
c) STOCK OPTION SERVICE
d) CASH JOBBERS
e) FUTURE JOBBERS
f) OPTION JOBBERS

V. *Bear2bulls provides highly accurate Intraday trading tips for MCX (Multi Commodity Exchange of India Ltd.). Our tips based on Technical and Fundamental Analysis. Therefore usually lead to huge profits. So far we have achieved a high accuracy up to 80 to 85%. Our tips have strictly followed stop-loss to protect your capital & comfortable profit targets to make a handsome amount of money for you in the markets. Now you don't have to worry about Commodity market fluctuations, just follow our MCX Tips to trade and make enormous profits daily. We give intraday tips in -: Copper, Gold, Silver, Nickel, Lead, Zinc, Aluminium, Crude Oil and Natural Gas. We give only 1-2 tips a day in each or any of the above mentioned commodities.*

a) MCX COMBO PACK
b) MCX BULLION PACK
c) MCX BASE METAL PACK
d) MCX ENERGY PACK
e) MCX JOBBERS PACK
f) MCX HNI BASE METAL PACK
g) MCX HNI BULLIONS PACK
h) MCX HNI ENERGY PACK

VI. *NCDEX is an online platform majorly for trading agricultural commodities like Chana, Jeera, Castorseed, Soyabean, Soyaoil, Turmeric, Cardamom etc. We provide intraday trading recommendations to capture the movement in agri commodities, our research is based on thorough analysis of fundamental as well as technical factors driving the NCDEX market. We provide our client important updates on agri commodities and also the trading tips for NCDEX segment. Check our product offering for exploring the opportunities in this segment. If you trade in such segments, then avail this pack & rise your capital more & more. Our executive's strong support makes your trade profitable trade. Service Highlights*

a) 3-4 Calls on intraday basis with 3 target & 1 stop loss

b) *Free Trial Pack*

c) *SMS & Instant messenger facility*

d) *Proper Follow Ups, news and updated Information.*

e) *Daily & Weekly Newsletter Of Agri Commodity*

f) *24*7 assistance*

g) *Daily News Letter*

h) *Support and resistance of all major commodities.*

i) *We have achieved a high level of accuracy in this plan on consistent basis.*

VII. *Pricing details are mentioned for these packages on the website www.Bear2Bulls.com. For instance, the pricing for equity services ranges from Rs. 9,999/- per month for stock cash package to Rs. 4,50,000/- per year for super cash package. The payment tab provides that payment can be made in the accounts maintained with ICICI Bank Ltd., HDFC Bank Ltd., Indusind Bank Ltd., Axis Bank Ltd. and State Bank of India Ltd. All the details of the bank accounts are masked and payment link of Easebuzz is given as (http://web.archive.org/web/20180818215137/https://easebuzz.in/pay/Bear2Bulls.com).*

VIII. *Contact details as mentioned on the website are-Address: MP Nagar, Bhopal, Madhya Pradesh, Phone: +91 7999630035, Email: info@bear2bulls.com*

IX. *As per the Who is report, the date of creation of the domain name "Bear2bulls.com" is March 13, 2018.*

B. M/s. Capital Wealth Mantra: www.capitalwealthmantra.com

I. *Capital Wealth Mantra is an India's leading firm specializing in National Stock Exchange AND Multi Commodity Exchange of India. We provide stock market commentary along with technical chart analysis & fundamental analysis with two significant aspects. The first is the management of capital and the second is market psychology on derivative markets and major global Market*

Worldwide. Capital Wealth Mantra has been promoted by a team of highly skilled analysts and experienced Investment professionals, providing client's advice with handcrafted trading ideas on Derivative segment of national stock exchange.

