National Stock Exchange of India

Circular

Department: Investigation	
Download Ref No: NSE/INVG/55832	Date: March 02, 2023
Circular Ref. No: 64/2023	

To All NSE Members

Sub: **SEBI Interim Order in the matter of Stock Recommendations using YouTube in the scrip of Sadhna Broadcast Limited.**

SEBI vide its order no. WTM/AN/ISD/ISD-SEC-1/24333/2022-23 dated March 02, 2023 has hereby restrained the following entities from buying, selling or dealing in securities either directly or indirectly, in any manner whatsoever until further orders. If the entities have any open position in any exchange traded derivative contracts, as on the date of the SEBI Order, they may close out / square off such open positions within 3 months from the date of this SEBI Order or at the expiry of such contracts, whichever is earlier.

No.	Name	PAN
1	Manish Mishra	AMPPM6823L
2	Anshu Mishra	BMIPS3480H
3	Dipak Dwiwedi	ATDPD4055C
4	Jatin Manubhai Shah	AEGPS5807M
5	Heli Jatin Shah	BXYPS2148P
6	Daivik Jatin Shah	BXYPS2715J
7	Angad Ishwarlal Rathod	CIUPR1814B
8	Purav Bharatbhai Patel	ANWPP1802G
9	Karavan Tradelink OPC Private Limited	AAGCK2880F
10	Subhash Agarwal	AAEPA6699R
11	Gaurav Gupta	AKHPG5185D
12	Shreya Gupta	AIMPJ4419J

National Stock Exchange of India

No.	Name	PAN
13	Pooja Aggarwal	AGMPA6216C
14	Varun Media Private Limited	AAACV7714K
15	Saurabh Gupta	BFEPG0692E
16	Sadhna Bio Oils Pvt. Ltd.	AAKCS4057N
17	Rakesh Kumar Gupta	AAEPG2752R
18	Madhu Render Singh	CDBPS4643B
19	Kundan Singh Bisht	AGEPB3491N
20	Virtual Business Solution Pvt. Ltd.	AAFCV0106J
21	Paras Shah	DOKPS0203A
22	Sulabh Dikshit	ANEPD9669B
23	Bhim Singh Chaudhary	CGZPS8373K
24	Yogesh Kumar Gupta	ABJPG8977G
25	Rajshree Goel	AAAPG6302R
26	Sunil Goel	AAAPG2658J
27	Aahuti Rasik Mistry	AKSPM8453F
28	Arshad Hussain Warsi	AAAPW7191G
29	Maria Goretti Warsi	ADGPW7391F
30	Iqbal Hussain Warsi	ABCPW9842M
31	Arpan Gupta	AMCPG5914F

This order shall come into force with immediate effect.

The detailed order is available on SEBI website (http://www.sebi.gov.in). Further, the consolidated list of such entities is available on the Exchange website http://www.nseindia.com home page under “Home-Regulation-Members-Action against Members-Regulatory Actions”.

Members are advised to take note of the above and ensure compliance.
In case of any further queries, members are requested to contact the following officials:

Mr. Vipul Mhatre (Extension: 22404), Mr. Rohit Swami (Extension: 23023)
Direct No: 022-26598417/18 Fax: 022-26598195

National Stock Exchange of India

For and on behalf of
National Stock Exchange of India Limited

Rohit Swami
Manager

NSE

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National Stock Exchange of India

ANNEXURE: SEBI Interim Order in the matter of Stock Recommendations using YouTube in the scrip of Sadhna Broadcast Limited

WTM / AN / ISD / ISD-SEC-1 / 24333 / 2022-23

SECURITIES AND EXCHANGE BOARD OF INDIA

INTERIM EX PARTE ORDER

Under Sections 11(1), 11(4) and 11B (1) of the Securities and Exchange Board of India Act, 1992

In respect of:

Noticee No.	Name of the Noticee	PAN
1.	Manish Mishra	AMPPM6823L
2.	Anshu Mishra	BMIPS3480H
3.	Dipak Dwiwedi	ATDPD4055C
4.	Jatin Manubhai Shah	AEGPS5807M
5.	Heli Jatin Shah	BXYPS2148P
6.	Daivik Jatin Shah	BXYPS2715J
7.	Angad Ishwarlal Rathod	CIUPR1814B
8.	Purav Bharatbhai Patel	ANWPP1802G
9.	Karavan Tradelink OPC Private Limited	AAGCK2880F
10.	Subhash Agarwal	AAEPA6699R
11.	Gaurav Gupta	AKHPG5185D
12.	Shreya Gupta	AIMPJ4419J
13.	Pooja Aggarwal	AGMPA6216C
14.	Varun Media Private Limited	AAACV7714K
15.	Saurabh Gupta	BFEPG0692E
16.	Sadhna Bio Oils Pvt. Ltd.	AAKCS4057N

Noticee No.	Name of the Noticee	PAN
17.	Rakesh Kumar Gupta	AAEPG2752R
18.	Madhu Render Singh	CDBPS4643B
19.	Kundan Singh Bisht	AGEPB3491N
20.	Virtual Business Solution Pvt. Ltd.	AAFCV0106J
21.	Paras Shah	DOKPS0203A
22.	Sulabh Dikshit	ANEPD9669B
23.	Bhim Singh Chaudhary	CGZPS8373K
24.	Yogesh Kumar Gupta	ABJPG8977G
25.	Rajshree Goel	AAAPG6302R
26.	Sunil Goel	AAAPG2658J
27.	Aahuti Rasik Mistry	AKSPM8453F
28.	Arshad Hussain Warsi	AAAPW7191G
29.	Maria Goretti Warsi	ADGPW7391F
30.	Iqbal Hussain Warsi	ABCPW9842M
31.	Arpan Gupta	AMCPG5914F

(Collectively referred to as "Noticees")

In the matter of Stock Recommendations using YouTube in the scrip of Sadhna Broadcast Limited

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<u>BACKGROUND:</u>

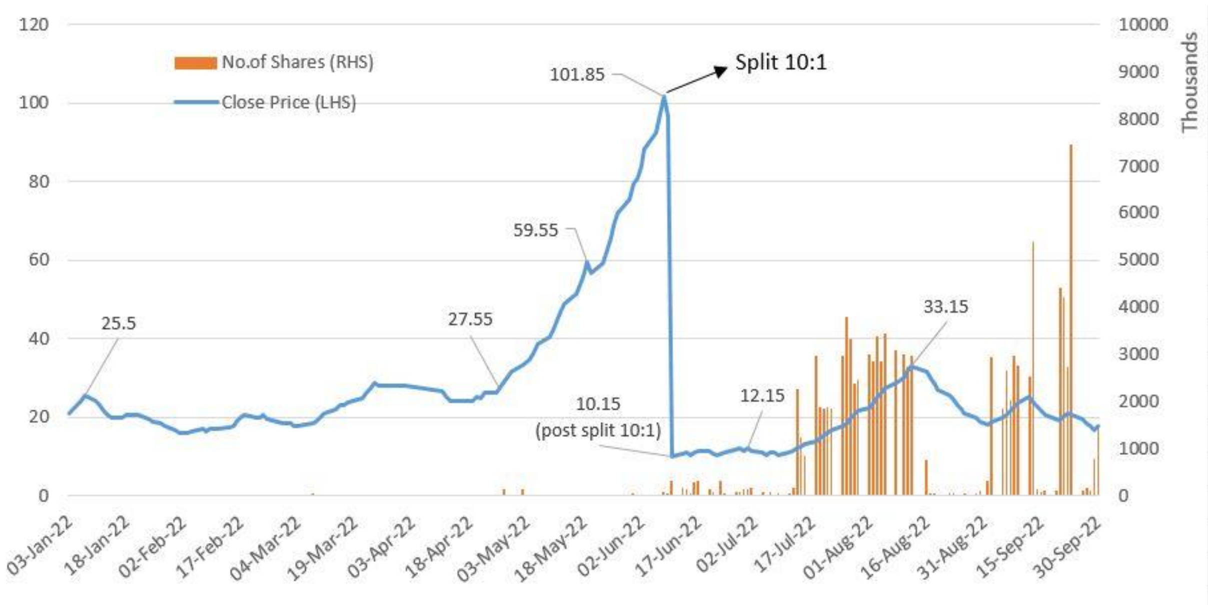
1. Securities and Exchange Board of India (hereinafter referred to as "**SEBI**") received certain complaints wherein it was *inter alia* alleged that there was price manipulation and offloading of shares by certain entities in the scrip of Sadhna

Broadcast Limited (hereinafter referred to as "**Sadhna**"). The said complaints alleged that misleading YouTube videos with false content, backed by paid marketing campaign worth crores of rupees for additional reach, were being uploaded to lure investors. Once these unsuspecting investors entered the scrip, the said entities allegedly offloaded their holding at an inflated price.

2. Based on the aforesaid complaints, SEBI conducted a preliminary examination in the matter to look into possible violations of provisions of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as **"SEBI Act"**) and various regulations framed thereunder including SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (hereinafter referred to as **"PFUTP Regulations"**), by certain entities for the period April 27, 2022 to September 30, 2022 (hereinafter referred to as "**Examination period**").

3. The price and volume movement in the scrip during the Examination period is given below:

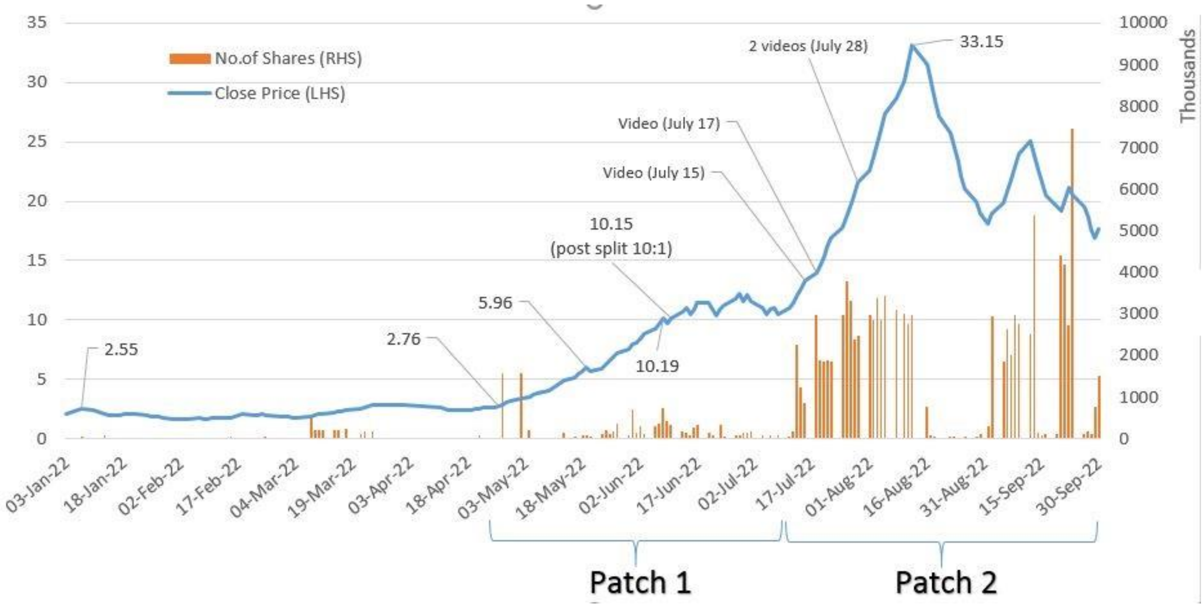
DIAGRAM No. 1



4. The price and volume movement in the scrip adjusted for split 10:1 (ex-date – June 10, 2022) is given below. For consistency and clarity, all trading volumes and scrip

prices referred to hereafter are in post-split terms, unless explicitly stated otherwise.

DIAGRAM No. 2



5. The Examination period itself has been divided into 2 patches. The period covered under each patch is as follows:

TABLE 1

Patch	Period
Patch 1	April 27, 2022 to July 14, 2022
Patch 2	July 15, 2022 to September 30, 2022

6. ***SUMMARY OF THE CASE BASED ON PRELIMINARY EXAMINATION:***

6.1. The company, Sadhna was incorporated in 1994 and has its registered office at New Delhi. It was listed on BSE on January 18, 2018.

6.2. As per its Annual report, Sadhna is engaged in the business of launching television channels & to carry out the business of T.V. news, films, music, serials etc. As per the Shareholding pattern for March 2022 available on BSE website, the promoters of the company were Gaurav Gupta (Noticee no. 11), Shreya Gupta (Noticee no.12), Pooja Aggarwal (Noticee no. 13 and CEO of Sadhna), Varun Media Pvt. Ltd. (Noticee no. 14), Tajinder Kaur and Saurabh Gupta (Noticee no. 15).

6.3. There was a spurt in the price and volume of scrip of Sadhna between April 2022 to mid-July 2022. A significant portion of the volume during this period was the result of the trades executed by some of the Noticees to this case.

6.4. During the second half of July 2022, false and misleading videos ("**YouTube Videos**") about the company were uploaded on two YouTube channels namely, "The Advisor" and "Moneywise" ("**YouTube Channels"/ "Channels**"). These YouTube videos peddled false and misleading news to recommend that investors should buy the Sadhna stock for extraordinary profits.

6.5. These YouTube Channels had lakhs of subscribers and the misleading YouTube videos had crores of viewership aided by promotion through paid advertising campaigns. Subsequently, the misleading YouTube videos ceased to be available for public viewing.

6.6. Subsequent to the release of the misleading YouTube videos, there was an increase in the price and trading volume of the Sadhna scrip. The volumes appear to have been contributed by large number of retail investors likely influenced by the misleading YouTube videos. During this period, certain promoter shareholders, key management personnel of Sadhna, and non-promoter shareholders who held more than 1% of shareholding in Sadhna offloaded a significant part of their holdings at inflated prices and booked profits.

6.7. The Noticees in this case can be broadly classified as follows - Noticee no. 1 is the creator of both the YouTube Channels, and is classified as a Misleading Message Disseminator ("**MMD**"). Some of the Noticees are Net Sellers/ Promoters and profit makers ("**NSs**"), i.e., persons who held shares of Sadhna at the start of the examination period either as a promoter or as a shareholder, and who traded in and net sold shares during the said period. Other Noticees are Volume Creators ("**VCs**"), or persons, outside of those classified as NSs, who both bought and sold shares of Sadhna during the examination period, hence contributing to a rise in trading volumes and interest in the scrip. Two of the Noticees are classified as Information Carriers ("**ICs**").

