

**Before the
Member Committee ("MC/Member Committee")
of
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex, Mumbai – 400051
held on April 17, 2026**

In the matter of the Trading Member - Almondz Global Securities Ltd

CORAM:

Shri. Srinivas Injeti	-	Chairperson
Justice (Retd.) Smt. Abhilasha Kumari	-	Committee Member
Shri. Prof. G. Sivakumar	-	Committee Member
Shri. Ashishkumar Chauhan	-	Committee Member
Shri. Vijai Pratap Singh	-	Committee Member
Shri. Essaji Vahanvati	-	Committee Member

ALSO PRESENT:

Shri. Piyush Chourasia	-	Chief Regulatory Officer
Shri. Ankit Sharma	-	Chief Regulatory Officer
Shri. Bireshwar Chatterjee	-	Senior Vice President - Surveillance & Investigation
Shri. Vishnu Gupta	-	Chief Manager - Investigation
Shri. Vikram Narvekar	-	Senior Manager - Investigation
Smt. Vasundhara Singh	-	Manager – Investigation
Shri. Kush Sodhi	-	Deputy Manager - Investigation

BACKGROUND OF THE CASE:

1. **Almondz Global Securities Ltd.** ("**Noticee**") bearing SEBI Registration No. INZ000213936, is a registered broker of National Stock Exchange of India Limited ("**NSEIL**"/ "**Exchange**") for the Equity ("**CM**") Segment.
2. The Exchange during monitoring of the trading activity in the Equity Segment in March 2025 observed that certain transactions ("**Impugned Transactions**") were executed by the Noticee as a Trading Member on both sides of the transaction. The clients involved in these transactions were Almondz Global Securities Ltd (**AGSL**) and Avonmore Capital & Management Services Limited (**ACMSL**) wherein both the buy and sell orders were placed in a synchronized manner and reversed with the same counterparties.

3. During the period from March 27, 2025, to March 28, 2025, the Noticee's client, ACMSL and AGSL executed the impugned transactions by placing orders in a synchronized manner in the scrip Wonder Electricals Limited ("**WEL**") wherein Noticee's client, ACMSL made a positive close out difference of Rs. 8,77,684.25/- whereas, AGSL (the Noticee trading on its proprietary account) made a negative close out difference of Rs. 8,77,684.25

4. **Relationship of the Noticee and the client of the Noticee**

4.1. From the MCA data dated May 2026, it is observed that AGSL and ACMSL share 3 common directors. Further, it was observed that, from the Membership database of the Exchange that ACMSL is the promoter of the Noticee AGSL, having shareholding of 50.34% as on F.Y 2025-2026.

4.2. The details of the relationship established between AGSL and ACMSL are presented in the below table:

Common Directors/Promoters	Almondz Global Securities Ltd (AGSL) - (the Noticee trading on proprietary account)		Avonmore Capital & Management Services Limited (ACMSL)
	As per MCA data dated May 2026	As per the Exchange Membership Database.	As per MCA data dated May 2026
NEELU JAIN	Yes	Yes	Yes
SATISH CHANDRA SINHA	Yes	Yes	Yes
RAJKUMAR KHANNA	Yes	-	Yes

4.3. As per the details available with the Exchange in the UCC database, UCC details are mentioned below for reference:

Client PAN	Client Name	Client Mobile Number	Client Email id	Client Address
[REDACTED]	ALMONDZ GLOBAL SECURITIES LTD	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	AVONMORE CAPITAL & MANAGEMENT SERVICES LIMITED	[REDACTED]	[REDACTED]	[REDACTED]

4.4. From the details available in the UCC database with exchange

4.4.1. Avonmore Capital & Management Services Limited (**ACMSL**) and the Noticee Almondz Global Securities Ltd (**AGSL**) share common details as provided below:

4.4.1.1. Common email id i.e. [REDACTED]

4.4.1.2. Similar Address "[REDACTED]"

4.4.2. In view of the above, the Noticee, Almondz Global Securities Ltd and the Noticee's client Avonmore Capital & Management Services Limited appear to be related with each other.