II. *Our analysts consistently monitor market segment stocks in real-time with advanced indicators, top-down bottom-up approach and software's which at an early stage forecast the future movement of the underlined securities. Capital Wealth Mantra Firm with an innovative and unique business model striving to create value for its clients. Capital Wealth Mantra is in the business of simplifying the investment to provide analytics to create long wealth through Investment.*

III. *Services-*
   a) *Equity*
   b) *Commodity*
   c) *Agri-Commodity*
   d) *Forex*
   e) *NCDEX*

IV. *Contact us- MP Nagar, Bhopal, Madhya Pradesh*

V. *Payment details could not be retrieved from the website."*

4. Based on the information on the website www.Bear2Bulls.com, vide email dated July 09, 2020, details were sought from Easebuzz with respect to the merchant named "Bear2Bulls". Vide email dated July 09, 2020, the details received from Easebuzz with respect to Noticee DBA (doing business as) "Bear2Bulls" are listed below-

a) *Email: info@bear2bulls.com*

b) Contact Number: 7999630035
c) Bank Name: Axis Bank Ltd.
d) Branch Name: DEWAS
e) Bank Info: COURSE WORKS FOCUS
f) IFSC Code: UTIB0000456
g) Account Number: 916020033382553
h) PAN ID: AERPH1774F
i) State: Madhya Pradesh

From the transaction statement received from Easebuzz, it is observed that, Rs. 12,15,638.53/- was credited to the Merchant account of Bear2bulls.

5. Easebuzz, vide their email dated July 13, 2020, provided that the Axis Bank account no. 916020033382553, was used by another merchant with the name M/s. Capital Wealth Mantra for receiving credits from Easebuzz. The details received from Easebuzz with respect to Noticee DBA (doing business as) "capitalwealthmantra" are listed below –

a) DBA: capitalwealthmantra
b) Email: info@capitalwealthmantra.com
c) Contact Number: 7389657518
d) Bank Name: Axis Bank Ltd.
e) Branch Name: Dewas Madhya Pradesh Dewas
f) Bank Info: Course Work Focus
g) IFSC Code: UTIB0000456
h) Account Number: 916020033382553
i) PAN ID: AERPH1774F

From the transaction statement received from Easebuzz, it is observed that Rs.18,82,370.30/- was credited to the Merchant account of capitalwealthmantra."

6. During the examination, SEBI procured details of the merchant named "Bear2Bulls" *including bank account details. Vide email dated July 09, 2022, Easebuzz informed that the Noticee was DBA (doing business as) "Bear2Bulls" and the details of bank account linked to Easebuzz account is as follows:*

- a) *Bank Name: Axis Bank Ltd.*
- b) *Branch Name: DEWAS*
- c) *Bank Info: COURSE WORKS FOCUS*
- d) *IFSC Code: UTIB0000456*
- e) *Account Number: 916020033382553*
- f) *PAN ID: AERPH1774F*
- g) *State: Madhya Pradesh*

d. Moreover, from the transaction statement received from Easebuzz, it is observed that, Rs. 12,15,638.53/- was credited to the Merchant account of "Bear2bulls". Vide email dated July 13, 2020, Easebuzz also submitted that the Axis Bank account no. 916020033382553 as mentioned above, was used by another merchant with the name "M/s. Capital Wealth Mantra" for receiving credits from Easebuzz. From the transaction statement received from Easebuzz, it is observed that Rs.18,82,370.30/- was credited to the Merchant account of capitalwealthmantra. Further, the PAN number AERPH1774F of the entity DBA (doing business as) "M/s. Capital Wealth Mantra" is the same as the PAN number of the Noticee doing business as "Bear2bulls". I note that the PAN number AERPH1774F belongs to the Noticee Mr. Shashank Hirwani. In view of the information provided by Easebuzz, I note that the Noticee was doing business as "Bear2bulls" and "M/s. Capital Wealth Mantra" and these merchant accounts are linked to the same Axis Bank account no. 916020033382553 which is operated in the name of "Course Work Focus" by the Noticee.

e. During the examination, SEBI also procured details from, ICICI Bank Ltd., HDFC Bank Ltd., Indusind Bank Ltd., Axis Bank Ltd. and SBI. The replies received from these banks are tabulated as follows as follows-

