

**BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA, MUMBAI
CORAM: S. RAMAN, WHOLE TIME MEMBER**

ORDER

Under Sections 11, 11(4), 11A and 11B of the Securities and Exchange Board of India Act, 1992, against GreenTouch Projects Limited and its Directors, viz. Shri Shyam Sundar Dey (DIN: 02787439), Shri Snehasish Sarkar (DIN: 03085611), Shri Sujoy Saha (DIN: 05316019) and Shri Sumon Sarkar (DIN: 02767331); its Debenture Trustee, viz. GreenTouch Projects Debenture Trust (represented by its Trustee, viz. Swagata Kumar Maiti).

1. Securities and Exchange Board of India ("**SEBI**") received a letter dated September 5, 2013, from the Collectorate, Muzaffarpur, Bihar enclosing copy of Form 10 filed by GreenTouch Projects Limited ("**GTPL**") with the Registrar of Companies ("**ROC**") for the purpose of creation of charge in respect of issuance of debentures.
- 2.1 Thereafter, SEBI vide letter dated December 10, 2013, while stating: *"It has come to our notice that you (GTPL) are raising funds from public by issuing shares/debentures."*, advised GTPL to furnish the following information within 15 days from the date of receipt of the aforesaid letter, viz. –
 - i. Copy of Prospectus/Red Herring Prospectus/Statement in lieu of Prospectus/Information Memorandum filed with ROC for issuance of Non-Convertible Debentures.
 - ii. Copy of the Memorandum and Articles of Association of the company;
 - iii. Audited Balance Sheet and Profit & Loss Account of the company for the last 3 years;
 - iv. Name, addresses and occupation of all the promoters/directors of the company;
 - v. Names and details of the Key Managerial Personnel of the company;
 - vi. Other information in respect of issue of shares/debentures, viz. –
 - a. Date of opening and closing of the subscription list;
 - b. Details regarding the number of application forms circulated inviting subscription;
 - c. Details regarding the number of applications received;
 - d. Details regarding the number of allottees and list of such allottees;

- e. Number of Non-Convertible Debentures allotted and value of such allotment against each allottee's name.
- f. Details regarding subscription amount raised;
- g. Date of allotment of shares/debentures;
- h. Copies of the minutes of Board/Committee meeting in which the resolution has been passed for allotment;
- i. Date of dispatch of share/debenture certificates;
- j. Details of the total number of applicants for each of GTPL's scheme besides the list of final allottees;
- k. Copies of application forms, pamphlets, advertisements and other promotional material circulated for issuance of shares/debentures.
- l. Terms and conditions of the issue of shares/debentures.
- m. Copy of Form 2 and Form 10 filed with ROC.
- n. Details of debenture trustee.

2.2 Vide letter dated December 26, 2013, GTPL while seeking an extension of two months from SEBI, submitted the following documents, viz. -

- i. Copy of the Memorandum and Articles of Association of the company;
- ii. Copy of Audited annual accounts for the last three years;
- iii. Name, addresses and occupation of all the directors of the company;
- iv. Form 10 filed with the ROC.
- v. Certificate of Registration of Mortgage, etc. under Section 132 of the Companies Act, 1956.

2.3 Thereafter, vide letter dated January 30, 2014, GTPL replied to SEBI and provided Copies of Board Resolution for allotment of *Secured Non – Convertible Redeemable Debentures ("NCDs")*; authorizing the appointment of debenture trustees. GTPL *inter alia* submitted:

"... We hereby affirm that we have issued NCDs by constituting and securing a charge (mortgage) on the immovable assets of the Company in a registered process and complying with all the guidelines as approved by the ROC. The NCDs is issued timely only for the purpose of projects of the Company through private placement towards closed personal references.

... the total amount raised till the F.Y. 2012–13 is ₹55,96,29,000."

