

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

CIN: L24230WB1992PLC192922

Board of Directors

1. Mr. Ganesh Kumar Singhania (46 Years) – Managing Director
2. Mr. Sanjay Kumar Jha (46 years) – Additional Director
3. Mr. Jai Kumar Sharma (45 Years) – Director (Independent)
4. Mrs. Shabana Anjoom (37 Years) – Director (Independent)

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Company Secretary

Aditya Tiwari

Auditors

M/s. S. Ramanand Aiyar & Co.
Chartered Accountant

Registered Office

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

Registrar & Share Transfer Agent

Niche Technologies (P) Ltd.
71, B. R. B. Road,
Kolkata - 700 001

SQUARE FOUR PROJECTS INDIA LIMITED

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DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in submitting their 25th Annual Report together with the Audited Statements of Account for the year ended on March 31, 2017.

Financial Performance:

The Company's financial performance for the year ended 31st March, 2017 is summarized below:

(a) Standalone Amount in (Rs.)

<i>Financial Result</i>	<i>Year Ended 31.03.2017</i>	<i>Year Ended 31.03.2016</i>
<i>Total Revenue</i>	21,49,771	19,94,054
<i>Profit /(Loss) Before Tax</i>	3,86,575	3,39,732
<i>Profit /(Loss) After Tax</i>	3,86,575	3,39,732
<i>EPS</i>	0.04	0.03

(b) Consolidated

Amount in (Rs.)

<i>Financial Result</i>	<i>Year Ended 31.03.2017</i>	<i>Year Ended 31.03.2016</i>
<i>Total Revenue</i>	21,49,771	19,94,054
<i>Profit /(Loss) Before Tax</i>	2,14,811	1,73,308
<i>Profit /(Loss) After Tax</i>	2,14,811	1,72,808
<i>EPS</i>	0.02	0.02

Operating & Financial Performance

During the year, the total revenue from operations of your Company increased from Rs. 19,94,054/- to Rs. 21,49,771/-. For FY2017, your Company's profit after tax stood at Rs. 3,86,575/- vis-à-vis Rs. 3,39,732/- in the previous year.

Change in the nature of business, if any

There is no change in the nature of the business of the Company.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There were no significant and material orders passed by regulators or courts or tribunals impacting the going concern status and Company's operations in future.

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Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

There were no material changes and commitments affecting the financial position of the Company occurring between March 31, 2017 and the date of this Report of the Directors.

Subsidiary / Joint Ventures / Associates

The Company has one subsidiary namely (1) BRC Construction Co. Pvt. Ltd. The consolidated accounts of the company alongwith the subsidiary are being disclosed in the financial Statement of the Company and are forming a part of the financial Statement and the particulars are given vide form AOC-1 enclosed with the report and marked as **Annexure -I**.

Overflow Tradelink Private Limited ceased to be subsidiary of the Company during the financial year 2016-17. Due to a scheme of amalgamation passed by the Calcutta High Court dated 28.11.2016, the name of the Company, Overflow Tradelink Private Limited has been changed to Square Four Housing & Infrastructure Development Private Limited and Overflow Tradelink Private Limited is no longer a subsidiary of Square Four Projects India Limited as the percentage of shareholding has been reduced due to the amalgamation.

Dividend

With the view to conserve the resources of company your directors regret to recommend any dividend for the period under report.

Share Capital

The paid up Equity Share Capital as on March 31, 2017 was Rs.9,80,89,000/-. During the year under review the company has not issued any shares or any convertible instruments.

Adoption of New Articles of Association

Your Company has adopted a new set of Articles of Association as per the Companies Act, 2013 in place of the existing Articles of Association subsequent to the approval of the shareholders at the Annual General Meeting of the Company held on 23.09.2016.

Management Discussion and Analysis:

Industry Structure & Developments, Opportunities & Threats, Outlook

Real estate development business is a large industry and major shaper of the built environment whose structure has implications for the form and structure of cities. Real estate development, or property development, is a multifaceted business. Hence, it will

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also effect the growth of the company in the coming years. Real estate sector has witnessed high growth in recent times.

Segment wise performance

The Company is engaged in the real estate business activity only. Accordingly, the Company is a single business segment company and hence segment wise reporting is not applicable.

Internal Financial Control

The Company has in place an established internal control system designed to ensure proper recording of financial and operational information and compliance of various internal controls and other regulatory and statutory compliances. Company's Policies on Remuneration, Employee Concern (Whistle Blowing) and also the Code of Conduct applicable to Directors and Employees of the Company have been complied with. These Policies and the Code of Conduct are available on the Company's website at www.squarefourgroup.in

Risk Management

The Board members were informed about risk assessment and minimization procedures after which the Board formally adopted Risk Management policy and implemented for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

Directors / Key Managerial Personnel (KMP)

In accordance with the provisions of Companies Act, 2013 Mr. Ganesh Kumar Singhania (DIN- 01248747), Director of the Company retires by rotation and being eligible offers himself for re-appointment.