Sr. No.	***Bank Name***	***Information received***	***Email dated***
1.	*ICICI Bank Ltd.*	*Based on PAN search, one account was found in the name of Mr. Shashank Hirwani A/c no-075901506646*	*August 07, 2020*
2.	*HDFC Bank Ltd.*	*Based on PAN search NIL records were found*	*July 30, 2020*
3.	*Axis-Bank Ltd.*	*Based on PAN search, one account was found in the name of Course work focus A/c no-916020033382553*	*July 30, 2020*
4.	*State Bank of India Ltd.*	*Based on PAN search NIL records were found*	*July 29, 2020*
5.	*Indusind Bank Ltd.*	*Based on PAN search NIL records were found*	*August 10, 2020*

f. From the analysis of KYC, Account Opening Form and account statement submitted by the Axis Bank A/c no. 916020033382553, it is noted as under:

   a. M/s Course Work Focus is the proprietorship firm and Mr. Shashank Hirwani is the proprietor.
   b. PAN : AERPH1774F
   c. Multiple credit transactions were done through Easebuzz Private Limited.
   d. Axis Bank A/c no. 916020033382553 was opened on June 02, 2017. Total amount credited in the said bank account from March 13, 2018 to July 08, 2020 is Rs. 62,01,997.77/-

g. From the analysis of KYC, Account Opening Form and account statement submitted by the ICICI Bank, it is noted as under:

   a. *ICICI Bank A/c no. 075901506646 belongs to Mr. Shashank Hirwani. The said bank account was opened on December 29, 2014. Total amount credited in the said bank account from March 13, 2018 to July 30, 2020 is Rs. 33,47,763.52/-*
   b. *Aadhar of Mr. Shashank Hirwani: 741886341771*

h. *The complainant alleged that he has received investment advisory services from the Noticee and made payments to the Noticee for providing the services. Further, the website www.Bear2Bulls.com and www.capitalwealthmantra.com of the Noticee disclosed that it was providing investment advisory services and the payment tab of website also disclosed payment link of Easebuzz and bank accounts, in which significant credits have been received. Hence, it is inferred that the above mentioned Bank accounts and Easebuzz merchant ID of "Bear2Bulls" and "capitalwealthmantra" were used for receipt of fees from various entities for the purpose providing advisory services."*

5. The Noticee vide his reply dated September 20, 2021, has submitted *inter alia* the following:

> *"At the outset I deny all allegations for being false, unsubstantiated and vexatious. I would like to submit that my firm name is Course Work Focus and it is my proprietary concern started its business operations since 05/04/2016 at 14, Vasudevpura, Dewas, MP engaged into working of outsourcing/telemarking for overseas client and opened Axis Bank Current Account No 916020033382553 wef.14 June 2016 and whereas ICICI Bank Account No 075901506646 (Saving was opened in December, 2014. Both accounts were operative and working and this is also to be noted that transactions were carried on relating to existing business Operations. (Copy of Gumasth License and Labour Office attached in Annexure I)*
>
> *Further I would like to bring to your kind that in January, 2018 one of* ***Mr. Himesh Sethiya*** *resident of Shani Mandi ke Samne, Vishwas Kirana Store*

ke Pass, Sunwani Road, Kshipra, Dewas-455001, MP approached me for exploration of new business area in outsourcing /telemarking/BPO working for local as well as overseas clients. With ongoing discussions and deliberations we have decided to enter into joint working with new entity however looking towards experience of 2 years in existing business it was informed by ***Mr. Himesh Sethiya*** *to use my firm name to carry on new work along with existing work and it was decided to entered into Partnership firm with my existing name business name Course Work Focus and therefore we have executed one Partnership deed wef.01.03.2018 where responsibility to solicit work with Mr. Himesh Sethiya who is leading partner in the firm and will draw 90% profit/loss ratio and my responsibility was to do admin work to draw 10% of profit/loss ratio.*

Further I would like to submit that in order to complete other formalities it was decided to open new account within 6 months from commencement of business of the firm and till that time if any online amount is credited it will be credited to Axis Bank Current Account No916020033382553 otherwise to collect money in cash

Further would like to submit that as per the partnership deed main working to be executed by the Partnership deed is as under

"1. To carry on the business of providing outsourcing services for all processes, sub-Processes, transactions, activities and all other work performed by business in various industries within India and across the world. This includes those process or sub processes that are enabled by information technology. It also includes date, voice or video collection and processing, call center services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop

software , provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers.

