

SQUARE FOUR PROJECTS INDIA LIMITED

CIN: L24230WB1992PLC192922

Regd. Office: 238A, A.J.C. Bose Road, Suite No.2B, Kolkata-700020,

Phone: + 91-33-2290-3185; Fax: + 91-33-2290-3179

Web site: www.squarefourgroup.in ; Email ID:arun@squarefourgroup.com

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of Square Four Projects India Limited will be held on Monday, the 30th day of September, 2019 at 03:30 P.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700017 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2019 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ganesh Kumar Singhania (DIN: 01248747), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

3. To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

Re-appointment of Mr. Ganesh Kumar Singhania (DIN: 01248747) as Managing Director

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by Nomination and Remuneration Committee (“Committee”) and further approved by the Board, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Ganesh Kumar Singhania (DIN: 01248747) as Managing Director of the Company for a period of 3 years, with effect from 1st April, 2019 as per the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary and acceptable to Mr. Mr. Ganesh Kumar Singhania;

RESOLVED FURTHER THAT the remuneration payable to Mr. Ganesh Kumar Singhania, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Ganesh Kumar Singhania by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT Mr. Ganesh Kumar Singhania, Managing Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

4. To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

Re-appointment of Mr. Jai Kumar Sharma (DIN: 06879084) as an Independent Director

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by Nomination and Remuneration Committee (“Committee”) and further approved by the Board, Mr. Jai Kumar Sharma (DIN: 06879084) whose current period of office is expiring on 13th November, 2019 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) and Regulation 25 of the Listing Regulations, be and is hereby re-appointed as an Independent Director for a second term for 5 (Five) consecutive years w.e.f. 14th November, 2019 upto 13th November, 2024;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

5. To consider and if, though thought fit to pass the following Resolution as a **Special Resolution:**

Re-appointment of Mrs. Shabana Anjoom (DIN: 06937428) as an Independent Director

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by Nomination and Remuneration Committee (“Committee”) and further approved by the Board, Mrs. Shabana Anjoom (DIN: 06937428) whose current period of office is expiring on 30th September, 2019 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) and Regulation 25 of the Listing Regulations, be and is hereby re-appointed as an Independent Director for a second term for 5 (Five) consecutive years w.e.f. 1st October, 2019 upto 30th September, 2024;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

**By order of the Board
For Square Four Projects India Limited**

**238A, A J C Bose Road, 2nd Floor,
Kolkata- 700 0020
CIN: L24230WB1992PLC192922
(Phone) 0-9874360948
(Fax) 033-2290-3179
(E-mail) arun@squarefourgroup.com
Website: www.squarefourgroup.in**

Date: 30.05.2019

**sd/-
(Ganesh Kumar Singhania)
Managing Director
DIN - 01248747**

Notes

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Explanatory Statement in terms of Section 102 of the Companies Act, 2013 is enclosed and constitutes part of this Notice.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. Information about the Directors to be appointed and reappointed at the Annual General Meeting as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :-

Mr. Ganesh Kumar Singhania

Date of Birth	04.04.1971
Nationality	Indian
Date of Appointment	20.09.2010
Qualification	Graduate
Experience	23 years
Directorship in other Public Limited Companies	Nil
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil
Number of shares held by Director In the company	3495572
Director Identification Number	01248747

Mr. Jai Kumar Sharma

Date of Birth	09.06.1972
Nationality	Indian
Date of Appointment	14.11.2014
Experience	22 years
Directorship in other public Limited Companies	1
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil
Number of shares held by Director In the company	Nil
Director Identification Number	06879084

Mrs. Shabana Anjoom

Date of Birth	09.12.1980
Nationality	Indian
Date of Appointment	14.08.2014
Experience	15 years
Directorship in other public Limited Companies	Nil
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil
Number of shares held by Director In the company	Nil
Director Identification Number	06937428

6. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books from **Tuesday, 24th September, 2019 to Monday, 30th September, 2019** (both days inclusive).
8. Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the Company at www.squarefourgroup.in
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Niche Technologies, for consolidation into a single folio.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. SEBI has recently amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by its notification dated 8th June, 2018 providing that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. This provision shall come into force on the one hundred and eightieth day from the date of publication of the notification in the Official Gazette. In view of the above, the Shareholders holding shares of the Company in physical mode are requested to get their shares dematerialized at an early date.

Voting through electronic means

- I. In compliance to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual

General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27.09.2019 from 9.00 A.M and ends on 29.09.2019 till 5.00P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the “cut-off date” i.e. Record date, attending the meeting who has not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p><input type="checkbox"/> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p><input type="checkbox"/> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA000000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records

	for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p><input type="checkbox"/> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</p>

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant SQUARE FOUR PROJECTS INDIA LMITED on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

13. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 23rd September, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

14. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2019, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

15. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 29th September, 2019, upto 5:00 pm without which the vote shall not be treated as valid.

