BEFORE THE ADJUDICATING OFFICER
SECURITIES AND EXCHANGE BOARD OF INDIA
ADJUDICATION ORDER NO. Order/AK/AJ/2023-24/27443

UNDER SECTION 15-I OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 READ WITH RULE 5 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROCEDURE FOR HOLDING INQUIRY AND IMPOSING PENALTIES) RULES, 1995

In respect of:

YOGENDRA BHUPENDRA VEKARIA

PAN: AUKPV1389H

in the matter of dealings in Illiquid Stock Options at BSE

A. BACKGROUND OF THE CASE

1. Securities and Exchange Board of India (hereinafter referred to as "**SEBI**") observed large scale reversal of trades in stock options segment of Bombay Stock Exchange (hereinafter referred to as "**BSE**"). SEBI observed that such large scale reversal of trades in stock options lead to creation of artificial volume at BSE. In view of the same, SEBI conducted an investigation into the trading activities of certain entities in illiquid stock options at BSE for the period April 1, 2014 to September 30, 2015 (hereinafter referred to as "**Investigation Period**").

2. Pursuant to a preliminary examination conducted in the Illiquid Stock Options matter an Interim order was passed by SEBI on August 20, 2015 against 59 entities which were confirmed vide Orders dated July 30, 2016 and August 22, 2016. Meanwhile, SEBI initiated a detailed investigation relating to trading in stock options segment of BSE which was completed in the year 2018. The investigation findings revealed that of all trades executed in the stock options segment of BSE during the Investigation Period, 81.38% of the trades, that is 2,91,643 trades, were trades which involved a reversal of buy and sell positions

by the clients and counterparties in a contract. The investigation revealed that 14,720 entities were involved in executing non-genuine trades in BSE's stock options segment during the investigation period. The proceedings initiated against the first set of 59 entities, vide the aforementioned Interim Order were disposed of vide final Order dated April 05, 2018, without any further directions, observing that the Adjudicating Officer shall continue the proceedings in accordance with the SEBI Act, 1992 (hereinafter referred to as the "**SEBI Act**") and SEBI (Procedure for Holding and Imposing Penalties by Adjudicating Officer) Rules, 1995 (hereinafter referred to as the "**Adjudication Rules**") and pass appropriate order on merits. It was also recorded therein that SEBI has decided to take appropriate action against all 14,720 entities in phases.

3. In the meantime, the Hon'ble Securities Appellate Tribunal (SAT), vide its Order dated October 14, 2019, in the case of *R. S. Ispat Ltd Vs SEBI*, *inter alia* observed that "*SEBI may consider holding a Lok Adalat or adopting any other alternative dispute resolution process with regard to the Illiquid Stock Options*".

4. Accordingly, a Settlement Scheme was framed under the SEBI (Settlement Proceedings) Regulations, 2018, which provided a one-time opportunity for settlement of proceedings in the Illiquid Stock Options matter. The said scheme was kept open from August 01, 2020 till December 31, 2020. Finally, adjudication proceedings were initiated against those entities who did not avail the opportunity of settlement. It was observed that **Yogendra Bhupendra Vekaria** (hereinafter referred to as the "**Noticee**") was one of the various entities which indulged in execution of reversal trades in stock options segment of BSE during the Investigation Period. In view of the same, SEBI initiated adjudication proceedings against the Noticee for violation of the provisions of Regulations 3(a), (b), (c), (d), 4(1) and 4(2)(a) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 (hereinafter referred to as "**PFUTP Regulations**").

5. It was observed that 13,186 entities did not avail the opportunity of settlement and therefore Adjudication proceedings were initiated against the entities in a phased manner. In order, to duly expedite the Adjudication proceedings against the entities, SEBI had appointed additional Adjudicating officers to adjudicate against the said entities. However, owing to the huge number of alleged entities, the adjudication proceedings were being conducted in a phased manner that required adequate time to complete the proceedings against all entities. The Adjudicating officers had passed Orders with respect to certain Noticees in a phased manner.