3. The material available on record i.e. correspondences exchanged between SEBI and GTPL alongwith the documents contained therein, information obtained from *MCA21 Portal*, have been perused. On an examination of the same, it is observed that –
- GTPL was incorporated on August 11, 2010, with the ROC, Kolkata, West Bengal with CIN No. as U45400WB2010PLC152162. GTPL has its Office at P-164/1, 1st Floor, CIT Road, Scheme-7M, Near Sony World, Ultadanga, Kolkata, West Bengal-700054, India.
 - The Directors in GTPL are Shri Shyam Sundar Dey, Shri Snehasish Sarkar, Shri Sujoy Saha and Shri Sumon Sarkar.
 - GTPL invited subscription from the public through the issuance of NCDs ("*Offer of NCDs*") in accordance with the following Scheme and terms & conditions:

SCHEME: SECURED NON-CONVERTIBLE REDEEMABLE DEBENTURES (SERIES II)						
PLAN- 1 (CUMULATIVE SCHEME)	A	B	C	D	E	F
Redemption Period	1.5 Yrs	3 Yrs	5 Yrs	10 Yrs	14 Yrs	7.5 Yrs
Minimum Application Amount	1000	1000	1000	1000	1000	1000
Redemption Amount	1180	1450	2000	5000	10000	3000
Annualized Yield on Investment (Compound)	11.67%	13.19%	14.87%	17.46%	17.88%	15.78%

SCHEME: SECURED NON-CONVERTIBLE REDEEMABLE DEBENTURES (SERIES II)				
PLAN- 2 (NON-CUMULATIVE SCHEME)	G	H	I	J
Redemption Period	1.5 Yrs	3 Yrs	5 Yrs	6 Yrs
Application can be made in multiple of 1000 subject to minimum of □	25000	25000	25000	25000
Rate of Interest/Yield (P.A.)	10.80%	12.00%	14.88%	18%
Bonus on Principal Amount at the time of Maturity (%)	NIL	1.00	3.00	5.00
**For Plan G, H, I & J amount of deposit will be multiple of □ 5000 after minimum deposited amount.				

Terms of the Offer of NCDs:

- Payment of Interest: The interest will be calculated from the day of realization of cheque/DD. Monthly interest payment will be due on the last day of the month. Interest for broken period of month will be calculated from the date of realization of cheque/DD to the last of the month/quarter, based on number of days in that month as the case may be.*

- *Payment of Principal: Interest and principal amount will be paid after redemption by cheque/draft/bank transfer. You are requested to confirm for your acceptance to the terms and conditions outlined herein by sending the application noted that above offer is made specifically to you and is not to be circulated. This information herein is to be treated as strictly confidential.*
- *Statutory Obligation: As the issue is for NCDs on private placement basis, no prior approval/ rating is required from Government/ SEBI and other statutory authorities.*
- *Allotment: Allotment of debenture will be made within 90 days from the application.*

iv. It is noticed that GPL issued NCDs on several occasions since incorporation, to the general public, the details of which are as follows –

Sr. No.	Year	Type of Security	No. of Allottees (Approximate)	Total Amount (₹ in Crores)
1.	2010–11	Secured Non – Convertible Redeemable Debentures	134	0.38
2.	2011–12	Secured Non – Convertible Redeemable Debentures	3230	11.36
3.	2012–13	Secured Non – Convertible Redeemable Debentures	17185	44.21
Total			20549	55.95

- 4.1 The issue for determination in the instant matter is whether the mobilization of funds by GTPL through the *Offer of NCDs*, is in accordance with the provisions of the SEBI Act, 1992 ("**SEBI Act**") read with the SEBI (Issue and Listing of Debt Securities), Regulations, 2008 ("**Debt Securities Regulations**"); the Companies Act, 1956 read with the Companies Act, 2013.
- 4.2 I note that the jurisdiction of SEBI over various provisions of the Companies Act in the case of public companies, whether listed or unlisted, when they issue and transfer securities, flows from the provisions of Section 55A of the Companies Act. While examining the scope of Section 55A of the Companies Act, 1956, the Hon'ble Supreme Court of India in *Sahara India Real Estate Corporation Limited & Ors. vs. SEBI (Civil Appeal no. 9813 of 2011) (Judgment dated August 31, 2012)* (hereinafter referred to as the "**Sahara Case**"), had observed that:

"We, therefore, hold that, so far as the provisions enumerated in the opening portion of Section 55A of the Companies Act, so far as they relate to issue and transfer of securities and non-payment of dividend is concerned, SEBI has the power to administer in the case of listed public companies and in the case of those public companies which intend to get their securities listed on a recognized stock exchange in India."

