

SECURITIES AND EXCHANGE BOARD OF INDIA

ORDER

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

In the matter of Green India Infra Projects Limited

In respect of Green India Infra Projects Ltd. (CIN - U70101OR2010PLC011546 and PAN AADCG7271P),

Mr. Pradeep Kumar Singh (PAN - BLRPS2551R), (DIN- 02545661)

Mr. Panchanan Pradhan (PAN - AJHPP4713D), (DIN- 02806018)

Mr. Trinath Panda (PAN - ANMPP5742R), (DIN- 02545658)

Ms. Snehlata Singh (PAN - BWRPS8274E), (DIN- 02899527)

Ms. Suchitra Rani Panda (PAN - BEAPP1390H), (DIN- 02900749)

Mr. Sandeep Kumar Singh (PAN - BMWPS8357K), (DIN- 02970766)

Mr. Debasis Padhy (PAN - AOBPP5858G), (DIN- 02900743) and

Mr. Sanjeeb Kumar Das (PAN - AJKPD9598H)

1. Securities and Exchange Board of India (hereinafter referred to as "SEBI") had received a reference informing the names of many companies which were allegedly mobilising money from the public through various schemes. SEBI also received a complaint stating that the companies of the 'Green India' group have collected public funds through agents in the States of Odisha, Chhatisgarh and Gujarat. The complainant had stated that in respect of the operations of these companies in Gujarat, when the money had matured, neither the agents nor the company returned the interest or the maturity amount. The complainant had enclosed copies of receipts issued to him against payments/investments made in the companies, Green India Multi-State Member's Credit Co-Op. Society Limited and Green India Infra Projects Limited. A copy of the profile of "Green India" which mentioned the various schemes (Recurring Scheme, Fixed Scheme and MIS Scheme) operated by Green India Properties and Green India Infra Projects Limited, and a sample 'Debenture' certificate of Green India Infra Projects Limited (hereinafter referred to as "**Green India**") was also enclosed.

2. SEBI, therefore, initiated a preliminary examination into the alleged money mobilization activities of Green India. SEBI vide letter dated May 12, 2014 (addressed to the registered address of the Company) advised Green India to *inter alia* furnish the following information and documents:

- i. Copy of the Company's Memorandum ("MoU") and Articles of Association ("AoA").
- ii. Copy of its audited balance sheet and profit & loss account for the last 3 years.
- iii. Name, addresses and occupation of all the promoters/ directors of the Company.
- iv. Names and details of its key managerial personnel.
- v. Information in respect of issue of preference shares/debentures issued by the Company:

- a. Copy of Prospectus/Red Herring Prospectus/Statement in lieu of prospectus/information memorandum filed with RoC for issuance of debentures/preference shares.
- b. Date of opening and closing of the subscription list for the said debentures/ preference shares.
- c. Details regarding the number of application forms circulated inviting subscription for debentures/ preference shares.
- d. Details regarding the number of applications received, number of allottees and list of such allottees.
- e. Number of debentures/ preference shares allotted and value of such allotment against each allottee's name.
- f. Details regarding subscription amount raised.
- g. Date of allotment of the debenture/ preference shares.
- h. Copies of the minutes of board/ committee meeting in which the resolution has been passed for allotment.
- i. Date of dispatch of debenture/ preference share certificates, etc.
- j. Copies of application forms, pamphlets, advertisements and other promotional material circulated for issuance of debentures/ preference shares.
- k. Terms and conditions of the issue of debentures/ preference shares.

3. The Company did not respond to the above letter of SEBI. Therefore, a reminder letter dated June 12, 2014 was sent to the Company at its Registered Office address. However, this letter returned undelivered. The letters issued to the directors of the Company also returned undelivered. SEBI officials visited the registered office premises of the Company on November 25, 2014 for physical verification and found that the office did not exist at the registered address.