Mr. Sanjay Kumar Jha (Din: 03422655) was appointed as additional director w.e.f.25.08.2017 and his appointment is proposed for confirmation in the ensuing Annual General Meeting of the Company.

Mr. Arun Kumar Singh (DIN- 00416126) ceased to be director of the Company w.e.f. 25.08.2017.

Mr. Arup Chakraborty has resigned as CFO of the Company w.e.f. 12.08.2017.

All Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company. The Code of Conduct is available on the Company's website:

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www.squarefourgroup.in All Directors have confirmed compliance with provisions of section 164 of the Companies Act, 2013.

Meetings of Board and Committees

Board Meetings

During the financial year 2016-2017, the Board met 5 times on 30.05.2016, 19.07.2016, 12.08.2016, 12.11.2016 and 10.02.2017.

Audit Committee Meetings

During the financial year 2016-2017, the Committee met 4 times on 30.05.2016, 12.08.2016, 12.11.2016 and 10.02.2017.

Nomination and Remuneration Committee Meetings

During the financial year 2016-2017, the Committee met once on 10.02.2017.

Stakeholders Relationship Committee Meetings

During the financial year 2016-2017, the Committee met once on 31.03.2017.

Meeting of Independent Directors

During the financial year under review,, the Independent Directors of the Company met on 31.12.2016.

Directors' Responsibility Statement

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended on March 31st, 2017 and state that :

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

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- (iv) the Directors have prepared the annual accounts on a going concern basis;
- (v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Contracts and Arrangements with Related Party

The related party transactions in accordance with provisions of Section 188 of the Companies Act, 2013 and as identified by Management and auditors are disclosed in Form AOC-2 vide **Annexure-II**.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at www.squarefourgroup.in. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

Key Managerial Personnel

The following persons are the Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013:

- a) Mr. Ganesh Kumar Singhania - Managing Director
- b) Mr. Arup Chakraborty - Chief Financial Officer (Resigned w.e.f 12.08.2017)
- c) Mr. Aditya Tiwari- Company Secretary

Board Evaluation

Pursuant to the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Guidance Note issued on 05.01.2017, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its committee.

Corporate Governance

Corporate Governance is not applicable to the Company in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Audit Committee

The Audit Committee comprises of the following Directors:

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Name	Status	Category
Mr. Jai Kumar Sharma	Chairman	Independent Director
Mrs. Shabana Anjoom	Member	Independent Director
Mr. Sanjay Kumar Jha	Member	Additional Director

During the year there were no instances where the Board had not accepted the recommendations of the Audit Committee.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of the following Directors:

Name	Status	Category
Mr. Jai Kumar Sharma	Chairman	Independent Director
Mrs. Shabana Anjoom	Member	Independent Director
Mr. Sanjay Kumar Jha	Member	Additional Director

The Company's Remuneration Policy is available on the Company's website www.squarefourgroup.in and is attached as **Annexure -III** and forms part of this Report of the Directors.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of the following Directors:

Name	Status	Category
Mr. Jai Kumar Sharma	Chairman	Independent Director
Mrs. Shabana Anjoom	Member	Independent Director
Mr. Sanjay Kumar Jha	Member	Additional Director

Vigil Mechanism

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy which is available on the Company's website www.squarefourgroup.in

Corporate Social Responsibility

The provision of the Companies Act, 2013 regarding Corporate Social Responsibility is not applicable to the Company.

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Listing

The shares of the Company are listed on the Bombay Stock Exchange. The Company's shares are compulsorily traded in the dematerialized form. The ISIN number allotted is **INE 716K01012**. Shares of the Company were also listed with Hyderabad and Ahmedabad Stock Exchanges. However, these stock exchanges stand de-recognized by the SEBI as on date.

Statutory Auditors

The re-appointment of M/s S. RamanandAiyer& Co., Chartered Accountants, (Firm Registration No – 000990N) as the Statutory Auditors of the Company is proposed for ratification by the shareholders at the ensuing Annual General Meeting of the Company.

There are no qualifications or observations or remarks made by the Auditors in their Report.

Secretarial Audit

A Secretarial Audit was conducted during the year by Mr. G. L. Bubna, Practicing Company Secretary (C.P.No. – 7290) in accordance with the provisions of Section 204 of the Companies Act, 2013. The Secretarial Auditor's Report is attached as **Annexure-IV** and forms a part of this Report of the Directors. There are no qualifications or observations or remarks made by the Secretarial Auditor in his Report.

