BEFORE THE ADJUDICATING OFFICER

SECURITIES AND EXCHANGE BOARD OF INDIA

ADJUDICATION ORDER NO. Order/AK/AJ/2023-24/29410

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:

VIRENDER PAL MEHTA

PAN: AGJPM6202B

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 **Virender Pal Mehta** (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 Majumdar 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 11, 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. Vide email dated December 14, 2022, the SCN dated August 11, 2022 was once again sent to the Noticee.

13. 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 17, 2023, the Noticee was granted an opportunity of personal hearing on April 21, 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.

14. The Noticee submitted replies to the SCN/Hearing Notice vide emails dated April 19, 2023 and April 20, 2023. The submissions are summarized as under:

13.1 Ntoicee submitted that the allegations made in the SCN were not true.

13.1.1 all the transactions are carried out through a registered broker of the Stock Exchange.

13.1.2 all the transactions are genuine and carried out in the course of business.

13.1.3 all the transactions are genuine and carried out in the course of business.

13.1.4 no norms or rule and regulations of the Exchange were violated during the course of business as all the transactions were made through account payee cheques and no cash transaction has been done with the broker.

13.2 Noticee further stated that:

13.2.1 Noticee was not medically fit and could not attend the proceedings and requested for a virtual hearing.

13.3 Noticee, therefore, prayed:

13.3.1 to drop the proceedings as all the transactions were genuine.

15. The authorized representative of the Noticee appeared before me on the scheduled date and time through WebEx online conference and made

submissions relying upon the responses sent vide emails dated April 19, 2023 and April 20, 2023.

D. CONSIDERATION OF ISSUES

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

17. 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?

18. 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."*

19. I note that the Noticee is alleged to have entered into 74 non-genuine trades, on 11 days through 13 contracts with 6 counterparties, as given in the table below.

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

TRADE_DATE	Client Name	Counter party Client Name	TRADE_TIME	ORDER_LMTIME	CP_ORDER_LMTIME	TRADE_RATE	TRADED_QTY	Contract
19/02/2015	ANKUR VAISH	VIRENDER PAL MEHTA	13:37:08.552267	13:37:08.552267	13:36:26.814682	1	4000	SAIL15FEB65.00PE
19/02/2015	ANKUR VAISH	VIRENDER PAL MEHTA	13:37:08.552267	13:37:08.552267	13:36:55.522842	2.1	80000	SAIL15FEB65.00PE
19/02/2015	ANKUR VAISH	VIRENDER PAL MEHTA	13:37:08.552267	13:37:08.552267	13:36:33.414797	1.05	4000	SAIL15FEB65.00PE
19/02/2015	ANKUR VAISH	VIRENDER PAL MEHTA	13:37:08.552267	13:37:08.552267	13:36:45.820361	2.05	80000	SAIL15FEB65.00PE
19/02/2015	VIRENDER PAL MEHTA	ANKUR VAISH	15:11:43.041854	15:11:42.078745	15:11:43.041854	0.1	168000	SAIL15FEB65.00PE
25/02/2015	EXCEL STOCK BROKING	VIRENDER PAL MEHTA	13:31:23.774746	13:31:23.774746	13:31:01.235157	2.5	190000	FEDB15FEB150.00CE