4. In the meanwhile, SEBI, vide its letter dated May 12, 2014, also sought information from the Office of the Registrar of Companies (hereinafter referred to as "RoC"), Cuttack in order to ascertain whether any securities were issued by Green India to more than 49 persons and complete details regarding such issuance. The RoC, vide its letter dated August 25, 2014, provided the following documents pertaining to the Company:

- a) Form 1 along with Memorandum of Association & Articles of Association
- b) Form 32 dated 01/02/2010, 31/03/2010, 30/09/2010, 21/06/2012 and 03/09/2012.
- c) Form 10 dated 21/12/2010.
- d) Form 23 AC along with Balance Sheet as at 31/03/2010 and 31/03/2011.
- e) Form 23 ACA along with Profit & Loss Account as on 31/03/2010 and 31/03/2011.

The same Information was also obtained from the website of the Ministry of Corporate Affairs ("MCA").

5. SEBI, vide letter dated September 04, 2014, also alerted the Economic Offences Wing of the Odisha Police regarding the money raising activity of the Company. In response, Odisha Police had informed SEBI that it has registered cases against Green India Properties Pvt. Ltd. and its sister

concerns and that as per the directions of the Hon'ble Supreme Court, the Central Bureau of Investigation ("the CBI") has taken over the investigation.

6. As the letters issued to Green India returned undelivered and no information was forthcoming from it, SEBI examined the matter on the basis of the material collected during the preliminary examination i.e. the complaints, information obtained from the 'MCA 21 Portal', letter from the RoC, etc. The following are the preliminary observations:

- a) The Company was incorporated on February 01, 2010. The Corporate Identity Number (CIN) of the company is U70101OR2010PLC011546.
- b) The registered office of the Company is situated at Plot No-10, Satya Nagar, Bhubaneswar-751007.
- c) The details of the directors of the Company are as follows :

Sl. No.	Name	PAN	DIN	Date of Appointment	Date of Cessation
1.	Pradeep Kumar Singh	BLRPS2551R	02545661	01.02.2010	Continuing
2.	Panchanan Pradhan	AJHPP4713D	02806018	01.02.2010	Continuing
3.	Trinath Panda	ANMPP5742R	02545658	01.02.2010	Continuing
4.	Snehlata Singh	BWRPS8274E	02899527	01.02.2010	10.08.2012
5.	Suchitra Rani Panda	BEAPP1390H	02900749	01.02.2010	10.08.2012
6.	Debasis Padhy	AOBPP5858G	02900743	18.03.2010	Continuing
7.	Sandeep Kumar Singh	BMWPS8357K	02970766	18.03.2010	14.05.2012

- d) The last filing of the Balance Sheet of the Company, as available in the MCA 21 portal, is of March 31, 2011.
- e) As per the Balance Sheet as on March 31, 2011, the Company's Authorised Share Capital was Rs.25,00,000 (made up of Authorised Preference Share Capital of Rs.10,00,000/- and Authorised Equity Share Capital of Rs.15,00,000/-). The Issued, Subscribed and Paid Up Share Capital as on March 31, 2011 is Rs.5,50,000/- (55,000 equity shares of Rs.10/- each). As per the MoA dated January 20, 2010 of the Company, the initial subscribers were Mr. Pradeep Singh (10,000 shares), Mr. Trinath Panda (5000 shares), Mr. Panchanan Pradhan (10,000 shares), Mr. Sanjeeb Kumar Das (5000 shares), Ms. Snehlata Singh (7,500 shares), Mr. Debasis Padhy (7,500 shares) and Ms. Suchitra Rani Panda (10,000 shares), collectively holding 55,000 shares in the Company.

- f) Further, from the Balance Sheet as on March 31, 2011, it is noted under the item "Loan Funds-Secured Loans-Schedule 3)", the Company has issued 20% Secured Optionally Convertible Debentures to the tune of Rs.5,00,00,000/-. IL & FS Trust Company limited was the Debenture Trustee for the issue.
- g) As per the Minutes of the Board of Directors of the Company held on August 4th, 2010, the Board had resolved to issue and allot secured optionally convertible debentures of a face value of Rs.1000/- each for an aggregate value of Rs.5 crore by way of 'private placement' to prospective investors. These debentures had a tenure of 10 years and a lock-in period of 7 years. The following directors were present in the above said meeting - Mr. Pradeep Kumar Singh (Managing Director) and directors, Mr. Trinath Panda, Mr. Panchanan Pradhan, Ms. Snehlata Singh, Ms. Suchitra Rani Panda, Mr. Debasis Padhy and Mr. Sandeep Kumar Singh.
- h) Information was sought from IL&FS Trust Company Limited (ITCL), the Debenture Trustee for the above said issue of securities. ITCL, vide its letter dated December 11, 2014 provided information with regard to the above issue along with the compliance report of the Company for the quarter ended March 31, 2013 and the details of Debenture Holders as on March 31, 2013. **From the above said information, it is observed that Green India has allotted the Secured Optionally Convertible Debentures ("SOCDs") on December 16, 2010 and the same were allotted to 751 persons as on March 31, 2013.**
- i) From the above said Compliance Report, the following details are also relevant:

