BEFORE THE ADJUDICATING OFFICER

SECURITIES AND EXCHANGE BOARD OF INDIA

ADJUDICATION ORDER NO. ORDER/AK/BS/2023-24/29062

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:

WELLINDIA SECURITIES LIMITED

PAN: AABCR5196G

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 **Wellindia Securities Limited** (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 SAT. During the course of the hearing in a group of appeals, SAT, vide its Order dated May 13, 2022, inter alia observed 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/or 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. 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. Geetha G. as the Adjudicating Officer (AO) under section 15-I of the SEBI Act read with Rule 3 of the Adjudication Rules, *vide* communication dated November 12, 2021. Pursuant to transfer of Ms. Geetha G., undersigned was appointed as the AO, vide communique dated September 19, 2022, to conduct adjudication proceedings in the manner specified under Rule 4 of Adjudication Rules read with section 15I 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 24, 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 u/s 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 digitally signed SCN was sent to the email of the Noticee available on record viz. info@wellindia.com. Digitally signed SCN could not be delivered to Noticee through email. Therefore, delivery of SCN was re-attempted by sending a copy of digitally signed SCN through email on June 01, 2023 along with Hearing Notice and said email was duly delivered to Noticee, as per the proof available on record, which constitutes valid service under the Rule 7 of the Adjudication Rules.

12. I see that the Noticee did not submit reply to the SCN, despite grant of sufficient time. However, in the interest of natural justice, vide Hearing Notice dated March 23, 2023, the Noticee was granted an opportunity of personal hearing on April 27, 2023. The digitally signed hearing notice was sent to the email of the Noticee, which constitutes valid service under the Rule 7 of the Adjudication Rules. Vide Hearing notice dated June 01, 2023, Noticee was granted another opportunity of personal hearing on June 08, 2023. Digitally signed hearing notice dated June 01, 2023 was sent to the email of the Noticee. 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 web link was sent to the Noticee by email dated June 07, 2023. However, the Noticee neither appeared personally nor through video conferencing and failed to avail the opportunity of hearing.

13. I note that the SCN and the Hearing Notice were delivered to the Noticee. I observe that 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 67411 non-genuine trades on various dates, in 100 contracts with different counterparties. Noticee's transactions in one contract viz. RELI15AUG1020.00CE are given below on sample basis:

TRADE_DATE	CLNT_NAME	CP_NAME	TRADE_TIME	ORDER_LMTIME	CP_ORDER_LMTIME	TRADE_RATE	TRADED_QTY
05/08/2015	Wellindia Securities Limited	Vedika Vanijya Private Limited	09:29:35.712931	09:20:00.144111	09:29:35.712931	10	250
05/08/2015	Vedika Vanijya Private Limited	Wellindia Securities Limited	09:32:03.154920	09:32:03.154920	09:32:03.154764	12.75	250
05/08/2015	Wellindia Securities Limited	Vedika Vanijya Private Limited	09:31:03.121189	09:31:03.121019	09:31:03.121189	12.75	250
05/08/2015	Wellindia Securities Limited	Vedika Vanijya Private Limited	09:32:03.154074	09:32:03.154074	09:32:03.154008	12.75	250
05/08/2015	Vedika Vanijya Private Limited	Wellindia Securities Limited	09:30:03.165368	09:30:03.165368	09:30:03.165267	12.75	250
05/08/2015	Wellindia Securities Limited	Vedika Vanijya Private Limited	09:30:03.164762	09:30:03.164762	09:30:03.164490	12.75	250
05/08/2015	Wellindia Securities Limited	Vedika Vanijya Private Limited	09:33:03.190300	09:33:03.190300	09:33:03.190202	12.75	250
05/08/2015	Vedika Vanijya Private Limited	Wellindia Securities Limited	09:34:03.126303	09:34:03.126303	09:34:03.126007	12.75	250
05/08/2015	Vedika Vanijya Private Limited	Wellindia Securities Limited	09:31:03.122048	09:31:03.122048	09:31:03.121900	12.75	250
05/08/2015	Vedika Vanijya Private Limited	Wellindia Securities Limited	09:35:03.162038	09:35:03.161755	09:35:03.162038	12.75	250
05/08/2015	Vedika Vanijya Private Limited	Wellindia Securities Limited	09:30:49.090030	09:30:48.963708	09:30:49.090030	10	250

