

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 61604 / March 1, 2010**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 2987 / March 1, 2010**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13796**

**In the Matter of**

**SHARANJIT K. KHANNA**  
**aka SHARANJIT K.**  
**GREWAL,**

**Respondent.**

**ORDER INSTITUTING**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO SECTION 15(b) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**AND SECTION 203(f) OF THE**  
**INVESTMENT ADVISERS ACT OF 1940,**  
**MAKING FINDINGS, AND IMPOSING**  
**REMEDIAL SANCTIONS**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Sharanjit K. Khanna aka Sharanjit K. Grewal (“Khanna” or “Respondent”).

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings

herein, except as to the Commission's jurisdiction over her and the subject matter of these proceedings, and the findings contained in Section III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions ("Order"), as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Khanna held herself out as an officer and employee of MAK 1 Enterprises Group, LLC ("MAK 1"). MAK 1 was controlled by Khanna's husband, Mohit A. Khanna ("M. Khanna"), from 2003 to August 2009. S. Khanna was associated with a broker-dealer from 2003 until April 2004 and she was associated with an investment adviser from February 2003 to January 2006. Khanna, 36 years old, was a resident of San Diego, California during the relevant period.

2. On January 29, 2010, a judgment was entered by consent against Khanna, permanently enjoining her from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Mohit A. Khanna, et al., Civil Action Number 09-CV-1784 BEN (WVG) in the United States District Court for the Southern District of California.

3. The Commission's First Amended Complaint alleged that Khanna was involved in perpetrating the fraudulent scheme conducted by MAK 1 and M. Khanna. The First Amended complaint alleged that during the time she was associated with a broker-dealer and investment adviser, Khanna solicited several investors, made false and misleading statements to investors, concealed a Financial Industry Regulatory Authority bar order entered against M. Khanna in 2004, and received funds for her personal expenses misappropriated from investors. The First Amended Complaint also alleged that Khanna sold unregistered securities.

### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent's Offer.

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act and Section 203(f) of the Advisers Act, that Respondent Khanna be, and hereby is barred from association with any broker, dealer, or investment adviser.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disengagement ordered against the Respondent, whether or not the Commission has fully or partially

waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

For the Commission, by its Secretary, pursuant to delegated authority.

Elizabeth M. Murphy  
Secretary