6. It was observed, that some of the entities against whom Orders were passed in the adjudication proceedings appealed before the Hon'ble SAT. During the course of the hearing in a group of appeals, the Hon'ble SAT, vide its Order dated May 13, 2022, inter alia held that "*SEBI should reconsider and seriously give a thought in coming out with a fresh Scheme under Clause 26 of the Settlement Regulations, 2018. Such scheme can be a onetime scheme for this class of person. The terms of settlement should be attractive so that it could attract the noticees/entities to come forward and settle the matter which will ameliorate the harassment of penalty proceedings to the noticees and at the same time would help to clear the backlog of these pending matters before various AOs*".

7. Accordingly, SEBI introduced a Settlement Scheme i.e. SEBI Settlement Scheme, 2022 (hereinafter referred to as "**Scheme 2022**") in terms of Regulation 26 of the SEBI (Settlement Proceedings) Regulations, 2018 (hereinafter referred to as "Settlement Regulations"). The Scheme provided a onetime opportunity to the entities against whom proceedings had been initiated and appeals against the said proceedings are pending before any forum or authority.

8. I note that SEBI framed the Scheme in accordance with the provisions of the Settlement Regulations and issued a Public Notice dated August 19, 2022 about the Scheme and the modalities for availing the benefit of the Scheme. The Notice was also made available on the website of the BSE. The Scheme was initially kept open for a period of three months commencing from August 22, 2022 to November 21, 2022 (both days inclusive). Considering the interest of a large number of entities to avail the Scheme, SEBI extended the period of the Scheme till January 21, 2023 vide public notice dated November 22, 2022.8. A total of 10,980 Noticees availed the benefit of the Scheme and remitted the specified settlement amount respectively. Accordingly, a settlement order was passed on March 08, 2023, settling the matter with respect to 10,980 Noticees.

9. I note that Noticee did not avail settlement under the Settlement Scheme in 2020 or 2022 and therefore Adjudication proceedings have been revived against the Noticee.

B. APPOINTMENT OF ADJUDICATING OFFICER

10. SEBI initiated adjudication proceedings and appointed Ms. Soma Majumder as the Adjudicating Officer (AO) under Section 15-I of the SEBI Act read with Rule 3 of the Adjudication Rules. Subsequently, vide communication dated November 12, 2021 Ms. Geetha G. was appointed as AO and vide communication dated September 19, 2022, the undersigned was appointed as the AO, in the instant matter, to conduct adjudication proceedings in the manner specified under Rule 4 of Adjudication Rules read with Section 15-I of SEBI Act, and if satisfied that Noticee is liable for penalty, impose such penalty as deemed fit in terms of Rule 5 of Adjudication Rules and Section 15HA of SEBI Act.

C. SHOW CAUSE NOTICE, REPLY AND HEARING

11. A Show Cause Notice dated August 10, 2022 (hereinafter referred to as "**SCN**") was issued to the Noticee under Rule 4(1) of the Adjudication Rules to show cause as to why an inquiry should not be initiated against it and thereafter penalty imposed on it under Section 15HA of the SEBI Act for the alleged violation of the provisions of Regulations 3(a), (b), (c), (d), 4(1) and 4(2)(a) of the PFUTP Regulations. I note that, vide the said SCN, the Noticee was informed of the option of Settlement Scheme, 2022. The SCN that was digitally signed was sent to the email id of the Noticee and as per delivery records, I note that the SCN was delivered to the Noticee. As per Rule 7(b) of the Adjudication Rules, SCN sent through email with digital signature that has been delivered without bouncing back constitutes valid service.