Type of issue	Private Placement
Issue Amount	Rs.5 crore
Listed/Unlisted	Unlisted
Date of listing	Not applicable
Tenure of issue	10 years
Date of allotment	16.12.2010
Outstanding amount as on March 31, 2010	Rs. 5 crore
No. of debenture holders on the date of allotment	2
No. of debenture holders as on 31.03.2013	751

- j) From Form 10 filed by the Company with the RoC, it is observed that the Company has created a charge for an amount of Rs.5 Crore on November 22, 2010. As per this document, the Debenture Trustee was ITCL, a registered debenture trustee with SEBI.

- k) On perusal of the Balance Sheet of the Company for the financial year ended March 31, 2011, it is observed that the Company has mentioned (Reserves and Surplus-Schedule 2) that it has a Debenture Redemption Reserve of Rs.12,50,000/-.
- l) The directors of the Company when such SOCDs were issued were Mr. Pradeep Kumar Singh, Mr. Panchanan Pradhan, Mr. Trinath Panda, Ms. Snehlata Singh, Ms. Suchitra Rani Panda, Ms. Sandeep Kumar Singh and Mr. Debasis Padhy. The present directors of the Company as per data available with MCA are Mr. Pradeep Kumar Singh, Mr. Panchanan Pradhan, Mr. Trinath Panda and Mr. Debasis Padhy.
- m) The last filing made by the Company is the Balance Sheet as on March 31, 2011. Further, the Company did not co-operate with SEBI and has failed to provide relevant information and documents, as sought by SEBI. In view of the above reasons, it cannot be ascertained as to whether the Company mobilised further funds through issue of SOCDs or other securities beyond 2011.

7. In view of the above facts, *prima facie* observations and complaints alleging illegal mobilisation of funds by the Company, it needs to be determined whether such mobilisation of capital through offer and issue of SOCDs by the Company was done in compliance with the applicable legal provisions i.e., the provisions of the SEBI Act, 1992, the Companies Act, 1956 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the ICDR Regulations") that govern and regulate such offer and issuance of securities. As per the details submitted by the debenture trustee, ITCL and the resolution passed in the meeting of the Board of Directors' held on August 4th, 2010, it is seen that the offer and issue of SOCDs by the Company were done on 'private placement'. Considering such representation in the light of the fact that the Company has allotted securities to 751 investors, it can be said that the securities were allotted on private placement. In this regard, section 67 of the Companies Act, 1956 lays down the criteria to test whether an offer and issue of shares or debentures is made on 'private placement' or made to the 'public'. The provisions of this section is reproduced below for reference:

"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)."

A reading of the above, makes it clear that in terms of the first *proviso* to section 67, the provisions of Section 67(3) shall not apply in a case where the offer or invitation to subscribe for shares or debentures is made to fifty persons or more. In this case, as per the details available, the Company had made an offer and allotted SOCDs on December 16, 2010 and as of March 31, 2013, these SOCDs were issued and allotted to a total of 751 persons. Green India 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). Therefore, it is alleged that the Company has made a public offer of such securities and issued the same to more than 49 persons. In this context, I refer to the following observations made by the Hon'ble Supreme Court of India in the matter of **Sahara India Real Estate Corporation Limited & Others vs. SEBI and another** (Civil Appeal Nos. 9813 and 9833 of 2011 ; decided on August 31, 2012) ("the Sahara case"):

"..... Resultantly, after 13.12.2000, any offer of securities by a public company to fifty persons or more will be treated as a public issue under the Companies Act, even if it is of domestic concern or it is proved that the shares or debentures are not available for subscription or purchase by persons other than those receiving the offer or invitation."