Internal Audit

Mr. Aditya Tiwari , Company Secretary performs the duties of internal auditors of the company and his report is reviewed by the audit committee from time to time.

Deposits

The Company has not accepted any deposit from the public within the meaning of Section 73 of the Companies Act, 2013.

Loans, guarantees and investments

It is the Company's policy not to give loans, directly or indirectly, to any person (other than to employees under contractual obligations) or to other body corporate or give any guarantee or provide any security in connection with a loan to any other body corporate or person. The Company also does not have any investment in securities of any other body corporate apart from that one as stated vide Notes 9 & 10 as attached to the financial statement of the company as on 31.03.2017.

Conservation Of Energy, Technology Absorption, Foreign Exchange Earning and Outgo

In compliance with the provisions of section 134(3) (m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014 your company has to report that:

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- a) Your Company has neither carried out any Research and Development Work nor spent any amount on it.
- b) There were no foreign exchange earnings or outgo.

There are no employees who are in receipt of remuneration in excess of the limit specified under section 134(3) (q) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT- 9 is annexed herewith as **Annexure-V**.

Particulars of Employees

Information in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, regarding employees is given in **Annexure-VI** forming part of the Directors' Report.

Sexual Harassment Policy

There were no cases reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year under report.

Acknowledgement

Your Directors acknowledge the continued support extended by the bankers, clients and employees of the Company.

For Square Four Projects India Limited

On behalf of the Board

Sd/-

Ganesh Kumar Singhania

(Managing Director)

DIN: 01248747

Sd/-

Jai Kumar Sharma

(Director)

DIN: 06879084

Place: Kolkata

Date: 25.08.2017

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ANNEXURE - I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/
Associate companies/ joint ventures**

Part "A": Subsidiaries

Name of the subsidiary	BRC Construction Co. Pvt. Ltd.
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2016 - 31.03.2017
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
3. Share capital	22,32,000/-
4. Reserves & surplus	14,40,29,381/-
5. Total assets	19,17,69,892/-
6. Total Current Liabilities	4,55,08,511/-
7. Investments	—
8. Turnover	—
9. Profit before taxation	(1,71,764/-)
10. Provision for taxation	—
11. Profit after taxation	(1,71,764/-)
12. Proposed Dividend	—
13. % of shareholding	99.96

The following information shall be furnished:-

1. Names of subsidiaries which are yet to commence operations - NIL
2. Names of subsidiaries which have been liquidated or sold during the year – NIL

Note : Due to a scheme of amalgamation passed by Calcutta High Court dated 28/11/2016 the name of the company Overflow Tradelink Pvt Ltd has been changed to Square Four Housing & Infrastructure Development Pvt Ltd and Overflow Tradelink Pvt Ltd is no longer a subsidiary of Square Four Projects India Ltd as the percentage of shareholding has been reduced due to the amalgamation

Sd/-
Jai Kumar Sharma
Director
DIN: 06879084

Sd/-
Arun Kumar Singh
Director
DIN: 00416126

Sd/-
Ganesh Kumar Singhania
Managing Director
DIN: 01248747

Sd/-
Arup Chakraborty
Chief Financial Officer
PAN : AFZPC7615R

Sd/-
Aditya Tiwari
Company Secretary
Memb. No. : 32204

Place: Kolkata
Date: 30.05.2017

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ANNEXURE - II

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis : NIL**
2. **Details of material contracts or arrangement or transactions at arm's length basis :**
 1. (a) Name(s) of the related party and nature of relationship – BRC Construction Co. Pvt. Ltd., Subsidiary Company
 - (b) Nature of contracts/arrangements/transactions – Loans and Advances
 - (c) Duration of the contracts / arrangements/transactions – Perpetual
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: As and when decided by the Board at arm's length
 - (e) Date(s) of approval by the Board, if any: Prior to 01.04.2014
 - (f) Amount paid as advances, if any: NIL
2. (a) Name(s) of the related party and nature of relationship – Square Four Housing & Infrastructure Development Private Limited (Previously known as Overflow Tradelink Pvt. Ltd.), Related party
- (b) Nature of contracts/arrangements/transactions – Loans and Advances
- (c) Duration of the contracts / arrangements/transactions – Perpetual
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: As and when decided by the Board at arm's length
- (e) Date(s) of approval by the Board, if any: Prior to 01.04.2014
- (f) Amount paid as advances, if any: NIL

For Square Four Projects India Limited

On behalf of the Board

Sd/-

Ganesh Kumar Singhania
(Managing Director)

DIN: 01248747

Sd/-

Jai Kumar Sharma
(Director)

DIN: 06879084

Place: Kolkata

Date: 25.08.2017

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ANNEXURE- III

Remuneration Policy of SQUARE FOUR PROJECTS INDIA LIMITED

SFPIL's remuneration strategy is aimed at attracting and retaining high standard of relevant talent. The Remuneration Policy, therefore, is market-led and takes into account the competitive circumstance of each business situation of the Company so as to attract and retain high quality talent fulfilling the requisite qualification and leverage performance significantly.

PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. In order to align with the provisions of the Companies Act, 2013 and the amended Listing Agreement from time to time, the Board on 14 November 2014 changed the nomenclature of the "Remuneration Committee" as "Nomination and Remuneration Committee" and reconstituted the Committee with two non-executive Independent Directors and one executive Director as Member of the Committee.

Remuneration of Manager, Directors, Company Secretary, CFO Etc.

Remuneration of Manager under the Companies Act, 2013 ('Manager') and the Executive Directors, if any, the Company Secretary, Chief Financial Officer (CFO) and immediately one level below Senior Employees of the Company is determined by the Board of Directors ('Board') of the Company within the broad Policy formulated by the Nomination and Remuneration Committee comprising only Non-Executive Directors and in conformity with the relevant provisions of the Companies Act, 2013 and also subject to the approval of the Shareholders in their General Meeting. The aforesaid personnel are entitled to performance bonus for each financial year up to such an amount as may be determined by the Board. Such remuneration is linked to short and long term performance objectives appropriate to the working of the Company and its goals as well as the group to which the Company belongs to as well as on the concerned employee's qualification and the grade and the overall performance of such employee of the Company as a whole.

Commission of the Non-Executive and the Independent Directors of the Company is determined by the Board based, inter alia, on Company performance and the prevailing regulatory provisions and is payable on a uniform basis to reinforce the principle of collective responsibility. Non-Executive Directors and the Independent Directors are also entitled to sitting fees for attending Meetings of the Board and Committees thereof, the quantum of which is determined by the Board within the limits as laid down in the Articles of Association of the Company. The sitting fees shall be determined by the Board for attending each meeting of the Board, Audit Committee, Nomination and

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Remuneration Committee and Stakeholders 'Relationship Committee. The Non-Executive and the Independent Directors may be reimbursed out of pocket expenses for attending Board and Committee Meetings of the Company at a city other than the one in which they reside.

Service Contracts, Severance Fee and Notice Period:

The appointment of the Manager, the Executive Directors, if any, the Company Secretary, CFO and immediately one level below Senior Employees of the Company is governed by resolutions passed by the Board and the Shareholders of the Company, which cover the terms and conditions of such appointment read with the service rules of the Company. A separate Service Contract is not entered into by the Company with those elevated to the Board from the management cadre, since they already have a Service Contract with the Company. There is no separate provision for payment of severance fee under the resolutions governing the appointment of Manager and Executive Directors, if any, who have all been drawn from amongst the management cadre. The prevailing statutory provisions will however, apply. As per his terms of appointment, a notice of three month's is required to be given by the concerned employee ,as the case may be, seeking to vacate office and such resignation takes effect upon the expiration of such notice or its earlier acceptance by the Board.

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ANNEXURE - 4

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Square Four Projects India Limited
238A, A J C Bose Road,
Kolkata – 700 020
West Bengal

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by *Square Four Projects India Limited* having its Registered Office at 238A, A J C Bose Road, Kolkata – 700 020, West Bengal (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31.03.2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

Auditors' Responsibility

Maintenance of Secretarial Records is the responsibility of the management of the Company. My responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to me during the said audit and also based on the information furnished to me by the officers' and the agents of the Company during the said audit.

I have followed the audit practices and processes as were appropriate to the best of my understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.

I have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Board during the period under scrutiny. I have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the Board,

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of the members of the Company and of other authorities as per the provisions of various statutes as mentioned hereinafter.

Wherever required, I have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of compliance procedures on test basis.

My report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

I report that, I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31.03.2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Secretarial Standards (SS-1 and SS-2) as issued by The Institute of Company Secretaries of India;
- (iii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with the provisions of the laws to the extent of their applicability to the Company during the financial year ended 31.03.2017 and my examination and reporting is based on the documents, records and files as

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produced and shown to me and the information and explanations as provided to me by the Company and its management and to the best of my judgment and understanding of the applicability of the different enactments upon the Company. Further, to the best of my knowledge and understanding there are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliances with applicable laws including general laws, labour laws, competition law, environments laws, etc.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

During the period under review, provisions of the following regulations/guidelines/standards were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (ii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ;
- (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009;
- (v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

I further report that :