2. To provide the business of Support/consulting Services including but not limited to Back Office, Payroll Process, KPO, Marketing, Digital Marketing, Manpower Services, Administration, Transportation, R&D, Public Relationships, advertisements, agency, support centers, data centers, commercial data and content, designing and other services. (Copy of duly notarized deed of Partnership is attached. Annexure II)

Further would like to submit that thus by no stretch of imagination the business of Course Work Focus can be said to be that of an unregistered investment adviser.

Further would like to submit that as informed by Himesh Sethiya he had got some work related to call center from SRV Media Technologies Private Limited, Pune based firm and we have received funds first time for call center from SRV Media Technologies Private Limited in the month of April, 2018 and it was brought to my knowledge that it was the leading digital marketing company in India, hence working were started and later on I didn't looked into details source form where funds were credited to my account.

The Partnership firms PAN was never allotted hence no account opened at any point of time. Mr. Himesh Sethiya generally asked to make payment through various modes including payment to made in cash, through bearer cheque, online payment to the employees employed by him. Approx 29 to 30 lakhs were paid to him through cash, self/bearer cheque to him and other modes.

Further I would like to submit para wise reply for your kind perusal.

1. *That in reply to Para No 1 it is humbly submitted that at the outset I deny all allegations stated in impugned show cause notice for being false, unsubstantiated and vexatious.*
2. *That in reply to Para No2 the objection is to be noted on base point of impugned show cause notice that SEBI has received one complaint dated June 14, 2018 from Shri Parvir Singh against Bear2bulls, Proprietor Shri Shashank Hirwani. On perusal of the Complaint which is enclosed with Show Cause Notice page No 84 contain Complaint. The Complaint was lodged on 26/06/2018 vide Regd. No PMOPG/E/2018/0284065 by Mr. Pravir Singh who opened account in his spouse's name. It is written that "An employee of Bear2bulls Pvt Ltd Regd. Office MP Nagar, Bhopal had approached for investment services. It is to be noted that no complaint was raised in the name of Shashank Hirwani and therefore rest contents not required to answer. However, at the same time, I would like to bring to your kind notice that on receipt of the alleged impugned show cause notice I have contacted with Parvir Singh. He informed that Mr. Shashank i.e. you had never talked with me and he is ready to close complaint, if any, pending against Mr. Shashank Hirwani as you never cheated me.*
3. *That in reply to Para No.03 it is further submitted that allegations were levelled against me by invoking pages form web.archive.org however nothing was produced regarding making of website and person who created the website. No reliance can be taken without any evidence against person who did not have knowledge of website. However unequivocally, I would like to state that I do not have knowledge of these websites. Rest of the contents does not require any reply.*
4. *That in reply to Para No.04 and 05 it is humbly submitted that allegations were based on the information produced just showing name of websites. However unequivocally I would like to state that rest of the details pertain to me. I did not have knowledge of these websites. Further with respect to credit of payment the funds were credited to Axis Bank account which pertains to digital marketing as per my knowledge.*

5. *That in reply to Para No.06 humbly submitted that banks accounts pertain to me hence no reply is required.*
6. *That in reply to Para No.07 humbly submitted that KYC, Account Opening Forms does not anywhere show the name of Bear2bulls thus by no stretch of imagination the business of Course Work Focus is to be said of Bear2bulls.*
7. *That in reply to Para No.08 and 09 it further humbly submitted that details pertaining to current account in Axis bank and saving account in ICICI Bank were belongs to me and amount received form main working of Course Work Focus. Further the fact to be noted that amount shown in impugned notice does not provided any bifurcation of amount received from overseas client.*
8. *That nothing is required to state in reply to Para No 10 except that to the best of my knowledge I was never been carrying out activity of advisory services nor took any amount in regard of same.*
9. *That nothing is required to state in reply to Para No 11 that no prima facie conclusion can be drawn on the basis of one complaint and no other facts and figures were taken of main activity of outsourcing done by Course Work Focus, Proprietary concern.*
10. *Further I would like to submit in reply to Para No 12 to 18 that on the availability of the proceeds an assumption has been drawn that Mr. Shashank Hirwani is an Investment Advisor falling under Regulations 2(m) of IA Regulations, 2013 of the Investment Advisers Regulations. Further most respectfully submitted that, Regulation 3(1) of the Investment Advisors Regulations does not apply to me as I never acted as Investment Adviser nor has held myself in individual capacity as Investment Adviser, which is a pre – requisite of Regulation 3. Hence no violations were made is regard of section 12(1) of SEBI Act read with regulation 3(1) of IA Regulations, 2013.*