"90. 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."

8. It would also be important to refer to section 55A of the Companies Act, 1956. In terms of the relevant provisions of the said section, the provisions contained in sections 55 to 58, 59 to 81 (including sections 68A, 77A and 80A), 108, 109, 110, 112, 113, 116, 117, 118, 119, 120, 121, 122, 206, 206A and 207, so far as they relate to **issue and transfer of securities** and non-payment of dividend shall – (i) in case of listed public companies and (ii) in case of those public companies which

intend to get their securities listed on any recognised stock exchange in India, be administered by SEBI. Though the Company may not be a listed entity or did not have any intention to get its securities (SOCDS) listed on a recognised stock exchange, its conduct would be the basis to decide whether it has attracted a statutory obligation to fulfil or otherwise. In this regard, the following observations made by the Hon'ble Supreme Court in the Sahara case are relevant to note -

".....Company's option, choice, election, interest or design does not matter, it is the conduct and action that matters and that is what the law demands. Law judges not what is in their minds but what they have said or written or done."

" Any offering of securities to fifty or more is a public offering by virtue of Section 67(3) of the Companies Act,....."

Therefore, the conduct of the Company in issuing SOCDS to more than 49 persons would indicate that the Company has intended to and made a public issue of such securities. Accordingly, all the provisions of law including those of the Companies Act, 1956, SEBI Act and regulations are applicable to such public issue of SOCDS made by the Company.

9. When any company makes a public issue of securities, an important obligation attached to such public issue is that the company should list such shares in stock exchanges, in accordance with section 73 of the Companies Act. In terms of section 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. Sub-section (1A) requires that where a prospectus states that an application under sub-section (1) has been made for permission for the shares or debentures offered thereby to be dealt in one or more recognised stock exchanges, such prospectus shall state the name of the stock exchange or, as the case may be, each such stock exchange, and any allotment made, be void if the permission has not been granted by the stock exchange or each of such stock exchange, as the case may be, before the expiry of ten weeks from the date of closing of the subscription lists. The important requirement is contained in sub-section (2), which states that **where the permission has not been applied under sub-section (1)** or such permission has not been granted, **the company shall forthwith repay without interest all moneys received from the 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.

The available records does not indicate that the Company has made an application for listing its SOCDs in a stock exchange. In fact, the Compliance Report of the Company in respect of the SOCDs, as forwarded by ITCL, clearly mentions that such securities are 'unlisted' and listing is 'not applicable'. It is therefore alleged that the Company has *prima facie* contravened the provisions of section 73 of the Companies Act, 1956. As regards the non-adherence to the provisions of section 73 by the Company, I note the following observations made by the Hon'ble Supreme Court in the Sahara case:

" 93. 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.

94. Listing is, therefore, a legal responsibility of the company which offers securities to the public, provided offers are made to more than 50 persons. A company cannot be heard to contend that it has no such intention or idea to make an application to the stock exchange. Company's option, choice, election, interest or design does not matter, it is the conduct and action that matters and that is what the law demands. Law judges not what is in their minds but what they have said or written or done.

.....

96. Section 73, their failure to list the securities offer to the public was, therefore, intentional and the plea that they did not want their securities listed, is not an answer, since they were legally bound to do so. The duty of listing flows from the act of issuing securities to the public, provided such offer is made to fifty or more than fifty persons. Any offering of securities to fifty or more is a public offering by virtue of Section 67(3) of the Companies Act, which the Saharas very well knew, their subsequent actions and conducts unquestionably reveal so.

.....

98. However, after the amendment to the Companies Act, 1956 on 13.12.2000, every private placement made to fifty or more persons becomes an offer intended for the public and attracts the listing requirements under Section 73(1). Even those issues which satisfy Sections 67(3)(a) and (b) would be treated as an issue to the public if it is issued to fifty or more persons, as per the proviso to Section 67(3) and as per Section 73(1), an application for listing becomes mandatory and a legal requirement. Reading of the proviso to Section 67(3) and Section 73(1) conjointly indicates that

any public company which intends to issue shares or debentures to fifty persons or more is legally obliged to make an application for listing its securities on a recognized stock exchange.