4.3 In this regard –

- i. Reference is also made to Sections 67(1) and 67(3) of the Companies Act, 1956, which are reproduced as under:

"67. (1) Any reference in this Act or in the articles of a company to offering shares or debentures to the public shall, subject to any provision to the contrary contained in this Act and subject also to the provisions of sub-sections (3) and (4), be construed as including a reference to offering them to any section of the public, whether selected as members or debenture holders of the company concerned or as clients of the person issuing the prospectus or in any other manner.

(2) ...

(3) No offer or invitation shall be treated as made to the public by virtue of sub-section (1) or sub-section (2), as the case may be, if the offer or invitation can properly be regarded, in all the circumstances-

(a) as not being calculated to result, directly or indirectly, in the shares or debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation; or

(b) otherwise as being a domestic concern of the persons making and receiving the offer or invitation

...

***Provided** that nothing contained in this sub-section shall apply in a case where the offer or invitation to subscribe for shares or debentures is made to fifty persons or more:*

***Provided further** that nothing contained in the first proviso shall apply to non-banking financial companies or public financial institutions specified in section 4A of the Companies Act, 1956 (1 of 1956)."*

- ii. While examining the scope of Section 67 of the Companies Act, 1956, the Hon'ble Supreme Court of India in the *Sahara Case* observed that:

"Section 67(1) deals with the offer of shares and debentures to the public and Section 67(2) deals with invitation to the public to subscribe for shares and debentures and how those expressions are to be understood, when reference is made to the Act or in the articles of a company. The emphasis in Section 67(1) and (2) is on the "section of the public". Section 67(3) states that no offer or invitation shall be treated as made to the public, by virtue of subsections (1) and (2), that is to any section of the public, if the offer or invitation is not being calculated to result, directly or indirectly, in the shares or debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation or otherwise as being a domestic concern of the persons making and receiving the offer or invitations. Section 67(3) is, therefore, an exception to Sections 67(1) and (2). If the circumstances mentioned in clauses (1) and (b) of Section 67(3) are satisfied, then the offer/invitation would not be treated as being made to the public.

The first proviso to Section 67(3) was inserted by the Companies (Amendment) Act, 2000 w.e.f. 13.12.2000, which clearly indicates, nothing contained in Sub-section (3) of Section 67 shall apply in a case where the offer or invitation to subscribe for shares or debentures is made to fifty persons or more. ...

Resultantly, if an offer of securities is made to fifty or more persons, it would be deemed to be a public issue, even if it is of domestic concern or proved that the shares or debentures are not available for subscription or purchase by persons other than those received the offer or invitation. ...

I may, therefore, indicate, subject to what has been stated above, in India that any share or debenture issue beyond forty nine persons, would be a public issue attracting all the relevant provisions of the SEBI Act, regulations framed thereunder, the Companies Act, pertaining to the public issue. ..."

- v. In the instant matter, for ascertaining whether the *Offer of NCDs* is a public issue or an issue on private placement basis in accordance with Section 67 of the Companies Act, 1956, the number of subscribers is of utmost importance.
 - a. Although the *Offer of NCDs* is stated to have been made on a private placement basis, yet, through the same, it is observed that GTPL exceeded the threshold for a private placement through the allotment of *NCDs* to a total of 20549 investors, and for such allotment, it admittedly mobilized a total amount of ₹55.96 Crores. The aforesaid facts clearly indicate that the number of persons to whom the *Offer of NCDs* was made by GTPL during the period from 2010 to 2013, was beyond the limit of forty-nine persons as prescribed under Section 67(3) of the Companies Act, 1956.

- b. In addition, GTPL is not stated to be a non-banking financial company or a public financial institution within the meaning of Section 4A of the Companies Act and therefore, is not covered under the *second proviso* to Section 67(3).
- c. In view of the above, the *Offer of NCDs* would *prima facie* qualify as a public issue under the first proviso to Section 67(3) of the Companies Act, 1956, which has been elucidated by the Hon'ble Supreme Court of India in the *Sahara Case*. In this regard, it is pertinent to note that by virtue of Section 55A of the Companies Act, Section 67 of that Act, so far as it relates to issue and transfer of securities, shall also be administered by SEBI.