	PRIVATE LIMITED							
25/02/2015	EXCEL STOCK BROKING PRIVATE LIMITED	VIRENDER PAL MEHTA	13:31:23.774746	13:31:23.774746	13:30:33.932836	1.05	2000	FEDB15FEB150.00CE
25/02/2015	EXCEL STOCK BROKING PRIVATE LIMITED	VIRENDER PAL MEHTA	13:31:23.774746	13:31:23.774746	13:30:20.933238	1	2000	FEDB15FEB150.00CE
25/02/2015	EXCEL STOCK BROKING PRIVATE LIMITED	VIRENDER PAL MEHTA	13:31:23.774746	13:31:23.774746	13:30:45.334251	2.45	190000	FEDB15FEB150.00CE
25/02/2015	VIRENDER PAL MEHTA	EXCEL STOCK BROKING PRIVATE LIMITED	14:20:44.688088	14:20:43.324022	14:20:44.688088	0.05	2000	FEDB15FEB150.00CE
25/02/2015	VIRENDER PAL MEHTA	EXCEL STOCK BROKING PRIVATE LIMITED	14:25:25.764528	14:25:24.123653	14:25:25.764528	0.05	110000	FEDB15FEB150.00CE
25/02/2015	VIRENDER PAL MEHTA	EXCEL STOCK BROKING PRIVATE LIMITED	14:32:32.860160	14:32:31.124953	14:32:32.860160	0.1	220000	FEDB15FEB150.00CE
25/02/2015	VIRENDER PAL MEHTA	EXCEL STOCK BROKING PRIVATE LIMITED	14:32:51.724654	14:32:31.124953	14:32:51.724654	0.1	2000	FEDB15FEB150.00CE
25/02/2015	VIRENDER PAL MEHTA	EXCEL STOCK BROKING PRIVATE LIMITED	14:55:01.316773	14:55:00.260417	14:55:01.316773	0.15	28000	FEDB15FEB150.00CE
27/02/2015	VIRENDER PAL MEHTA	JAGDAMBA TMT MILLS LIMITED	14:42:15.661170	14:42:14.752560	14:42:15.661170	0.1	136000	SAIL15MAR60.00PEW1
27/02/2015	JAGDAMBA TMT MILLS LIMITED	VIRENDER PAL MEHTA	12:24:21.800383	12:24:21.800383	12:23:46.322903	3	156000	SAIL15MAR60.00PEW1

27/02/2015	JAGDAMBA TMT MILLS LIMITED	VIRENDER PAL MEHTA	12:24:21.800383	12:24:21.800383	12:23:17.992171	1	4000	SAIL15MAR60.00PEW1
27/02/2015	JAGDAMBA TMT MILLS LIMITED	VIRENDER PAL MEHTA	12:24:21.800383	12:24:21.800383	12:23:58.624143	3.05	156000	SAIL15MAR60.00PEW1
27/02/2015	JAGDAMBA TMT MILLS LIMITED	VIRENDER PAL MEHTA	12:24:21.800383	12:24:21.800383	12:23:35.322612	1.1	4000	SAIL15MAR60.00PEW1
27/02/2015	VIRENDER PAL MEHTA	JAGDAMBA TMT MILLS LIMITED	14:03:19.446332	14:03:18.525027	14:03:19.446332	0.05	184000	SAIL15MAR60.00PEW1
03/03/2015	JAGDAMBA TMT MILLS LIMITED	VIRENDER PAL MEHTA	13:38:29.969904	13:38:29.969904	13:37:48.513539	2.25	164000	JSWE15MAR105.00PEW1
03/03/2015	JAGDAMBA TMT MILLS LIMITED	VIRENDER PAL MEHTA	13:38:29.969904	13:38:29.969904	13:37:33.012460	1	4000	JSWE15MAR105.00PEW1
03/03/2015	JAGDAMBA TMT MILLS LIMITED	VIRENDER PAL MEHTA	13:38:29.969904	13:38:29.969904	13:37:40.513177	1.1	4000	JSWE15MAR105.00PEW1
03/03/2015	JAGDAMBA TMT MILLS LIMITED	VIRENDER PAL MEHTA	13:38:29.969904	13:38:29.969904	13:38:07.814368	2.3	164000	JSWE15MAR105.00PEW1
03/03/2015	VIRENDER PAL MEHTA	JAGDAMBA TMT MILLS LIMITED	14:46:46.651871	14:46:45.768405	14:46:46.651871	0.1	204000	JSWE15MAR105.00PEW1
20/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	15:13:20.848424	15:13:20.848424	15:12:57.360570	2.15	100000	UCOB15MAR70.00CE
20/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	15:13:20.848424	15:13:20.848424	15:12:22.758521	1	4000	UCOB15MAR70.00CE
20/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	15:13:20.848424	15:13:20.848424	15:12:39.757557	1.1	4000	UCOB15MAR70.00CE
20/03/2015	VIRENDER PAL MEHTA	PAULINE ELISHA	15:24:13.550346	15:24:12.609624	15:24:13.550346	0.1	200000	UCOB15MAR70.00CE
20/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	15:13:20.848424	15:13:20.848424	15:13:04.061020	2.2	100000	UCOB15MAR70.00CE
23/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	13:33:33.707733	13:33:33.707733	13:32:19.768106	1	8000	ALLD15APR65.00PEW1
23/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	13:33:33.707733	13:33:33.707733	13:32:43.369427	2.2	192000	ALLD15APR65.00PEW1

