



**WTM/AS/WRO/32472/2026-27**

**SECURITIES AND EXCHANGE BOARD OF INDIA**

**ORDER**

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**Under Section 11(1), 11(4), 11(4A), 11B(1) and 11B(2) of the Securities and Exchange Board of India Act, 1992**

**In respect of**

<b>Sr. No.</b>	<b>Name of the Noticee</b>	<b>Permanent Account Number</b>
1.	Shree Sai Proficient Financial Services, Proprietor – Ms. Madhuri Garg	CMSPG1119C

**In the matter of unregistered investment advisory activities by Shree Sai Proficient Financial Services, Proprietor – Ms. Madhuri Garg**

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1. The present proceedings have emanated from certain complaints received by Securities and Exchange Board of India (hereinafter referred to as “**SEBI**”) against a SEBI registered investment advisor, namely, Sai Proficient Research Investment Advisory, Proprietor – Ms. Meeshika Vishwakarma (hereinafter referred to as the “**SPRIA**”). The said complaints were examined to ascertain the possible violations of the provisions of SEBI Act, 1992 (hereinafter referred to as the “**SEBI Act**”), SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (hereinafter referred to as the “**PFUTP Regulations**”), SEBI (Investment Advisers) Regulations, 2013 (hereinafter referred to as the “**IA Regulations**”) and various SEBI Circulars. Pursuant to the examination, separate enforcement proceedings were initiated against SPRIA for various violations of securities laws. SPRIA, however, is not a Noticee in the present proceedings.



2. During the course of aforesaid examination, it was observed that a complainant named Mr. Shyamsundar Virmani (hereinafter referred to as “**Shyam**”) had filed a complaint on the SCORES Portal on January 7, 2019 stating that he had paid ₹5 lakhs to SPRIA but never received the assured returns promised by SPRIA. The emails shared by Mr. Shyam, *inter alia*, mentioned as under:

*“Equity service charge: - 500000(inclusive GST)  
As in offer ...*

*... Join our equity commitment services only in 500000/- you will get 90-95% accuracy in our levels rest is in installment after profit. We will give you good profit (depends upon market). You also know that there of 90 trading session. In this service we give approx. INR 8 lac profit and which we will give all support required.”*

3. Mr. Shyam submitted copies of receipts received from e-payment service provider Easebuzz, vide email dated February 28, 2020. In relation thereto, details of the merchant were sought from Easebuzz and, vide email dated February 14, 2020, Easebuzz provided the Know Your Customer (KYC) and account details related to SPRIA.
4. From the account opening form and PAN submitted by Easebuzz, it was observed that the said account belonged to one entity named Shree Sai Proficient Financial Services, Proprietor - Ms. Madhuri Garg (hereinafter referred as ‘**Noticee / SSPFS**’). Further, all the payments made by Mr. Shyam were reflecting in the account statement of the Noticee submitted by Easebuzz. It was also observed, during the course of examination, that the Noticee was sending emails to prospective clients, in the name of SPRIA, mentioning the registration number of SPRIA and was also offering assured returns.



5. In light of the aforesaid, and additional material available on record, a show cause notice dated June 5, 2025 (hereinafter referred to as the “**SCN**”) was issued to the Noticee wherein the following violations were alleged:
  - a. The Noticee engaged in providing investment advisory services without obtaining the requisite registration in violation of Section 12(1) of the SEBI Act read with regulation 3(1) of the IA Regulations; and
  - b. The Noticee promised assured returns in violation of Regulations 3(a), (b), (c), (d) and 4(2)(k) of the PFUTP Regulations read with Section 12A(c) of the SEBI Act.
  
6. The SCN, *inter alia*, directed the Noticee to show cause, within 21 days from the date of receipt of the SCN, as to why appropriate directions including direction for refund of fees/ monies collected from the investors and debarment from the securities market should not be issued against her, and why appropriate monetary penalty should not be imposed on her, for the violations alleged in the SCN.
  