4.4 I note that –

- i. From the abovementioned, it will follow that since the *Offer of NCDs* is a public issue of securities, such securities shall also have to be listed on a recognized stock exchange, as mandated under Section 73 of the Companies Act, 1956. In this regard, reference is made to Sections 73 of the Companies Act, 1956, of which sub-Sections (1), (2) and (3) are relevant for the instant case, which is reproduced as under:

"73. (1) Every company intending to offer shares or debentures to the public for subscription by the issue of a prospectus shall, before such issue, make an application to one or more recognised stock exchanges for permission for the shares or debentures intending to be so offered to be dealt with in the stock exchange or each such stock exchange.

(1A) ...

(2) Where the permission has not been applied under subsection (1) or such permission having been applied for, has not been granted as aforesaid, the company shall forthwith repay without interest all moneys received from applicants in pursuance of the prospectus, and, if any such money is not repaid within eight days after the company becomes liable to repay it, the company and every director of the company who is an officer in default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at such rate, not less than four per cent and not more than fifteen per cent, as may be prescribed, having regard to the length of the period of delay in making the repayment of such money.

(3) All moneys received as aforesaid shall be kept in a separate bank account maintained with a Scheduled Bank 1 [until the permission has been granted, or where an appeal has been preferred

against the refusal to grant such. permission, until the disposal of the appeal, and the money standing in such separate account shall, where the permission has not been applied for as aforesaid or has not been granted, be repaid within the time and in the manner specified in sub- section (2)]; and if default is made in complying with this sub- section, the company, and every officer of the company who is in default, shall be punishable with fine which may extend to five thousand rupees."

- ii. In the *Sabara Case*, the Hon'ble Supreme Court of India also examined Section 73 of the Companies Act, 1956, wherein it observed that –

"Section 73(1) of the Act casts an obligation on every company intending to offer shares or debentures to the public to apply on a stock exchange for listing of its securities. Such companies have no option or choice but to list their securities on a recognized stock exchange, once they invite subscription from over forty nine investors from the public. If an unlisted company expresses its intention, by conduct or otherwise, to offer its securities to the public by the issue of a prospectus, the legal obligation to make an application on a recognized stock exchange for listing starts. Sub-section (1A) of Section 73 gives indication of what are the particulars to be stated in such a prospectus. The consequences of not applying for the permission under sub-section (1) of Section 73 or not granting of permission is clearly stipulated in sub-section (3) of Section 73. Obligation to refund the amount collected from the public with interest is also mandatory as per Section 73(2) of the Act. Listing is, therefore, a legal responsibility of the company which offers securities to the public, provided offers are made to more than 50 persons."

- iii. In the facts of the instant case, since the *Offer of NCDs* was made to fifty persons or more by GTPL, the same will attract the requirement of compulsory listing before a recognized stock exchange in terms of Section 73(1) of the Companies Act, 1956. It therefore *prima facie* appears that GTPL has violated the provisions of Section 73(1) of the Companies Act, 1956, since it has failed to ensure listing with a recognised stock exchange of the securities issued under the *Offer of NCDs*.
- iv. As per Section 73(2) of the Companies Act, 1956, the obligation to refund the amount with interest that was collected from investors under the *Offer of NCDs* is mandatory on GTPL. In this regard, there is no evidence on record to indicate whether or not GTPL has paid interest to the investors where such *Debentures* are not allotted within 8 days under the *Offer of NCDs*, as per the aforesaid Section. In

view of the same, I find that GTPL has *prima facie* not complied with the provisions of Section 73(2) of the Companies Act, 1956.

- v. Section 73(3) of Companies Act, 1956, says that all moneys received shall be kept in a separate bank account maintained with a Scheduled Bank and if default is made in complying with this sub-Section, the company, and every officer of the company who is in default, shall be punishable with fine which may extend to five thousand rupees. In the instant case, there is no evidence on record to indicate whether or not funds received from the investors under the *Offer of NCDs* has been kept in separate bank account by GTPL. In view of the same, I find that GTPL has *prima facie* not complied with the provisions of Section 73(3) of Companies Act, 1956.