.....

101. Section 81(1A), it may be noted, is only an exception to the said rule, that the further shares may be offered to any persons subject to passing a special resolution by the company in their general meeting. Section 81(1A) cannot, in any view, have an overriding effect on the provisions relating to public issue. Even if armed with a special resolution for any further issue of capital to person other than shareholders, it can only be subjected to the provisions of Section 67 of the Company Act, that is if the offer is made to fifty persons or more, then it will have to be treated as public issue and not a private placement. A public issue of securities will not become a preferential allotment on description of label. Proviso to Section 67(3) does not make any distinction between listed and unlisted public companies or between preferential or ordinary allotment."

10. The statute also makes it mandatory for a company making a public offer and issuance of securities to comply with the provisions of section 56 and 60 of the Companies Act, 1956. In terms of 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 a company, unless the form is accompanied by abridged prospectus, contain disclosures as specified. Section 2(36) of the Companies Act read with section 60 thereof, mandates a company to register its 'prospectus' with the RoC, before making a public offer/ issuing the 'prospectus'. All the above obligations seem to have been overlooked and not complied with by the Company in respect of its offer and issue of SOCDs.

11. Further, SEBI can, under section 11A of the SEBI Act, regulate or prohibit the issue of prospectus, offer document or advertisement soliciting money for issue of securities. Prior to the amendment in 2002, section 11A empowered SEBI to specify by regulations, for the protection of the investors, the matters relating to issue of capital, transfer of securities and other matters incidental thereto and the manner in which such matters shall be disclosed by the companies. The provisions of the section 11A, as amended by the SEBI (Amendment) Act, 2002, with effect from 29-10-2002, are reproduced below :

"11A. (1) *Without prejudice to the provisions of the Companies Act, 1956 (1 of 1956), the Board may, for the protection of investors,—*

(a) specify, by regulations—

- (i) the matters relating to issue of capital, transfer of securities and other matters incidental thereto; and*
- (ii) the manner in which such matters shall be disclosed by the companies;*

(b) by general or special orders—

- (i) prohibit any company from issuing prospectus, any offer document, or advertisement soliciting money from the public for the issue of securities;*
- (ii) specify the conditions subject to which the prospectus, such offer document or advertisement, if not prohibited, may be issued.*
- (2) Without prejudice to the provisions of section 21 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Board may specify the requirements for listing and transfer of securities and other matters incidental thereto.*

Further, in terms of section 32 of the SEBI Act, the provisions of the said Act shall be in addition to and not in derogation of the provisions of any other law for the time being in force. In exercise of the powers conferred under regulation 30 of the SEBI Act, SEBI has framed separate Regulations that govern and regulate the offer and issue of (i) equity shares and convertible securities, (ii) debt securities and (iii) preference shares. As the securities i.e., secured optionally convertible debentures, allows the holder to exercise the option available for conversion of the same into equity shares, such SOCDs are "specified securities" in terms of regulations 2(1)(zi) and 2(1)(k) of the ICDR Regulations and therefore issuance of such securities *inter alia* in a public issue would be governed by the said regulations. 'Specified Securities' are defined as "equity shares and convertible securities". In terms of Regulation 3 of the ICDR Regulations, *inter alia* all public issues are required to comply with the ICDR Regulations. The relevant provisions which the Company had to comply were :

- *Application for listing of specified securities on one or more recognized stock exchange (Regulation 4(2)),*
- *Appointment of merchant banker and other intermediaries (Regulation 5),*
- *Filing of draft offer document with SEBI and the designated stock exchange and RoC (Regulation 6),*
- *Obtaining in-principle approval from the recognized stock exchanges in which the specified securities are to be listed (Regulation 7),*
- *Satisfy the conditions of initial public offer (Regulations 25 and 26),*
- *Lock-in of specified securities held by promoters and persons other than promoters (Regulations 36 and 37)*
- *Keeping the public issue open for the specified period (Regulation 46),*
- *Pre-issue advertisement for public issue (Regulation 47)*
- *Manner of disclosures in the offer documents (Regulation 57)*
- *Refrain from offering any incentive to any person making application for allotment of specified securities (Regulation 59).*

12. The Company made the offer of SOCDs and started allotting securities on and from December 16, 2010. The offer seems to have not been closed within a specified period. As can be seen from the Compliance Report, there were only 2 debenture holders on 16.12.2010, the offer and

allotment was kept open and as of March 31, 2013, the Company had allotted SOCDs to 751 investors.