> *Further we would like to submit that no material was available on record to indicate that on behalf of Bear2bulls, Mr. Shashank Hirwani, is providing trading tips, stock specific recommendations, to the clients. Nothing has been produced on record to show direct indulgence of Mr. Shashank Hirwani hence it can't be presumed that Mr. Shashank Hirwani, prima facie, engaged in providing unregistered investment advisory services.*
>
> *Further I deny the allegation that without any conclusive evidences, how prima facie, conclusion is drawn that Mr. Shashank Hirwani had provided services of an investment adviser through Course Work Focus hence prima facie no unregistered investment advisor activities has been conducted by me and no violation of Section 12(1) of SEBI Act read with Regulations 3(1) of the IA Regulations has been made by me."*

6. I note from the KYC, Account Opening Form and account statement provided by Axis Bank that the nature of business mentioned in Account Opening Form is telemarketing. Axis Bank A/c no. 916020033382553 was opened on June 02, 2017. Total amount credited in the said bank account from March 13, 2018 to July 08, 2020 is Rs. 62,01,997.77/-. From the analysis of KYC, Account Opening Form and account statement provided by ICICI Bank, it was observed that ICICI Bank A/c no. 075901506646 of Mr. Shashank Hirwani was opened on December 29, 2014. Total amount credited in the said bank account from March 13, 2018 to July 30, 2020 is Rs. 33,47,763.52/-. The statement of transactions and KYC documents received from ICICI Bank and Axis Bank and Easebuzz were enclosed as Annexures to the SCN.

7. Noticee vide reply dated September 20, 2021 submitted that M/s Course Work Focus was engaged in business of Telemarketing. The Noticee further submitted that in March 01, 2018, he entered into a partnership agreement with one Mr. Himesh Sethiya to carry on new business along with the existing business of telemarketing/outsourcing using the existing business name "Course Work Focus". The partnership deed dated 01.03.2018 stipulated that Mr. Himesh Sethiya shall be the acting partner who will be responsible to solicit work and will draw 90% profit/loss and Mr. Shahshank Hirwani

will be sleeping partner who will draw 10% of profit/loss and will be responsible for admin work. The Noticee further submitted that he did not have any knowledge of the websites mentioned in the SCN and the funds credited to his Axis Bank Account No. 916020033382553 pertain to digital marketing as per his knowledge. The Noticee also submitted that the KYC, Account opening form received from Axis Bank Ltd and ICICI Bank Ltd. do not show the name of Bear2Bulls and therefore, the business of Course Work Focus cannot be linked to Bear2Bulls.

8. As regards the above contention, I note that vide email dated July 09, 2020, Easebuzz submitted that on the website of Bear2Bulls, the Easebuzz payment link displayed was linked to the Axis Bank Account no. 916020033382553 of Course Work Focus. Thus, prima facie beneficiary of the unregistered investment advisory services being offered through Bear2Bulls is the proprietorship firm Course Work Focus and its sole proprietor Mr. Shahsank Hirwani. Assuming but without admitting that there was a partnership firm, in that case also the provisions of Partnership Act, 1992 is very clear that regardless of their status as sleeping partner or acting partner, every partner is liable for the acts of the firm. Section 25 of the Partnership Act, 1992 provides as under:-

> "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."