4.5 Under Section 2(36) read with Section 60 of the Companies Act, 1956, a company needs to register its prospectus with the ROC, before making a public offer or issuing the prospectus. As per the aforesaid Section 2(36), "*prospectus*" means any document described or issued as a prospectus and includes any notice, circular, advertisement or other document inviting deposits from the public or inviting offers from the public for the subscription or purchase of any shares in, or debentures of, a body corporate. As mentioned above, since the *Offer of NCDs* was made to fifty persons or more, it has to be construed as a public offer. Having made a public offer, GTPL was required to register a prospectus with the ROC under Section 60 of the Companies Act, 1956. Based on the material available on record, I find that *prima facie*, GTPL has not complied with the provisions of Section 60 of Companies Act, 1956.

4.6 Under Section 56(1) of the Companies Act, 1956, every prospectus issued by or on behalf of a company, shall state the matters specified in Part I and set out the reports specified in Part II of Schedule II of that Act. Further, as per Section 56(3) of the Companies Act, 1956, no one shall issue any form of application for shares in or debentures of a company, unless the form is accompanied by abridged prospectus, contain disclosures as specified. Based on the material available on record, I find that GTPL has not complied with the provisions of Section 56(1) and 56(3) of the Companies Act, 1956 and therefore, has *prima facie* violated the aforesaid provisions.

- 4.7.1 Under Section 117B of the Companies Act, 1956, no company shall issue a prospectus or a letter of offer to the public for subscription of its debentures, unless it has, before such issue, appointed one or more debenture trustees for such debentures and the company has, on the face of the prospectus or the letter of offer, stated that the debenture trustee or trustees have given their consent to the company to be so appointed.
- 4.7.2 Further, under Section 117C of the aforesaid Act, where a company issues debentures, it shall create a Debenture Redemption Reserve ("**DRR**") for the redemption of such debentures, to which adequate amounts shall be credited, from out of its profits every year until such debentures are redeemed. In this regard, upon a perusal of the Balance Sheet of GTPL for the Financial Year ended March 31, 2013, it is observed that company has not created any DRR.
- 4.7.3 Accordingly, based on the material available on record, I find that *prima facie*, GTPL has not complied with the provisions of Sections 117B–C of the Companies Act, 1956 and therefore, has *prima facie* violated the aforesaid provisions.
- 4.8 As per Section 465(1) of the Companies Act, 2013, the Companies Act, 1956, "*shall stand repealed*". However, Section 465(2)(i) of the Companies Act, 2013, provides that:
- "(2)Notwithstanding the repeal under sub-section (1) of the repealed enactments,—*
(a) anything done or any action taken or purported to have been done or taken, including any rule, notification, inspection, order or notice made or issued or any appointment or declaration made or any operation undertaken or any direction given or any proceeding taken or any penalty, punishment, forfeiture or fine imposed under the repealed enactments shall, insofar as it is not inconsistent with the provisions of this Act, be deemed to have been done or taken under the corresponding provisions of this Act;"
- 4.9 In addition to the above, reference may be made to the Debt Securities Regulations, which were framed by SEBI in exercise of its powers under Section 30 of the SEBI Act and are applicable to the public issue and listing of debt securities. It may be relevant to note that under the aforesaid Regulations, '*debt securities*' have been defined as '*non-convertible debt securities which create or acknowledge indebtedness, and include debenture...*' In this context, I find that *prima facie*, GTPL, through the Offer of NCDs, which is a public issue

of debt securities, has violated the following provisions of the aforesaid Regulations, which contain *inter alia* conditions for public issue and listing of debt securities, viz.