6.8. Connection between all the Noticees across the MMD, NSs, VCs, and ICs has been established based on several facts on record including familial relationships, KYC details, common address & email IDs, call data records and fund transfers. These are elaborated in the subsequent paragraphs of this Order.

6.9. *Prima facie*, across the MMD, NSs, VCs, and ICs, the Noticees collectively helped create trading volumes and interest in the scrip, spread false and misleading YouTube videos, and hence induced unsuspecting investors to buy the Sadhna scrip at elevated prices, thereby *prima facie* violating the provisions of the SEBI Act and PFUTP Regulations. Collectively, the NSs and some of the VCs have booked extraordinary profits as a result of this scheme.

ROLE OF NOTICEES:

7. The Noticees and their role, as per the facts available on record, are listed in Table 2 below:

TABLE 2

Noticee No.	Noticee Name	Role
1.	Manish Mishra	Creator of YouTube Channels – The Advisor and Moneywise / Volume Creator (MMD & VC)
2.	Anshu Mishra	Volume Creator and profit maker (VC 1)
3.	Dipak Dwiwedi	Volume Creator and profit maker (VC 2)
4.	Jatin Manubhai Shah	Volume Creator and profit maker (VC 3)
5.	Heli Jatin Shah	Volume Creator and profit maker (VC 4)
6.	Daivik Jatin Shah	Volume Creator (VC 5) and connected with Karavan Tradelink Private Limited – VC 8
7.	Angad Ishwarlal Rathod	Volume Creator and profit maker (VC 6)

Noticee No.	Noticee Name	Role
8.	Purav Bharatbhai Patel	Volume Creator (VC 7)
9.	Karavan Tradelink OPC Private Limited	Volume Creator (VC 8)
10.	Subhash Agarwal	Connected with MMD, VC 2 and VC 3/ Information Carrier (IC 1)
11.	Gaurav Gupta	Promoter and Net Seller (NS 1)/ Connected with Sadhna Bio Oils Pvt. Ltd. - NS 5
12.	Shreya Gupta	Promoter and Net Seller (NS 2)
13.	Pooja Aggarwal	Promoter & CEO and Net Seller (NS 3)
14.	Varun Media Pvt. Ltd.	Promoter and Net Seller (NS 4)
15.	Saurabh Gupta	Promoter and connected with Varun Media Pvt. Ltd. (NS 4)
16.	Sadhna Bio Oils Pvt. Ltd.	Net Seller (NS 5)
17.	Rakesh Kumar Gupta	Information Carrier (IC 2)
18.	Madhu Render Singh	Net Seller (NS 6)
19.	Kundan Singh Bisht	Net Seller (NS 7)
20.	Virtual Business Solution Pvt. Ltd.	Net Seller (NS 8)
21.	Paras Shah	Connected with Virtual Business Solution Pvt. Ltd. (NS 8)
22.	Sulabh Dikshit	Net Seller (NS 9)
23.	Bhim Singh Chaudhary	Net Seller (NS 10)
24.	Yogesh Kumar Gupta	Net Seller (NS 11)

Noticee No.	Noticee Name	Role
25.	Rajshree Goel	Net Seller (NS12)
26.	Sunil Goel	Net Seller (NS13)
27.	Aahuti Rasik Mistry	Volume Creator (VC 9)
28.	Arshad Hussain Warsi	Volume Creator and profit maker (VC 10)
29.	Maria Goretti Warsi	Volume Creator and profit maker (VC 11)
30.	Iqbal Hussain Warsi	Volume Creator and profit maker (VC 12)
31.	Arpan Gupta	Director of Sadhna and Connected with Sadhna Bio Oils Pvt. Ltd. - NS 5

8. The period wise role of the Noticees is explained in Table 3 below:

TABLE 3

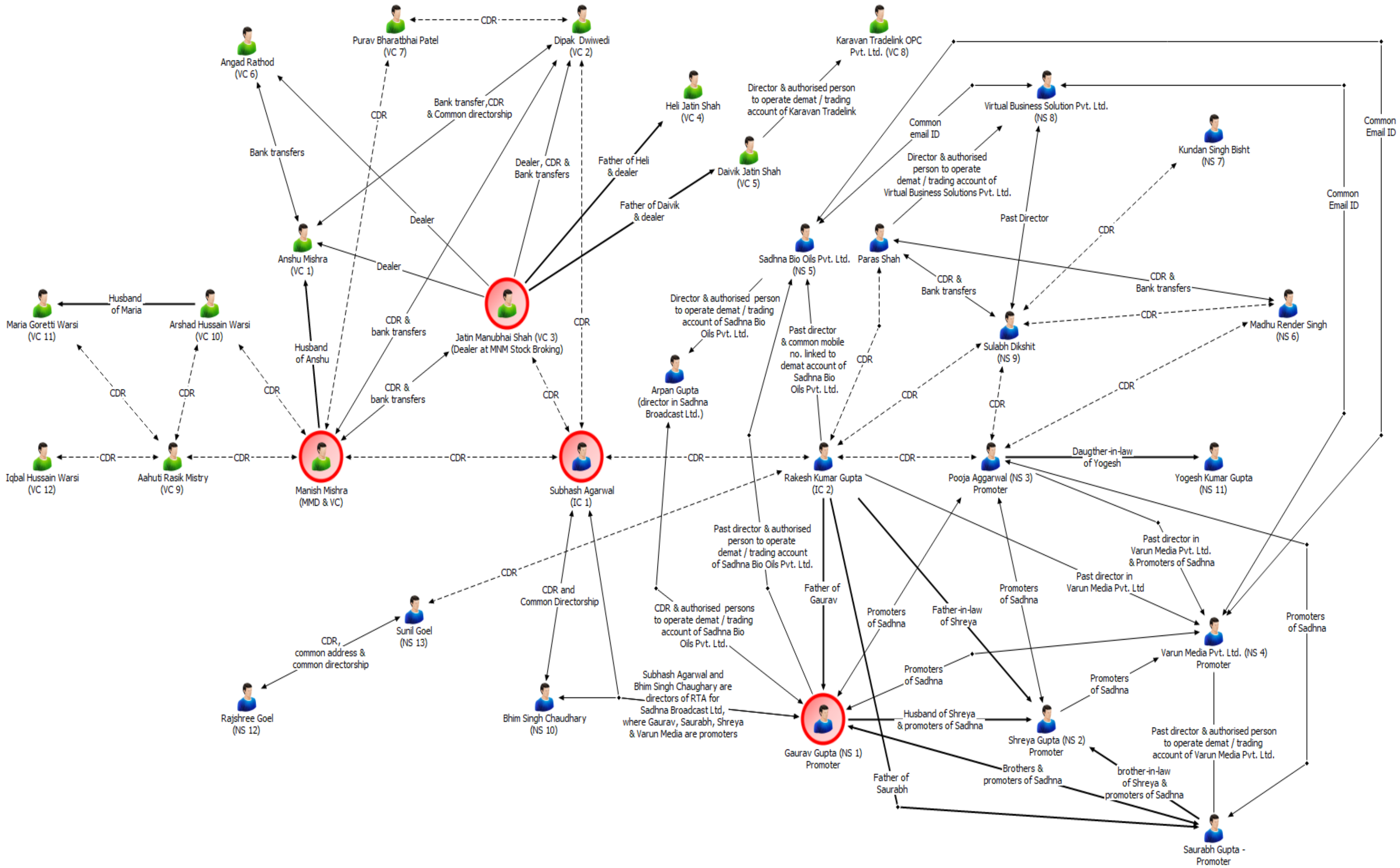
Patch	Period	Role of Noticees
Patch 1	April 27, 2022 to July 14, 2022	Volume Contributors viz., MMD & VC, VC 2, VC 3, VC 5, VC 6, VC 8, VC 9, VC 10, VC 11 & VC 12 and NS 7, NS 10, NS 11 & NS 13 contributed to the increase in volume of the scrip.
Patch 2	July 15, 2022 to September 30, 2022	YouTube videos that recommended buying the shares of Sadhna, with false news about the company and high target price, were uploaded by MMD & VC in his YouTube Channels. Volumes were created by Volume Creators viz., MMD & VC and VCs 1 to 12 during the same period. NS 1 to 13, who were public shareholders holding nominal share capital in excess of INR 2 lakhs in Sadhna offloaded their holdings at an inflated price.

CONNECTION BETWEEN NOTICEES

9. According to the material available on record i.e. KYC details, bank statements, Ministry of Corporate Affairs ("**MCA**") records and Call data records (**"CDRs"**) received from Telecom Service Providers (**"TSPs"**), it appears that the Noticees are connected with each other. The pictorial representation of connection between Noticees is provided below:

(Continued on the next page)

Diagram No. 3


Angad Rathod (VC 6)
Purav Bharatbhai Patel (VC 7)
Dipak Dwivedi (VC 2)
Karavan Tradelink OPC Pvt. Ltd. (VC 8)
Heli Jatin Shah (VC 4)
Daivik Jatin Shah (VC 5)
Virtual Business Solution Pvt. Ltd. (NS 8)
Kundan Singh Bisht (NS 7)
Anshu Mishra (VC 1)
Sadhna Bio Oils Pvt. Ltd. (NS 5)
Paras Shah
Maria Goretti Warsi (VC 11)
Arshad Hussain Warsi (VC 10)
Jatin Manubhai Shah (VC 3) (Dealer at MNM Stock Broking)
Madhu Render Singh (NS 6)
Sulabh Dikshit (NS 9)
Arpan Gupta (director in Sadhna Broadcast Ltd.)
Iqbal Hussain Warsi (VC 12)
Aahuti Rasik Mistry (VC 9)
Manish Mishra (MMD & VC)
Subhash Agarwal (IC 1)
Rakesh Kumar Gupta (IC 2)
Pooja Aggarwal (NS 3) Promoter
Yogesh Kumar Gupta (NS 11)
Sunil Goel (NS 13)
Rajshree Goel (NS 12)
Bhim Singh Chaudhary (NS 10)
Gaurav Gupta (NS 1) Promoter
Shreya Gupta (NS 2) Promoter
Varun Media Pvt. Ltd. (NS 4) Promoter
Saurabh Gupta - Promoter
CDR
Bank transfers
Bank transfer,CDR & Common directorship
Dealer, CDR & Bank transfers
Father of Heli & dealer
Father of Daivik & dealer
Director & authorised person to operate demat / trading account of Karavan Tradelink
Common email ID
Director & authorised person to operate demat / trading account of Virtual Business Solutions Pvt. Ltd.
Common Email ID
Past Director
Dealer
Husband of Maria
Husband of Anshu
CDR & bank transfers
CDR & Bank transfers
Director & authorised person to operate demat / trading account of Sadhna Bio Oils Pvt. Ltd.
Past director & common mobile no. linked to demat account of Sadhna Bio Oils Pvt. Ltd.
Daugther-in-law of Yogesh
Past director & authorised person to operate demat / trading account of Sadhna Bio Oils Pvt. Ltd.
Past director in Varun Media Pvt. Ltd. & Promoters of Sadhna
Past director in Varun Media Pvt. Ltd
CDR, common address & common directorship
CDR and Common Directorship
CDR & authorised persons to operate demat / trading account of Sadhna Bio Oils Pvt. Ltd.
Father of Gaurav
Promoters of Sadhna
Father-in-law of Shreya
Subhash Agarwal and Bhim Singh Chaughary are directors of RTA for Sadhna Broadcast Ltd, where Gaurav, Saurabh, Shreya & Varun Media are promoters
Husband of Shreya & promoters of Sadhna
Brothers & promoters of Sadhna
brother-in-law of Shreya & promoters of Sadhna
Father of Saurabh
Past director & authorised person to operate demat / trading account of Varun Media Pvt. Ltd.

10. The basis of connection between the Noticees is detailed as under:

TABLE 4

S. No.	**Noticee Name** (1)	**Connected with** (2)	**Basis of Connection** (3)
1.	Manish Mishra (MMD & VC)	1. Anshu Mishra (VC 1) 2. Dipak Dwiwedi (VC 2) 3. Subhash Agarwal (IC 1) 4. Jatin Manubhai Shah (VC 3) 5. Aahuti Rasik Mistry (VC 9) 6. Arshad Hussain Warsi (VC 10) 7. Purav Bharatbhai Patel (VC 7)	1. Husband of Anshu Mishra (VC 1) as per KYC documents. 2. Connected with entities at S. no. 2 to 7 in column (2) through CDR. 3. Additionally, connected with Dipak Dwiwedi (VC 2) and Jatin Manubhai Shah (VC 3) through fund transfers.
2.	Anshu Mishra (VC 1)	1. Manish Mishra (MMD & VC) 2. Dipak Dwiwedi (VC 2) 3. Angad Ishwarlal Rathod (VC 6) 4. Jatin Manubhai Shah (VC 3)	1. Wife of Manish Mishra (MMD & VC). 2. Connected with Angad Ishwarlal Rathod (VC 6) and Dipak Dwiwedi (VC 2) through fund transfers *(Two transfers on April 27, 2022 from Anshu Mishra to Angad Rathod)*. 3. Additionally, connected with Dipak Dwiwedi (VC 2) through CDR and common directorship in Laddu Gopal Ventures Private Ltd., Mist Music Private Ltd., Korbeauty Cosmetics Private Ltd.

