

**IN THE MATTER OF
NVEST CANADA INC., GX TECHNOLOGY GROUP INC.,
SHORUPAN PIRAKASPATHY and WARREN CARSON**

**MOTION OF
THE ONTARIO SECURITIES COMMISSION**

(To validate and/or waive service of processes against the Respondents under Rule 6(4) and Rules 21(3), dispense with the Ontario Securities Commissions' obligations under Rule 3 and Rule 27(1),(2), and (3), and to request further relief under the Rules and section 7 of the *Statutory Powers Procedure Act*, R.S.O. 1990, c S.22)

A. ORDER SOUGHT

The moving party, the Ontario Securities Commission (**OSC** or the **Commission**) requests that the Capital Markets Tribunal (the **Tribunal**) make the following orders:

1. An order validating service of the Notice of Hearing (**NOH**), and Statement of Allegations (**SOA**) on Nvest Canada Inc. (**Nvest**), Shorupan Pirakaspathy (**Pirakaspathy**), GX Technology Group Inc. (**GX Technology**) in accordance with Rule 6(2) and Rule 6(4) of the Capital Market Tribunal's Rules of Procedure and Forms (**Rules**);
2. An order waiving service of the NOA and SOA on Warren Carson (**Carson**) in accordance with Rule 6(4);
3. An order waiving notice and service of all future processes on Nvest, Pirakaspathy, GX Technology, and Carson (collectively the **Respondents**), under Rule 6(4) and Rule 21(3);
4. An order relieving the Commission of its obligations to the Respondents under Rule 27(1),(2), and (3) pursuant to Rule 3;
5. An order that this motion be heard in writing in accordance with Rule 23(3);

6. An order that this motion be heard without notice to Carson in accordance with Rule 28(5)(a);
7. An order abridging the timeline for the service of materials on this motion in accordance with Rule 3, Rule 4(2), and Rule 28(4), if required; and
8. Such further and other order and counsel may advise and the Tribunal deems just.

B. GROUNDS

The grounds for the motion are:

1. On January 20, 2023, a SOA was issued against the Respondents. A NOH in the matter was simultaneously issued;
2. The NOH and SOA was posted to the Capital Markets Tribunal website;
3. Nvest was incorporated as a federal corporation under the *Canada Business Corporations Act*, R.S.C. 1985, c C-44 (**CBCA**) on December 26, 2017;
4. As of August 25, 2022, the unit associated with Nvest's last known corporate address at 750 Oklahoma Drive, #A1, Pickering, Ontario, was completely vacant and was up for lease;
5. Nvest was dissolved as a corporation under the CBCA on November 19, 2022;
6. Fariha Jafri and Mustafa Ghassan were Nvest's only directors at the time that Nvest was dissolved as a corporation;
7. Fariha Jafri and Mustafa were personally served with the NOH and SOA in accordance with Rule 6(2)(b), and s. 226(3) of the CBCA;
8. GX Technology was incorporated as a federal corporation under the CBCA on March 6, 2018;
9. Pirakaspathy is GX Technology's only current director;
10. GX Technology was served with a copy of the NOH and SOA in accordance with Rules 6(2)(b) and 6(2)(d);

11. Pirakaspathy was served with a copy the NOH and SOA in his capacity as an individual Respondent in accordance with Rules 6(2)(a) and 6(2)(d);
12. The Commission has taken all reasonable steps to attempt to serve the NOH and SOA upon Carson;
13. The Commission does not know of Carson's current whereabouts, and does not know of any reliable contact information for Carson;
14. On February 15, 2023, Mustafa Ghassan attended the first attendance in the matter in his own capacity. He advised the panel that he was not appearing on behalf of Nvest;
15. On February 15, 2023, no one attended the first attendance in the proceeding on behalf of Nvest or GX Technology;
16. Neither Pirakaspathy nor Carson attended the first appearance;
17. Given the failure of any of the Respondents to attend the first appearance in the matter; it would be just, expeditious, and in furtherance of the public interest to:
 - (a) waive service of the NOH and SOA upon Carson;
 - (b) waive notice and service of all future processes on the Respondents;
 - (c) dispense with the Commission's obligations under Rules 27(1),(2), and (3); and
 - (d) Continue the enforcement proceeding against the Respondents in the Respondents' absence.
18. The Commission relies upon Rule 21(3);
19. The Commission further relies upon section 7 of the *Statutory Powers Procedure Act*, R.S.O. 1990, c S.22 (**SPPA**);
20. The Commission is relying on a written record in support of this motion in accordance with Rule 23(2);

21. The Commission is bringing this motion without notice to Carson in accordance with Rule 28(5)(a).

C. EVIDENCE

The Commission intends to rely on the following evidence for the motion:

22. the Statement of Allegations in the matter, dated January 17, 2023;
23. the Notice of Hearing, dated January 20, 2023;
24. the amended affidavit of attempted service of Sherry Brown, affirmed March 6, 2023;
25. the transcript of the first attendance, dated February 15, 2023;
26. the order of the Capital Markets Tribunal, dated February 16, 2023; and
27. such further evidence as counsel may advise and the Tribunal may permit.

Date: March 6, 2023

**COUNSEL FOR THE
ONTARIO SECURITIES COMMISSION**

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