- i. Regulation 4(2)(a) – *Application for listing of debt securities*
- ii. Regulation 4(2)(b) – *In-principle approval for listing of debt securities*
- iii. Regulation 4(2)(c) – *Credit rating has been obtained*
- iv. Regulation 4(2)(d) – *Dematerialization of debt securities*
- v. Regulation 4(4) – *Appointment of Debenture Trustee*
- vi. Regulation 5(2)(b) – *Disclosure requirements in the Offer Document*
- vii. Regulation 6 – *Filing of draft Offer Document*
- viii. Regulation 7 – *Mode of disclosure of Offer Document*
- ix. Regulation 8 – *Advertisements for Public Issues*
- x. Regulation 9 – *Abridged Prospectus and application forms*
- xi. Regulation 12 – *Minimum subscription*
- xii. Regulation 14 – *Prohibition of mis-statements in the Offer Document*
- xiii. Regulation 15 – *Trust Deed*
- xiv. Regulation 16(1) – *Debenture Redemption Reserve*
- xv. Regulation 17 – *Creation of Security*
- xvi. Regulation 19 – *Mandatory Listing*
- xvii. Regulation 26 – *Obligations of the Issuer, etc.*

4.10 In addition to the above, the following may also be noted in respect of the *Offer of NCDs* made by GTPL –

- i. Form 10 (filed by GTPL with the ROC in accordance with the provisions of the Companies Act, 1956), reveals that GTPL created Charge for a total amount of ₹168 Crores on October 13, 2010; August 11, 2011 and February 29, 2012, respectively for the *Offer of NCDs*. However, from the Balance Sheet for the year ended March 31, 2012 (as submitted by GTPL), it is seen that the value of Tangible Assets including Capital WIP was only ₹6.77 Crores. The aforesaid fact *prima-facie* indicate that Charge created by GTPL to secure the *Offer of NCDs*, may not have been backed by sufficient assets.
- ii. From the Balance Sheet for the year ended March 31, 2013, it is observed that there was a significantly high Debt–Equity ratio i.e. approximately 862 times. Such a high Debt–Equity ratio is prejudicial to the interests of the debenture holders and may

significantly hamper the ability of the company to fulfill its obligation of redeeming the debentures on maturity.

- 4.11 Upon a consideration of the aforementioned paragraphs, I am of the view that *prima facie*, GTPL is engaged in fund mobilising activity from the public, through the *Offer of NCDs* and a result of the aforesaid activity has violated the aforementioned provisions of the Companies Act, 1956 (Section 56, Section 60 read with Section 2(36), Section 73, Sections 117B–C) read with Section 465 of the Companies Act, 2013 and the Debt Securities Regulations.
5. SEBI has a statutory duty to protect the interests of investors in securities and promote the development of, and to regulate, the securities market. Section 11 of the SEBI Act has empowered it to take such measures as it thinks fit for fulfilling its legislative mandate. Further, as per the provisions of Section 55A of the Companies Act, 1956 read with Section 465 of the Companies Act, 2013, administrative authority on the subjects relating to public issue of securities is exclusively with SEBI. For this purpose, SEBI can exercise its jurisdiction under Sections 11(1), 11A, 11B and 11(4) of the SEBI Act read with Section 55A of the Companies Act, 1956 and Section 465 of the Companies Act, 2013, over companies who issue *Secured Non – Convertible Redeemable Debentures* to fifty persons or more, but do not comply with the applicable provisions of the aforesaid Companies Acts and the Debt Securities Regulations (as mentioned in paragraphs 4.1–4.11 above).
- 6.1 From information obtained by SEBI from the *MCA 21 Portal*, it is observed that GTPL appointed *GreenTouch Projects Debenture Trust* (represented by its Trustee, viz. *Swagata Kumar Maiti*) as Debenture Trustee for the *Offer of NCDs* by that company.
- 6.2 Section 12(1) of the SEBI Act states that: "*No... trustee of trust deed ... shall buy, sell or deal in securities except under, and in accordance with, the conditions of a certificate of registration obtained from the Board in accordance with the regulations made under this Act*". Further, Regulation 7 of SEBI (Debenture Trustees) Regulations, 1993 ("**Debenture Trustees Regulations**"), provides that: "*no person should act as a debenture trustee unless he is either –*
- i. a scheduled bank carrying on commercial activity; or*
 - ii. a public financial institution within the meaning of section 4A of the Companies Act, 1956; or*