16. Shri Atul Kumar Labh, Practicing Company Secretary, (FCS-4848/ CP-3238) of M/s A. K. Labh & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

17. The results shall be declared on or after the AGM, but not later than two days from the conclusion of the date of the AGM. The results declared alongwith the Scrutinizer’s Report shall be placed on the website of the Company at www.squarefourgroup.in and of CDSL and will be communicated to the Stock Exchange where the Company’s shares are listed, i.e. BSE limited.

**By order of the Board
For Square Four Projects India Limited**

**238A, A J C Bose Road, 2nd Floor,
Kolkata- 700 0020
CIN: L24230WB1992PLC192922
(Phone) 0-9874360948
(Fax) 033-2290-3179
(E-mail) arun@squarefourgroup.com
Website: www.squarefourgroup.in**

**sd/-
(Ganesh Kumar Singhania)
Managing Director
DIN - 01248747**

Date: 30.05.2019

Explanatory Statement pursuant to Section 102 of The Companies Act, 2013

Item No 3

The Board of Directors at its meeting held on 30th March 2019, based on the recommendation of Nomination and Remuneration Committee, had re-appointed Mr. Ganesh Kumar Singhania as Managing Director of the Company for a period of 3 years w.e.f. 01st April, 2019, subject to approval of the members of the Company.

The information and details of Mr. Ganesh Kumar Singhania has been provided in the Notes annexed to the Notice.

Designation: Managing Director

Date of Re-appointment: 1st April, 2019

Tenure: 3 years (01.04.2019- 31.03.2022)

Remuneration:

- a. Considering the financial position of the Company, no remuneration shall be paid for the time being. However, the Board reserves the right to consider the same according to their discretion.
- b. No sitting fee shall be paid for attending any meeting of the Board of Directors or the Committee thereof.
- c. However, he shall be entitled for re-imbursement of all the expenses incurred by him for the official work on actual basis.

Powers, Responsibilities and Duties: He shall enjoy all the powers of the Managing Director as entrusted by the law and shall be reporting to the Board of Directors of the Company for necessary guidance. He shall be exercising all the rights, duties and responsibilities as deemed necessary for the affairs of the Company independently with full power and authority.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ganesh Kumar Singhania under Section 190 of the Act. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Notes at Point No. 5.

Save and except Mr. Ganesh Kumar Singhania being the appointee Director, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the members of the Company.

Item No. 4

Mr. Jai Kumar Sharma was appointed as an Independent Director to hold office for five consecutive years for a term upto 13th November, 2019, by the members of the Company at the 23rd AGM held on 18th September, 2015. Since, Mr. Jai Kumar Sharma will complete his first term as an Independent Director of the Company on 13th November, 2019, he is eligible for re-appointment for one more term.

As per Section 149(10) of the act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment for another term of upto five consecutive years on the Board of a Company on passing a special resolution by the Company

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149 and150 and any other applicable provisions of the Act, and the Listing Regulations, Mr. Jai Kumar Sharma, being eligible for re-appointment as an Independent Director, and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director of the Company for another term of five consecutive years with effect from 14th November, 2019 to 13th November, 2024.

Mr. Jai Kumar Sharma is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and also he has given a declaration that he meets the criteria of independence as provided under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Board also confirms that he fulfills the conditions specified in the Act and the Listing Regulations and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Jai Kumar Sharma to be re-appointed as an Independent Director of the Company as per the provisions of the Companies Act, 2013.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Notes at Point No. 5

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Jai Kumar Sharma as an Independent Director of the Company.

Save and except Mr. Jai Kumar Sharma, being the appointee Director, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the members of the Company.

Item No 5

Mrs. Shabana Anjoom was appointed as an Independent Director to hold office for five consecutive years for a term upto 30th September, 2019, by the members of the Company at the 22nd AGM held on 22nd September, 2014. Since, Mrs. Shabana Anjoom will complete his first term as an Independent Director of the Company on 30th September, 2019, she is eligible for re-appointment for one more term.

As per Section 149(10) of the act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment for another term of upto five consecutive years on the Board of a Company on passing a special resolution by the company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149 and150 and any other applicable provisions of the Act, and the Listing Regulations, Mrs. Shabana Anjoom, being eligible for re-appointment as an Independent Director, and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director of the Company for another term of five consecutive years with effect from 1st October, 2019 to 30th September, 2024.

Mrs. Shabana Anjoom is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and also she has given a declaration that she meets the criteria of independence as provided under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Board also confirms that she fulfills the conditions specified in the Act and the Listing Regulations and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mrs. Shabana Anjoom to be re-appointed as an Independent Director of the Company as per the provisions of the Companies Act, 2013.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Notes at Point No. 5.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mrs. Shabana Anjoom as an Independent Director of the Company.

Save and except Mrs. Shabana Anjoom, being the appointee Director, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the members of the Company.