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Kolkata
Date: 25.08.2017

(CS G. L. BUBNA)
Practicing Company Secretary
ACS – 4266 / CP No.- 7290

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

ANNEXURE-V

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

CIN	L24230WB1992PLC192922
Registration Date	15.06.1992
Name of the Company	SQUARE FOUR PROJECTS INDIA LIMITED
Category / Sub-Category of the Company	Public Limited Company having share capital/ Non-govet. company.
Address of the Registered Office and contact details	238A, A.J.C Bose Road , 2nd floor, Suit No. 2B Kolkata-700020 Tel No:2212-7189
Whether listed company	Yes
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Niche Technologic (P) Ltd. 71, B.R.B.B. Road, Kolkata-700 001

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated :-

Sl. No.	Name and Description of main products services	NIC Code of the Product/Services	% of total turnover of the Company
1.	Real Estate Business Activities	681	0%

* There has been no revenue from main operations during the financial year 2015-16.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	Name & Address of the Company	CIN/GIN	Subsidiary Companies	% of total shares held	Applicable Section
1	BRC Construction Co. Pvt. Ltd.	U45201WB1998PTC087808	Subsidiary	99.96	2(87)

SQUARE FOUR PROJECTS INDIA LIMITED

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	PROMOTERS									
(1)	Indian									
	a) Individual / HUF	7320384	0	7320384	74.630	7320384	0	7320384	74.630	0.000
	b) Central Government									
	c) State Government									
	d) Bodies Corporate									
	e) Banks / Financial Institutions									
	f) Any Other									
	Sub-total (A)(1)	7320384	0	7320384	74.630	7320384	0	7320384	74.630	0.000
(2)	Foreign									
	a) NRIs - Individuals									
	b) Other - Individuals									
	c) Bodies Corporate									
	d) Banks / Financial Institutions									
	e) Any Other									
	Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
	Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	7320384	0	7320384	74.630	7320384	0	7320384	74.630	0.000
B.	PUBLIC SHAREHOLDING									
(1)	Institutions									
	a) Mutual Funds	0	9600	9600	0.098	0	9600	9600	0.098	0.000
	b) Banks / Financial Institutions									
	c) Central Governments									
	d) State Governments									
	e) Venture Capital Funds									
	f) Insurance Companies									

SQUARE FOUR PROJECTS INDIA LIMITED

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	g) Foreign Institutional Investors (FII)									
	h) Foreign Venture Capital Funds									
	i) Others (Specify)									
	Sub-total (B)(1)	0	9600	9600	0.098	0	9600	9600	0.098	0.000
(2)	Non-Institutions									
	a) Bodies Corporate									
	i) Indian	27430	13400	40830	0.416	24672	13400	38072	0.388	-0.028
	ii) Overseas									
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto Rs 1 lakh	245230	260283	505513	5.154	245988	260283	506271	5.161	0.007
	ii) Individual shareholders holding nominal share capital in excess of Rs 1	1818202	0	1818202	18.536	1817802	0	1817802	18.532	-0.004
	c) Others Specify									
	1. NRI	140	93	233	0.002	140	93	233	0.002	0.000
	2. Overseas Corporate Bodies	0	113700	113700	1.159	0	113700	113700	1.159	0.000
	3. Foreign Nationals									
	4. Clearing Members	438	0	438	0.004	2838	0	2838	0.029	0.025
	5. Trusts									
	6. Foreign Bodies - D.R.									
	Sub-total (B)(2)	2091440	387476	2478916	25.272	2091440	387476	2478916	25.272	0.000
	Total Public Shareholding (B) = (B)(1)+(B)(2)	2091440	397077	2488516	25.370	2091440	397076	2488516	25.370	0.000
C.	Shares held by Custodian for GDRs & ADRs									
	GRAND TOTAL (A+B+C)	9411824	397076	9808900	100.000	9411824	397076	9808900	100.000	0.000

SQUARE FOUR PROJECTS INDIA LIMITED

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B. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Share holding durin the year
		No. of Shares	% of total Shares of the company	% of Shares Pledge/encumbered to total shares	No. of Shares	% of total of the company to total shares	% of Shares Pledge/encumbered to total shares	
1.	Anita Singhania	3589412	36.593	0.000	3589412	36.593	0.000	0.000
2.	Ganesh Kumar Singhania	3495572	35.637	0.000	3495572	35.637	0.000	0.000
3.	Ganesh Kumar Singhania (H.U.F)	235400	2.400	0.000	235400	2.400	0.000	0.000
	Total	7320384	74.630	0.000	7320384	74.630	0.000	0.000