I note that Mr. Shahsank Hirwani was not only partner of M/s Course Work Focus but as per his own submission he was also responsible for actively handling the administrative work of the firm. Thus, I find that even though the partnership deed stipulated that Noticee Mr. Shanshank Hirwani would be a sleeping partner, he was actively involved in administrative work of the firm and was therefore involved in the activities of M/s Course Work Focus. In view of the above, the contention of the Noticee regarding entering into a partnership agreement with another entity and him being a sleeping partner of Course Work Focus is not tenable.

9. I note from the reply dated September 20, 2021 that the Noticee has contended that the KYC, Account opening Form received from Axis Bank Ltd and ICICI Bank Ltd. do not show the name of Bear2Bulls and therefore, the business of Course Work Focus cannot be linked to Bear2Bulls. In this regard, I note from the SCN that the details of the bank accounts mentioned on the website www.Bear2Bulls.com are masked and payment link of Easebuzz is given. SEBI requested Easbuzz, to provide the details of the bank accounts linked to the said payment link. Accordingly, vide email dated July 09, 2020, Easebuzz, provided that the beneficiary for the merchant "Bear2Bulls" is Course Work Focus - Axis Bank Account no. 916020033382553 and the PAN number linked to the said merchant is AERPH1774F. Vide email dated July 13, 2020, Easebuzz further submitted that the Axis Bank Account no. 916020033382553 was also used by another merchant "capitalwealthmantra" and the PAN number linked to the said merchant is also AERPH1774F. I note that the said PAN number belongs to Mr. Shahshank Hirwani who was operating the current account no. 916020033382553 with Axis Bank in the name of the firm Course Work Focus. Thus, I find that the beneficiary of the activities of the merchants Bear2Bulls and capitalwealthmantra is the proprietorship firm Course Work Focus and its sole proprietor Mr. Shahsank Hirwani. Therefore, non-availability or mention of Bear2Bulls in the bank KYC form of Course Work Focus is of no consequence as the said bank account was linked to the Easebuzz payment link mentioned on the website of Bear2Bulls. Thus, establishing direct connection between Course Work Focus and Bear2Bulls. Hence the contention of the Noticee that the KYC, Account opening Form received from Axis Bank Ltd and ICICI Bank Ltd. do not show the name of Bear2Bulls and therefore the business of Course Work Focus cannot be linked to Bear2Bulls is not tenable.

10. I further note that the Noticees have submitted that the funds received in his Axis Bank Account no. 916020033382553 of Course Work Focus were pertaining to digital marketing. In this regard, I note that the narrations for several credit entries mentioned in the bank statement of Axis Bank Account no. 916020033382553 of Course Work Focus and the ICICI Bank Account no. Account no. 075901506646 of Mr. Shahshank

Hirwani include terms such as "for trading", "share", "Investment", "Fxadvicer", "Money secure investor" etc. The Axis bank account was linked to Easebuzz payment gateway displayed on the payment page of the Bear2Bulls as retrieved from the www.webarchive.org. Thus, in view of the fact that the Noticee was carrying out the administrative work of the M/s Course Work Focus and received credits both in his savings bank account A/c no. 075901506646 with ICICI Bank and the Axis Bank Account no. 916020033382553 of Course Work Focus with the narrations as mentioned above, I find that the Noticee was aware that M/s Course Work Focus was carrying out investment advisory services. Thus, the contentions of the Noticee that he was unaware that M/s Course Work Focus was carrying out investment advisory activity and all the credits in the Axis Bank Account no. 916020033382553 were for digital marketing are not tenable.

11. I further note from the copy of archived webpages of the website www.Bear2Bulls.com and www.capitalwealthmantra.com as available on record that various packages (Monthly/Quarterly/Half-yearly/Yearly) are being offered for subscription at specified rates and for specific products. Some of the products offered through the said website are as follows:

Bear2Bulls

Sr. No.	**Name of Service**
1.	Stock Cash Service
2.	Stock Future Service
3.	Cash Jobbers
4.	Future Jobbers

Capitalwealthmantra

Sr. No.	**Name of Service**
1.	Equity
2.	Commodity
3.	Agri-Commodity
4.	Forex
5.	NCDEX