7. The aforesaid SCN was delivered to the Noticee, vide email dated June 10, 2025, and vide Speed Post Acknowledgement Due on June 13, 2025. The Authorized Representative (‘AR’) of the Noticee, vide emails dated July 9 and July 21, 2025, requested inspection of certain documents and opportunity to cross-examine the proprietor of SPRIA, complainants and the investigating officer (officer of SEBI who carried out the examination). The said request of the Noticee was partially acceded to and the Noticee was provided with all the relied upon and relevant documents in the matter. However, since statements of the complainants and the proprietor of SPRIA were not recorded in the matter, the request to cross-examine the said individuals was rejected. The request to cross-examine the officer of SEBI who carried out the examination was also rejected as the inferences drawn in the Examination Report by the



said officer were based on the material collected during examination and not derived from any personal knowledge of the said officer. Accordingly, the Noticee was intimated about the rejection of her request to cross-examine the abovementioned individuals vide email dated July 29, 2025.

8. Pursuant to the above, the AR of the Noticee, vide email dated September 17, 2025, requested for an extension of eight weeks to file written submissions in the matter. The request of the Noticee was acceded to and vide email dated September 30, 2025, the Noticee was advised to file her written submissions in the matter on or before the scheduled date of hearing, i.e., November 4, 2025. The AR of the Noticee, vide email dated October 30, 2025, requested further documents in the matter and submitted that a detailed reply in the matter shall be filed within 3 days from the date of receipt of the said documents. The documents, as sought by the Noticee and available on record, were provided to the Noticee on the same day (October 30, 2025). Pursuant to the same, the AR of the Noticee, vide email dated November 3, 2025, requested for an adjournment of the hearing scheduled on November 4, 2025 on account of medical reasons. The said request was acceded to and the hearing was rescheduled to December 4, 2025. The Noticee, vide email dated December 2, 2025, filed her written submissions in the matter. The reply of the Noticee is summarized as under:

- a) The SCN proceeds on certain erroneous assumptions of fact and misinterpretations of law as the activities undertaken by the Noticee do not fall within the purview of '*investment advisory services*' as alleged nor do they constitute violations of the SEBI Act, IA Regulations or any other applicable provisions;
- b) SEBI has sent the SCN with an inordinate delay of 5 years after the closure of business of SPRIA and due to this delay, the Noticee is not



able to get any details from SPRIA about her business or accounts operated by her. The inordinate and unexplained delay in issuance of the SCN is fatal to the case and the SCN shall be dropped for this reason alone;

- c) The Noticee did not conduct risk profiling, suitability report, issue invoices or provide investment advice to any person.
- d) The Noticee has never provided any investment advice to any person, nor interacted with any client of SPRIA. The Noticee has not, at any point of time, offered, rendered, or solicited any investment advice or portfolio related guidance to any investor nor has she entered into any investment advisory agreements or received fees for such services from any client or person;
- e) The Noticee had entered into a non-core activities outsourcing agreement with SPRIA and the said arrangement was purely limited to administrative and back-office support such as human resource management, clerical work and documentation;
- f) In furtherance of the aforesaid outsourcing arrangement, proprietor of SPRIA had opened a bank account with Axis Bank and the Noticee had only affixed her signature on a blank account opening form. The mobile number linked to this account belonged to the proprietor of SPRIA and all the transactions in the said account were carried out by the proprietor of SPRIA;
- g) There are no specific allegations in the SCN that the Noticee herself rendered investment advice or collected money from any investor. On the contrary, all the investment advisory activities were undertaken by the proprietor of SPRIA in her capacity as a SEBI registered investment advisor;