12. I note that the Noticee did not submit its reply to the SCN, despite grant of sufficient time. However, in the interest of natural justice, vide Hearing Notice sent vide email dated March 13, 2023, the Noticee was granted an opportunity of personal hearing on March 29, 2023. The digitally signed hearing notice was sent by email to the Noticee, which constitutes valid service under the Rule 7 of the Adjudication Rules. The Hearing Notice was delivered to the email id of the Noticee, as per the proof available on record. In the said Hearing Notice, an option was given to the Noticee to avail the hearing opportunity through video conferencing and a zoom link was sent to the Noticee by email dated March 27, 2023. However, the Noticee neither appeared personally nor through video conferencing, and did not avail the opportunity of hearing.

13. I note that the SCN and the Hearing Notice were delivered to the Noticee as the proof of delivery of the SCN and the Hearing Notice are available on record.

14. From the above, I note that despite proper service of SCN and Hearing Notice, the Noticee has not responded. Hence, I am compelled to proceed ex-parte in the matter. As laid down by SAT in its order dated May 12, 2017 in the matter of **Shri. B.Ramalinga Raju vs. SEBI (Appeal no. 286 of 2014)**, " *even though the Noticees remained ex-parte, I find it relevant that I should be guided by the documents available on record*". I hereby proceed with the matter, based on the material available on record.

D. CONSIDERATION OF ISSUES

15. I have taken into consideration the facts of the case and the material on record and I now proceed to consider the issues that arise in this case.

16. The core issue that arises for consideration in the instant matter is whether the trading in illiquid stock options done by the Noticee during the Investigation Period was in violation of Regulations 3(a), (b), (c), (d), 4(1) and 4(2)(a) of the PFUTP Regulations? If yes, whether the Noticee is liable for a levy of monetary penalty under Section 15HA of the SEBI Act and if yes, how much should be the penalty?

17. Before proceeding further, I would like to refer to the relevant provisions of the PFUTP Regulations as below:

PFUTP Regulations

3. Prohibition of certain dealings in securities

No person shall directly or indirectly—

(a) buy, sell or otherwise deal in securities in a fraudulent manner;

(b)use or employ, in connection with issue, purchase or sale of any security listed or proposed to be listed in a recognized stock exchange, any manipulative or deceptive

device or contrivance in contravention of the provisions of the Act or the rules or the regulations made there under;

(c) employ any device, scheme or artifice to defraud in connection with dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange;

(d)engage in any act, practice, course of business which operates or would operate as fraud or deceit upon any person in connection with any dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange in contravention of the provisions of the Act or the rules and the regulations made there under.

4. Prohibition of manipulative, fraudulent and unfair trade practices

(1) Without prejudice to the provisions of regulation 3, no person shall indulge in a fraudulent or an unfair trade practice in securities.

(2) Dealing in securities shall be deemed to be a fraudulent or an unfair trade practice if it involves fraud and may include all or any of the following, namely: —

(a) indulging in an act which creates false or misleading appearance of trading in the securities market; ………

SEBI Act

"Penalty for fraudulent and unfair trade practices.

15HA. *If any person indulges in fraudulent and unfair trade practices relating to securities, he shall be liable to a penalty which shall not be less than five lakh rupees but which may extend to twenty –five crore rupees or three times the amount of profits made out of such practices, whichever is higher."*

18. I note that the Noticee is alleged to have entered into 64 non-genuine trades, on 7 days through 13 contracts with 1 counterparty, as given in the table below.