C. Change in Promoters' Shareholding

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares of the company	% of total share of com.	No. of shares the company	% of total share of com.
1.	Anita Singhania				
	a) At the beginning of the year	3589412	36.593	NIL	NIL
	b) Change during the year	No change	No change	No change	No change
	c) At the end of the year	NIL	NIL	3589412	36.593
2.	Ganesh Kumar Singhania				
	a) At the beginning of the year	3495572	35.637	NIL	NIL
	b) Change during the year	No change	No change	No change	No change
	c) At the end of the year	NIL	NIL	3495572	36.637
3.	M Ganesh Kumar Singhania (HUF)				
	a) At the beginning of the year	235400	2.400	NIL	NIL
	b) Change during the year	No change	No change	No change	No change
	c) At the end of the year	NIL	NIL	235400	2.400
	Total	7320384	74.630	7320384	74.630

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D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total of the company	No. of shares	% of total of the company
1	BANKE BIHARI GOENKA				
	a) At the Beginning of the Year	64000	0.652		
	b) Changes during the year	Nil	Nil	Nil	Nil
	c) At the end of the year			64000	0.0652
2	KRISHNA MURARI GOENKA				
	a) At the Beginning of the Year	64000	0.652		
	b) Changes during the year	Nil	Nil	Nil	Nil
	c) At the End of the Year			64000	0.652
3	KRISHNA MURARI GOENKA				
	a) At the Beginning of the Year	57500	0.586		
	b) Changes during the year	Nil	Nil	Nil	Nil
	c) At the End of the Year			57500	0.586
4	MANISH SHARMA				
	a) At the Beginning of the Year	55600	0.567		
	b) Changes during the year	Nil	Nil	Nil	Nil
	c) At the End of the Year			55600	0.567
5	MANISHA GOENKA				
	a) At the Beginning of the Year	84000	0.856		
	b) Changes during the year	Nil	Nil	Nil	Nil
	c) At the End of the Year			84000	0.856
6	PALLAVI GOENKA				
	a) At the Beginning of the Year	84000	0.856		
	b) Changes during the year	Nil	Nil	Nil	Nil
	c) At the End of the Year			84000	0.856
7	PRABHA DEVI GOENKA				
	a) At the Beginning of the Year	55000	0.561		
	b) Changes during the year	Nil	Nil	Nil	Nil
	c) At the End of the Year			55000	0.561
8	RETHMEIER GMBH				
	a) At the Beginning of the Year	113700	1.159		
	b) Changes during the year	Nil	Nil	Nil	Nil
	c) At the End of the Year			113700	1.159
9	VISHNU PRAKASH GOENKA				
	a) At the Beginning of the Year	84000	0.856		
	b) Changes during the year	Nil	Nil	Nil	Nil
	c) At the End of the Year			84000	0.856

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10	VISHNU PRAKASH GOENKA				
	a) At the Beginning of the Year	64000	0.652		
	b) Changes during the year	Nil	Nil	Nil	Nil
	c) At the End of the Year			64000	0.65
	T O T A L	725800	7.399	725800	7.399

E. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total of the company	No. of shares	% of total of the company
	GANESH KUMAR SINGHANIA				
	At the beginning of the year	3495572	35.637		
	Date wise changes specifying the reason during the year	No changes	No changes	No changes	No changes
	At the end of the year			3495572	35.637

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment :

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
At the beginning of the financial year:	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
• Addition				
• Reduction				
Net Change	NIL	NIL	NIL	NIL
At the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

SQUARE FOUR PROJECTS INDIA LIMITED

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD / Manager				Total Amount
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—	—	—	—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—	—	—
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	—	—	—	—	—
2.	Stock Option	—	—	—	—	—
3.	Sweat Equity	—	—	—	—	—
4.	. Commission - as % of profit - Others, specify...	—	—	—	—	—
5.	Others, please specify	—	—	—	—	—
	Total (A)	—	—	—	—	—
	Ceiling as per the Act	—	—	—	—	—

B. Remuneration to Other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
	Independent Directors					
	• Fee for attending board /committee meetings	NIL	NIL	NIL	NIL	NIL
	• Commission					
	• Others, please specify					
	Total (1)	NIL	NIL	NIL	NIL	NIL
	Other Non-Executive Directors					
	• Fee for attending board /committee meetings	NIL	NIL	NIL	NIL	NIL
	• Commission					
	• Others, please specify					
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/ WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	4,20,000/-(P.A)	1,20,000(P.A)	5,40,000/-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - Others, specify...				
5	Others (Bonus)	-	35000/-	10,000/-	45000/-
	Total	-	4,55,000/-	1,30,000/-	5,85,000/-

VII. PEALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Sl. No.	Particulars of Remuneration	Key Managerial Personnel
A.COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

SQUARE FOUR PROJECTS INDIA LIMITED

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ANNEXURE -VI

DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

Name of the Director / CEO / CFO / Company Secretary / Manager	Designation	(i) Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2016-17	(ii) Percentage increase in Remuneration during 2016-17
Ganesh Kumar Singhania	Managing Director	Nil*	Nil*
Arun Kumar Singh	Director	Nil*	Nil*
Jai Kumar Sharma	Director	Nil*	Nil*
Shabana Anjoom	Director	Nil*	Nil*
Arup Chakraborty**	CFO	NA*	No increment
Aditya Tiwari	Company Secretary	NA*	40%

* The Directors did not receive any remuneration for F.Y. 2016-17.