- h) Although the Easebuzz account was in the name of the Noticee, in substance and in operation it was solely being used by SPRIA and the Noticee had no access to the said account;
- i) At no stage did the Noticee use the name or registration number of SPRIA to solicit clients or conduct investment advisory business;
- j) The email ID [saiproficientinvestment@gmail.com](mailto:saiproficientinvestment@gmail.com) was neither created nor managed or accessed by the Noticee. The IP address and the individual using the said email ID have not been identified in the SCN. Further, the complainant, Mr. Shyam, has not identified the Noticee and email submitted by the complainant are not accompanied by an appropriate certificate in terms of Section 65-B of the Indian Evidence Act, 1872. The said complaint was filed only against SPRIA and its proprietor;
- k) The email ID [proficientsai@gmail.com](mailto:proficientsai@gmail.com) belongs to SPRIA and not to the Noticee and the Noticee had no control or access over the email or the linked Easebuzz account. Further, the contact number linked to the said Easebuzz account belonged to the proprietor of SPRIA and not to the Noticee. Further, the SCN in Para 25 has acknowledged that “...*though the payment has gone in the account of SSPFS, the proprietor of SPRIA has acknowledged the receipt of the payment and has also assured the investor that she would refund the amount...*”. The same clearly establishes that the operations and representations were solely under the control of SPRIA and not the Noticee;
- l) The receipts issued by Easebuzz were bearing name and email of SPRIA which is consistent with the operations of the registered investment advisor. Further, it is an admitted position in the SCN that the funds received through Easebuzz were acknowledged by SPRIA and she had assured refunds to the investors. The SCN failed to provide the agreement and the Easebuzz merchant registration documents which



would show that the contractual relationship existed between SPRIA and Easebuzz and not the Noticee;

- m) The email IDs and the office address (Office no. 107, Vikram Urban, Plot No. 25-A, Mechanic Nagar, Sayaji, Indore - 452010) do not belong to the Noticee; and
- n) The Noticee was associated with SPRIA merely in a limited administrative capacity and had no decision-making power, financial control, or client interface.

9. The hearing in the matter was conducted, as scheduled, on December 4, 2025, and the AR of the Noticee appeared and reiterated the submissions made vide email dated December 2, 2025.

10. I have perused the SCN issued to the Noticee, reply submitted by the Noticee and other material available on record. In my view, the following issues arise for my consideration:

- a) Whether the Noticee was undertaking unregistered investment advisory activities?
- b) Whether the Noticee was promising assured returns to the investors?
- c) If the answer to issue (a) and/or (b) is in the affirmative, which provisions of securities laws has the Noticee violated?
- d) If the answer to issue (c) is in the affirmative, what directions are required to be issued and what penalty is required to be imposed on the Noticee?

11. The issue at the core of present proceedings is whether the Noticee indulged in unregistered investment advisory activities. In this regard, the definition of '*investment adviser*' as provided under regulation 2(1)(m) of the IA Regulations is reproduced hereunder:



*“investment adviser means any person who for consideration, is engaged in the business of providing 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”.*

12. In terms of the aforesaid definition, any person who provides advice to clients or other persons, for consideration, and holds himself out as an investment advisor, is an investment adviser.
  
13. The SCN issued to the Noticee, *inter alia*, relies on the documents received from Easebuzz, monetary amounts received in the bank account and emails sent to the investors to allege that the Noticee was acting as an unregistered investment adviser and was promising assured returns to the investors.
  
14. The Noticee's counter to the above allegations hinges broadly on the submission that the Noticee had entered into an outsourcing agreement with SPRIA and was only providing assistance for non-core activities. The Noticee has additionally submitted that the proprietor of SPRIA, in furtherance of the said outsourcing arrangement, had opened a bank account. Further, the Noticee was not involved in risk profiling, preparation of suitability reports, issuing invoices, etc. and these activities were being undertaken by SPRIA. The Noticee has also submitted that the mobile number linked with the concerned bank account belongs to the proprietor of SPRIA and not the Noticee.
  
