

A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
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Website : www.aklabh.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014, as amended]

The Chairman

Square Four Projects India Limited
238A, AJC Bose Road, 2nd Floor Suit No.2B,
Kolkata-700020

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 23rd Annual General Meeting of the members of **Square Four Projects India Limited** ("Company") held on Friday, 18th day of September, 2015 at 11:30 AM at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 14th August, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s Niche Technologies (P) Ltd, the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Tuesday, the 15th September, 2015 up to 5.00 PM IST on Thursday, the 17th September, 2015.





2. The Shareholders holding shares as on the "cut off" date, i.e. 11th September, 2015 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the notice dated 14th day of August, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Friday, the 18th day of September, 2015 around 5.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
5. The result of the remote e-voting [EVSN : 150808003] is as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

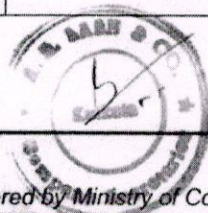
To receive, consider & adopt the Financial Statements of the Company for the year ended 31.03.2015 together with the report of the Directors and Auditors thereon.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
7320384	7320384	0

b) Resolution 2

To appoint a director in place of Mr. Arun Kumar Singh (DIN- 00416126), who retires by rotation and being eligible, seeks reappointment.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
7320384	7320384	0



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c) Resolution 3

Type of Resolution : Ordinary Resolution

To consider appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
7320384	7320384	0

 SPECIAL BUSINESS:

d) Resolution 4

Type of Resolution : Ordinary Resolution

To confirm appointment of Mr. Jai Kumar Sharma (DIN: 06879084) as Director of the Company.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
7320384	7320384	0

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
7. The result of the voting through ballot forms are as under :

<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider & adopt the Financial Statements of the Company for the year ended 31.03.2015 together with the report of the Directors and Auditors thereon.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
84098	84098	0



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b) Resolution 2

To appoint a director in place of Mr. Arun Kumar Singh (DIN- 00416126), who retires by rotation and being eligible, seeks reappointment.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
84098	84098	0

c) Resolution 3

Type of Resolution : Ordinary Resolution

To consider appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
84098	84098	0

** SPECIAL BUSINESS:****d) Resolution 4**

Type of Resolution : Ordinary Resolution

To confirm appointment of Mr. Jai Kumar Sharma (DIN: 06879084) as Director of the Company.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
84098	84098	0



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8. Thus, the combined result of the remote e-voting [EVSN : 150808003] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider & adopt the Financial Statements of the Company for the year ended 31.03.2015 together with the report of the Directors and Auditors thereon.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
7404482	7404482 (100.00%)	Nil

b) Resolution 2

To appoint a director in place of Mr. Arun Kumar Singh (DIN- 00416126), who retires by rotation and being eligible, seeks reappointment.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
7404482	7404482 (100.00%)	Nil

c) Resolution 3

Type of Resolution : Ordinary Resolution

To consider appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
7404482	7404482 (100.00%)	Nil

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 SPECIAL BUSINESS:

d) Resolution 4

Type of Resolution : Ordinary Resolution

To confirm appointment of Mr. Jai Kumar Sharma (DIN: 06879084) as Director of the Company.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
7404482	7404482 (100.00%)	Nil

9. All the resolutions proposed hereinabove have been passed with requisite majority.

10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)
Practising Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata

Dated: 18.09.2015

Verified the contents and received the Report of the Scrutinizer

For Square Four Projects India Limited

SQUARE FOUR PROJECTS INDIA LTD.

(Aditya Tiwari) Company Secretary
Company Secretary