05/08/2015	Wellindia Securities Limited	Vedika Vanijya Private Limited	09:36:03.195196	09:36:03.195196	09:36:03.195030	12.75	250
05/08/2015	Wellindia Securities Limited	Vedika Vanijya Private Limited	09:34:03.125359	09:34:03.125359	09:34:03.125199	12.75	250
05/08/2015	Vedika Vanijya Private Limited	Wellindia Securities Limited	09:33:03.191243	09:33:03.190935	09:33:03.191243	12.75	250
05/08/2015	Wellindia Securities Limited	Vedika Vanijya Private Limited	09:35:03.161090	09:35:03.161090	09:35:03.160908	12.75	250
05/08/2015	Vedika Vanijya Private Limited	Wellindia Securities Limited	09:37:03.135480	09:37:03.135480	09:37:03.135254	12.75	250
05/08/2015	Wellindia Securities Limited	Vedika Vanijya Private Limited	09:38:03.172866	09:38:03.172866	09:38:03.172775	12.75	250
05/08/2015	Wellindia Securities Limited	Vedika Vanijya Private Limited	09:37:03.134479	09:37:03.134479	09:37:03.134320	12.75	250
05/08/2015	Vedika Vanijya Private Limited	Wellindia Securities Limited	09:38:03.173863	09:38:03.173863	09:38:03.173765	12.75	250
05/08/2015	Vedika Vanijya Private Limited	Wellindia Securities Limited	09:40:03.160906	09:40:03.160694	09:40:03.160906	12.75	250
05/08/2015	Wellindia Securities Limited.	Vedika Vanijya Private Limited	09:39:03.112957	09:39:03.112177	09:39:03.112957	12.75	250
05/08/2015	Vedika Vanijya Private Limited	Wellindia Securities Limited	09:36:03.196126	09:36:03.196126	09:36:03.195830	12.75	250
05/08/2015	Vedika Vanijya Private Limited	Wellindia Securities Limited.	09:39:03.115970	09:39:03.115970	09:39:03.113193	12.75	250
05/08/2015	Wellindia Securities Limited	Vedika Vanijya Private Limited	09:40:03.159963	09:40:03.159963	09:40:03.159792	12.75	250

19. I note from the table above that the Noticee while trading in the contract of "RELI15AUG1020.00CE" on 05/08/2015, bought 250 units at Rs. 10 per unit at 09:29:35 hrs. through 1 trade from counter party 'Vedika Vanijya Private Limited'.

Thereafter, Noticee executed sell transaction with same counterparty for 250 units at Rs. 12.75/- per unit at 09:32:03 hrs. 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 said two trades were placed by the Noticee and the counterparty in a difference of split seconds. I also note that the Noticee's transactions took place with same counter party for same number of units on the same day.

20. Furthermore, the exactness of the quantity that got reversed between the two parties 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 counterparty, 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(s) and the trades were non-genuine, which created artificial volume in the said contract(s).

22. I note that in the said contract, the Noticee along with the counterparty 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**
HERO15APR2280.00PE	100	67.15
HERO15APR2300.00PE	100	68.47
HERO15AUG2450.00PE	100	70.23
HERO15AUG2460.00CE	100	84.21
HERO15AUG2490.00CE	100	81.82
HERO15AUG2500.00PE	100	72.36
HERO15JUL2520.00PE	100	36.65
HERO15JUL2550.00PE	100	75.73
HERO15JUL2580.00PE	100	93.44

HERO15JUL2600.00PE	100	36.95
HERO15JUL2750.00CE	99.63	34.99
HERO15JUL2800.00CE	100	68.6
HERO15JUL2850.00CE	99.87	42.85
HERO15SEP2460.00CE	100	73.25
HERO15SEP2490.00CE	100	74.09
INFY15AUG1080.00PE	100	10.63
INFY15AUG1110.00PE	100	22.38
LNTL15JUL1860.00CE	100	27.5
LNTL15JUL1890.00CE	100	27.19
LNTL15JUL1920.00CE	100	54.12
MARU15APR3450.00PE	100	0.03
MARU15APR3500.00PE	100	14.2
MARU15APR3550.00PE	99.37	16.99
MARU15APR3600.00PE	99.58	5.71
MARU15AUG4300.00CE	100	66.67
MARU15AUG4300.00PE	100	41.68
MARU15AUG4350.00PE	100	42.33
MARU15AUG4400.00CE	100	80.77
MARU15AUG4400.00PE	100	19.69
MARU15JUL3800.00PE	100	25.71
MARU15JUL3850.00PE	100	24.31
MARU15JUL3900.00PE	100	18.95
MARU15JUL3950.00PE	100	16.47
MARU15JUL4000.00PE	100	28.29
MARU15JUL4050.00PE	100	11.76
MARU15JUL4100.00PE	100	59.1
MARU15JUL4150.00PE	100	100
MARU15JUL4300.00CE	100	23.7
MARU15JUL4350.00CE	100	13.46
MARU15JUL4400.00CE	100	16.69
MARU15JUN3550.00PE	100	66.68
MARU15JUN3600.00PE	99.97	66.36
MARU15JUN3650.00PE	100	62.78
MARU15JUN3700.00PE	99.94	69.82
MARU15JUN3750.00PE	100	28.45
MARU15MAR3450.00PE	100	29.62