**By order of the Board
For Square Four Projects India Limited**

**238A, A J C Bose Road, 2nd Floor,
Kolkata- 700 0020
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**-sd/-
(Ganesh Kumar Singhania)
Managing Director
DIN - 01248747**

Date: 30.05.2019

**SQUARE FOUR PROJECTS INDIA LIMITED
(FORMERLY: ESSEN SUPPLEMENTS INDIA LTD)
CIN: L24230WB1992PLC192922**

Regd. Office: 238A, A.J.C. Bose Road, Suite No.2B, Kolkata-700020

Phone: + 91-33-2290-3185; Fax: + 91-33-2290-3179

Web site: www.squarefourgroup.in; Email ID:arun@squarefourgroup.com

ATTENDANCE SLIP

Regd. Folio/DP-ID & Client ID	
Name and Address of the Shareholder	
Joint Holder(s)	
No. of shares held	

- 1) I hereby record my presence at the 27th Annual General Meeting of the Company being held on Monday, 30th September, 2019, at 3.30 P.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017
- 2) Signature of the Shareholder / Proxy Present _____
- 3) Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
- 4) Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

ELECTRONIC VOTING PARTICULARS:

EVSN (E-voting Sequence Number)	User ID	Password
190805024		

**SQUARE FOUR PROJECTS INDIA LIMITED
(FORMERLY: ESSEN SUPPLEMENTS INDIA LTD)
CIN: L24230WB1992PLC192922**

Regd. Office: 238A, A.J.C. Bose Road, Suite No.2B, Kolkata-700020

Phone: + 91-33-2290-3185; Fax: + 91-33-2290-3179

Web site: www.squarefourgroup.in; Email ID:arun@squarefourgroup.com

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN L24230WB1992PLC192922

Name of the Company: SQUARE FOUR PROJECTS INDIA LIMITED (Formerly Essen Supplements India Limited)

Registered Office: 238A, A.J. C. Bose Road, 2nd Floor, Kolkata- 700 020

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We, being the member(s), holding.....shares of the above named company, hereby appoint:

(1) Name..... Address.....
E-mail ID..... Signature.....or failing him/her,
(2) Name..... Address.....
E-mail ID..... Signature.....or failing him/her,
(3) Name..... Address.....
E-mail ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company being held on Monday, 30th September, 2019, at 3.30 P.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions		
Ordinary Business		Vote for	Vote against
1	Adoption of audited financial Statements (standalone and consolidated) of the Company for the financial year ended 31 st March, 2019 together with the reports of Directors' and Auditors' thereon		
2	Appointment of Director in place of Mr. Ganesh Kumar Singhania (DIN: 01248747), who retires by rotation and being eligible, seeks re-appointment		
Special Business			
3	Re-appointment of Mr. Ganesh Kumar Singhania (DIN: 01248747) as Managing Director, for a term of 3 years w.e.f. 01.04.2019 (Special Resolution)		
4	Re-appointment of Mr. Jai Kumar Sharma (DIN: 06879084) as Independent Director, for a term of 5 years, w.e.f. 14.10.2019(Special Resolution)		
5	Re-appointment of Mrs. Shabana Anjoom (DIN: 06937428) as Independent Director, for a term of 5 years, w.e.f. 01.10.2019 (Special Resolution)		

Signed this.....day of..... 2019

Signature of Shareholder(s).....

Signature of Proxy holder(s).....

Affix Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. For the RESOLUTIONS and Notes please refer to the Notice of the Annual General Meeting.

SQUARE FOUR PROJECTS INDIA LIMITED

(FORMERLY: ESSEN SUPPLEMENTS INDIA LTD)

CIN: L24230WB1992PLC192922

Regd. Office: 238A, A.J.C. Bose Road, Suite No.2B, Kolkata-700020,

Phone: + 91-33-2290-3185; Fax: + 91-33-2290-3179

Web site: www.squarefourgroup.in; Email ID:arun@squarefourgroup.com

MGT-12

Date of AGM	Monday , 30 th day of September, 2019
Time	03:30. P.M.
Venue	"Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata – 700 017

BALLOT PAPER

Sl. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	
5	No. of shares	

I hereby exercise my vote in respect of resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Item No.	ORDINARY BUSINESS	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of audited financial Statements (standalone and consolidated) of the Company for the financial year ended 31st March, 2019 and the reports of Directors' and Auditors' thereon.			
2.	Appointment of Director in place of Mr. Ganesh Kumar Singhania (DIN: 01248747), who retires by rotation and being eligible, seeks re-appointment.			
SPECIAL BUSINESS				
3.	Re-appointment of Mr. Ganesh Kumar Singhania (DIN: 01248747) as Managing Director, for a term of 3 years w.e.f. 01.04.2019(Special Resolution)			
4.	Re-appointment of Mr. Jai Kumar Sharma (DIN: 06879084) as Independent Director, for a term of 5 years, w.e.f. 14.10.2019 (Special Resolution)			
5.	Re-appointment of Mrs. Shabana Anjoom (DIN: 06937428) as Independent Director, for a term of 5 years, w.e.f. 01.10.2019(Special Resolution)			

Place:

Date:

(Signature of the shareholder)