4.5. The details of the impugned transactions are as mentioned below. The Noticee is the trading member on both buy and sell side of the transaction. Transactions are executed in the scrip WEL

Trade Date	Buy Client	Sell Client	Trade quantity	Trade price (Rs.)	Square off difference (SOD) – Positive (P)/ Negative (N) (Rs. lakh)	% to Market Gross on the day in the scrip	Reversal %	Synchronized time
27-03-2025	ACMSL	AGSL	1,97,801	168.22	ACMSL - SOD/P – 8.77	56.66	99.87	Within 3 Seconds
28-03-2025	AGSL	ACMSL	1,98,058	172.66	AGSL -SOD/N – (8.77)	55.19		

- 4.6. With respect to the impugned transactions, the Noticee is the Trading Member on both sides and the transactions were reversed with the same counterparties.
- 4.7. The Noticee's client ACMSL made a positive close out difference of Rs 8,77,684.25/- whereas AGSL (the Noticee trading on proprietary account) made a negative close out difference of Rs. 8,77,684.25/-
- 4.8. The traded quantity in the impugned reversal transactions constituted in the range of 55.19% to 56.66% of the market traded quantity of the scrip on the respective days.
- 4.9. The quantity traded in first leg is 1,97,801 and in the second leg it is 1,98,058 i.e. reversal percentage of the traded quantity constitutes 99.87%.
- 4.10. The buy and sell orders were placed in a synchronized manner i.e., the time difference between placement of the buy orders and sell orders in the scrip were (within 3 seconds). The orders were placed through the CTCL terminal.

ISSUE OF SHOW CAUSE NOTICE:

5. Based on the above-mentioned observations of the Exchange, the Exchange issued a Show Cause Notice ("**SCN**") bearing ref. no. NSE/INVG/2025/143597 dated April 21, 2025.

RELEVANT REGULATORY PROVISIONS:

6. At the outset, it is appropriate to refer to the relevant regulatory provisions alleged to have been violated by the Noticee, extracts whereof are reproduced below:
- 6.1. NSE Regulation 4.5.4(c)(i) and Regulation 4.6. of NSEIL Regulations (CM Segment).

*"4.5.4 General Guidelines**(c) Misleading Transactions:**A Trading Member shall not –**(i) make bids and/or offers for securities with an intention of creating a false or misleading appearance with respect to the market for, or the price of any security or..."**"4.6. Unfair Trading Practices:**4.6.1. No Trading Member shall execute or cause to be executed or participate in an account for which there are executed purchases of any eligible security at successively higher prices, or executed sales*

of any such security at successively lower prices, for the purpose of creating or inducing a false, misleading or artificial appearance of activity in such security or for the purpose of unduly or improperly influencing the market price for such security or for the purpose of establishing a price which does not reflect the true state of the market in such security.

4.6.2. No Trading Member shall, for the purpose of creating or inducing a false or misleading appearance of activity in an eligible security or creating or inducing a false or misleading appearance with respect to the market in such security,

(a) enter any order or orders for the purchase of such security with knowledge that an order or orders of substantially the same size, and at substantially the same price, for the sale of any such security, has been or will be entered by or for the same or different parties, or

(b) enter any order or orders for the sale of such security with the knowledge that an order or orders of substantially the same size, and at substantially the same price for the purchase of such security has been or will be entered by or for the same or different parties.”

6.2. Extract from the Exchange Circular No. NSE/INVG/39647 dated December 13, 2018 -

“Sub: Abnormal/Non-Genuine Transactions – In this regard, Trading Members are advised to refrain from entering into abnormal/ non-genuine transactions executed by the market participants primarily with an objective of transferring profit/loss between the concerned entities or creation of artificial volume in securities/contracts.”

6.3. Extract from the Exchange Circular No. NSE/INVG/2019/40175 dated February 07, 2019 -

“Sub: Guidance note on Abnormal / Non-Genuine trades - This is in continuation of NSE Circular No. NSE/INVG/39647 dated December 13, 2018 with respect to “Abnormal / Non-Genuine transactions” inter alia advising trading members to refrain from entering abnormal / non – genuine transactions executed by the market participants primarily with an objective of transferring profit / loss between the concerned entities or creation of artificial volume in securities / contracts.

In this regard, in order to assist trading members in identifying such type of transactions, certain indicative scenarios have been listed below which may need additional attention and examination by the trading member.