MARU15MAR3500.00PE	100	35.4
MARU15MAR3550.00PE	100	17.98
MARU15MAR3750.00CE	98.91	15.07
MARU15MAR3800.00CE	100	24
MARU15MAY3400.00PE	100	48.54
MARU15MAY3450.00PE	100	57.96
MARU15MAY3500.00PE	100	67.13
MARU15MAY3550.00PE	100	61.84
MARU15MAY3600.00PE	100	64.24
MARU15MAY3650.00PE	100	63.02
MARU15MAY3700.00CE	100	18.16
MARU15MAY3700.00PE	100	11.9
MARU15MAY3750.00CE	100	20.71
MARU15MAY3800.00CE	100	24.95
MARU15MAY3850.00CE	100	8.5
MARU15MAY3900.00CE	100	12.96
MARU15MAY3950.00CE	100	27.97
RELI15APR800.00PE	100	26.32
RELI15APR900.00CE	99.32	51.65
RELI15APR920.00CE	100	67.18
RELI15AUG1020.00CE	100	100
RELI15AUG1040.00CE	100	0.3
SUNP15AUG920.00CE	100	21.45
SUNP15AUG940.00CE	100	21.79
SUNP15SEP840.00PE	100	17.03
SUNP15SEP860.00PE	100	20.37
SUNP15SEP880.00CE	100	0.21
SUNP15SEP900.00CE	100	5.84
SUNP15SEP920.00CE	100	38.66
SUNP15SEP940.00CE	100	7.62
SUNP15SEP960.00CE	100	8.29
TCSL15APR2400.00PE	66.67	0.03
TCSL15APR2450.00PE	100	20.65
TCSL15APR2460.00PE	100	40.2
TCSL15APR2500.00CE	66.67	0.46
TCSL15APR2550.00CE	100	1.2
TCSL15AUG2500.00PE	100	58.04

TCSL15AUG2550.00PE	100	13.74
TCSL15AUG2600.00PE	100	17.34
TCSL15AUG2700.00CE	100	100
TCSL15MAR2580.00PE	100	24.91
TCSL15MAR2600.00PE	100	21.47
TCSL15MAR2610.00CE	100	22.43
TCSL15MAR2610.00PE	100	46.91
TCSL15MAR2650.00CE	100	7.63
TCSL15MAR2650.00PE	100	44.16
TCSL15MAR2700.00CE	100	9.25
TCSL15MAR2750.00CE	99.95	53.17
TCSL15MAR2800.00CE	100	75.39
TCSL15MAR2850.00CE	100	21.01
TCSL15OCT2700.00CE	99.77	84.27
TCSL15OCT2750.00CE	100	81.77
TCSL15SEP2650.00CE	100	33.15
TCSL15SEP2700.00CE	99.95	30.32

23. In the said contracts, the Noticee had contributed in the range of 0.03 % to 100% of the artificial volume vis a vis the total market volume in the contracts. I find that the Noticee by executing non-genuine trades, had contributed to the creation of artificial volume in the said contracts.

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

25. In this context, it is relevant 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, 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." (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 leviable, I take into consideration 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 penalty which is commensurate with the violation committed by the Noticee.

E. ORDER

32. 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.14,60,000/- (Rupees Fourteen Lakhs Sixty thousand only) upon the Noticee *i.e.,* **Wellindia Securities Limited (PAN No: AABCR5196G)** 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.

33. 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

34. 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.

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

DATE: AUGUST 31, 2023 **AMIT KAPOOR**
PLACE: MUMBAI **ADJUDICATING OFFICER**