Table No.1 – Details of the Non-genuine trades executed by the Noticee

TRADE_DATE	Client Name	Counterparty Client Name	TRADE_TIME	ORDER_LMTIME	CP_ORDER_LMTIME	TRADE_RATE	TRADED_QTY	Contract
14/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	13:06:32.098237	13:06:32.075049	13:06:32.098237	1.7	18000	GMRI15JAN14.00CEW3
14/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	13:21:49.662816	13:21:49.662816	13:21:49.659886	2	36000	GMRI15JAN14.00CEW3
14/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	13:06:17.306885	13:06:17.300320	13:06:17.306885	4	18000	GMRI15JAN14.00CEW3
14/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	13:21:33.736929	13:21:33.733960	13:21:33.736929	4	36000	GMRI15JAN14.00CEW3
14/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	13:09:32.933288	13:09:32.920618	13:09:32.933288	4	18000	GMRI15JAN14.00CEW3
14/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	13:14:42.974021	13:14:42.974021	13:14:42.972371	1.9	18000	GMRI15JAN14.00CEW3
14/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	13:43:40.203612	13:43:40.203612	13:43:40.196837	5.5	81000	UNIT15JAN12.00CEW3
14/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	13:38:23.990256	13:38:23.990256	13:38:23.968364	5.5	54000	UNIT15JAN12.00CEW3
14/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	13:47:19.088186	13:47:19.078354	13:47:19.088186	2.6	81000	UNIT15JAN12.00CEW3
14/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	13:33:32.728956	13:33:32.710945	13:33:32.728956	2.5	36000	UNIT15JAN12.00CEW3
14/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	13:33:16.241269	13:33:16.241269	13:33:16.214610	5.5	36000	UNIT15JAN12.00CEW3
14/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	13:42:06.606596	13:42:06.606596	13:42:06.584953	5.5	81000	UNIT15JAN12.00CEW3
14/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	13:43:57.523045	13:43:57.504815	13:43:57.523045	2.6	81000	UNIT15JAN12.00CEW3
14/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	13:42:25.818760	13:42:25.798938	13:42:25.818760	2.7	81000	UNIT15JAN12.00CEW3
14/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	13:54:25.949427	13:54:25.949427	13:54:25.943994	5.7	63000	UNIT15JAN12.00CEW3
14/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	14:14:45.241986	14:14:45.241986	14:14:45.224834	2.5	63000	UNIT15JAN12.00CEW3
14/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	13:38:39.190042	13:38:39.189882	13:38:39.190042	2.6	54000	UNIT15JAN12.00CEW3
14/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	13:46:56.644489	13:46:56.644489	13:46:56.625078	5.5	81000	UNIT15JAN12.00CEW3
15/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	14:32:28.353869	14:32:28.343671	14:32:28.353869	5	80000	NHPC15JAN16.00CEW3

15/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	14:32:43.821529	14:32:43.821529	14:32:43.778233	2.2	80000	NHPC15JAN16.00CEW3
15/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	14:59:47.943541	14:59:47.941751	14:59:47.943541	6	81000	UNIT15JAN20.00PEW3
15/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:02:38.889193	15:02:38.889193	15:02:38.884584	6	81000	UNIT15JAN20.00PEW3
15/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:05:13.913400	15:05:13.910335	15:05:13.913400	6	63000	UNIT15JAN20.00PEW3
15/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:02:58.659756	15:02:58.659756	15:02:58.585033	2.7	81000	UNIT15JAN20.00PEW3
15/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:05:28.355114	15:05:28.344366	15:05:28.355114	2.8	63000	UNIT15JAN20.00PEW3
15/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:00:16.243177	15:00:16.243177	15:00:16.232624	2.7	81000	UNIT15JAN20.00PEW3
15/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	14:23:11.504953	14:23:11.498820	14:23:11.504953	2.2	81000	UNIT15JAN12.00CEW3
15/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	14:28:01.017071	14:28:01.011666	14:28:01.017071	5	81000	UNIT15JAN12.00CEW3
15/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	14:51:29.597995	14:51:29.597995	14:51:29.592916	4.1	81000	UNIT15JAN12.00CEW3
15/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	14:26:15.674831	14:26:15.674831	14:26:15.663301	5	81000	UNIT15JAN12.00CEW3
15/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	14:26:33.489174	14:26:33.489174	14:26:33.462445	2.2	81000	UNIT15JAN12.00CEW3
15/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	14:22:49.703765	14:22:49.701453	14:22:49.703765	5	81000	UNIT15JAN12.00CEW3
23/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	14:55:27.647316	14:55:27.633771	14:55:27.647316	2.4	90000	NHPC15JAN24.00PE
23/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:15:28.268592	15:15:28.268592	15:15:28.252111	3	40000	NHPC15JAN24.00PE
23/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:07:25.439061	15:07:25.437258	15:07:25.439061	5.6	40000	NHPC15JAN24.00PE
23/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	14:55:15.075531	14:55:14.968457	14:55:15.075531	5.6	90000	NHPC15JAN24.00PE
23/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	14:32:21.368186	14:32:21.358681	14:32:21.368186	3.5	90000	GMRI15JAN22.00PE
23/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	14:32:03.622714	14:32:03.622714	14:32:03.588360	6.9	90000	GMRI15JAN22.00PE
28/01/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:26:56.185260	15:26:56.185260	15:26:56.137033	5.4	90000	JPPW15JAN8.00CE
28/01/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:27:09.505367	15:27:09.505367	15:27:09.472751	2.4	90000	JPPW15JAN8.00CE