S. No.	Noticee Name (1)	Connected with (2)	Basis of Connection (3)
			4. Jatin Manubhai Shah (VC 3) was the dealer for Anshu Mishra (VC 1)’s trade in Sadhna.
3.	Dipak Dwiwedi (VC 2)	1. Manish Mishra (MMD & VC) 2. Anshu Mishra (VC 1) 3. Jatin Manubhai Shah (VC 3) 4. Subhash Agarwal (IC 1) 5. Purav Bharatbhai Patel (VC 7)	1. Connected with entities in column (2) through CDR. 2. Additionally, connected with Manish Mishra (MMD & VC), Anshu Mishra (VC 1) and Jatin Manubhai Shah (VC 3) through fund transfers. 3. Additionally, connected with Anshu Mishra (VC 1) through common directorship in Laddu Gopal Ventures Private Ltd., Mist Music Private Ltd., Korbeauty Cosmetics Private Ltd. 4. Jatin Manubhai Shah (VC 3) was the dealer for Dipak Dwiwedi (VC 2)’s trades in Sadhna.
4.	Jatin Manubhai Shah (VC 3)	1. Manish Mishra (MMD & VC) 2. Anshu Mishra (VC 1) 3. Subhash Agarwal (IC 1) 4. Dipak Dwiwedi (VC 2) 5. Angad Ishwarlal Rathod (VC 6) 6. Heli Jatin Shah (VC 4)	1. Connected with Creator of YouTube Channels - Manish Mishra (MMD & VC) and Dipak Dwiwedi (VC 2) through fund transfers and CDR. 2. Connected with Subhash Agarwal (IC 1) through CDR. 3. Dealer for MNM Stock Broking Pvt. Ltd. who executed the trades of Anshu Mishra (VC 1), Angad Ishwarlal Rathod (VC 6), Dipak

S. No.	Noticee Name (1)	Connected with (2)	Basis of Connection (3)
		7. Daivik Jatin Shah (VC 5)	Dwiwedi (VC 2), Daivik Jatin Shah (VC 5) and Heli Jatin Shah (VC 4) in the scrip of Sadhna. 4. Additionally, connected with Dipak Dwiwedi (VC 2) through fund transfers. 5. Father of Heli Jatin Shah (VC 4) and Daivik Jatin Shah (VC 5).
5.	Heli Jatin Shah (VC 4)	1. Jatin Manubhai Shah (VC 3)	1. Connected with Jatin Manubhai Shah (VC 3), who was the dealer for MNM Stock Broking Pvt. Ltd. for execution of Heli Jatin Shah (VC 4)'s trades in the scrip of Sadhna. 2. Daughter of Jatin Manubhai Shah (VC 3).
6.	Daivik Jatin Shah (VC 5)	1. Jatin Manubhai Shah (VC 3) 2. Karavan Tradelink OPC Private Limited (VC 8)	1. Son of Jatin Manubhai Shah (VC 3). 2. Connected with Jatin Manubhai Shah (VC 3), who was the dealer for MNM Stock Broking Pvt. Ltd. for execution of Daivik Jatin Shah (VC 5)'s trades in the scrip of Sadhna. 3. Authorized signatory of the demat account of Karavan Tradelink OPC Private Limited (VC 8). 4. Daivik Jatin Shah is one of the directors of Karavan Tradelink OPC Private Limited (VC 8).

S. No.	Noticee Name (1)	Connected with (2)	Basis of Connection (3)
7.	Angad Ishwarlal Rathod (VC 6)	1. Anshu Mishra (VC 1) 2. Jatin Manubhai Shah (VC 3)	1. Connected with Anshu Mishra (VC 1) through fund transfers. 2. Connected with Jatin Manubhai Shah (VC 3), who was the dealer for MNM Stock Broking Pvt. Ltd., for execution of Angad Ishwarlal Rathod (VC 6)'s trades in the scrip of Sadhna.
8.	Purav Bharatbhai Patel (VC 7)	1. Manish Mishra (MMD & VC) 2. Dipak Dwiwedi (VC 2)	1. Connected with entities in column (2) through CDR.
9.	Karavan Tradelink OPC Private Limited (VC 8)	1. Daivik Jatin Shah (VC 5)	1. Daivik Jatin Shah (VC 5) is the authorised signatory of the demat account of Karavan Tradelink OPC Private Limited (VC 8). 2. Daivik Jatin Shah (VC 5) is one of the directors of Karavan Tradelink OPC Pvt. Ltd.
10.	Subhash Agarwal (IC 1)	1. Manish Mishra (MMD & VC) 2. Dipak Dwiwedi (VC 2) 3. Jatin Manubhai Shah (VC 3) 4. Bhim Singh Chaudhary (NS 10) 5. Rakesh Kumar Gupta (IC 2)	1. Connected with entities in column (2) through CDR. 2. Director of Skyline Financial Services Private Limited – RTA of Sharpline Broadcast Limited and Sadhna Broadcast Limited, as per the Annual Reports of the said companies. 3. Additionally, connected with Bhim Singh Chaudhary (NS 10) through

S. No.	Noticee Name (1)	Connected with (2)	Basis of Connection (3)
			common directorship in Skyline Financial Services Pvt. Ltd.
11.	Gaurav Gupta (NS 1)	1. Subhash Agarwal (IC 1) 2. Pooja Aggarwal (NS 3) 3. Shreya Gupta (NS 2) 4. Rakesh Kumar Gupta (IC 2) 5. Sadhna Bio Oils Pvt. Ltd. (NS 5) 6. Saurabh Gupta 7. Varun Media Pvt. Ltd. (NS 4) 8. Arpan Gupta	1. Gaurav Gupta (NS 1) is a part of the promoter group of Sadhna Broadcast Limited along with Pooja Aggarwal (NS 3), Saurabh Gupta, Varun Media Pvt. Lt. (NS 4) and Shreya Gupta (NS 2). 2. Subhash Agarwal (IC 1) is the director of Skyline Financial Services Private Limited - RTA of Sadhna Broadcast Limited. 3. Authorised signatory of the demat/ trading account of Sadhna Bio Oils Pvt. Ltd. (NS 5). 4. Son of Rakesh Kumar Gupta (IC 2) as per KYC records. 5. Husband of Shreya Gupta (NS 2) as per KYC records. 6. Brother of Saurabh Gupta as per KYC records. 7. Gaurav Gupta (NS 1) is a past director of Sadhna Bio Oils Pvt. Ltd. (NS 5). 8. Connected with Arpan Gupta through CDR.
12.	Shreya Gupta (NS 2)	1. Pooja Aggarwal (NS 3) 2. Gaurav Gupta (NS 1)	1. Wife of Gaurav Gupta (NS 1) as per KYC records. 2. Daughter-in-law of Rakesh Kumar Gupta (IC 2) as per KYC records.

S. No.	Noticee Name (1)	Connected with (2)	Basis of Connection (3)
		3. Rakesh Kumar Gupta (IC 2) 4. Saurabh Gupta 5. Varun Media Pvt. Ltd. (NS 4)	3. Sister-in-law of Saurabh Gupta as per KYC records. 4. Shreya Gupta (NS 2) is a part of the promoter group of Sadhna Broadcast Limited along with Pooja Aggarwal (NS 3), Saurabh Gupta, Varun Media Pvt. Ltd. (NS 4) and Gaurav Gupta (NS 1).
13.	Pooja Aggarwal (NS 3)	1. Sulabh Dikshit (NS 9) 2. Rakesh Kumar Gupta (IC 2) 3. Madhu Render Singh (NS 6) 4. Yogesh Kumar Gupta (NS 11) 5. Gaurav Gupta (NS 1) 6. Shreya Gupta (NS 2) 7. Saurabh Gupta 8. Varun Media Pvt. Ltd. (NS 4)	1. CEO Sadhna Broadcast Limited. 2. Pooja Aggarwal (NS 3) is a part of the promoter group of Sadhna Broadcast Limited along with Gaurav Gupta (NS 1), Saurabh Gupta, Varun Media Pvt. Ltd. (NS 4) and Shreya Gupta (NS 2). 3. Connected with entities at S. No. 1 to 3 in column (2) through CDR. 4. Daughter-in-law of Yogesh Kumar Gupta (NS 11).
14.	Varun Media Pvt. Ltd. (NS 4)	1. Saurabh Gupta 2. Gaurav Gupta (NS 1) 3. Shreya Gupta (NS 2) 4. Rakesh Kumar Gupta (IC 2) 5. Pooja Aggarwal (NS 3)	1. Promoter of Sadhna Broadcast Limited along with Gaurav Gupta (NS 1), Saurabh Gupta, Shreya Gupta (NS 2) and Pooja Aggarwal (NS 3). 2. Rakesh Kumar Gupta (IC 2), Saurabh Gupta and Pooja Aggarwal (NS 3) are the past

S. No.	Noticee Name (1)	Connected with (2)	Basis of Connection (3)
		6. Virtual Business Solution Pvt. Ltd. (NS 8) 7. Sadhna Bio Oils Pvt. Ltd. (NS 5)	directors of Varun Media Pvt. Ltd. (NS 4) 3. Saurabh Gupta (Noticee no. 15) is the authorised signatory of the demat/ trading account of Varun Media Pvt. Ltd. (NS 4). 4. Common email id with Virtual Business Solution Pvt. Ltd. (NS 8) and Sadhna Bio Oils Pvt. Ltd. (NS 5) as per MCA records.
15.	Saurabh Gupta (Authorised Signatory for NS 4)	1. Varun Media Pvt. Ltd. (NS 4) 2. Gaurav Gupta (NS 1) 3. Shreya Gupta (NS 2) 4. Pooja Aggarwal (NS 3) 5. Rakesh Kumar Gupta (IC 2)	1. Authorised signatory of the demat/ trading account of Varun Media Pvt. Ltd. (NS 4). 2. Past director of Varun Media Pvt. Ltd. (NS 4). 3. Part of the promoter group of Sadhna Broadcast Limited along with Gaurav Gupta (NS 1), Shreya Gupta (NS 2), Varun Media Pvt. Ltd. (NS 4) and Pooja Aggarwal (NS 3). 4. Son of Rakesh Kumar Gupta (IC 2), brother of Gaurav Gupta (NS 1) and brother-in-law of Shreya Gupta (NS 2).
16.	Sadhna Bio Oils Pvt. Ltd. (NS 5)	1. Rakesh Kumar Gupta (IC 2) 2. Gaurav Gupta (NS 1)	1. Arpan Gupta and Gaurav Gupta (NS 1) were the authorised signatories of the demat/ trading account of Sadhna Bio Oils Pvt.

S. No.	Noticee Name (1)	Connected with (2)	Basis of Connection (3)
		3. Virtual Business Solution Pvt. Ltd. (NS 8) 4. Varun Media Pvt. Ltd. (NS 4) 5. Arpan Gupta	Ltd. (NS 5) during the Examination period. 2. Rakesh Kumar Gupta (IC 2) and Gaurav Gupta (NS 1) are past directors of Sadhna Bio Oils Pvt. Ltd. (NS 5) as per MCA records. 3. Common email id with Virtual Business Solution Pvt. Ltd. (NS 8) and Varun Media Pvt. Ltd. (NS 4).
17.	Rakesh Kumar Gupta (IC 2)	1. Gaurav Gupta (NS 1) 2. Sadhna Bio Oils Pvt. Ltd. (NS 5) 3. Subhash Agarwal (IC 1) 4. Sulabh Dikshit (NS 9) 5. Sunil Goel (NS 13) 6. Pooja Aggarwal (NS 3) 7. Paras Shah 8. Shreya Gupta (NS 2) 9. Saurabh Gupta 10. Varun Media Pvt. Ltd. (NS 4)	1. Father of Gaurav Gupta (NS 1) and Saurabh Gupta as per KYC records. 2. Past director of Sadhna Bio Oils Pvt. Ltd. (NS 5) as per MCA records. 3. Father-in-law of Shreya Gupta (NS 2) who is a promoter of Sadhna Broadcast Limited. 4. Connected with entities at S. no. 3 to 7 in column (2) through CDR. 5. Past director of Varun Media Pvt. Ltd. (NS 4) as per MCA records.
18.	Madhu Render Singh (NS 6)	1. Sulabh Dikshit (NS 9) 2. Pooja Aggarwal (NS 3) 3. Paras Shah	1. Connected with entities in column (2) through CDR. 2. Additionally, connected with Paras Shah through fund transfers.

S. No.	Noticee Name (1)	Connected with (2)	Basis of Connection (3)
19.	Kundan Singh Bisht (NS 7)	1. Sulabh Dikshit (NS 9)	1. Connected with Sulabh Dikshit (NS 9) through CDR.
20.	Virtual Business Solution Pvt. Ltd. (NS 8)	1. Sulabh Dikshit (NS 9) 2. Paras Shah	1. Paras Shah is the authorised signatory for the demat account of Virtual Business Solution Pvt. Ltd. (NS 8). 2. Paras Shah is one of the directors of Virtual Business Solution Pvt. Ltd. (NS 8) as per MCA records. 3. Sulabh Dikshit (NS 9) was a past director in Virtual Business Solution Pvt. Ltd. (NS 8) as per KYC documents.
21.	Paras Shah (Director and Authorised signatory for NS 8)	1. Virtual Business Solution Pvt. Ltd. (NS 8) 2. Sulabh Dikshit (NS 9) 3. Madhu Render Singh (NS 6) 4. Rakesh Kumar Gupta (IC 2)	1. Authorised signatory for the demat account of Virtual Business Solution Pvt. Ltd. (NS 8). 2. Paras Shah is one of the directors of Virtual Business Solution Pvt. Ltd. (NS 8) as per MCA records. 3. Connected with entities at S. no. 2 to 4 in column (2) through CDR. 4. Additionally, connected with Sulabh Dikshit (NS 9) and Madhu Render Singh (NS 6) through fund transfers.
22.	Sulabh Dikshit (NS 9)	1. Rakesh Kumar Gupta (IC 2) 2. Para Shah 3. Madhu Render Singh (NS 6)	1. Connected with entities at S. No. 1 to 5 in column (2) through CDR. 2. Additionally, connected with Paras Shah through fund transfers.