13. I note that SEBI has a statutory duty to protect the interest of investors in securities and promote the development of, and to regulate, the securities market. Section 11 of the SEBI Act empowers SEBI to take such measures as it deems fit for fulfilling its legislative mandate. Section 55A of the Companies Act, 1956, empowers SEBI *inter alia* to proceed in cases which involve issue and transfer of securities to the public. In view of the nature of the alleged violations and to prevent the Company and its promoters/directors from further mobilization of funds from the public under the garb of issuing *Secured Optionally Convertible Debentures* or any other form of security, and in the interests of investors, it becomes necessary for SEBI to intervene at this stage by passing suitable directions in the matter. It is also important to take action against the former directors/signatories including the promoters who are instrumental in the formulation of the alleged plan or scheme pursuant to which the *Secured Optionally Convertible Debentures* were offered to the public by Green India. Accordingly, the following directors who were present in the Board of Directors' meeting held on August 4, 2010 wherein the resolution to issue the SOCDs were taken and also the promoters of the Company are liable for the above alleged violations committed by the Company:

1. Mr. Pradeep Kumar Singh (Managing Director) and directors,
2. Mr. Trinath Panda,
3. Mr. Panchanan Pradhan,
4. Ms. Snehlata Singh,
5. Ms. Suchitra Rani Panda,
6. Mr. Debasis Padhy,
7. Mr. Sandeep Kumar Singh and
8. Mr. Sanjeeb Kumar Das

14. In view of the alleged violations against the Company, its promoters and directors and to restrain the Company, its promoters/directors from mobilising further funds through offer and allotment of SOCDs and to safeguard the funds so mobilised, and the assets or properties acquired through such public funds it becomes necessary for SEBI to take urgent preventive and remedial action by way of this ex-parte order.

15. In view of the foregoing, I, in exercise of the powers conferred under section 19 of the Securities and Exchange Board of India Act, 1992 and sections 11(1), 11(4), 11A(1)(b) and 11B

thereof read with regulation 107 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, hereby, issue the following directions:

- 1. Green India Infra Projects Limited** and its promoters/directors including **Mr. Pradeep Kumar Singh** (PAN BLRPS2551R), **Mr. Panchanan Pradhan** (PAN AJHPP4713D), **Mr. Trinath Panda** (PAN ANMPP5742R), **Ms. Snehlata Singh** (PAN BWRPS8274E), **Ms. Suchitra Rani Panda** (PAN BEAPP1390H), **Mr. Sandeep Kumar Singh** (PAN BMWPS8357K), **Mr. Debasis Padhy** (PAN AOBPP5858G) and **Mr. Sanjeeb Kumar Das** (PAN - AJKPD9598H) are restrained from mobilizing funds through the issue of *Secured Optionally Convertible Debentures* 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.
- 2. Green India Infra Projects Limited** and its promoters/directors including Mr. Pradeep Kumar Singh, Mr. Panchanan Pradhan, Mr. Trinath Panda, Ms. Snehlata Singh, Ms. Suchitra Rani Panda, Mr. Sandeep Kumar Singh, Mr. Debasis Padhy and Mr. Sanjeeb Kumar Das 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.
- 3. Green India Infra Projects Limited** and its promoters/directors including Mr. Pradeep Kumar Singh, Mr. Panchanan Pradhan, Mr. Trinath Panda, Ms. Snehlata Singh, Ms. Suchitra Rani Panda, Mr. Sandeep Kumar Singh, Mr. Debasis Padhy and Mr. Sanjeeb Kumar Das shall not dispose any of the properties of the said company or alienate the assets acquired/created through the funds raised from public by issuance of the impugned Secured Optionally Convertible Debentures.
- 4. Green India Infra Projects Limited** and its promoters/directors including Mr. Pradeep Kumar Singh, Mr. Panchanan Pradhan, Mr. Trinath Panda, Ms. Snehlata Singh, Ms. Suchitra Rani Panda, Mr. Sandeep Kumar Singh, Mr. Debasis Padhy and Mr. Sanjeeb Kumar Das shall not divert any funds raised from public at large through the issuance of the impugned Secured Optionally Convertible Debentures, kept in its bank accounts and/or in the custody of the company without prior permission of SEBI until further orders.
- 5. Green India Infra Projects Limited** and its promoters/directors including Mr. Pradeep Kumar Singh, Mr. Panchanan Pradhan, Mr. Trinath Panda, Ms. Snehlata Singh, Ms. Suchitra Rani Panda,