05/02/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	14:56:47.389196	14:56:47.389196	14:56:47.355173	7.3	45000	UNIT15FEB14.00CEW2
05/02/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:01:12.613523	15:01:12.613523	15:01:12.596232	4.3	18000	UNIT15FEB14.00CEW2
13/02/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:05:41.025619	15:05:41.009619	15:05:41.025619	6.6	72000	UNIT15FEB12.00CEW3
13/02/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:06:06.668107	15:06:06.668107	15:06:06.559201	4.6	72000	UNIT15FEB12.00CEW3
13/02/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:22:43.436581	15:22:43.249058	15:22:43.436581	6.6	54000	UNIT15FEB12.00CEW3
13/02/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:28:30.547610	15:28:30.547610	15:28:30.514604	4.7	18000	UNIT15FEB12.00CEW3
13/02/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:28:10.845955	15:28:10.815733	15:28:10.845955	6.6	18000	UNIT15FEB12.00CEW3
13/02/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:23:11.000223	15:23:11.000223	15:23:10.928644	4.7	54000	UNIT15FEB12.00CEW3
13/02/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:02:55.342443	15:02:55.238081	15:02:55.342443	7.7	80000	IFCI15FEB32.00CEW3
13/02/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:03:28.523040	15:03:28.523040	15:03:28.501580	5.55	80000	IFCI15FEB32.00CEW3
13/02/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:07:56.828666	15:07:56.718551	15:07:56.828666	6.1	72000	GMRI15FEB14.00CEW3
13/02/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:08:30.924217	15:08:30.924217	15:08:30.723809	4.4	72000	GMRI15FEB14.00CEW3
13/02/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:25:38.137849	15:25:38.137849	15:25:38.099529	4.4	36000	GMRI15FEB14.00CEW3
13/02/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:25:20.368708	15:25:20.330114	15:25:20.368708	6.1	36000	GMRI15FEB14.00CEW3
13/02/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:27:18.445882	15:27:18.443213	15:27:18.445882	4.45	27000	GMRI15FEB14.00CEW3
13/02/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:26:54.054799	15:26:53.988592	15:26:54.054799	6.1	27000	GMRI15FEB14.00CEW3
16/02/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:09:43.055837	15:09:43.038189	15:09:43.055837	5.2	48000	IFCI15FEB34.00CE
16/02/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:10:44.650792	15:10:44.650792	15:10:44.543908	3.2	48000	IFCI15FEB34.00CE
16/02/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:06:38.197010	15:06:38.196837	15:06:38.197010	10.65	32000	IFCI15FEB30.00CEW3
16/02/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:06:55.333135	15:06:55.333135	15:06:55.322109	7.3	32000	IFCI15FEB30.00CEW3
16/02/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	15:04:33.870924	15:04:33.868850	15:04:33.870924	6.1	72000	GMRI15FEB14.00CEW3