S. No.	Noticee Name (1)	Connected with (2)	Basis of Connection (3)
		4. Kundan Singh Bisht (NS 7) 5. Pooja Aggarwal (NS 3) 6. Virtual Business Solution Pvt. Ltd. (NS 8)	3. Sulabh Dikshit (NS 9) is a past director of Virtual Business Solution Pvt. Ltd. (NS 8) as per MCA records.
23.	Bhim Singh Chaudhary (NS 10)	1. Subhash Agarwal (IC 1)	1. Connected with Subhash Agarwal (IC 1) through CDR and common directorship in Skyline Financial Services Pvt. Ltd. 2. Director of Skyline Financial Services Private Limited – RTA of Sharpline Broadcast Limited and Sadhna Broadcast Limited, as per the Annual Reports of the said companies.
24.	Yogesh Kumar Gupta (NS 11)	1. Pooja Aggarwal (NS 3)	1. Father-in-law of Pooja Aggarwal (NS 3), who is the CEO of Sadhna Broadcast Ltd.
25.	Rajshree Goel (NS 12)	1. Sunil Goel (NS 13)	1. Connected with Sunil Goel (NS 13) through CDR, common address and common directorship in SNS Synergy Pvt. Ltd., Eastern Bearings Pvt. Ltd. and ARB Bearings Ltd.
26.	Sunil Goel (NS 13)	1. Rakesh Kumar Gupta (IC 2) 2. Rajshree Goel (NS 12)	1. Connected with column (2) entities through CDR. 2. Additionally, connected with Rajshree Goel (NS 12) through

S. No.	Noticee Name (1)	Connected with (2)	Basis of Connection (3)
			common address and common directorship in SNS Synergy Pvt. Ltd., Eastern Bearings Pvt. Ltd. and ARB Bearings Ltd.
27.	Aahuti Rasik Mistry (VC 9)	1. Manish Mishra (MMD & VC) 2. Arshad Hussain Warsi (VC 10) 3. Maria Goretti Warsi (VC 11) 4. Iqbal Hussain Warsi (VC 12)	1. Connected with column (2) entities through CDR.
28.	Arshad Hussain Warsi (VC 10)	1. Manish Mishra (MMD & VC) 2. Aahuti Rasik Mistry (VC 9) 3. Maria Goretti Warsi (VC 11)	1. Connected with Aahuti Rasik Mistry (VC 9) and Manish Mishra (MMD & VC) through CDR. 2. Husband of Maria Goretti Warsi (VC 11).
29.	Maria Goretti Warsi (VC 11)	1. Arshad Hussain Warsi (VC 10) 2. Aahuti Rasik Mistry (VC 9)	1. Wife of Arshad Hussain Warsi (VC 11). 2. Connected with Aahuti Rasik Mistry (VC 9) through CDR.
30.	Iqbal Hussain Warsi (VC 12)	1. Aahuti Rasik Mistry (VC 9)	1. Connected with Aahuti Rasik Mistry (VC 9) through fund transfers.
31.	Arpan Gupta (Director and authorised signatory for NS 5)	1. Gaurav Gupta (NS 1) 2. Sadhna Bio Oils Pvt. Ltd. (NS 5)	1. Director of Sadhna Broadcast Limited. 2. Connected with Gaurav Gupta (NS 1) through CDR.

S. No.	Notice Name (1)	Connected with (2)	Basis of Connection (3)
			3. Director and authorised signatory of Sadhna Bio Oils Pvt. Ltd. (NS 5).

11. ***CONNECTION BETWEEN NOTICEES THROUGH CDRS:***

11.1. The CDRs reveal that certain Noticees and other connected entities regularly communicated with each other. An analysis of the CDRs between the Noticees /other connected entities reveal the following:

TABLE 5

S. No.	Entity (A)	Entity (B)	No. of calls	Duration in Seconds	Period
1.	Manish Mishra (MMD & VC) (886XXXX117)	Jatin Manubhai Shah (VC 3) (982XXXX486)	537	27569	27/04/2022 to 29/09/2022
2.	Manish Mishra (MMD & VC) (886XXXX117)	Dipak Dwiwedi (VC 2) (999XXXX813)	728	30830	29/04/2022 to 30/09/2022
3.	Manish Mishra (MMD & VC) (886XXXX117)	Purav Bharatbhai Patel (VC 7) (860XXXX345)	497	49484	27/04/2022 to 30/09/2022
4.	Manish Mishra (MMD & VC) (886XXXX117)	Aahuti Rasik Mistry (VC 9) (989XXXX579)	44	8833	28/04/2022 to 12/09/2022
5.	Manish Mishra (MMD & VC) (886XXXX117)	Subhash Agarwal (IC 1) (999XXXX515)	75	6182	29/04/2022 to 29/09/2022
6.	Manish Mishra (MMD & VC) (886XXXX117)	Arshad Hussain Warsi (VC 10) (886XXXX117)	2	642	18/06/2022 to 30/09/2022
7.	Anshu Mishra (VC 1) (730XXXX572)	Dipak Dwiwedi (VC 2) (999XXXX813)	596	45996	27/04/2022 to 30/09/2022
8.	Jatin Manubhai Shah (VC 3) (982XXXX486)	Subhash Agarwal (IC 1) (999XXXX515)	2	125	24/06/2022 to 28/06/2022
9.	Jatin Manubhai Shah (VC 3) (982XXXX486)	Dipak Dwiwedi (VC 2) (999XXXX813)	7	470	30/06/2022 to 10/08/2022
10.	Dipak Dwiwedi (VC 2) (999XXXX813)	Purav Bharatbhai Patel (VC 7) (860XXXX345)	62	3942	30/04/2022 to 29/09/2022
11.	Dipak Dwiwedi (VC 2) (999XXXX813)	Subhash Agarwal (IC 1) (999XXXX515)	4	80	10/06/2022 to 10/06/2022

S. No.	Entity (A)	Entity (B)	No. of calls	Duration in Seconds	Period
12.	Subhash Agarwal (IC 1) (999XXXX515)	Bhim Singh Chaudhary (NS 10) (981XXXX969)	141	10106	30/04/2022 to 16/09/2022
13.	Subhash Agarwal (IC 1) (999XXXX515)	Rakesh Kumar Gupta (IC 2) (981XXXX355)	4	134	28/04/2022 to 20/07/2022
14.	Sulabh Dikshit (NS 9) (852XXXX705)	Madhu Render Singh (NS 6) (996XXXX318)	14	208	11/05/2022 to 12/08/2022
15.	Sulabh Dikshit (NS 9) (852XXXX705)	Paras Shah (999XXXX327)	94	3961	27/04/2022 to 13/08/2022
16.	Sulabh Dikshit (NS 9) (852XXXX705)	Kundan Singh Bisht (NS 7) (987XXXX068))	4	115	17/08/2022 to 17/08/2022
17.	Sulabh Dikshit (NS 9) (852XXXX705)	Rakesh Kumar Gupta (IC 2) (981XXXX355)	7	180	06/05/2022 to 11/08/2022
18.	Sulabh Dikshit (NS 9) (852XXXX705)	Pooja Aggarwal (NS 3) (981XXXX738)	131	6715	28/04/2022 to 07/09/2022
19.	Pooja Aggarwal (NS 3) (981XXXX738)	Rakesh Kumar Gupta (IC 2) (981XXXX355)	14	1148	28/04/2022 to 25/08/2022
20.	Pooja Aggarwal (NS 3) (981XXXX738)	Madhu Render Singh (NS 6) (996XXXX318)	2	32	11/05/2022 to 07/09/2022
21.	Rakesh Kumar Gupta (IC 2) (981XXXX355)	Sunil Goel (NS 13) (931XXXX884)	4	544	17/07/2022 to 05/08/2022
22.	Rakesh Kumar Gupta (IC 2) (981XXXX355)	Para Shah (999XXXX327)	2	87	02/04/2022 to 19/04/2022
23.	Madhu Render Singh (NS 6) (996XXXX318)	Para Shah (999XXXX327)	4	92	10/05/2022 to 22/07/2022
24.	Sunil Goel (NS 13) (931XXXX884)	Rajshree Goel (NS 12) (995XXXX937)	6	170	05/06/2022 to 16/08/2022
25.	Gaurav Gupta (NS 1) (987XXXX394)	Arpan Gupta (Noticee no. 31) (989XXXX610)	10	567	04/05/2022 to 06/08/2022
26.	Aahuti Rasik Mistry (VC 9) (989XXXX579)	Arshad Hussain Warsi (VC 10) (886XXXX117)	151	22910	29/04/2022 to 29/09/2022
27.	Aahuti Rasik Mistry (VC 9) (989XXXX579)	Maria Goretti Warsi (VC 11) (982XXXX678)	18	3465	05/05/2022 to 08/08/2022

S. No.	Entity (A)	Entity (B)	No. of calls	Duration in Seconds	Period
28.	Aahuti Rasik Mistry (VC 9) (989XXXX579)	Iqbal Hussain Warsi (VC 12) (987XXXX881)	15	3528	04/05/2022 to 23/09/2022

11.2. The said communication leads to the *prima facie* conclusion that the Noticees are connected with each other.

12. ***VIDEOS UPLOADED ON YOUTUBE AND ROLE OF CHANNEL:***

12.1. A brief description of the YouTube channels as noted from the material available on record is as follows:

12.1.1. The YouTube Channels – The Advisor and Moneywise, were created on July 26, 2021. The Home page of the said YouTube channels has no description about the channels or its creators.

12.1.2. It was observed that 'The Advisor' had 8.03 lakhs subscribers and 'Moneywise' had 7.46 lakhs subscribers as on January 06, 2023. As on February 20, 2023, 'The Advisor' had 8.24 lakhs subscribers and 'Moneywise' had 7.68 lakhs subscribers. It can be seen that the two YouTube Channels have a very large viewership which continues to increase. Screenshot of the YouTube channels' homepages can be seen below.

IMAGE 1

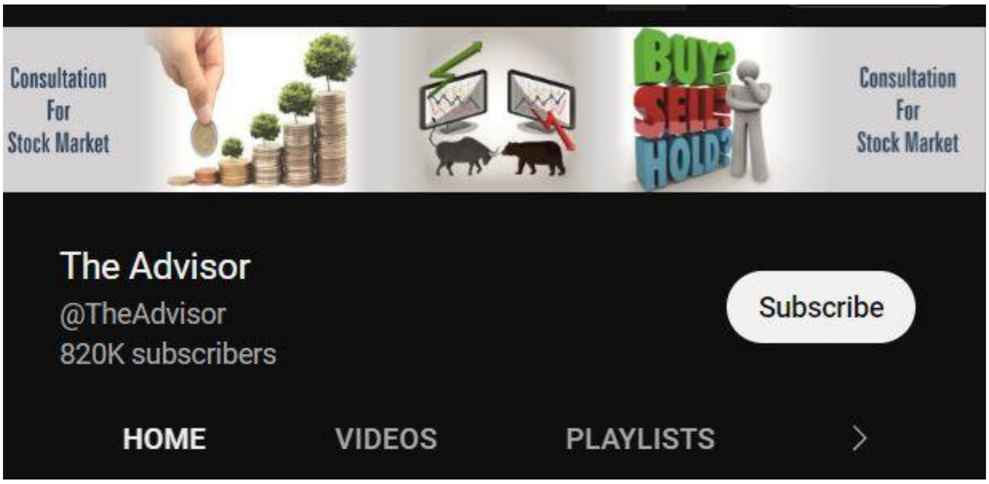
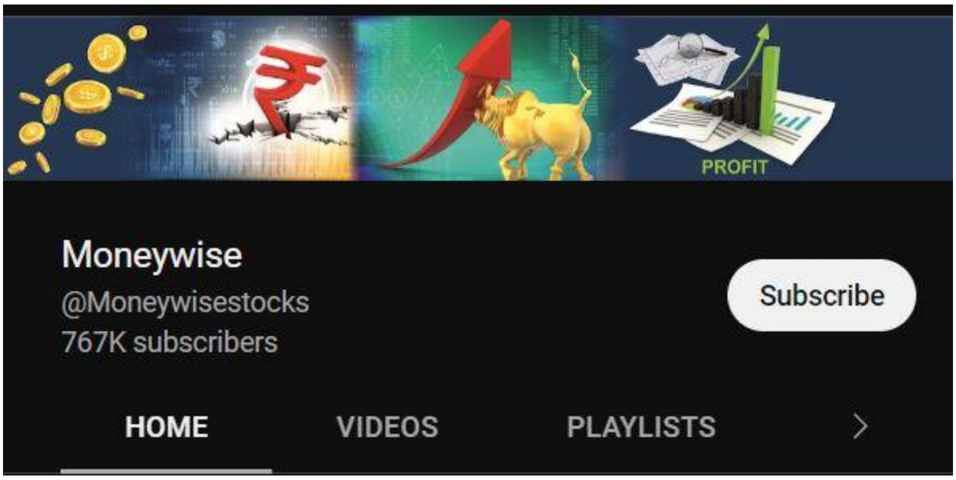


IMAGE 2



12.1.3. The YouTube Channels earlier allowed only one-way communication from the creators of the channel who upload videos or post messages while subscribers and viewers can only view such video or message. Subscribers and viewers are disabled from posting any comments on the videos uploaded on the said channels.

12.1.4. It is observed that as on date the videos recommending buying the scrip of Sadhna are not available for public viewing.

12.2. In order to ascertain the identity of the administrator/creator of these channels, information about these channels were sought from Google LLC (i.e., Holding company of "YouTube"), vide SEBI letters dated July 21, 2022 and August 10, 2022. Google LLC, vide emails dated August 03, 2022, August 16, 2022, November 17, 2022, December 17, 2022 & January 25, 2023 provided the requisite information about the creators of the channels along with their names, mobile numbers, email addresses, date of upload of videos and view count, as given below:

TABLE 6

<table>
<tr><th>S. No.</th><th>Date of upload</th><th>View Count</th><th>Channel Name</th><th>Administrator</th><th>Email</th><th>Mobile No.</th></tr>
<tr><td>1</td><td>July 17, 2022</td><td>20,50,920</td><td rowspan="3">The Advisor</td><td rowspan="3">Manish Mishra</td><td>theadvisxxxstocxx@gmail.com</td><td>982XXXX964</td></tr>
<tr><td>2</td><td>July 28, 2022</td><td>92,48,477</td><td rowspan="2">aaxxxximxxxa@gmail.com</td><td rowspan="2">886XXXX117</td></tr>
<tr><td>3</td><td>July 28, 2022</td><td>76,78,094</td></tr>
</table>

S. No.	Date of upload	View Count	Channel Name	Administrator	Email	Mobile No.
4	July 15, 2022	34,89,106	Money wise	Manish Mishra	monxxxxxxxxtocks@gmail.com	812XXXX480
5	July 28, 2022	77,39,068			axxxumxxhxxxxxish@gmail.com	886XXXX117

(Note: Mobile nos. and email ids have been masked to maintain privacy.)

12.3. The mobile numbers of the creators/administrators of YouTube Channels, namely, The Advisor and Moneywise, were found to be registered in the name of Mr. Manish Mishra (MMD & VC).

12.4. It is observed that the channels publishing these videos have a large following and the videos uploaded by them were viewed by lakhs of users as shown in Table 6 above.