- Trading activity of client(s) concentrated in a specific security / contract which is/are not traded very frequently or trading with low volumes with client squaring up its position within a short span of time. Additionally, factors such as clients earning significant profit or incurring losses on account of such transactions, their consistent contribution to daily average volumes of security / contract may also be looked at.*
- Securities /contracts where the total traded volume of the client vis a vis the average daily traded volumes in that security is significant.*

Trading Members may please note that these alerts and guidance note is indicative and not exhaustive and hence should exercise necessary caution and due diligence at all times.”

- 6.4. Extract from the Exchange Circular No. NSE/INVG/2020/46662 dated December 16, 2020 -

“Sub: Penalty on Abnormal / Non-Genuine Transactions- The Exchange shall send necessary advice/caution letter to Trading Members and initiate appropriate disciplinary actions against the members concerned in case the activity is observed to be abnormal/non-genuine. Exchange shall levy a penalty of 100% of the traded value/ profit made/ loss incurred as a result of the trades on the trading members for both profit and loss making abnormal / non-genuine transactions after following the due process & providing necessary opportunity to the trading member for clarification in the matter.

The decision whether a trade or trades is / are abnormal / non-genuine would be of the Exchange which would be final and binding.

The Exchange may also consider taking appropriate disciplinary actions against the member concerned for multiple instances of such abnormal / non-genuine trades as per the Rules, Regulations and Byelaws of the Exchange.

RESPONSE OF THE NOTICEE TO THE SHOW CAUSE NOTICE:

7. The Noticee vide email dated May 02, 2025, submitted the following response to SCN:

Quote

7.1. "We wish to clarify that all trades executed in both trading accounts were carried out at prevailing market prices and through authorized trading terminals. These transactions were conducted with bona fide intent and without any malafide purpose.

7.2. We sincerely acknowledge the concern raised and assure you that greater caution will be exercised moving forward to ensure such instances are not repeated. We respectfully request you to consider our submission and take a lenient view in this matter."

Unquote**ISSUES FOR DETERMINATION**

8. The following issues arise for determination:

- 8.1. Whether the Noticee has violated provisions, NSEIL Rules and Regulations and Exchange Circulars, as stated in the SCN?
- 8.2. Whether the violations, if any, attract penalty under Exchange Circular No. NSE/INVG/2020/46662 dated December 16, 2020.

PROCEEDINGS BEFORE MEMBER COMMITTEE HELD ON APRIL 17, 2026:

9. The Exchange, vide its email dated April 10, 2026, granted Almondz Global Securities Ltd. an opportunity of personal hearing before the Member Committee in its meeting dated April 17, 2026. The Noticee was represented by Mr. Ajay Pratap Singh (Director), and Mr. Satendra Singh Choudhary (Compliance Officer), who appeared and made oral submissions before the Committee and reiterated its written submissions.

The Committee, after evaluating the SCN, and the Noticee's submissions, passed the order as under.

OBSERVANCE OF PRINCIPLES OF NATURAL JUSTICE

10. The Committee has considered the submissions submitted by the Noticee.

11. The Committee is satisfied that adequate opportunity of representation has been provided in its meeting dated April 17, 2026, and therefore the requirements of the principles of natural justice have been duly complied with.

STANDARD OF PROOF IN REGULATORY PROCEEDINGS

12. Proceedings of this nature are regulatory and quasi-judicial in character.
13. The applicable standard of proof in such proceedings is that of preponderance of probabilities, and not proof beyond reasonable doubt. The findings recorded in this order are based on an evaluation of the material on record and the submissions of the Noticee, tested on that standard.
- 13.1. It is well settled that in matters concerning market misconduct, direct evidence of intention or of a meeting of minds is seldom available, and the fact-finding authority is entitled to draw reasonable inferences from the established facts and surrounding circumstances — including the nature, timing, pattern and volume of the transactions and the relationship between the parties. In *SEBI v. Kishore R. Ajmera*, (2016) 6 SCC 368, the Hon'ble Supreme Court held that the applicable test is one of preponderance of probabilities, and that the intention or connivance of a party may legitimately be inferred from the attendant facts and circumstances where direct proof of such intention is not forthcoming.
- 13.2. The Committee has accordingly assessed the Noticee's plea of bona fide intent not by reference to any express admission or denial, but by reference to what the established pattern of the impugned transactions objectively demonstrates.