** Resigned w.e.f.12.08.2017

Sl. No.	Description	Remarks
iii.	the percentage increase in the median remuneration of employees in the financial year;	No increment
iv.	the number of permanent employees on the rolls of company	2
viii.	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average Salary increase of non-managerial employees is – Nil Average Salary increase of managerial employees – As detailed above the hike in the salary has been made seeing the good performance of the employee.
xii.	It is hereby affirmed that the remuneration to managerial personnel referred to above is as per the remuneration policy of the Company.	

SQUARE FOUR PROJECTS INDIA LIMITED

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PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (2) and 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

It is hereby affirmed that :

- (i) No employee was in receipt of remuneration for the year in aggregate of more than Rs. 1.02 Crores (if employed throughout the financial year);
- (ii) No employee was in receipt of remuneration for any part of the year at a rate which in aggregate was more than Rs. 8.5 lacs per month (if employed for a part of the financial year);
- (iii) No employee was in receipt of remuneration in excess of that drawn by the Managing Director of Whole-time Director or Manager nor holds by himself or along with his spouse and dependent children more than two percent of the equity shares of the Company.

Top Ten Employees in terms of Remuneration drawn for F.Y. 2016-17 :

Sl. No.	Name	Designation	Remuneration	Nature of Employment	Qualification and Experience	Date of Commencement of Employment	Age	Last Emp. Hold	% of Eque Share	Whether relative of any Directory/ Manager
1	Aditya Tiwari	Company Secretary	455000/-		B. Com(H), A.C.S., M.B.(F)	1.7.2014	27	Con. Cred. Limit. (Asst. Man.)	Nil	N.A.
2	Arup Chakraborty*	Chief Financial Officer	130000/-		B.Com.(H)	14.8.2014	53	Govt. Emp.	Nil	N.A.

Note: There are only 2 permanent Employees on the roll of the Company.

*Resigned w.e.f.12.08.2017

SQUARE FOUR PROJECTS INDIA LIMITED

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S. Ramanand Aiyar & Co

CHARTERED ACCOUNTANTS

114F/1D Selimpur Road, Kolkata 700 031

Ph : 4063-7112/7113, Fax : 4063-7112, email: ravi@sraco.in

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

To the Members of,

SQUARE FOUR PROJECTS INDIA LIMITED (FORMERLY ESSEN SUPPLEMENTS INDIA LIMITED)

Report On The Standalone Financial Statements

We have audited the accompanying standalone financial statements of **SQUARE FOUR PROJECTS INDIA LIMITED (FORMERLY ESSEN SUPPLEMENTS INDIA LIMITED)** ("the Company"), which comprise the Balance Sheet as at 31 March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under section 143 (11) of the Act.

SQUARE FOUR PROJECTS INDIA LIMITED

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We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, subject to the matter stated under emphasis of matter:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under section 133 of the Act, as applicable.
- e) On the basis of the written representations received from the directors as on 31 March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - III. There were no amounts which were required to be transferred by the Company to the Investor Education and Protection Fund during the year.
 - IV. The Company has provided requisite disclosures in the standalone financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016. Based on the audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Dated 30th May, 2017
114F/1D Selimpur Road
Kolkata 700 031

For S Ramanand Aiyar & Co
Chartered Accountants
(Firm Regn No 000990N)
Sd/-
Ravi Kumar Venkatesan
Partner
Membership No. 052145

SQUARE FOUR PROJECTS INDIA LIMITED

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(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **SQUARE FOUR PROJECTS INDIA LIMITED (FORMERLY ESSEN SUPPLEMENTS INDIA LIMITED)** ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S Ramanand Aiyar & Co
Chartered Accountants
(Firm Regn No 000990N)

