

2012 BCSECCOM 309

Notice of Hearing

**Saafnet Canada Inc., Nizam Dean,
Daljinder Nagra and Vikash Sami**

Section 161 of the *Securities Act*, RSBC 1996, c. 418

¶ 1 The Commission will hold a hearing (Hearing) at which the Executive Director will tender evidence, make submissions and apply for orders against Saafnet Canada Inc. (Saafnet), Nizam Dean (Dean), Daljinder Nagra (Nagra), and Vikash Sami (Sami) (collectively, Respondents) under sections 161, 162, and 174 of the *Securities Act*, RSBC 1996, c. 418 (Act), based on the following facts:

Background

1. Saafnet was a federal company (dissolved for non-compliance April 4, 2012) and was registered as an extra-provincial company in British Columbia. Saafnet has never filed a prospectus under the Act.
2. Saafnet's primary business was to build and market computer hardware products relating to internet security and access.
3. AlphaShield Co. (AlphaShield) is a sole proprietorship registered in British Columbia.
4. Saafnet was doing business as AlphaShield during all relevant times.
5. Dean was a resident of British Columbia, and a director and founder of Saafnet at all relevant times. Dean represented himself as a senior vice-president of AlphaShield.
6. Sami was a resident of British Columbia, and a director and founder of Saafnet at all relevant times. Sami represented himself as the chief executive officer of AlphaShield.
7. Nagra was a resident of British Columbia and a shareholder in Saafnet at all relevant times. Saafnet retained Nagra as a consultant to assist in marketing and raising capital for Saafnet.

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8. None of the respondents have ever been registered to trade securities under the Act.

Misconduct

Illegal Trading and Distributions

9. Between June 2000 and May 2008 (Relevant Period), the Respondents organized presentations, met with investors, marketed the shares of Saafnet and distributed shares to the investors.
10. During the Relevant Period the Respondents raised CDN \$1,635,204 and US \$1,677,248 from 72 investors by selling shares of Saafnet.
11. By distributing and promoting Saafnet securities without being registered or having filed a prospectus, Saafnet, Dean, and Sami contravened section 61 of the Act, and Nagra contravened sections 34 and 61 of the Act
12. Dean and Sami, as officers and directors of Saafnet, authorized, permitted or acquiesced in Saafnet's contraventions of section 61 of the Act and, therefore, also contravened the same provisions under section 168.2 of the Act.

Public Interest

- ¶ 2 It is in the public interest that the Commission issue orders under sections 161 and 162 of the Act.

Hearing Process

- ¶ 3 The Respondents or their counsel are required to attend at the 12th Floor Hearing Room, 701 West Georgia Street, Vancouver, British Columbia, on **Tuesday, August 21, 2012 at 9:00 a.m.** if they wish to be heard before the Commission sets a date for the Hearing. Relevant information gathered by Staff in the investigation of this matter will be disclosed to the Respondents upon request to the Executive Director.
- ¶ 4 At the Hearing, the Respondents may be represented by counsel, make submissions and tender evidence. The Respondents are requested to advise the Commission of their intention to attend the Hearing by informing the Secretary to the Commission at PO Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, BC V7Y 1L2 phone: (604) 899-6500; email: commsec@bcsbc.ca.

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- ¶ 5 If the Respondents or their counsel do not appear at the Hearing, the Executive Director may apply to have questions of liability and sanction heard at the same time. Determinations adverse to the Respondents may be made in their absence.
- ¶ 6 August 7, 2012
- Paul C. Bourque
- ¶ 7 Paul C. Bourque, Q.C.
Executive Director