OBSERVATIONS, CONSIDERATIONS & FINDINGS OF THE COMMITTEE:

14. After considering the oral and written submissions made by the Noticee on the charges mentioned in the SCN dated April 21, 2025, the Committee finds as under:

Issue 1: Whether the Noticee has violated provisions, NSEIL Rules and Regulations and Exchange Circulars, as stated in the SCN?

- 14.1. The Committee notes that with respect to the impugned transactions, the Noticee is the Trading Member on both sides of the impugned transactions, and the transactions were reversed with the same counterparties.
- 14.2. The Committee notes that the Noticee's client ACMSL made a positive close out difference of Rs. 8,77,684.25/- whereas AGSL (the Noticee trading on its proprietary account) made a negative close out difference of Rs. 8,77,684.25/- on all the above-mentioned impugned trades.

- 14.3. The Committee observes that the traded quantity in the above-mentioned impugned transactions constituted range of 55.19% - 56.66% of the market traded quantity of the scrip on the respective days.
- 14.4. The Committee notes that the quantity traded in the first leg is 1,97,801 and in the second leg it is 1,98,058 i.e. reversal percentage of the traded quantity constitutes 99.87%.
- 14.5. The Committee observes that the buy and sell orders were placed in a synchronized manner as the time difference between placement of the buy orders and sell orders in the scrip were less than 3 seconds. The orders were placed through the CTCL terminal.
- 14.6. The Committee further finds that in the impugned transactions, as per the Membership data available at Exchange and as per MCA data, the Noticee and its client ACMSL are related.
- 14.7. As per the UCC details uploaded by the Noticee, the client ACMSL and the Noticee share common details as similar address and email id.
- 14.8. The Committee observes that the close-out difference with respect to reversal trades compared to close-out difference for the AGSL and ACMSL in the same scrip on respective days of reversal, was in range of 98.79 % to 98.85%. This implies that the substantial close out difference of both the Clients on the reversal dates in the said scrip were as a result of the impugned transactions.
- 14.9. Further, the Committee observes that the traded quantity of the impugned transactions compared to the total traded quantity of both the Noticee's Clients in the same scrip on the respective days of reversal was 98.90%. This implies that the entire quantity traded by the Noticee's Client in the scrip on the reversal days was a result of the impugned transactions.
- 14.10. With respect to the Noticee's submission that, "all trades executed in both trading accounts were carried out at prevailing market prices and through authorized trading terminals. These transactions were conducted with bona fide intent and without any malafide purpose", the Committee observes that:
- 14.10.1. The quantity traded in the first leg is 1,97,801 and in the second leg it is 1,98,058 i.e. the reversal percentage of the traded quantity constitutes 99.87%. Also, the Committee observes that the buy and sell orders were placed in a synchronized manner as the time difference between placement of the buy orders and sell orders in

the scrip were less than 3 seconds, where Noticee's dealers were on both buy and sell side of the transaction, hence the contention of Noticee is not tenable.

14.10.2. The round trip (impugned transactions) of the shares that got reversed with the same counterparty where both the Noticee and the client were related with each other, the beneficial ownership of the shares did not change, hence the contention of Noticee is not tenable.

14.10.3. In the scrip WEL, the average traded volume on reversal days was 238.94% of the maximum traded volume in preceding 5 days of the scrip.

14.10.4. The average quantity traded for the impugned transactions, in the intraday 15 minutes slot executed by Noticee's clients was 1,97,930 quantities, whereas average quantity traded by the market participants in the intraday 15 minutes slot was 5791 quantities. Therefore, a spike of 3317.96% was observed.

14.10.5. The Noticee and its client were not trading in WEL in the immediately preceding and succeeding 10 days.

14.11. With respect to the effect of the impugned transactions on the volume of the said scrip on the respective days, the Committee finds that for the scrip WEL, the first leg of the impugned transactions was executed on March 27, 2025, and the total market volume was 3,49,706, the second leg of the impugned transactions was executed on March 28, 2025, and the total market volume was 3,58,860. The maximum volume in the said scrip in the preceding 5 days was 1,48,274. Further, the impugned transactions for first leg contributed 56.66% (i.e. 1,97,801) to market volume and the second leg contributed 55.19% (i.e. 1,98,058) to market volume.

