



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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**IN THE MATTER OF THE *SECURITIES ACT*,
R.S.O. 1990, c. S.5, AS AMENDED**

- AND -

**IN THE MATTER OF
BUNTING & WADDINGTON INC., ARVIND SANMUGAM
and JULIE WINGET**

**ORDER
(Subsections 127(1) and 127(10) of the *Securities Act*)**

WHEREAS on March 22, 2012, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) (the “Notice of Hearing”) in connection with a Statement of Allegations filed by Staff of the Commission (“Staff”) on March 22, 2012, to consider whether it is in the public interest to make certain orders against Bunting & Waddington Inc. (“B&W”), Arvind Sanmugam (“Sanmugam”), Julie Winget (“Winget”) and Jenifer Brekelmans (“Brekelmans”);

AND WHEREAS Staff and Brekelmans entered into a settlement agreement which was approved by the Commission on May 9, 2013;

AND WHEREAS on June 3, 2013, the Commission issued an Amended Notice of Hearing pursuant to sections 127 and 127.1 of the Act in connection with an Amended Statement of Allegations filed by Staff on May 30, 2013 to consider whether it is in the public interest to make certain orders against B&W, Sanmugam and Winget;

AND WHEREAS the Panel accepted the amended style of cause, removing Brekelmans as a respondent;

AND WHEREAS Staff applied to convert the portion of the proceeding respecting the request that the Commission make an order against Sanmugam, pursuant to subsection 127(10) of the Act, from an oral hearing to a written hearing, pursuant to Rule 11.5 of the Commission's *Rules of Procedure* (2012), 35 O.S.C.B. 10071 (the "*Rules of Procedure*") (the "Application");

AND WHEREAS on July 16, 2013, the Commission ordered that:

1. Staff's application to convert the portion of this proceeding against Sanmugam from an oral hearing to a written hearing is granted, pursuant to Rule 11 of the *Rules of Procedure* (the "Written Hearing");
2. Staff's submissions in respect of the Written Hearing shall be served and filed no later than July 26, 2013;
3. Sanmugam's responding submissions in respect of the Written Hearing shall be served and filed by August 30, 2013; and
4. the confidential pre-hearing conference shall be adjourned to September 12, 2013 at 11:00 a.m. to provide the panel with a status update;

AND WHEREAS B&W and Winget entered into a settlement agreement which was approved by the Commission on September 3, 2013;

AND WHEREAS Staff filed written materials, a hearing brief, a book of authorities and the Affidavit of Michelle Hammer sworn July 26, 2013;

AND WHEREAS Sanmugam did not provide any materials;

AND WHEREAS Sanmugam was convicted by the Ontario Superior Court of Justice of three counts of fraud, contrary to subsection 380(1)(a) of the *Criminal Code*, R.S.C. 1985, c. C-46, as amended, which the Panel found to fall within the meaning of an offence arising from a transaction, business or course of conduct related to securities, pursuant to clause 1 of subsection 127(10) of the Act;

AND WHEREAS on March 28, 2014, the Commission issued its reasons and decision with respect to Sanmugam;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this Order;

IT IS ORDERED that:

- (a) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by Sanmugam shall cease permanently;
- (b) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Sanmugam shall be prohibited permanently;
- (c) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law shall not apply to Sanmugam permanently;
- (d) pursuant to clause 6 of subsection 127(1) of the Act, Sanmugam is reprimanded;
- (e) pursuant to clauses 7, 8.1 and 8.3 of subsection 127(1) of the Act, Sanmugam shall resign all positions that he holds as a director or officer of any issuer, registrant or investment fund manager;
- (f) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Sanmugam shall be permanently prohibited from becoming or acting as a director or officer of any issuer, registrant or investment fund manager; and
- (g) pursuant to clause 8.5 of subsection 127(1) of the Act, Sanmugam shall be permanently prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter.

DATED at Toronto this 28th day of March, 2014.

“Edward P. Kerwin”

Edward P. Kerwin