12. I note from the contents of the website www.Bear2Bulls.com and www.capitalwealthmantra.com and the details received from Easebuzz through emails dated July 09, 2020 and July 13, 2020, it is abundantly clear that M/s Course Work Focus was engaged in offering investment advisory services while doing business as “Bear2Bulls” and “capitalwealthmantra”. Further, from the bank statements, KYC and Account Opening Forms of the Axis Bank account no. 916020033382553 linked to Easebuzz payment gateway mentioned under the ‘Payments’ tab of these websites, it is evident that the Axis Bank account no. 916020033382553 belonged to M/s Course Work Focus and the payment through the Easebuzz payment gateway available on the website was received by Mr. Shanshak Hirwani. Further, from the bank statement of Axis Bank Account no. 916020033382553 of Course Work Focus and the ICICI Bank Account no. Account no. 075901506646 of Mr. Shahshank Hirwani, it is observed that there are large number of credit entries from several individuals. In view of the above, I find that the Noticees were engaged in offering investment advisory services to clients/ investors for a consideration, without obtaining registration from SEBI.

13. I note 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 entities which are holding themselves out as investment advisers, will be covered by the definition of “Investment Adviser” as given in Regulation 2(1)(m) of the IA Regulations, 2013. I therefore find that Noticees were acting as investment adviser, as defined under Regulation 2(1)(m) of the IA Regulations, 2013.

14. I also note that, it is imperative that any person carrying out investment advisory activities has to necessarily obtain registration from SEBI and conduct its activities in accordance with the provisions of SEBI Act, 1992 and Regulations framed thereunder.

Section 12(1) of SEBI Act, 1992 reads as under:

> *"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 regulations made under this Act:"*

15. It is relevant to note that in order to protect the interest of investors and to preserve the integrity of the securities market, IA Regulations, 2013 has been framed by SEBI which provide various safeguards to ensure that the interest of the investors who receive investment advice are protected. One such safeguard provided under the said Regulations is that any person carrying out investment advisory activities has to first obtain a certificate of registration from SEBI as mandated under Regulation 3(1) of the IA Regulations, 2013, which, inter alia, provides that, 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 SEBI and it has to conduct its activities in accordance with the provisions of IA Regulations, 2013. Further safeguards provided under IA Regulations, 2013 include continued minimum professional qualification and compliance with net-worth requirement for acting as an investment adviser, prior disclosure of all conflicts of interest, prohibition on entering into transactions which are contrary to advice given to the clients at least for 15 days from the date of giving advice to the clients, mandatory risk profiling of investors, maintaining documented process for selecting investment products for clients based on client's investment objective and risk profile and understanding of the nature and risks of products or assets selected for such client, etc.

16. 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, 2013:

(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 recognised 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.

17. The activities engaged in by the Noticees, as brought out from the various materials described above, seen in the backdrop of the aforesaid regulatory provisions show that the Noticees were holding himself out and was acting as an investment adviser, although the Noticees were not registered with SEBI in the capacity of investment adviser. Hence, I find that these activities/ representations as were being made by the Noticees without holding the mandatory certificate of registration as investment adviser, are in violation of Section 12(1) of SEBI Act, 1992 read with Regulation 3(1) of the IA Regulations, 2013.

18. In view of the aforesaid findings and violations committed by the Noticees, I find that directions under Sections 11(1), 11(4), 11(4A) and 11B(1) of the SEBI Act, 1992 including directions of refund needs to be issued. I note that in the case of Shri C. Paranitharan and Others and TrendMarket Advisory Services, SEBI had passed orders dated July 05, 2022 and July 07, 2022, respectively, *inter alia* directing the Noticees therein to refund the fees or consideration received from investors in respect of their unregistered investment advisory activities. In the respective appeals filed against these orders by the respective Noticees, Hon’ble SAT vide common order dated September 21, 2022 *inter alia* directed the appellants there into deposit the balance amount after making refunds to investors, with SEBI. It was also directed that the balance amount deposited with SEBI shall be kept in escrow account for a period of one year and be distributed to any claimants and thereafter, the remaining amount, if any, will be deposited in the Investor Protection and Education Fund.