23/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	13:33:33.707733	13:33:33.707733	13:33:13.671326	2.25	192000	ALLD15APR65.00PEW1
23/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	13:33:33.707733	13:33:33.707733	13:32:31.468696	1.1	8000	ALLD15APR65.00PEW1
23/03/2015	VIRENDER PAL MEHTA	PAULINE ELISHA	14:10:29.676559	14:10:28.501248	14:10:29.676559	0.1	208000	ALLD15APR65.00PEW1
23/03/2015	VIRENDER PAL MEHTA	PAULINE ELISHA	14:47:35.182696	14:47:34.294219	14:47:35.182696	0.15	192000	ALLD15APR65.00PEW1
23/03/2015	DHAWAL PRAKASH AGRAWAL	VIRENDER PAL MEHTA	14:13:45.292822	14:13:45.292822	14:13:24.027869	2.35	104000	PTCI15APR70.00PEW1
23/03/2015	DHAWAL PRAKASH AGRAWAL	VIRENDER PAL MEHTA	14:13:45.292822	14:13:45.292822	14:13:00.426423	1.15	4000	PTCI15APR70.00PEW1
23/03/2015	DHAWAL PRAKASH AGRAWAL	VIRENDER PAL MEHTA	14:13:45.292822	14:13:45.292822	14:12:50.025744	1	4000	PTCI15APR70.00PEW1
23/03/2015	DHAWAL PRAKASH AGRAWAL	VIRENDER PAL MEHTA	14:13:45.292822	14:13:45.292822	14:13:14.727297	2.3	104000	PTCI15APR70.00PEW1
23/03/2015	VIRENDER PAL MEHTA	DHAWAL PRAKASH AGRAWAL	15:10:37.344670	15:10:36.297964	15:10:37.344670	0.1	216000	PTCI15APR70.00PEW1
24/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	12:27:35.234780	12:27:35.234780	12:26:56.461633	2.2	220000	TATP15APR75.00PEW1
24/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	12:27:35.234780	12:27:35.234780	12:26:18.459425	1	4000	TATP15APR75.00PEW1
24/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	12:27:35.234780	12:27:35.234780	12:26:41.460778	1.15	4000	TATP15APR75.00PEW1
24/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	12:27:35.234780	12:27:35.234780	12:27:13.062643	2.25	220000	TATP15APR75.00PEW1
24/03/2015	VIRENDER PAL MEHTA	PAULINE ELISHA	12:57:23.402368	12:57:22.397541	12:57:23.402368	0.1	48000	TATP15APR75.00PEW1
24/03/2015	VIRENDER PAL MEHTA	PAULINE ELISHA	13:40:11.672767	13:40:10.870116	13:40:11.672767	0.1	204000	TATP15APR75.00PEW1
24/03/2015	VIRENDER PAL MEHTA	PAULINE ELISHA	14:17:35.150403	14:17:34.274243	14:17:35.150403	0.1	196000	TATP15APR75.00PEW1
24/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	12:55:57.364540	12:55:57.364540	12:55:04.982100	2.25	168000	IDBI15APR70.00PEW1
24/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	12:55:57.364540	12:55:57.364540	12:54:31.681972	1	4000	IDBI15APR70.00PEW1