12.5. The YouTube videos subsequently appear to have been disabled for public viewing on the said YouTube Channels. However, the said videos, as downloaded, are available on record. A screenshot of the video mentioned at S. No. 5 in Table 6 above is given below:

IMAGE 3

12.6. The video mentioned at S. No. 5 in Table 6 above, as downloaded, can be viewed by scanning the QR code mentioned below: -

12.7. Relevant extracts of the statements and recommendations made in the videos are reproduced below:

- *"The company has 5G license. SBL is going to be taken over by Adani group. The margins of the company will increase after the deal."*
- *"The company is moving from TV production to movie production."*
- *"A big American corporation has entered into a contract for Rs. 1,100 crores to produce 4 devotional movies where the money will be brought in by the American investor but the rights will remain with SBL."*
- *"Big Mutual funds have already bought the stock."*
- *"The promoter shareholding has been increasing."*
- *"The technical indicators like Relative Strength Index (RSI) and Moving Average Convergence/Divergence (MACD) suggest that the price of the company is very bullish mode and the target price is INR 76 in three months and INR 340 in one year."*
- *"The company is debt free, the fundamentals of the company are strong and the net profit of the company has increased substantially."*

12.8. BSE sought clarification from the company with reference to the information being circulated on social media. The company refuted the claims made in the aforesaid videos and the same was announced on BSE website on July 18, 2022. An extract of the statement made by the company is reproduced below:

"With reference to circulating videos in the social media like YouTube channel/telegram etc. along with news such as Adani Group is going to take over the Sadhna Channel. We hereby wish to inform you that whatever is circulating is false and misleading on Social Media. We hereby declare that our company, its promoter, promoter group and directors are not involved in the activity of circulation of such videos containing stock tip or recommendation..."

12.9. Bank account statement of the creator of the YouTube Channels - Manish Mishra (MMD & VC) was analysed and the following sample debit transactions were found in his bank account with Kotak Mahindra Bank:

TABLE 7

Sr. No.	Date	Narration of the transaction	Amount
1	17-07-2022	PG GOOGLEADS	999,999.00
2	18-07-2022	PG GOOGLEADS	999,998.00
3	20-07-2022	PG GOOGLEADS	999,999.00
4	21-07-2022	PG GOOGLEADS	999,998.00
5	24-09-2022	PG GOOGLEADS	800,000.00
6	26-09-2022	PG GOOGLEADS	800,000.00
7	28-09-2022	PG GOOGLEADS	900,000.00

12.10. Multiple such debit transactions for the period January 2022 to September 2022 amounting to **INR 4,72,24,967 (*Rupees four crore seventy-two lakh twenty-four thousand nine hundred and sixty-seven only)***, which appears to be payment to Google AdSense (Google delivers targeted ads to their content or audience) for promoting videos uploaded on YouTube, were observed in the bank account statement of the Manish Mishra (MMD & VC). The transactions mentioned in the table above which were made in Patch 2 of the examination period done amounts to **INR 64,99,994 (*Rupees Sixty-four lakh ninety-nine thousand nine hundred and ninety-four only)***. Therefore, it appears that funds for promoting the YouTube Channels created by Manish Mishra (MMD & VC) were *inter alia* utilized from the aforesaid bank account of Manish Mishra (MMD & VC). The above mentioned five videos have a combined view count of 3,02,05,655. There was thus a *prima facie* deliberate attempt to widely disseminate the content of the videos uploaded on the Channels.

12.11. It was observed that the videos contained false and deceptive statements about the growth story and future prospects of the company. The videos recommended investors to buy the scrip to earn substantial profits. Disabling the comments section on the YouTube Channels, *prima facie* appears to be an attempt to avoid any negative counter view to the messages disseminated through the YouTube videos. It was also observed that the two videos in the Channel – "The Advisor" and one video in the Channel – "Moneywise" was uploaded after the company, Sadhna Broadcast, made an announcement on July 18, 2022 refuting the claims circulated in Social Media Platforms. This *prima facie* reinforces the suggestion that there was a deliberate attempt to mislead and induce investors to deal in the scrip of Sadhna. By suggesting an abnormally high target price for the scrip, the videos *prima facie* appears to be egging on the viewers/ potential investors to acquire shares of Sadhna immediately. Further, it can be *prima facie* inferred that the large expenditure towards advertising the YouTube Channels was, *inter alia,* designed to lure investors to view the YouTube Channels / videos. As a result, the number of subscribers of the said YouTube Channels increased rapidly and the number of viewers of the YouTube videos for both the YouTube Channels together added up to more than three crores.

12.12. Also, Manish Mishra (MMD & VC), Anshu Mishra (VC 1) (wife of Manish Mishra) and a few connected entities of Manish Mishra (MMD & VC) bought and sold shares before uploading of videos in the YouTube Channels creating a misleading appearance of increasing trading volumes. They sold their shares in Sadhna during the months of July 2022 to September 2022 contrary to the buy recommendations in the YouTube Channels thereby taking advantage of the increase in price caused by the unsuspecting retail investors entering the scrip of Sadhna to book profit at inflated prices. This *prima facie* leads to the conclusion that the videos were uploaded on YouTube were intended to mislead and induce retail investors to deal in the scrip of Sadhna Broadcast Limited.

ANALYSIS OF TRADING PATTERN

13. As stated earlier the examination period is categorized into 2 patches. Activity during these patches and the pre-examination period are summarized below:

TABLE 8

Patch	Period	Activity
Pre-examination period	January 1, 2022 to April 26, 2022	During the pre-examination period, the trading volume was relatively very low.
Patch 1	April 27, 2022 to July 14, 2022	Generation of volume in the scrip and rise in price.
Patch 2	July 15, 2022 to September 30, 2022	YouTube videos that recommended buying the shares of Sadhna, with false news about the company and suggesting a very high target price, were uploaded. The price, volume and number of entities who traded in the scrip increased multifold. Certain entities, promoters and public shareholders of Sadhna holding nominal share capital in excess of INR 2 lakhs offloaded their holdings at a higher price.

14. The summary of price and volume movement during each of the above mentioned patches is provided below:

TABLE 9

Period	Price (in INR)/ Volume (qty.)	Opening Price & volume on first day of the period	Closing Price & volume on last day of the period	Low Price & Volume during the period	High Price & Volume during the period	No. of days in which the scrip traded out of total trading days	No. of shares traded during the period (Avg.)	Average no of Trades during the period
Pre-examination period	Price	2.1 (21 pre-split) (03.01.22)	2.76 (27.55 pre-split) (26.04.22)	1.62 (16.15 pre-split) (01.02.22)	2.88 (28.8 pre-split) (24.03.22)	67 out of 83	43,740 (4,374 pre-split)	7
	Volume	15,300 (1,530 pre-split) (03.01.22)	150 (15 pre-split) (26.04.22)	30 (3 pre-split) (12.04.22)	5,03,000 (50,300 pre-split) (08.03.22)			
Patch 1	Price	2.76 (27.55 Pre-split) (27.04.22)	12.68 (14.07.22)	2.76 (27.55 Pre-split) (27.04.22)	12.68 (14.07.22)	56 out of 56	2,59,561 (split adjusted)	104
	Volume	15,66,570 (1,56,657 pre-split) (27.04.22)	12,40,068 (14.07.22)	90 (9 pre-split) (06.05.22)	22,56,038 (13.07.22)			
Patch 2	Price	13.31 (15.07.22)	17.7 (30.09.22)	13.31 (15.07.22)	33.15 (12.08.22)	53 out of 53	18,92,638	4,989
	Volume	8,62,056 (15.07.22)	15,13,728 (30.09.22)	27,033 (19.08.22)	74,46,188 (23.09.22)			

<u>Patch-wise analysis</u>

15. **<u>Pre-examination period: January 01, 2022 to April 26, 2022</u>**

15.1. During the pre-examination period, the shares of the company were traded on 67 days out 83 trading days with an average daily volume of 43,740 shares and total volume was 29,30,710 shares. The opening price of the scrip was Rs. 2.1 on January 03, 2022, which then increased by 31% to closing price of Rs. 2.76 on April 26, 2022. A price band of 5% was applicable during this period. During most of the days when the shares of Sadhna were traded, the scrip hit the upper limit or lower limit of this price band.

16. **<u>Patch 1: April 27, 2022 to July 14, 2022 (Generation of volume in the scrip and rise in price)</u>**

16.1. There was a spurt in volume from April 27, 2022. The daily average volume from April 27, 2022 to July 14, 2022 increased to 2,59,561 shares (adjusted for split 10:1) from average daily volume of 43,740 shares during the pre-examination period i.e. a rise of 493% (around 5 times). The daily average number of trades increased from 7 trades in pre-examination period to 104 trades in Patch 1.

16.2. During this period, the price of the scrip increased by 360% from the closing price of INR 2.76 on April 27, 2022 to the closing price of INR 12.68 on July 14, 2022. A price band of 5% was applicable during the period. Out of 56 days when the scrip was traded, the scrip hit the upper circuit of 5% on 39 days and lower circuit on 10 days. On the remaining day, the price of the scrip rose between 0-4%.

16.3. Further, based on trade log, it is observed that during this period, 2,319 unique entities transacted on the buy side and 1,135 entities transacted on the sell side. In total, 2,442 unique entities traded in the securities appearing either as a buyer or a seller, or both. The top volume generators during Patch 1 are as under:

TABLE 10

S. No.	Name of entity	Buy qty.	Sell qty.	Net Volume	Total Volume by entity	% of total Volume in Patch 1
1	Jatin Manubhai Shah (VC 3)	1122027	1122027	0	2244054	7.72
2	Aahuti Rasik Mistry (VC 9)	1000000	1000000	0	2000000	6.88
3	Bhumikaben Patel	1100000	400100	699900	1500100	5.16

S. No.	Name of entity	Buy qty.	Sell qty.	Net Volume	Total Volume by entity	% of total Volume in Patch 1
4	High Spirits Sales Agencies Private Limited	0	1156940	-1156940	1156940	3.98
5	Kundan Singh Bisht (NS 7)	0	1149337	-1149337	1149337	3.95
6	Bhim Singh Chaudhary (NS 10)	0	1049330	-1049330	1049330	3.61
7	Kavita Shah	0	857040	-857040	857040	2.95
8	Manish Mishra (MMD & VC)	398072	398072	0	796144	2.74
9	Karavan Tradelink OPC Private Limited (VC 8)	508602	222360	286242	730962	2.51
10	Darsh Dhirabhai Patel	354010	354010	0	708020	2.44
11	Dahyabhai Patel	400000	160000	240000	560000	1.93
12	Wessel Consultancy Private Limited	0	499120	-499120	499120	1.72
13	Sunil Goel (NS 13)	0	406000	-406000	406000	1.39
14	Priya V Udhani	175000	175000	0	350000	1.20
15	Ankur Sharma	228561	104600	123961	333161	1.15
16	Maria Goretti Warsi (VC 11)	329755	0	329755	329755	1.13
17	Arshad Hussain Warsi (VC 10)	329050	0	329050	329050	1.13
18	Mayank Kumar Agarwal	228500	90000	138500	318500	1.09
19	Ayushi Udhani	150000	150000	0	300000	1.03
20	Angad Ishwarlal Rathod (VC 6)	147364	146269	1095	293633	1.01

16.4. From the analysis of Patch 1, it is observed that the aforementioned 20 entities contributed 54.72% of the total volume traded during the period. On analysing the connections between the entities, it is found that 10 of these entities mentioned at Sr. No. 1, 2, 5, 6, 8, 9, 13, 16, 17 and 20 are connected with each other. The basis of their connection is described in Table 4 above.

16.5. It was observed that Kundan Singh Bisht (NS 7) sold 5,32,160 shares to Jatin Manubhai Shah (VC 3) and 70,190 shares to Angad Ishwarlal Rathod (VC 6) in Patch 1. Further, Bhim Singh Chaudhary sold 1,10,470 shares to Jatin Manubhai Shah (VC 3), 71,580 shares to Manish Mishra (MMD & VC), 68,250 shares to Karavan Tradelink OPC Private Limited (VC 8) and 19,353 shares to Heli Jatin Shah (VC 4) in Patch 1.

16.6. The highest volume during Patch 1 was on July 13, 2022, two days before videos were started to be uploaded on the YouTube Channels owned by Manish Mishra (MMD & VC) and the connected entities together contributed to 60.62% of the total traded volume on the said date. The top two volume creators i.e., Jatin Manubhai Shah (VC 3) and Aahuti Rasik Mistry (VC 9) sold 6,78,155 shares and 7,00,000 shares on July 13, 2022, respectively. Aahuti Rasik Mistry (VC 9) sold 83,360 shares to Dipak Dwiwedi (VC 2) and 69,268 shares to Karavan Tradelink OPC Private Limited (VC 8), on July 13, 2022.

16.7. On the basis of CDR, Arshad Hussain Warsi (VC 10) is seen to be both directly connected with the MMD & VC as well as indirectly through Aahuti Rasik Mistry (VC 9). Arshad Hussain Warsi (VC 10) bought 3,29,050 shares on July 13, 2022. Out of the said shares bought by Arshad Hussain Warsi (VC 10), 1,87,500 shares were bought from the highest volume creator in Patch 1 – Jatin Manubhai Shah (VC 3), 7,227 shares and 14,241 shares from the other volume creators namely, Daivik Jatin Shah (VC 5) and Heli Jatin Shah (VC 4) respectively. Further, Maria Goretti Warsi (VC 11) bought 3,29,755 shares on July 13, 2022 out of which 2,65,004 shares and 55,200 shares from the other volume creators namely, Jatin Manubhai Shah (VC 3) and Angad Ishwarlal Rathod (VC 6) respectively. Iqbal Hussain Warsi (VC 12), a connected entity also bought 82,625 shares on July 13, 2022.

(*Note: Based on CDR, it was observed that calls between Arshad Hussain Warsi (VC 10), Maria Goretti Warsi (VC 11) & Iqbal Hussain Warsi (VC 12) and Aahuti Rasik Mistry (VC 9) on one hand and Aahuti Rasik Mistry (VC 9) and Manish Mishra (MMD & VC) on the other hand, had taken place on and around the same days that the aforesaid trades were executed.)*

16.8. Further, Yogesh Kumar Gupta (NS 11), Daivik Jatin Shah (VC 5) and Dipak Dwiwedi (VC 2) had also contributed to the increase in volume in Patch 1. The combined trading activity of the aforesaid connected entities contributed to 27.97% of the total volume of the scrip during patch 1.

17. **<u>Patch 2: July 15, 2022 to September 30, 2022 (Uploading of videos and offloading of shares by Net Sellers)</u>**

17.1. The daily average volume increased from 2,59,561 shares (adjusted for split 10:1) during Patch 1 to 18,92,638 shares in Patch 2. The daily number of trades increased from 104 trades in Patch 1 to 4,989 trades in Patch 2.