16/02/2015	VITRAG RAJENDRAKUMAR SHETH	YOGENDRA BHUPENDRA VEKARIA	14:59:57.871261	14:59:57.864892	14:59:57.871261	6.1	54000	GMRI15FEB14.00CEW3
16/02/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:00:46.431298	15:00:46.431298	15:00:46.424261	4.4	54000	GMRI15FEB14.00CEW3
16/02/2015	YOGENDRA BHUPENDRA VEKARIA	VITRAG RAJENDRAKUMAR SHETH	15:05:16.634967	15:05:16.628600	15:05:16.634967	4.35	72000	GMRI15FEB14.00CEW3

19. I note from the table above, that the Noticee while trading in the contract of GMRI15JAN22.00PE on January 23, 2015, executed one sell trade of 90000 units at the rate of INR 6.9 per unit at 14:32:03.622714 hrs to the counterparty, viz. VITRAG RAJENDRAKUMAR SHETH. Thereafter, at 14:32:21.368186 hrs, the Noticee bought 90000 units at the rate of INR 3.5 per unit from the same counterparty. The Noticee sold the units at a higher value and bought the units for a lower value, reversing the trade within a time difference of 18 seconds. I note that the Noticee’s transactions i.e. one buy trade and one sell trade took place on the same day and the order time for the two trades were placed by the Noticee and the counterparty in a difference of split seconds. The other transactions were executed by the Noticee in a similar manner.

20. I see that, the exactness of the quantity that got reversed between the counterparties on a single day, the proximity in the time of the reversal of trades and above all the absence of rationale to justify the variation in the sell and buy price, certainly shows that these are non- genuine trades.

21. I note that the quantity of the units bought and sold, with the same counterparties, are the same and there is hardly any difference in the time of placement of order for the reversal trades, which clearly shows that the Noticee did not intend to transfer beneficial ownership of units in the contract and the trades were non-genuine, which created artificial volume in the said contracts.

22. I note that in the said contract, the Noticee along with the counterparties contributed to the market volume of the day as given below:

Contract	%age of volume generated by the Noticee in the contract vs total volume of the Noticee	%age of artificial volume generated vs total volume in the contract
GMRI15FEB14.00CEW3	100	19.59
GMRI15JAN14.00CEW3	100	36.36
GMRI15JAN22.00PE	100	41.67
IFCI15FEB30.00CEW3	100	2.86
IFCI15FEB32.00CEW3	100	9.62
IFCI15FEB34.00CE	100	2.76
JPPW15JAN8.00CE	75	75
NHPC15JAN16.00CEW3	100	42.11
NHPC15JAN24.00PE	89.66	44.83
UNIT15FEB12.00CEW3	100	25.81
UNIT15FEB14.00CEW2	40	5
UNIT15JAN12.00CEW3	100	100
UNIT15JAN20.00PEW3	100	100

23. In the aforesaid contracts, the Noticee had contributed to the artificial volume in the range of 2.76% to 100% vs total market volume in the said contracts. Thus, I find that the Noticee by executing non genuine trades, had contributed to the creation of artificial volumes in the said contracts.

24. From the facts brought out in the matter, I am convinced that the trades between the Noticee and the counterparties were a consequence of pre-meditated decision of all the parties and hence are unfair trades as per PFUTP Regulations. It cannot be a matter of coincidence or lack of awareness, or without knowledge of the counterparties. Hence, the trades placed on the stock exchange platform by mutual understanding are non-genuine trades, which are prohibited under PFUTP Regulations.

25. In this context, it is relavant to quote the judgment of the Hon'ble Supreme Court in the matter of **Rakhi Trading (SEBI Vs. Rakhi Trading- CANo.1969/2011, Order dated February 8, 2018)**

"Fairness, integrity and transparency are the hallmarks of the stock market in India". (**Paragraph No. 1** of the part of the judgement authored by His Lordship Mr. Justice Kurian Joseph).