24/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	12:55:57.364540	12:55:57.364540	12:54:54.381374	2.2	168000	IDBI15APR70.00PEW1
24/03/2015	PAULINE ELISHA	VIRENDER PAL MEHTA	12:55:57.364540	12:55:57.364540	12:54:36.480304	1.1	4000	IDBI15APR70.00PEW1
24/03/2015	VIRENDER PAL MEHTA	PAULINE ELISHA	13:42:09.918689	13:42:09.077423	13:42:09.918689	0.05	152000	IDBI15APR70.00PEW1
24/03/2015	VIRENDER PAL MEHTA	PAULINE ELISHA	14:38:35.009483	14:38:34.280715	14:38:35.009483	0.15	192000	IDBI15APR70.00PEW1
26/03/2015	SATYA WATI	VIRENDER PAL MEHTA	14:04:33.248366	14:04:33.248366	14:04:02.027930	2.55	192000	ANBK15APR70.00PEW1
26/03/2015	SATYA WATI	VIRENDER PAL MEHTA	14:04:33.248366	14:04:33.248366	14:04:12.328560	2.6	192000	ANBK15APR70.00PEW1
26/03/2015	SATYA WATI	VIRENDER PAL MEHTA	14:04:33.248366	14:04:33.248366	13:58:07.576263	1	4000	ANBK15APR70.00PEW1
26/03/2015	SATYA WATI	VIRENDER PAL MEHTA	14:04:33.248366	14:04:33.248366	13:58:12.576659	1.15	4000	ANBK15APR70.00PEW1
26/03/2015	VIRENDER PAL MEHTA	SATYA WATI	15:06:34.020282	15:06:32.777227	15:06:34.020282	0.15	196000	ANBK15APR70.00PEW1
26/03/2015	VIRENDER PAL MEHTA	SATYA WATI	14:50:58.168082	14:50:57.366069	14:50:58.168082	0.05	196000	ANBK15APR70.00PEW1
27/03/2015	SATYA WATI	VIRENDER PAL MEHTA	13:22:06.100777	13:22:06.100777	13:21:17.483369	1	4000	ANBK15APR85.00CEW1
27/03/2015	SATYA WATI	VIRENDER PAL MEHTA	13:22:06.100777	13:22:06.100777	13:21:32.284272	1.85	196000	ANBK15APR85.00CEW1
27/03/2015	SATYA WATI	VIRENDER PAL MEHTA	13:22:06.100777	13:22:06.100777	13:21:44.785055	1.9	196000	ANBK15APR85.00CEW1
27/03/2015	VIRENDER PAL MEHTA	SATYA WATI	14:28:26.254360	14:28:25.508878	14:28:26.254360	0.05	180000	ANBK15APR85.00CEW1
27/03/2015	VIRENDER PAL MEHTA	SATYA WATI	14:42:01.089270	14:42:00.038408	14:42:01.089270	0.1	216000	ANBK15APR85.00CEW1
30/03/2015	SATYA WATI	VIRENDER PAL MEHTA	13:32:24.184625	13:32:24.184625	13:31:43.171699	1.55	84000	JSWE15APR125.00CEW1
30/03/2015	SATYA WATI	VIRENDER PAL MEHTA	13:32:24.184625	13:32:24.184625	13:31:57.172450	1.6	84000	JSWE15APR125.00CEW1
30/03/2015	SATYA WATI	VIRENDER PAL MEHTA	13:32:24.184625	13:32:24.184625	13:31:33.270990	1	4000	JSWE15APR125.00CEW1
30/03/2015	VIRENDER PAL MEHTA	SATYA WATI	14:14:36.807393	14:14:35.956238	14:14:36.807393	0.1	172000	JSWE15APR125.00CEW1
31/03/2015	SATYA WATI	VIRENDER PAL MEHTA	13:05:46.971826	13:05:46.971826	13:05:22.973898	2.7	112000	HDIL15APR90.00PEW1
31/03/2015	SATYA WATI	VIRENDER PAL MEHTA	13:05:46.971826	13:05:46.971826	13:05:15.773461	1.05	4000	HDIL15APR90.00PEW1

19. I note from the table above, that the Noticee while trading in the contract of JSWE15APR125.00CEW1 on March 30, 2015, executed 3 sell trades of 172000 units at the average rate of INR 1.38 per unit at 13:32:24.184625 hrs to the counterparty, viz. SATYAWATI. Thereafter, at 14:14:36.807393hrs, the Noticee bought 172000 units at the rate of INR 0.1 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 32 minutes and 12 seconds. I note that the Noticee's transactions i.e. one buy trade and three sell trades took place on the same day and the order time for the 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 contracts, 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**
ALLD15APR65.00PEW1	100	30.96
ANBK15APR70.00PEW1	100	19.18
ANBK15APR85.00CEW1	100	67.35
FEDB15FEB150.00CE	97.05	97.05
HDIL15APR90.00PEW1	100	25.55
IDBI15APR70.00PEW1	100	13.01
JSWE15APR125.00CEW1	100	100
JSWE15MAR105.00PEW1	60.71	22.67

PTCI15APR70.00PEW1	100	7.88
SAIL15FEB65.00PE	100	9.77
SAIL15MAR60.00PEW1	100	74.07
TATP15APR75.00PEW1	100	65.5
UCOB15MAR70.00CE	98.04	3.61

23. In the aforesaid contracts, the Noticee had contributed to the artificial volume in the range of 3.61% 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 6,50,000/- (Rupees Six Lakhs Fifty Thousand only) upon the Noticee *i.e.,* Virender Pal Mehta (PAN No: AGJPM6202B) 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: September 22, 2023 **AMIT KAPOOR**

Place: Mumbai **ADJUDICATING OFFICER**