14.12. The Committee further notes that on March 27 & 28, 2025 the average market volume for a 15-minute slot was 5791 (wherein the Noticee's clients were not active), however, during the specific 15-minute slot when the impugned transactions were executed by the Noticee's clients, the volume was 1,97,930 (excluding other market participant's volume), which was 3317.96% more than the average volume in the 15-minute slots where the Noticee's clients were not active. Further, the percentage of traded volume of the impugned transaction to the market traded volume during the 15 minutes slot in which the impugned transaction took place is 96.15% and 94.33% on March 27, 2025, and March 28, 2025, respectively as can be seen from the below table. Therefore, the Committee finds that, the reversal transactions constituted significant portion of the market during the 15 min

slot in which they were executed with synchronized placement of order on both sides and the same was reversed with the same counterparty who were related with each other.

Date	Time slot	Traded quantity in reversal trade	Market traded volume	% of reversal transactions to market traded volume
27-Mar-2025	12:30 hrs to 12:45 hrs	197801	205711	96.15%
28-Mar-2025	14:30 hrs to 14:45 hrs	198058	209941	94.33%

14.13. The Exchange Circular NSE/INVG/2019/40175 dated February 07, 2019, has stated certain indicative scenarios which may need additional attention of the Trading Member. These scenarios include “Trading activity of client(s) concentrated in a specific security / contract which is/are trading with low volumes with client squaring up its position within a short span of time. Additionally, factors such as clients earning significant profit or incurring losses on account of such transactions”. The Committee notes that on March 27, 2025, the Noticee could have identified its’ clients concentrated trade in WEL, and on March 28, 2025, the same clients reversed their trades. The Committee also notes that the buy and sell trades were placed through dealers of the Noticee.

14.14. The above findings tantamount to creating a false or misleading appearance with respect to the market, thereby violating Regulation 4.5.4(c)(i) NSEIL Regulations (Capital Market Segment) and creating an artificial appearance of activity in such security thereby violating the Exchange Regulation 4.6.1. The Committee observes that as far as the Exchange is concerned, if the transactions are not meant for meaningful change in ownership of the shares, as in the instant case the shares returned to the original owner as a result of a round-trip synchronized transaction, the same are non-genuine in nature. The trading system of the Exchange cannot be a medium for executing Trade Reversals for any purpose. Further, the principle that reversal or round-trip transactions executed with the same counterparty, which are not intended to bring about any real change in beneficial ownership and lack commercial rationale, are non-genuine and create a false or misleading appearance of trading, stands recognised by the Hon’ble Supreme Court in *SEBI v. Rakhi Trading (P) Ltd*, (2018) 13 SCC 753. Although rendered in the context of the PFUTP framework, the principle is squarely applicable, the statutory object of preserving market integrity being the same as that underlying Regulations 4.5.4(c)(i) and 4.6 of the NSEIL Regulations.

- 14.15. The Committee finds that the act of the dealers of the Noticee also indicates that order/s for the purchase/sale of security were placed with knowledge that an order/s of substantially the same size, and at substantially the same price, for the purchase/sale of such security, has been or will be entered on the other side of the order book, thus violating the Regulation 4.6.2 of NSEIL Regulations (CM Segment).
- 14.16. The Noticee by executing the impugned transactions through its dealers on behalf of related clients, has violated the provisions of Regulation 4.5.4(c)(i) and Regulation 4.6. of NSEIL Regulations (Capital Market Segment). Further, the transactions executed are non-genuine transactions as per Exchange Circular Nos. NSE/INVG/39647 dated December 13, 2018, NSE/INVG/2019/40175 dated February 07, 2019, and NSE/INVG/2020/46662 dated December 16, 2020. In accordance with the Rules/Regulations and Byelaws of the Exchange, the Committee holds that the Noticee has facilitated non-genuine trades and violated legal provisions as mentioned above.
- 14.17. The Committee further notes that the foregoing findings rest on a factual foundation that the Noticee has not, at any stage, disputed. In its reply dated May 02, 2025, and in its oral submissions, the Noticee did not controvert the synchronised placement of orders, the reversal of the traded quantity with the same and related counterparty, or the relationship between itself and ACMSL; its submissions were confined to the character of its intent and a prayer for leniency. The material facts constituting the violations found above are therefore, in substance, admitted, and the Committee's conclusions proceed on that basis.