17.2. During this period, the price of the scrip increased by 161% from the closing price of INR 12.68 on July 14, 2022 to closing price of INR 33.15 on August 12, 2022. A price band of 5% was applicable during this period. Out of the 53 days when the scrip was traded, the scrip hit the upper circuit of 5 % on 30 days, lower circuit on 21 days and on the remaining 2 days, the scrip was down by 2-3%.

17.3. It was observed that the price movement had taken place through first trade of the day on 43 days out of 53 days when the scrip was traded.

17.4. Further, based on the trade log, it was observed that during this period, 77,293 unique entities transacted on the buy side and 31,651 unique entities transacted on the sell side. In total, 78,589 unique entities traded in the securities either as a buyer or seller or both. The number of buyers during Patch 2 was around 39 times the number of buyers in Patch 1.

17.5. It was observed that pursuant to uploading of videos making recommendations to buy the shares of Sadhna on July 15, 2022, July 17, 2022 and July 28, 2022 on YouTube channels - “The Advisor” and “Moneywise”, the number of participants, especially the number of buyers increased significantly. Further, significant increase is observed in average daily volume traded and the average daily number of trades during the period.

17.6. The top gross buyers and gross sellers in patch 2 are given below:

TABLE 11

S. No.	Name the entity	Buy qty. (Patch 2)	Sell qty. (Patch 2)	Net Volume	Total Volume by entity	% of total volume traded in Patch 2
1.	Anshu Mishra (VC 1)	41,35,470	36,70,007	4,65,463	78,05,477	3.89%

S. No.	Name the entity	Buy qty. (Patch 2)	Sell qty. (Patch 2)	Net Volume	Total Volume by entity	% of total volume traded in Patch 2
2.	Multiplier Share and Stock Advisor Pvt. Ltd.	38,88,774	38,88,773	1	77,77,547	3.88%
3.	Dipak Dwiwedi (VC 2)	37,04,166	35,89,625	1,14,541	72,93,791	3.64%
4.	Jatin Manubhai Shah (VC 3)	30,41,740	30,09,274	32,466	60,51,014	3.02%
5.	Purav Bharatbhai Patel (VC 7)	29,56,064	29,56,064	0	59,12,128	2.95%
6.	Manish Mishra (MMD & VC)	26,40,543	26,40,543	0	52,81,086	2.63%
7.	Sadhna Bio Oils Private Limited (NS 5)	-	40,25,000	-40,25,000	40,25,000	2.01%
8.	Gaurav Gupta (NS 1)	-	39,32,600	-39,32,600	39,32,600	1.96%
9.	Paresh Dhirajlal Shah	12,12,502	11,67,502	45,000	23,80,004	1.19%
10.	Rajshree Goel (NS 12)	-	21,00,000	-21,00,000	21,00,000	1.05%
11.	Virtual Business Solution Private Limited (NS 8)	-	20,00,280	-20,00,280	20,00,280	1.00%
12.	Madhu Render Singh (NS 6)	-	17,82,237	-17,82,237	17,82,237	0.89%
13.	Kishansinh Mansinh Rajput	11,24,997	4,50,050	6,74,947	15,75,047	0.79%
14.	Heli Jatin Shah (VC 4)	7,39,683	7,38,873	810	14,78,556	0.74%
15.	Mansi Share Stock Advisors Private Limited	7,04,014	7,04,014	0	14,08,028	0.70%
16.	Sunil Goel (NS 13)	-	13,50,000	-13,50,000	13,50,000	0.67%
17.	Vivek Chauhan	6,54,746	6,86,592	-31,846	13,41,338	0.67%
18.	Mayank Agrawal	6,37,631	6,37,631	0	12,75,262	0.64%
19.	Daivik Jatin Shah (VC 5)	6,26,867	5,68,367	58,500	11,95,234	0.60%
20.	Karavan Tradelink OPC Private Limited (VC 8)	4,62,100	6,98,342	-2,36,242	11,60,442	0.58%
21.	Sulabh Dikshit (NS 9)	-	10,69,890	-10,69,890	10,69,890	0.53%
22.	Shreya Gupta (NS 2)	-	10,20,000	-10,20,000	10,20,000	0.51%
23.	Yogesh Kumar Gupta (NS 11)	-	9,70,000	-9,70,000	9,70,000	0.48%

17.7. On analysing the connections between the entities, it is found that entities at S. No. 1, 3, 4, 5, 6, 7, 8, 10, 11, 12, 14, 16, 19, 20, 21, 22 and 23 are connected. The basis of their connection is detailed in Table 4 above. The aforesaid connected entities together contributed 20.65% of the total volume of the scrip during Patch 2. Further, it is noted that Manish Mishra (MMD & VC) and his wife, Anshu Mishra (VC 1) along with Jatin Manubhai Shah (VC 3) and Dipak Dwiwedi (VC 2), who are *prima facie* connected with Manish Mishra (MMD & VC) on the basis of CDR and fund transfers, have contributed to significant increase in volume in Patch 1 and Patch 2.

17.8. It was observed that Purav Bharatbhai Patel (VC 7) bought 6,03,151 shares from Sadhna Bio Oils Pvt. Ltd. (NS 5), 1,50,000 shares from Sulabh Dikshit (NS 9), 1,38,546 shares from Rajshree Goel (NS 12) and 1,00,000 shares from Karavan Tradelink OPC Pvt. Ltd. (VC 8) around the days when the videos were uploaded on the YouTube Channels.

(*Note: Based on CDR, it was observed that calls between Manish Mishra (MMD & VC) and Purav Bharatbhai Patel (VC 7) had taken place on and around the same days when Purav Bharatbhai Patel (VC 7) executed trades in Sadhna.)*

17.9. Further, it was noted that Jatin Manubhai Shah (VC 3) was the dealer for entities at S. No. 1, 14 and 19 who were also the volume creators in Patch 2. It was also observed that on July 26, 2022, Madhu Render Singh (NS 6) sold 3,75,000 shares to Jatin Manubhai Shah (VC 3) and 7,07,437 shares to Dipak Dwiwedi (VC 2).

17.10. The following table provides the trading details of other connected entities in Patch – 2.

Table - 12

S. No.	**Name the entity**	**Net Volume in Patch 1**	**Buy qty. (Patch 2)**	**Sell qty. (Patch 2)**	**Combined Net Volume**	**Total Volume in Patch 2 by the entity**	**% of total volume traded (Patch 2)**
1.	Maria Goretti Warsi (VC 11)	3,29,755	4,58,000	3,29,939	4,57,816	7,87,939	0.39%

S. No.	Name the entity	Net Volume in Patch 1	Buy qty. (Patch 2)	Sell qty. (Patch 2)	Combined Net Volume	Total Volume in Patch 2 by the entity	% of total volume traded (Patch 2)
2.	Arshad Hussain Warsi (VC 10)	3,29,050	4,10,000	3,29,426	4,09,624	7,39,426	0.37%
3.	Kundan Singh Bisht (NS 7)	-1149337	-	7,50,243	-18,99,580	7,50,243	0.37%
4.	Pooja Aggarwal (NS 3)	-	-	4,77,230	-4,77,230	4,77,230	0.24%
5.	Bhim Singh Chaudhary (NS 10)	-1049330	-	4,61,940	-15,11,270	4,61,940	0.23%
6.	Madhu Render Singh (NS 6)	-1	-	17,82,237	-17,82,238	17,82,237	0.89%
7.	Angad Ishwarlal Rathod (VC 6)	1095	1,35,200	1,33,795	2,500	2,68,995	0.13%
8.	Aahuti Rasik Mistry (VC 9)	0	2,00,000	-	2,00,000	2,00,000	0.10%
9.	Iqbal Hussain Warsi (VC 12)	82,625	83,000	82,625	83,000	1,65,625	0.08%

17.11. Arshad Hussain Warsi (VC 10) sold most of the shares he bought in Patch 1, on August 03, 2022 and Anshu Mishra (VC 1) bought 3,04,366 shares from Arshad Hussain Warsi (VC 10) on the said date. Maria Goretti Warsi (VC 11) and Iqbal Hussain Warsi (VC 12) sold most of the shares they had bought in Patch 1 on August 05, 2022. Subsequently, Maria Goretti Warsi (VC 11) bought 1,41,764 shares from Gaurav Gupta (NS 1) and Arshad Hussain Warsi (VC 10) bought 2,00,000 shares from Gaurav Gupta (NS 1) on September 02, 2022. Further, on the said date, Aahuti Rasik Mistry (VC 9) had also bought 2,00,000 shares.

(*Note: Based on CDR, it was observed that call between Arshad Hussain Warsi (VC 10) & Maria Goretti Warsi (VC 11) and Aahuti Rasik Mistry (VC 9) on one hand and Aahuti Rasik Mistry (VC 9) and Manish Mishra (MMD & VC), on the other hand, had taken place on and around the same days that the aforesaid trades were executed.)*

17.12. It is observed from the shareholding pattern of the company for the quarter ending June 2022 and September 2022 that there is significant decline in the number of individual shareholders holding nominal share capital in excess of INR 2 Lakhs and their respective holding between the quarters ending June 2022 and September 2022. Correspondingly, the number of small shareholders have increased from **857 to 55,343**. The trading details of net sellers in patch 2 holding nominal share capital in excess of INR 2 lakhs as on March 31, 2022 are given below:

TABLE 13

Sr. No.	Name	Holding as on Mar 31, 2022 (adjusted for split 10:1)	Buy qty. (Patch 1)	Sell qty. (Patch 1)	Buy qty. (Patch 2)	Sell qty. (Patch 2)	Holding after Patch 2
1.	Gaurav Gupta (NS 1)	1,16,54,860	-	-	-	39,32,600	77,22,260
2.	Shreya Gupta (NS 2)	21,75,370	-	-	-	10,20,000	11,55,370
3.	Pooja Aggarwal (NS 3)	69,86,230	-	-	-	4,77,230	65,09,000
4.	Varun Media Pvt. Ltd. (NS 4)	20,00,580	-	-	-	5,00,000	15,00,580
5.	Sadhna Bio Oils Pvt. Ltd. (NS 5)	59,46,160	-	1,280	-	40,25,000	19,19,880
6.	Madhu Render Singh (NS 6)	19,40,000	-	-	-	17,82,237	1,57,763
7.	Kundan Singh Bisht (NS 7)	19,99,580	-	11,49,337	-	7,50,243	1,00,000
8.	Virtual Business Solution Pvt. Ltd. (NS 8)	20,00,580	-	300	-	20,00,280	0
9.	Sulabh Dikshit (NS 9)	10,70,000	-	110	-	10,69,890	0
10.	Bhim Singh Chaudhary (NS 10)	15,11,270	-	10,49,330	-	4,61,940	0
11.	Yogesh Kumar Gupta (NS 11)	11,10,000	-	1,40,000	-	9,70,000	0
12.	Rajshree Goel (NS 12)	32,35,000	-	-	-	21,00,000	11,35,000
13.	Sunil Goel (NS 13)	19,45,000	-	4,06,000	-	13,50,000	1,89,000
14.	Arpan Gupta	20,00,580	-	220	-	31,360	19,69,000

**The basis of connection between all the aforesaid 14 entities except for Arpan Gupta is described in Table 4. However, Arpan Gupta was a Non-Executive Director on the board of Sadhna Broadcast Ltd. and is seen to be connected with Gaurav Gupta (promoter of Sadhna) on the basis of CDR.*

17.13. It is observed that the promoters of Sadhna Broadcast Limited namely, Gaurav Gupta (NS 1), Shreya Gupta (NS 2), Pooja Aggarwal (NS 3) (also the CEO of Sadhna Broadcast Limited) and Varun Media Private Limited (NS 4) have sold significant amount of their shares in Sadhna in Patch 2 after the videos were uploaded in the YouTube Channels. Further, it was observed that NS 8, 9, 10 and 11 had sold their entire holdings.

17.14. It was also observed that most of the Volume Creators and Net Sellers still had holdings in Sadhna at the end of the Examination period. In addition to the videos mentioned in this Order, there were other videos not discussed in this Order uploaded in the said YouTube Channels after the Examination period which appear to have increased the participation of retail investors thereby increasing the price and volume of Sadhna and enabled the Volume Creators/Net Sellers to exit the scrip or offload significant portion of their holdings. A comparison of the holdings of Net Sellers between March 2022 and December 2022 is given below.

TABLE 14

Sr. No.	**Name**	**Holding as on Mar 31, 2022 (adjusted for split 10:1)**	**Holding as on December 31, 2022**	**Reduction in holding (No. of shares)**	**Reduction in holding (%)**
1.	Gaurav Gupta (NS 1)	1,16,54,860	19,78,681	1,22,53,169*	86.1
2.	Shreya Gupta (NS 2)	21,75,370	0	21,75,370	100
3.	Pooja Aggarwal (NS 3)	69,86,230	65,09,000	4,77,230	6.83
4.	Varun Media Pvt. Ltd. (NS 4)	20,00,580	14,95,580	5,05,000	25.24
5.	Sadhna Bio Oils Pvt. Ltd. (NS 5)	59,46,160	16,19,880	43,26,280	72.76

Sr. No.	Name	Holding as on Mar 31, 2022 (adjusted for split 10:1)	Holding as on December 31, 2022	Reduction in holding (No. of shares)	Reduction in holding (%)
6.	Madhu Render Singh (NS 6)	19,40,000	0	19,40,000	100
7.	Kundan Singh Bisht (NS 7)	19,99,580	0	19,99,580	100
8.	Virtual Business Solution Pvt. Ltd. (NS 8)	20,00,580	0	20,00,580	100
9.	Sulabh Dikshit (NS 9)	10,70,000	0	10,70,000	100
10.	Bhim Singh Chaudhary (NS 10)	15,11,270	0	15,11,270	100
11.	Yogesh Kumar Gupta (NS 11)	11,10,000	0	11,10,000	100
12.	Rajshree Goel (NS 12)	32,35,000	0	32,35,000	100
13.	Sunil Goel (NS 13)	19,45,000	0	19,45,000	100

*- *Saurabh Gupta (Promoter of Sadhna) had transferred all of his shares (amounting to 25,76,990 shares) to Gaurav Gupta.*

17.15. From the Table – 14 above, it was observed that in addition to NS 8, 9, 10 and 11 who sold their entire holdings by September 2022, most of the other Net Sellers have offloaded their entire holdings by December 2022 which appears to have been done after additional videos were uploaded in the said YouTube Channels. This aspect of further liquidation by these Noticees needs further examination.