15. I have perused the material available on record vis-à-vis the submissions made by the Noticee. It is noted that pursuant of receipt of complaints on the SCORES Portal against, SPRIA, data was sought from Easebuzz with respect to the account. The data shared by Easebuzz contained the following details:



**Name:** Sai Proficient Research Investment Advisory  
**Email:** Proficientsai@gmail.com  
**Contact Number:** 8370039735  
**Bank Name:** Axis Bank  
**Branch Name:** Indore  
**Bank Info:** Shree Sai Proficient Financial Serv  
**IFSC Code:** UTIB0000043  
**Account No.:** 918020043217061  
**Business Name:** Shree Sai Proficient Research Investment Advisory  
**PAN ID:** CMSPG1119C

It is seen from the above that while the Business Name and PAN belong to the Noticee, the merchant name was being displayed in the name of SPRIA. Accordingly, there appears to be little clarity as to who was controlling/operating the said Easebuzz account and the extent of involvement of the Noticee and SPRIA in managing the said account.

16. The material available on record shows that while the Noticee's name is appearing in the *Business Name* label in the account details provided by Easebuzz, it was the proprietor of SPRIA who had responded to one of the complainants, assuring refunds. Mr. Shyam, one of the complainants, vide emails dated April 26, 2019, July 10, 2019, and July 11, 2019, was assured by the proprietor of SPRIA that he will be issued a refund. The said fact of a third party (SPRIA) contacting the complainant (and not the Noticee), in my opinion, goes against the allegations levelled in the SCN and findings of the examination, as regards the Noticee indulging in unregistered investment advisory activities.
  
17. In addition to the above, I also find merit in the submissions of the Noticee that she was not involved in risk profiling, preparation of suitability report, issuing invoices, etc. The material available on record fails to establish the involvement of the Noticee in these activities and appears inadequate to establish that the



Noticee was providing *investment advice* to the investors for consideration, in terms of the IA Regulations.

18. The Noticee has also submitted that the bank account opened with Axis Bank was opened by proprietor of SPRIA and not the Noticee and the same was not being operated by the Noticee. I note from the material available on record that in the account opening form of Axis Bank (opened in the name of the Noticee), the address for communication has been mentioned as under:

**Office no. 107, Vikram Urban,  
Plot No. 25-A, Mechanic Nagar,  
Indore**

It is pertinent to mention here that in a separate order dated February 23, 2026 against SPRIA (whereby the certificate of registration of the said entity was suspended for a period of one year) it has been recorded that the above address belonged to SPRIA on the basis of evidence which, *inter alia*, included the admission of proprietor of SPRIA in that regard. In light of the same, I am inclined to accept the submission of the Noticee that she was not in control of and was not operating the Easebuzz (linked to Axis Bank) account. Further, the allegation that the email IDs [saiproficientinvestment@gmail.com](mailto:saiproficientinvestment@gmail.com) and [proficientsai@gmail.com](mailto:proficientsai@gmail.com) belonged to the Noticee has also not been established in absence of any cogent evidence, and therefore, the allegation of promising assured returns, which primarily relies upon emails sent from these email IDs, can also not be sustained.

19. The aforesaid material, especially the facts that the registered address belonged to SPRIA and it was the proprietor of SPRIA, who was contacting the investors, goes against the allegations levelled in the SCN. As noted above, there is a lack of material to establish that the Noticee was providing investment advice for consideration to the investors, and therefore, I find that



the allegation of Noticee being involved in unregistered investment advisory activities is not tenable and is liable to be dismissed.

20. In consideration of the above, issues (a) and (b) noted at para 10 are answered in the negative. Accordingly, issues (c) and (d) noted thereunder do not need further consideration.

### **ORDER**

21. In view of the foregoing, I, in exercise of powers conferred upon me under sections 11(1), 11(4), 11B(1), 11B(2) and 11(4A) read with Section 19 of the SEBI Act, hereby dispose of the proceedings initiated vide SCN dated June 5, 2025 against the Noticee without issuance of any direction and without imposing any monetary penalty.

22. This Order shall come into force with immediate effect.

23. A copy of this Order shall be served on the Noticee. A copy of this Order shall be forwarded to the Stock Exchanges, Depositories, Registrar and Share Transfer Agents and Banks for their information and record.

**PLACE: MUMBAI**

**AMARJEET SINGH  
WHOLE TIME MEMBER  
SECURITIES AND EXCHANGE BOARD OF INDIA**