"… Nobody intentionally trades for loss. An intentional trading for loss per se, is not a genuine dealing in securities. The platform of the stock exchange has been used for a non-genuine trade. Trading is always with the aim to make profits. But if one party consistently make loss and that too in pre-planned and rapid reverse trades, it is not genuine; it is an unfair trade practice." (**Paragraph No. 35** of the part of the judgement authored by His Lordship Mr. Justice Kurian Joseph).

Their Lordships have considered similar transactions in the same segment, *"The repeated reversals and predetermined arrangement to book profits and losses respectively, made it clear that the parties were not trading in the normal sense and ordinary course. Resultantly, there has clearly been a restriction on the free and fair operation of market forces in the instant case."* (**Paragraph No. 38** authored by His Lordship Mr. Justice Kurian Joseph)

*" ….The stock market is not a platform for any fraudulent or unfair trade practice. The field is open to all the investors. By synchronization and rapid reverse trade, as has been carried out by the traders in the instant case, the price discovery system itself is affected. Except the parties who have pre-fixed the price, nobody is in the position to participate in the trade. It also has an adverse impact on the fairness, integrity and transparency of the stock market." (***Paragraph No. 41** of the part of the judgement authored by His Lordship Mr. Justice Kurian Joseph*).*

"The smooth operation of the securities market and its healthy growth and development depends upon large extent on the quality and integrity of the market. Unfair trade practices affect the integrity and efficiency of the securities market and the confidence of the investors. Prevention of market abuse and preservation of market integrity are the hallmark of securities law ..." (Paragraph **No.38** of the part of the judgment authored by Her Ladyship Ms. Justice R. Bhanumathi). For this, the Hon'ble Judge also relied on the apex court observations in N. Narayanan Vs. Adjudicating Officer, Securities and Exchange Board of India(2013) 12 SCC 152

wherein it was inter alia observed: “Market abuse” impairs economic growth and erodes investor’s confidence.

“Where certain unscrupulous elements are trying to manipulate the market to serve their own interest, it becomes imperative on the part of SEBI to intervene and to curb further mischief and to take necessary action to maintain public confidence in the integrity of the securities market…” (Paragraph **No.42** of the part of the judgment authored by Her Ladyship Ms. Justice R. Bhanumathi).

26. Finally, to answer the question as to whether these trades fall within the ambit of Regulations 3(a), (b), (c), (d), 4(1) and 4(2)(a) of the PFUTP Regulations, I would like to rely on the following extract of the judgment of the Hon’ble Supreme Court in the matter of **Rakhi Trading:**

“**39.** *Regulation 2(1)(c) defines fraud. Under Regulation 2(1)(c)(2) a suggestion as to a fact which is not true while he does not believe it to be true is fraud. Under Regulation 2(1)(c)(7), a deceptive behavior of one depriving another of informed consent or full participation is fraud. And under Regulation 2(1)(c)(8), a false statement without any reasonable ground for believing it to be true is also fraud. In synchronized and reverse dealing in securities, with predetermined arrangement to book loss or gain between pre-arranged parties, all these vices are attracted.*

40. *Regulation 3(a)expressly prohibits buying, selling or otherwise dealing in securities in a fraudulent manner. Under Regulation 4(2) dealing in securities shall be deemed to be fraudulent if the trader indulges in an act which creates a false or misleading appearance of trading in the securities market. It is a deeming provision. Such trading also involves an act amounting to manipulation of the price of the security in the sense that the price has been artificially and apparently prefixed. The price does not at all reflect the value of the underlying asset. It is also a transaction in securities entered into without any intention of performing it and without any intention of effecting a change of ownership of such securities, ownership being understood in the limited sense* *of the rights of the contract." (per His Lordship Mr.Justice Kurian Joseph's findings in paragraph Nos. 39&40).*

27. The Hon'ble Appellate Tribunal has summarized the circumstances identified by the Apex court in **Rakhi Trading Judgment** in the case of **Global Earth Properties and Developers Pvt. Ltd. Vs Securities and Exchange Board of India (Appeal No.212 of 2020 decided on September 14, 2020).** In para 14 of the said order, the Hon'ble SAT enlisted the following circumstances:

*"**14 d.** An intentional trading for loss per se, is not a genuine dealing in securities. Trading is always with the aim to make profits. But if one party consistently makes loss and that too in preplanned and rapid reverse trades, it is not genuine and the same is an unfair trade practice.*

***e.** In synchronised and reverse trades, there is no genuine change of rights in the contract."*

28. Further in paragraph No. 20 of the said order in **Global Earth (supra),** the Hon'ble Tribunal held as below:

*"**20.** From the aforesaid cumulative analysis of the reversed transactions with the counter party, quantity, time and significant variation of the price clearly indicates that the trades were non-genuine and had only misleading appearance of trading in the securities market without intending to transfer the beneficial ownership. One finds it to be naïve to presume that the perception of the two counter parties to a trade changed within few seconds/minutes and positions were interchanged and the contracts were changed where one party made profit and the other party ended up making losses every time without prior meeting of mind. It is not a mere coincidence that the Appellants could match the trades with the counter party with whom he had undertaken the first leg of respective trade. In our opinion, the trades were non-genuine trades and even though direct evidence is not available in the instant case but in the peculiar facts and circumstances of the present case there is an irresistible inference that can be drawn*

that there was meeting of minds between the Appellants and the counter parties, and collusion with a view to trade at a predetermined price."

29. From the above position in law and facts, it is clear that the Noticee's transactions, as mentioned above, were fraudulent/ manipulative, as contemplated in the PFUTP Regulations. Hence, I am inclined to impose monetary penalty on the Noticee.

30. As regards the quantum of penalty to be levied, I take into regard the manipulative nature of the trades placed by the Noticee that has led to creation of artificial volume in the contract.

31. I now proceed to determine the quantum of penalty to be imposed, bearing in mind the parameters laid down in Section 15J of the SEBI Act. I observe that in this matter, the amount of disproportionate gain or unfair advantage is not quantifiable. Therefore, considering all the facts and circumstances in this matter, I am inclined to impose a minimum penalty against the Noticee, as provided under Section 15HA of the SEBI Act.

32. I note that, as per the provisions of the Amendment of Section 15HA vide the Securities Laws (Amendment) Act, 2014, that came into force on September 08, 2014, the penalty shall not be less than five lakh rupees. In the instant case, it is observed that the violation of the PFUTP Regulations, took place after the aforesaid date, therefore, the penalty shall not be less than five lakh rupees.

E. ORDER

33. Therefore, in exercise of powers conferred upon me under Section 15-I(2) of the SEBI Act read with Rule 5 of the Adjudication Rules, I hereby impose a penalty of Rs 5,00,000/- (Rupees Five Lakhs only) upon the Noticee *i.e.,* Yogendra

Bhupendra Vekaria (PAN No:AUKPV1389H) under Section 15HA of the SEBI Act for violation of Regulations 3(a), (b), (c), (d), 4(1) and 4(2)(a) of the PFUTP Regulations.

34. The Noticee shall remit / pay the said amount of penalty within 45 days of receipt of this order through online payment facility available on the website of SEBI, i.e. www.sebi.gov.in on the following path, by clicking on the payment link:

ENFORCEMENT → ORDERS → ORDERS OF AO → PAY NOW

35. In the event of failure to pay the said amount of penalty within 45 days of the receipt of this Order, SEBI may initiate consequential actions including but not limited to recovery proceedings under Section 28A of the SEBI Act for realization of the said amount of penalty along with interest thereon, inter alia, by attachment and sale of movable and immovable properties.

36. In terms of Rule 6 of the Adjudication Rules, copies of this order are sent to the Noticee and also to SEBI.

Date: June 15, 2023	**AMIT KAPOOR**
Place: Mumbai	**ADJUDICATING OFFICER**