18. From the connection diagram no. 3 provided earlier in the Order, it appears that Subhash Agarwal (IC 1) and Rakesh Kumar Gupta (IC 2) are the coordinators between Manish Mishra (MMD & VC) & Volume Creators group and the Promoters and Net Sellers group. CDR analysis at Table – 5 reveals that Subhash Agarwal (IC 1) is connected with Manish Mishra (MMD & VC) and Rakesh Kumar Gupta (IC 2). Further, Subhash Agarwal (IC 1) is a Net Seller in another Order in the scrip of Sharpline Broadcast Limited where a similar scheme was observed to have been deployed. Subhash Agarwal is also one of the directors of the RTA of Sharpline

and Sadhna i.e., Skyline Financial Services Private Limited. Moreover, Rakesh Kumar Gupta (IC 2) is the father of Gaurav Gupta (NS 1) (*Promoter and Net Seller*) and Saurabh Gupta (Noticee no. 15) (*Promoter of Sadhna and connected with Varun Media Private Limited (NS 4) which is also a promoter of Sadhna)* and a past director of Varun Media Private Limited (NS 4) and Sadhna Bio Oils Pvt. Ltd. (NS 5). Considering the close connection of the said entities with the other Noticees in this Order, it can be *prima facie* inferred that Subhash Agarwal (IC 1) and Rakesh Kumar Gupta (IC 2) were the Information Carriers between Manish Mishra (MMD & VC) group and the Net Sellers, and played a significant role in successful execution of this scheme.

19. In view of the aforesaid discussion, it can be *prima facie* concluded that MMD & VC, ICs, NSs and VCs were involved in a scheme/device to manipulate the volume of Sadhna through the trades of NSs, MMD & VC, and VCs and through buy recommendation made via YouTube videos by MMD & VC which were, *prima facie,* intended to induce small investors to deal in Sadhna so as to take advantage of the resultant artificial increase in price and volume of Sadhna.

CHANGE IN SHAREHOLDING PATTERN OF SADHNA:

20. The shareholding pattern of Sadhna during the Examination period was as given in the Table below:

TABLE 15

Particulars	**As on June 30, 2022**		**As on September 30, 2022**	
	No. of shareholders	**%**	**No. of shareholders**	**%**
Total Promoter Holding	8	40.95	7	35.14
Non-Promoter Holding	2,242	59.05	55,568	64.86
Individual shareholders holding nominal share capital up to INR 2 Lacs	**2,167**	3.53	**55,343**	25.42
Individual shareholders holding nominal share	**22**	37.67	**14**	25.27

Particulars	As on June 30, 2022		As on September 30, 2022	
	No. of shareholders	%	No. of shareholders	%
capital in excess of INR 2 Lacs				
Others	53	17.85	211	14.17

21. It was observed from the shareholding pattern for the quarter ended June 30, 2022 and September 30, 2022 that the number of individual shareholders holding nominal share capital up to INR 2 lakhs increased from 2,167 holding 3.53% of the share capital of the company in the quarter ended June 30, 2022 to 55,343 shareholders holding 25.42% in the quarter ended September 30, 2022. Further, the number of shareholders holding nominal share capital in excess of INR 2 lakhs decreased from 22 holding 37.67% of total shareholding as on June 30, 2022 to 14 holding 25.27% of total shareholding as on September 30, 2022.

22. The fact that there was an increase in the number and shareholding of small public shareholders and corresponding decrease in number and shareholding of public shareholders holding nominal share capital in excess of INR 2 lakhs, *prima facie* indicate that the shares have been offloaded by shareholders holding nominal share capital in excess of INR 2 lakhs to small public shareholders.

PRICE – VOLUME OF SADHNA DURING THE EXAMINATION PERIOD

23. On analysis of the price and volume movement in the scrip during the examination period provided at diagram no. 2 earlier in this Order, it was observed that the closing price of the scrip of Sadhna was INR 27.55 on April 26, 2022 and the traded volume was 15 shares on that day. Subsequently, the closing price reached its all-time high of INR 33.15 (INR 331.5 without split adjustment) on August 12, 2022 and the traded volume was 29,65,373 shares on that day. It is noted that the highest closing price of Sadhna reached on August 12, 2022 was around **1,103% higher** than the closing price on April 26, 2022 without split adjustment. Further, it was noted that Kundan Singh Bisht (NS 7) and Bhim Singh Chaudhary (NS 10) sold most of their shares in the period immediately before the stock split providing

liquidity in an otherwise low traded volume scrip. The corporate action of splitting the shares in the ratio of 10:1 (ex-date June 10, 2022) appears to have aided in increasing interest in the scrip. Moreover, no material relevant price sensitive corporate announcements were made during the examination period. Therefore, *prima facie,* it appears that the increase in the price and volume of Sadhna during the examination period was on account of false and misleading videos uploaded on YouTube that recommended buying the shares of Sadhna and the trading volumes created by certain NSs, MMD and VCs depicting a false and misleading appearance of trading.

<u>VIOLATION OF SEBI ACT AND PFUTP REGULATIONS</u>

24. It will be relevant here to consider the applicability of Section 12A (a), (b) and (c) of SEBI Act and Regulations 3(a), 3(b), 3(c), 3(d), 4(1), 4(2)(a), 4(2)(d), 4(2)(k) and 4(2)(r) of PFUTP Regulations to the facts of this case. The text of the said provisions is reproduced below:

<u>SEBI Act:</u>

Section 12A. No person shall directly or indirectly—

(a) use or employ, in connection with the issue, purchase or sale of any securities listed or proposed to be listed on a recognized stock exchange, any manipulative or deceptive device or contrivance in contravention of the provisions of this Act or the rules or the regulations made thereunder;

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

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

PFUTP Regulations:

Regulation 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.

Regulation 4. Prohibition of manipulative, fraudulent and unfair trade practices

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

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

……

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

.

.

(d) inducing any person for dealing in any securities for artificially inflating, depressing, maintaining or causing fluctuation in the price of securities

through any means including by paying, offering or agreeing to pay or offer any money or money's worth, directly or indirectly, to any person;

…

(k) disseminating information or advice through any media, whether physical or digital, which the disseminator knows to be false or misleading in a reckless or careless manner and which is designed to, or likely to influence the decision of investors dealing in securities;

…

(r) knowingly planting false or misleading news which may induce sale or purchase of securities.

25. The factual matrix detailed in preceding paragraphs *prima facie* reveal a concerted attempt to artificially create turnover in the scrip. This, *prima facie,* appears to have been done for artificially elevating the price of the scrip which enabled exit by certain promoters, CEO and large shareholders at the elevated prices.

26. This concerted attempt appears to have rested on the coordinated efforts of the Noticees in this case. The role of the participants/noticees who enabled other participants/noticees to sell shares at artificially inflated prices are summarized below:

26.1. **<u>Volume Creators</u>**

26.1.1. It is pertinent to note that many of the Volume creators were closely linked with the Misleading Message Disseminator (MMD & VC). Further, the sale of shares by many of the Net Sellers had matched with the buy orders of the Volume Creators. The sudden interest in acquiring the shares of Sadhna only to then sell significant portion of their holdings during the period when misleading messages were disseminated along with other circumstances discussed in this Order leads to the *prima facie* conclusion that the volume creation was designed to create a misleading appearance of high trading volumes and interest.

26.2. **Misleading Message Disseminator (MMD & VC):**

26.2.1. Manish Mishra (MMD & VC) is the creator/administrator of the two YouTube Channels referred to in this Order which were found to have uploaded misleading videos recommending the acquisition of shares of Sadhna Broadcast Ltd. Details regarding the deceptive nature of the videos recommending acquisition of shares in Sadhna and its effect on volumes and price of the scrip have already been discussed in the preceding paragraphs of this Order. *Prima facie*, such misleading videos were designed to create excitement in the scrip. Manish Mishra, who was instrumental for the creation of such videos, and his wife Anshu Mishra repeatedly bought and sold shares in Sadhna during the examination period, before and after the said videos were uploaded. *Prima facie*, the false and misleading content of the videos, the manner in which they were promoted, the pattern of trades by MMD and the noticees closely linked with him *(namely VC 1 to 8)* pursuant to the upload of videos and his connection with the other noticees in this Order leads to the conclusion that Manish Mishra (MMD & VC) enabled perpetration of the fraudulent scheme along with the other Noticees.

26.3. **Promoters and Management of Sadhna Broadcast Limited:**

26.3.1. As noted in preceding paragraphs, some of the promoters of Sadhna Broadcast Limited namely Gaurav Gupta (NS 1), Shreya Gupta (NS 2), Pooja Aggarwal (NS 3) (*CEO of Sadhna Broadcast Limited*) and Varun Media Pvt. Ltd. (NS 4), who were Net Sellers during the Investigation period, are connected with Manish Mishra (MMD & VC). The significant Net Sellers not only include the Promoters and directors of Sadhna, but also companies that are closely linked with the promoters of Sadhna.

26.3.2. The Management of Sadhna Broadcast Limited had come up with the corporate action of splitting the shares of Sadhna Broadcast Limited in the ratio of 10:1 only a month before the false and misleading YouTube videos were uploaded. According to the documents available on BSE website, only 33 shareholders participated in the EGM conducted *inter alia* for approving the resolution for share Split, out of which 29 voted in favour of the split. All the promoters namely, Gaurav Gupta (NS 1), Shreya Gupta (NS 2), Saurabh Gupta (Noticee no. 15), Tajinder Kaur (MD of Sadhna) and Pooja Aggarwal (NS 3) (also CEO of Sadhna) and two directors of Sadhna namely, Arpan Gupta and Sanjeev Kumar Jha had voted in favour of the split. The combined votes of the aforesaid entities are about 84.76% of the total votes cast for the said resolution. The share split appears to have furthered the perception of bargain prices for the scrip, and made it easier for the perpetrators to enhance liquidity, interest and volume creation during the course of the fraudulent scheme. The Board resolution for the share split was passed in the company's meeting on May 04, 2022 i.e. after the volume creation by noticees *(also connected with the promoters and management of the company)* had commenced in April, 2022. Post the share split decision, the aforementioned deceptive videos were uploaded, thereby allegedly generating more interest in the scrip leading to increase in volume and price of the scrip. Subsequently, most of the aforementioned promoters as well as noticee companies which are closely linked to the promoters have either completely liquidated their holdings in Sadhna or sold significant number of shares in Sadhna at inflated prices.

26.4. **Directors of RTA of Sadhna:**

The RTA of Sadhna Broadcast Limited is Skyline Financial Services Pvt. Ltd. One of the directors of the RTA i.e., Bhim Singh Chaudhary (NS 10) is noted to be a Net Seller in this case. Another director of Skyline Financial Services Pvt. Ltd. i.e., Subhash Agarwal (IC 1) is noted to be the bridge in communication between the MMD i.e. Manish Mishra and the rest of the Noticees including the promoters/directors of Sadhna through Rakesh Kumar Gupta (IC 2).

26.5. **Broker - Dealer:**

Noticee no. 3 who played the role of Volume Creator in this *prima facie* fraudulent scheme also appear to have been the Dealer associated with MNM Stock Broking Pvt. Ltd. for the trades executed by the Noticee Nos. 2, 5, 6 and 7. Noticee No. 2 – Anshu Mishra is the wife of Manish Mishra, the MMD in this case.

27. As discussed earlier in this Order, the videos uploaded on the YouTube Channels are false and misleading. The company had itself publicly clarified on July 18, 2022 that none of the statements made in the videos were true. Yet, three more videos were uploaded in the said YouTube Channels pursuant to the clarification on July 18, 2022 issued by the company refuting the claims made in the YouTube videos. Also, there were no material corporate announcements that would justify the sudden interest in the scrip. Events subsequent to the videos do not reveal materialization of any of the claims made in the videos relating to acquisitions/projects etc. Further, the price targets stated in the videos of the scrip of Sadhna suggested irrational price escalation. The comments section for the YouTube videos in question remained disabled, suggesting that the creators/uploaders did not want any discussion regarding the videos that could possibly have countered the misleading messages disseminated. As noted earlier in this Order, as per available evidence, during the relevant point in time, Mr. Manish Mishra (MMD & VC) transferred INR 64,99,994 (Rupees Sixty-four lakhs ninety-nine thousand nine hundred and ninety-four only) to Google LLC to promote the YouTube Channels created/administered by him *inter alia* containing the YouTube videos under examination. Thus, Manish Mishra (MMD & VC) who owns the YouTube Channels *prima facie* appear to have gone to great lengths to promote the videos uploaded on his channels including the aforesaid videos and sold all his shares after uploading the videos in his YouTube Channels. Despite the enthusiastic messages in Manish Mishra's YouTube channel videos encouraging viewers to acquire shares in Sadhna, he liquidated his shares in Sadhna and allegedly made profits.

28. The entire modus operandi read together with the connection between the Noticees which includes the promoters and directors of the Company, leads me to the *prima facie* conclusion that the Noticees were engaged in a coordinated scheme to induce unsuspecting investors to acquire securities in Sadhna leading to an unnatural increase in the prices of the scrip and finally sold shares at inflated prices thereby making illegal gains at the cost of the new investors. This coordinated scheme is, *prima facie* a violation of Section 12A(a), (b) and (c) of the SEBI Act read with Regulation 3(a), (b), (c), (d) and Regulation 4(1) and 4(2)(a), (d), (k) and (r) of the PFUTP Regulations.