Issue 2: Whether the violations, if any, attract penalty under Exchange Circular No. NSE/IN: VG/2020/46662 dated December 16, 2020.

15. Before determining the quantum of penalty, the Committee has considered the Noticee's request, made vide its reply dated May 02, 2025, and reiterated at the personal hearing, that a lenient view be taken. The Committee notes that the Noticee has not disputed the factual matrix underlying the charge — namely the synchronised placement of orders within three seconds, the near-complete reversal of the traded quantity with the same and related counterparty, and the absence of any change in beneficial ownership — and has confined its submission to an assurance of future caution and a prayer for leniency. Such a plea, while noted, cannot dilute the finding of non-genuineness already recorded. Moreover, the penalty prescribed under Exchange Circular No. NSE/INVG/2020/46662 dated December 16, 2020, is quantified at 100% of the profit earned / loss incurred on the abnormal / non-genuine transactions, and the Committee's discretion as to quantum is correspondingly circumscribed. In any event, having regard to the gravity of the conduct — a reversal of 99.87% of the traded quantity, executed between related

entities, contributing 55.19% to 56.66% of the market volume in the scrip on the respective days and representing a spike of 3317.96% over the average volume in comparable intraday slots — the Committee finds that no case for a lenient view is made out.

16. In the facts and circumstances recorded above, the Committee is of the view that penalty in terms of Exchange Circular No. NSE/INVG/2020/46662 dated December 16, 2020 is attracted and is liable to be levied. The said Circular provides for a penalty of 100% of the profit made / loss incurred as a result of the trades on the trading member, for both the profit-making and loss-making legs of abnormal / non-genuine transactions. Consistent with the said Circular and the nature of the impugned reversal transactions, the Committee has adopted the profit / loss (close-out difference) basis, and not the traded-value basis, for computing the penalty.
 - 16.1. The close-out difference on the impugned transactions is Rs. 8,77,684.25/-, comprising a positive close-out difference of Rs. 8,77,684.25/- on the leg of the Noticee's related client, ACMSL, and a corresponding negative close-out difference of Rs. 8,77,684.25/- on the Noticee's own proprietary leg. As the Noticee was the trading member and facilitated both legs of the transactions, the penalty is computed on both legs, viz. Rs. 8,77,684.25/- (profit leg) + Rs. 8,77,684.25/- (loss leg) = Rs. 17,55,368.50/-, rounded to **Rs. 17,55,369/-** (Rupees Seventeen Lakhs Fifty-Five Thousand Three Hundred and Sixty-Nine only).

MEMBER COMMITTEE'S DECISION:

17. Accordingly, a penalty of Rs. 17,55,369/- (Rupees Seventeen Lakhs Fifty-Five Thousand Three Hundred and Sixty-Nine only) (being 100% of profit earned / loss incurred for both profit and loss making abnormal / non-genuine transactions) is levied on the Noticee in terms of the Exchange Circular No. NSE/INVG/2020/46662 dated December 16, 2020.
18. The Noticee is also directed to take adequate measures / put in place effective systems and controls to comply with the provisions of the Exchange Regulation 4.5.4(c)(i) and Regulation 4.6. of NSEIL Regulations (CM Segment) and NSE Circulars NSE/INVG/39647 dated December 13, 2018, NSE/INVG/2019/40175 dated February 07, 2019, and NSE/INVG/2020/46662 dated December 16, 2020.

Sd/-
Srinivas Injeti
(Chairperson)

Sd/-
Abhilasha Kumari
(Committee Member)

Sd/-
Essaji Vahanvati
(Committee
Member)

Sd/-
Vijay Pratap Singh
(Committee Member)

Sd/-
Ashishkumar Chauhan
(Committee Member)

Date: October 05, 2026