19. I note that M/s Course Work Focus in its Axis bank account no. 916020033382553, as mentioned in paragraph 6 above, had received a total amount of 62,01,997.77/-

during the period from March 13, 2018 to July 08, 2020 as observed above. I further note that the sole proprietor of M/s Course Work Focus, Mr. Shahshank Hirwani received a total amount of Rs. 33,47,763.52/- in its ICICI Bank A/c 075901506646 during the period March 13, 2018 to July 30, 2020. I note that large number of credits have been observed in the aforesaid bank accounts from several individuals which gives rise to prima facie conclusion that the funds credited in these accounts were received as fees for investment advisory services. I note that the noticees have claimed they have received some funds for providing digital marketing services to clients including SRV Media Technologies Private Limited. The Chartered Accountant while certifying the refunds made by the Noticee, as is being directed in para 20, may confirm/consider all material in this regard.

Directions:

20. In view of the foregoing, I, in exercise of the powers conferred upon me in terms Sections 11(1), 11(4) and 11B(1) read with of Section 19 of the SEBI Act, 1992 hereby direct that:

(a) The Noticees shall within a period of three (3) months from the date of coming into force of this order, refund the money received from any complainant/investors, as fees or consideration or in any other form, in respect of their unregistered investment advisory activities;

(b) The Noticees 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 from the date of this Order. A period of two (2) months from the date of the publication of the public notice shall be provided to the investors/clients for submitting their claims;

(c) The repayments to the investors/clients 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) After completing the refund as directed in para 20(a) above, within a period of 15 days, the Noticees shall file a report with SEBI detailing the amount refunded to SEBI addressed to the "Division Chief,Division of Registration-2, Market Intermediaries Regulation and Supervision Department (MIRSD), SEBI Bhavan II, Plot No. C7, G Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400051.". The report should be duly certified by an independent Chartered Accountant and should indicate the amount, mode of payment by banking transactions, name of the parties, communication address, mobile / telephone numbers, etc;

(e) The remaining balance amount shall be deposited with SEBI which shall be kept in an escrow account for a period of one year for distribution to clients / investors/ complainants who were availing the investment advisory services from the Noticees. Thereafter, the remaining amount, if any, shall be deposited in the Investors Protection and Education Fund, maintained by SEBI;

(f) The Noticees are restrained from selling his assets, properties and holding of mutual funds/shares/securities held by him in demat and physical form except for the sole purpose of making the refunds / depositing balance amount with SEBI, as directed above. Further, the banks are directed to allow debit from the bank accounts of the Noticees, only for the purpose of making refund to the clients/ investors/ complainants who were availing the investment advisory services from the Noticees and for depositing balance amount with SEBI, as directed in this Order;

(g) The Noticees are debarred from accessing the securities market, directly or indirectly and are prohibited from buying, selling or otherwise dealing in securities, directly or indirectly in any manner whatsoever, for a period of 6 (six) months from the date of this Order or till the expiry of 6 (six) months from the date of completion of refund to complainants / investors along with depositing of balance amount, if any, with SEBI, as directed in paragraph 20(a) and 20(e) above, whichever is later;

(h) Upon submission of report on completion of refund to complainants / investors to SEBI and deposit of the balance amount, if any, with SEBI, the direction at paragraph 20(f) above shall cease to operate within 15 days thereafter;

(i) The Noticees shall not undertake, either during or after the expiry of the period of debarment/restraint as mentioned in para 20(g) above, either directly or indirectly, investment advisory services or research analyst services or portfolio manager services or any activity in the securities market without obtaining a certificate of registration from SEBI as required under the securities laws.

21. The direction for refund to clients / investors and depositing the balance amount with SEBI, as given in paragraph 20(a) and 20(e) above, shall 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.

22. The above directions shall come into force with immediate effect.

23. A copy of this Order shall be served upon the Noticee, recognized Stock Exchanges, Depositories, Banks and Registrar and Transfer Agents to ensure that the directions given above are strictly complied with.

Sd-

Date: April 05, 2023 **ANANTA BARUA**
Place: Mumbai **WHOLE TIME MEMBER**
SECURITIES AND EXCHANGE BOARD OF INDIA