<u>PROCEEDS GENERATED BY THE NET SELLERS</u>

29. The Noticee – NS and VCs offloaded their shares at inflated prices, after the videos were uploaded on YouTube. The artificial inflation in share price post the YouTube videos was supported by the fraudulent scheme which commenced from Patch 1 (as per the preliminary examination), which included volume creation of about 28% of the total volume, by some of the connected Noticees. Consequently, to ascertain the illegal profits made by such Noticee - NSs, the notional 'buy' price is determined based on the weighted average price of the scrip during the pre-examination period i.e., January 01, 2022 to April 26, 2022, which is INR 2.20. In case of VCs, the average buy price is taken for calculation of cost of acquisition. The Noticee Net Sellers held shares of Sadhna at the start of the Examination period and the Noticee VCs and MMD & VC, bought and sold Sadhna shares during the Examination period. In both the cases, the shares sold by them in Patch 2 i.e., after the videos were uploaded are taken into account for illegal profits calculation. The outstanding position of the NSs and VCs beyond the Examination period have not been considered for the illegal profit calculation. Accordingly, the alleged illegal profits made after the videos were uploaded, is computed and recorded in the table below:

TABLE 16

NS/VC/ MMD	Name of the NS/ VC/ MMD	Sale consideration (INR)	Cost of Acquisition (INR)	Profit in Patch 2 (INR)
NS 1	Gaurav Gupta	8,47,26,330	86,67,450	7,60,58,880
NS 2	Shreya Gupta	2,40,67,000	22,48,080	2,18,18,920
NS 3	Pooja Aggarwal	1,57,83,663	10,51,815	1,47,31,848
NS 4	Varun Media Private Limited	1,22,05,000	11,02,000	1,11,03,000
NS 5	Sadhna Bio Oils Pvt. Ltd.	9,81,72,700	88,71,100	8,93,01,600
NS 6	Madhu Render Singh	3,66,59,190	39,28,050	3,27,31,139
NS 7	Kundan Singh Bisht	1,90,54,302	16,53,536	1,74,00,766
NS 8	Virtual Business Solution Pvt. Ltd.	2,87,07,309	44,08,617	2,42,98,692
NS 9	Sulabh Dikshit	1,68,98,724	23,58,038	1,45,40,686
NS 10	Bhim Singh Chaudhary	80,67,346	10,18,116	70,49,231
NS 11	Yogesh Kumar Gupta	1,38,40,320	21,37,880	1,17,02,440
NS 12	Rajshree Goel	4,39,78,581	46,28,400	3,93,50,181
NS 13	Sunil Goel	3,02,50,000	29,75,400	2,72,74,600
MMD & VC	Manish Mishra	5,57,91,519	5,43,44,952	14,46,567
VC 1	Anshu Mishra	8,45,00,074	8,38,62,321	6,37,753
VC 2	Dipak Dwiwedi	9,09,16,880	8,48,64,910	60,51,970
VC 3	Jatin Manubhai Shah	6,47,36,116	5,43,27,728	1,04,08,388
VC 4	Heli Jatin Shah	1,56,17,714	1,44,12,177	12,05,538
VC 5	Daivik Jatin Shah	1,19,86,798	1,15,25,302	4,61,497
VC 6	Angad Ishwarlal Rathod	28,74,729	19,14,019	9,60,710
VC 8	Karavan Tradelink OPC Private Limited	1,38,66,335	1,14,53,184	24,13,152
VC 10	Arshad Hussain Warsi	81,52,117	52,08,467	29,43,649
VC 11	Maria Goretti Warsi	90,22,504	52,65,688	37,56,816
VC 12	Iqbal Hussain Warsi	22,59,791	13,25,529	9,34,262
	Total			**41,85,82,283**

30. I note that in fact, many of the Noticees / persons relevant in this case appear to have engaged in similar *modus operandi* in at least one other scrip as well, which are addressed separately through other orders. For instance, with respect to another scrip – Sharpline Broadcast Ltd. ("***Sharpline***")–

(i) Manish Mishra (MMD & VC) is noted to have played the role of MMD therein by publishing misleading messages about Sharpline through two YouTube Channels other than those mentioned in this Order and was a Profit maker in Sharpline;

(ii) a promoter of Sadhna – Gaurav Gupta (NS1) was a director of NS 5 and a Net Seller in Sharpline;

(iii) director of Sadhna Bio Oils Pvt. Ltd. (NS 5) & director of Sadhna Broadcast Limited – Arpan Gupta was a Net Seller in Sharpline;

(iv) director of Sadhna's RTA - Subhash Agarwal (IC 1) was a Net Seller and Volume Creator in Sharpline;

(v) director of Sadhna's RTA – Bhim Singh Chaudhary (NS 10) was a Net Seller in Sharpline;

(vi) Jatin Manubhai Shah (VC 3) was a Volume Creator in Sharpline and acted as dealer for alleged fraudulent trades carried out by other noticees in Sharpline;

(vii) Heli Jatin Shah (VC 4) was a Volume Creator in Sharpline;

(viii) Daivik Jatin Shah (VC 5) was a Volume Creator in Sharpline and director of Karavan Tradelink OPC Private Limited (VC 8); and,

(ix) Angad Ishwarlal Rathod (VC 6) was a Volume Creator in Sharpline.

31. I note that the proceeds from the *prima facie* fraudulent trades could not have been generated by the Net Sellers and Volume Creators, unless the Noticees had played their respective roles in the alleged manipulative scheme in violation of SEBI Act and PFUTP Regulations. Based on the probable conclusions drawn from the preliminary examination, I find that all of the Noticees have participated in perpetration of the alleged fraudulent scheme. However, as noted in paragraph 30 above, certain Noticees are observed to have played a more significant role in the alleged fraudulent scheme and are also seen to be repeat offenders adopting

similar modus operandi in at least one other scrip. The factual matrix leads me to conclude that these Noticees bear a higher and overall liability for the alleged fraudulent scheme which resulted in gain for the Noticees at the cost of several thousand small investors who entered the scrip of Sadhna at artificially inflated prices. The observations at paragraphs 26 and 30 above also *prima facie* suggests that these Noticees were effectively the orchestrators and ultimate beneficiaries of the alleged fraudulent scheme.

32. In view of the above and pending further investigation *inter alia* into the role of the Noticees in the alleged fraudulent scheme, I find the following – while all the Noticees are individually liable to disgorge the illegal gains individually made by them, the Noticees listed at paragraph 30 above i.e., Noticee nos. 1, 4, 5, 6, 7, 10, 11, 23 and 31, are jointly and severally liable for all of the illegal gain cumulatively made by all the Noticees as tabulated in Table – 16 above. Further, since Noticee nos. 9, 14, 16 and 20 are companies, the persons who, as per available records, were authorized to trade for the said companies shall be jointly and severally liable for the illegal gain made by the said companies i.e., Gaurav Gupta (NS 1) & Arpan Gupta (Noticee no. 31), Paras Shah (Noticee no. 21), Saurabh Gupta (Noticee no. 15) and Daivik Jatin Shah (VC 5) are jointly and severally liable for the illegal gains made by the companies for which they had carried out the fraudulent trades i.e., Sadhna Bio Oils Pvt. Ltd. (NS 5), Virtual Business Solution Pvt. Ltd. (NS 8), Varun Media Pvt. Ltd. (NS 4) and Karavan Tradelink OPC Private Limited (VC 8) respectively.

<u>NEED FOR INTERIM DIRECTIONS</u>

33. As the securities market regulator, it is SEBI's bounden duty to safeguard the interests of investors and protect the integrity of the securities market. Fraudulent and manipulative practices distort fair price discovery thereby defeating one of the basic purposes of an organized securities market. Further, such activities cause monetary loss to investors who have been unfairly induced to trade thereby upending confidence in the integrity of the securities market. This has a negative effect on the securities market and its development.

34. I note that the elaborate *modus operandi* adopted by the Noticees, including the egregious misuse of patently false and misleading YouTube videos, had led to drastic increase in the number of small shareholders (i.e., from 2,167 to 55,343 shareholders) who ended up buying shares from the Noticee Net Sellers and Volume creators at inflated prices. The financial impact that the fraudulent activity has had on small investors is undoubtedly a matter of grave concern. The pattern of false YouTube video uploads and artificial interest created in the scrip, lay bare the noticees' utter disregard for the law. Persons who engage in such coordinated manner of fraudulent trading have the propensity to continue to wreak havoc on the securities market and dump shares at artificially inflated prices on unsuspecting small shareholders. It is observed that even as on February 20, 2023 both the YouTube Channels have one video recommending the same stock. Considering the alleged illegal conduct in the extant matter, there is a high probability that the creators of the said YouTube Channels may execute the same *modus operandi* vis-à-vis other scrips also. It has been noted that Manish Mishra operated as an MMD and involved in manipulation of at least one other scrip as on date i.e. Sharpline Broadcast Ltd. Manish Mishra therein also used two other YouTube channels created/ operated by him to disseminate videos containing misleading information. Therefore, as on date, the MMD has at least 4 channels on YouTube to disseminate misleading information. The viewership of all of these channels cumulatively number more than 5 crores. As on February 20, 2023, these channels continue to disseminate messages about other scrips making similarly worded outlandish claims. The YouTube Channels have lakhs of subscribers who are susceptible to being defrauded if the Channels' creator – Manish Mishra (MMD & VC) continues to upload videos with false and deceptive information.

35. The repeat involvement of the noticees, mentioned at paragraph 30 above, in similar activity raises the serious concern that these entities are acting with impunity. The involvement of persons such as directors of the RTA for Sadhna and a dealer of a stock broker is all the more disconcerting. Being associated with registered intermediaries, the said noticees are expected to maintain high standards of good conduct in the securities market. On the contrary, the noticees have misused their position to engage in and facilitate *prima facie* fraudulent

conduct. The possibility that these Noticees would be able to continue facilitating such schemes is an area of concern that needs to be immediately addressed.

36. Considering all of the above, pending detailed investigation, I find it necessary to pass interim preventive directions against the Noticees.

37. Further, as noted in the preceding paragraphs, the Noticee Net Sellers and certain Volume creators which includes the promoters and CEO of Sadhna Broadcast Limited, through the coordinated involvement of MMD, IC and VCs, are alleged to have made illegal gains by way of the alleged fraudulent and manipulative scheme. Considering the probability that the said Noticees may divert the alleged unlawful gains before investigation is concluded and directions for disgorgement, if any, are passed, non-interference at this stage would result in irreparable injury to interest of the securities market and the investors. Considering the facts and circumstances of the case and the *prima facie* conclusion that a manipulative scheme has been employed, I am convinced that, pending detailed investigation, the balance of convenience lies in passing interim directions against the Noticees *inter alia* for impounding and retaining the alleged unlawful gains.

ORDER:

38. In view of the above, pending investigation, in order to protect the interests of investors and the integrity of the securities market, I, in exercise of the powers conferred upon me under Sections 11 (1), 11(4) and 11B (1) read with Section 19 of the SEBI Act hereby issue by way of this interim ex-parte order, the following directions, which shall be in force until further orders: -

38.1. All the Noticees are restrained from buying, selling or dealing in securities either directly or indirectly, in any manner whatsoever until further orders. If the Noticees have any open position in any exchange traded derivative contracts, as on the date of this Order, they may close out / square off such open positions within 3 months from the date of this Order or at the expiry of such contracts, whichever is earlier. The said entities are permitted to settle the pay-in and pay-out obligations in respect of transactions, if any, which have taken place before the close of trading on the date of this Order;

38.2. **<u>Individual and Joint & several liability:</u>**

38.2.1. The liability for the illegal gain made by each Noticee mentioned in Table no. 16 shall be borne by them individually.

38.2.2. In view of the observations made at paragraph 32 above-

(i) Noticee nos. 6 (*Daivik Jatin Shah*) and 9 (Karavan *Tradelink OPC Private Ltd.*) are jointly and severally liable for the illegal gain made by Noticee no. 9;

(ii) Noticee nos. 14 (*Varun Media Pvt. Ltd.*) and 15 (*Saurabh Gupta*) are jointly and severally liable for the illegal gain made by Noticee no. 14;

(iii) Noticee nos. 16 (*Sadhna Bio Oils Pvt. Ltd.*), 11 (*Gaurav Gupta*) and 31 (*Arpan Gupta*) are jointly and severally liable for the illegal gain made by Noticee no. 16;

(iv) Noticee nos. 20 (*Virtual Business Solution Pvt. Ltd.*) and 21 (*Paras Shah*) are jointly and severally liable for the illegal gain made by Noticee no. 20.

38.2.3. In view of the observations made at paragraph 32 above, the liability for the total illegal gain mentioned in Table no. 16 above shall be borne by Noticee nos. 1, 4, 5, 6, 7, 10, 11, 23 and 31, jointly and severally.

38.2.4. Accordingly, the proceeds in the bank accounts of the Noticees, to the extent of their liability shall be impounded.

38.3. The Noticees are directed to open an escrow account with a Scheduled Commercial Bank and deposit the impounded amount mentioned therein within 15 days from the date of service of this Order. The escrow account/s shall be an interest bearing escrow account and a lien shall be created in favour of SEBI. Further, the monies kept therein shall not be released without permission from SEBI;

38.4. The banks where Noticees are holding bank accounts, individually or jointly, are directed to ensure that till further directions, except for compliance of direction at paragraph 38.2 above, no debits are made in the said bank accounts without the permission of SEBI. The banks are directed to ensure that the directions at paragraph 38.2 and 38.3 are strictly enforced. On production of proof of deposit of amount as mentioned in paragraph 38.2 above, SEBI shall communicate to the banks to defreeze the accounts.

38.5. All the Noticees are directed not to dispose of or alienate any assets, whether movable or immovable, or create any interest or charge on any of such assets held in their name, jointly or severally, including money lying in bank accounts except with the prior permission of SEBI until the impounded amount is deposited in the escrow account.

38.6. All the Noticees are directed to provide a full inventory of all assets or investments held in their name, jointly or severally, whether movable or immovable, including details of all bank accounts, demat accounts and mutual fund investments, or any interest or charge on any of such assets, immediately but not later than 15 days from the date of receipt of this Order;

38.7. The Depositories are directed to ensure, that till further directions, no credits or debits are made in the demat accounts of Noticees, held individually or jointly.

38.8. The Registrar and Transfer Agents are also directed to ensure that till further directions, the securities / mutual funds units held in the name of the Noticees, individually or jointly, are not transferred / redeemed.

39. The *prima facie* observations contained in this Order, are made on the basis of the material available on record. The Noticees may, within 21 days from the date of

receipt of this Order, file their reply/objections, if any, to this Order and may also indicate whether they desire to avail an opportunity of personal hearing on a date and time to be fixed on a specific request to be made in that regard.

40. This Order is without prejudice to the right of SEBI to take any other action against the Noticees in accordance with law.

41. The above directions shall take effect immediately and shall be in force until further orders.

42. A copy of this order shall be served upon the Noticees, all recognised Stock Exchanges, Depositories, Banks and Registrar and Transfer Agents for necessary action and compliance with the above directions. A copy of this order shall also be served on MNM Stock Broking Pvt. Ltd. i.e. the trading member with which Noticee no. 4 – Jatin Manubhai Shah is associated, for information. The trading member is also hereby advised to take all necessary measures to ensure that its dealers do not engage in fraudulent, manipulative or unfair trade practices.

-Sd-

ANANTH NARAYAN G.

DATE: MARCH 02, 2023 **WHOLE TIME MEMBER**

PLACE: MUMBAI **SECURITIES AND EXCHANGE BOARD OF INDIA**