Mr. Sandeep Kumar Singh, Mr. Debasis Padhy and Mr. Sanjeeb Kumar Das are restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities and being associated with the securities market in any manner whatsoever, directly or indirectly through any person/ entity till further directions.

6. Green India Infra Projects Limited and its promoters/directors including Mr. Pradeep Kumar Singh, Mr. Panchanan Pradhan, Mr. Trinath Panda, Ms. Snehlata Singh, Ms. Suchitra Rani Panda, Mr. Sandeep Kumar Singh, Mr. Debasis Padhy and Mr. Sanjeeb Kumar Das are also directed to provide a full inventory of all their assets and properties and details of all their bank accounts, demat accounts and holdings of shares/securities, if held in physical form.

7. Green India Infra Projects Limited and its promoters/directors are directed to submit complete information as sought vide SEBI letter dated May 12, 2014.

16. The above directions shall come into force with immediate effect.

17. Green India Infra Projects Limited and its promoters/directors including Mr. Pradeep Kumar Singh, Mr. Panchanan Pradhan, Mr. Trinath Panda, Ms. Snehlata Singh, Ms. Suchitra Rani Panda, Mr. Sandeep Kumar Singh, Mr. Debasis Padhy and Mr. Sanjeeb Kumar Das are advised to show cause as to why suitable directions/prohibitions, under the sections 11(1), 11(4), 11A and 11B of the SEBI Act read with the ICDR Regulations, including the following, should not be taken/imposed against them :

- a) directing them jointly and severally to refund the money collected through the issue of Secured Optionally Convertible Debentures that are impugned in this Order, along with interest that is promised to the investors ;
- b) directing them to not to issue 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, for an appropriate period;
- c) directions restraining them from accessing the securities market and prohibiting them from buying, selling or otherwise dealing in securities for an appropriate period;
- d) directing them and other companies in which their directors hold substantial or controlling interest, to not to access the capital market for an appropriate period.

18. Green India Infra Projects Limited and its promoters/directors including Mr. Pradeep Kumar Singh, Mr. Panchanan Pradhan, Mr. Trinath Panda, Ms. Snehlata Singh, Ms. Suchitra Rani Panda, Mr. Sandeep Kumar Singh, Mr. Debasis Padhy and Mr. Sanjeeb Kumar Das may file their replies/submissions within a period of 21 days from the date of receipt of this Order and may also indicate whether they desire to avail an opportunity of personal hearing in the matter.

19. This Order is without prejudice to the right of SEBI to take any other action including prosecution proceedings under section 24 of the SEBI Act and section 621 of the Companies Act, 1956 read with the relevant provisions of the Companies Act, 2013 and adjudication proceedings under the SEBI Act, against Green India Infra Projects Limited and its promoters/directors including Mr. Pradeep Kumar Singh, Mr. Panchanan Pradhan, Mr. Trinath Panda, Ms. Snehlata Singh, Ms. Suchitra Rani Panda, Mr. Sandeep Kumar Singh, Mr. Debasis Padhy and Mr. Sanjeeb Kumar Das, in accordance with law.

**PRASHANT SARAN
WHOLE TIME MEMBER
SECURITIES AND EXCHANGE BOARD OF INDIA**

**Date : March 4th, 2015
Place: Mumbai**