- iii. *an insurance company; or*
- iv. *body corporate."*

- 6.3 Based on the material available on record, I find that *GreenTouch Projects Debenture Trust (represented by its Trustee, viz. Swagata Kumar Maiti)* has *prima facie* failed to meet the eligibility criteria specified under the provisions of the Debenture Trustees Regulations and therefore, has acted as unregistered Debenture Trustee, which amounts to violation of the abovementioned provisions of the SEBI Act read with the Debenture Trustee Regulations.
7. Protecting the interests of investors is the foremost mandate for SEBI and therefore, steps have to be taken in the instant matter to ensure only legitimate fund raising activities are carried on by GTPL and no investors are defrauded. In light of the same, I find there is no other alternative but to take recourse through an interim action against GTPL and its Directors alongwith its Debenture Trustee, viz. *GreenTouch Projects Debenture Trust (represented by its Trustee, viz. Swagata Kumar Maiti)*, for preventing that company from further carrying on with its fund mobilising activity under the *Offer of NCDs*.
8. In view of the foregoing, I, in exercise of the powers conferred upon me under Sections 11, 11(4), 11A and 11B of the SEBI Act read with the Debt Securities Regulations and the Debenture Trustee Regulations, hereby issue the following directions –
- i. GTPL shall not mobilize funds from investors through the *Offer of NCDs* or through the issuance of equity shares or any other securities, to the public and/or invite subscription, in any manner whatsoever, either directly or indirectly till further directions;
 - ii. GTPL and its Directors, viz. Shri Shyam Sundar Dey (DIN: 02787439), Shri Snehasish Sarkar (DIN: 03085611), Shri Sujoy Saha (DIN: 05316019) and Shri Sumon Sarkar (DIN: 02767331), are prohibited from issuing prospectus or any offer document or issue advertisement for soliciting money from the public for the issue of securities, in any manner whatsoever, either directly or indirectly, till further orders;
 - iii. GTPL and its abovementioned Directors, are restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in the securities market, either directly or indirectly, till further directions;

- iv. GTPL shall provide a full inventory of all its assets and properties;
 - v. GTPL's abovementioned Directors shall provide a full inventory of all their assets and properties;
 - vi. GTPL and its abovementioned Directors shall not dispose of any of the properties or alienate or encumber any of the assets owned/acquired by that company through the *Offer of NCDs*, without prior permission from SEBI;
 - vii. GTPL and its abovementioned Directors shall not divert any funds raised from public at large through the *Offer of NCDs*, which are kept in bank account(s) and/or in the custody of GTPL;
 - viii. *GreenTouch Projects Debenture Trust (represented by its Trustee, viz. Swagata Kumar Maiti)* is prohibited from continuing with its present assignment as a debenture trustee in respect of the *Offer of NCDs* of GTPL and also from taking up any new assignment or involvement in any new issue of debentures, etc. in a similar capacity, from the date of this order till further directions.
9. The above directions shall take effect immediately and shall be in force until further orders.
- 10.1 The *prima facie* observations contained in this Order are made on the basis of the material available on record i.e. correspondences exchanged between SEBI and GTPL alongwith the documents contained therein; information obtained from the '*MCA 21 Portal*'. In this context, GTPL and its abovementioned Directors may, within 21 days from the date of receipt of this Order, file their reply, if any, to this Order and may also indicate whether they desire to avail themselves an opportunity of personal hearing on a date and time to be fixed on a specific request made in that regard.
- 10.2 Similarly, the Debenture Trustee i.e. *GreenTouch Projects Debenture Trust (represented by its Trustee, viz. Swagata Kumar Maiti)*, may, within 21 days from the date of receipt of this Order, file its reply, if any, to this Order and may also indicate whether it desires to avail itself an opportunity of personal hearing on a date and time to be fixed on a specific request made in that regard.

11. This Order is without prejudice to the right of SEBI to take any other action that may be initiated against GTPL and its abovementioned Directors; its Debenture Trustee, viz. *GreenTouch Projects Debenture Trust (represented by its Trustee, viz. Swagata Kumar Maiti)*, in accordance with law.

Place: Mumbai
Date: August 7, 2014

S. RAMAN
WHOLE TIME MEMBER
SECURITIES AND EXCHANGE BOARD OF INDIA