Dated 30th May, 2017
114F/1D Selimpur Road
Kolkata 700 031

Sd/-
Ravi Kumar Venkatesan
Partner
Membership No. 052145

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

The Annexure referred to in paragraph 2 of the Our Report of even date to the members SQUARE FOUR PROJECTS INDIA LIMITED (FORMERLY ESSEN SUPPLEMENTS INDIA LIMITED) on the accounts of the Company for the year ended 31st March, 2017.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets
- (b) As explained to us, the Company has a regular programme of physical verification of the fixed assets and the same are verified at reasonable intervals during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) In our opinion and according to information and explanations given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. Since the Company did not have any stock of finished goods, raw materials, stores and spares and packaging materials either at the beginning or at the end or during the year, matters specified in clauses (ii) of paragraph 3 of the said Order are not applicable to the Company for the relevant year.
- iii. According to the information and explanations given to us, the Company has granted unsecured loans to its subsidiary Companies covered under Section 189 of the Act.
 - (a) The terms and conditions on which loan has been granted to the borrower Companies covered under Section 189 of the Act is not, prima facie, prejudicial to the interest of the Company.
 - (b) The principal amount is repayable on demand. The borrower has been regular in paying interest on the loan.
 - (c) There is no overdue amount of more than 90 days in respect of loan granted to the party listed in the register maintained under Section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted any deposits during the year and, accordingly, the provisions of clauses v of paragraph 3 the order is not applicable to the Company.
- vi. As per information and explanation given by the management, maintenance of cost records have not been prescribed by the Central Government under sub-section (1) of section 148 of the Act for the type of business the Company is currently in.

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

- vii.(a) According to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues to the extent applicable have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2015 for a period of more than six months from the date they became payable except land revenue payable of Rs 9,84,863/- (previous year Rs 8,59,553/-) to the Gram Panchayat Bollaram for a period between 2005-06 and 2016-17.
- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty, excise duty and value added tax which have not been deposited on account of any disputes.
- viii. Since the Company has not taken any loan amounts from any financial institution, bank, Governments and debenture holders during the year under reference clause (viii) of paragraph 3 of the said order is not applicable.
- ix. The Company has not raised any amounts by way of initial public offer or further public offer (including debt instruments) or term loans during the year and accordingly matters specified in clause (ix) of paragraph 3 of the said order is not applicable to the Company for the relevant year.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013, as applicable.
- xii. The Company is not a Nidhi Company and, accordingly, the matter specified in clause (xii) of paragraph 3 of the said order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with related parties and the details of related party transactions have been disclosed in the financial statements etc as required by the applicable accounting standards.
- xiv. The Company has not made any preferential allotment of shares or private placement of shares or fully or partly convertible debentures and, accordingly, matters specified in clause (xiv) of paragraph 3 of the said order is not applicable to the Company.

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its Directors or persons connected with them and hence the provisions of Section 192 of the Companies Act, 2013 are not applicable.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For S Ramanand Aiyar & Co
Chartered Accountants
(Firm Regn No 000990N)

Dated 30th May, 2017
114F/1D Selimpur Road
Kolkata 700 031

Sd/-
Ravi Kumar Venkatesan
Partner
Membership No. 052145

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF SQUARE FOUR PROJECTS INDIA LIMITED (FORMERLY ESSEN SUPPLEMENTS INDIA LIMITED)

We have examined the compliance of conditions of Corporate Governance by **SQUARE FOUR PROJECTS INDIA LIMITED (FORMERLY ESSEN SUPPLEMENTS INDIA LIMITED)** ("the Company"), for the year ended 31st March, 2017, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2017.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has concluded the affairs of the Company.

Dated 30th May, 2017
114F/1D Selimpur Road
Kolkata 700 031

For S Ramanand Aiyar & Co
Chartered Accountants
(Firm Regn No 000990N)
Sd/-
Ravi Kumar Venkatesan
Partner
Membership No. 052145

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

BALANCE SHEET AS AT 31ST MARCH, 2017 (STANDALONE)

	Note No	As At 31-3-2017 RS. RS.		AS At 31-3-2016 RS. RS.	
I EQUITY AND LIABILITIES					
(1) Shareholders Funds					
(a) Share Capital	2		9,80,89,000		9,80,89,000
(b) Reserves and Surplus	3		— 4,49,92,287		— 4,53,78,862
(2) Current Liabilities					
(a) Other Current Liabilities	4		12,38,314		10,74,467
T O T A L			5,43,35,054		5,37,84,605
II ASSETS					
(1) Non Current Assets					
(a) Fixed Assets					
(a) Tangible Assets	5		30,95,050		30,95,050
(b) Capital Work in Progress			—		—
(b) Non Current Investments	6		61,81,000		61,81,000
(c) Long Term Loans And Advance	7		1,75,00,000		1,75,00,000
(2) Current Assets					
(a) Trade Receivables	8	9,61,229		9,61,229	
(b) Cash and Cash Equivalent	9	3,35,196		70,472	
(c) Short Term Loans and Advances	10	2,52,47,773		2,49,80,620	
(d) Other Current Assets	11	10,14,806	2,75,59,004	9,96,234	2,70,08,555
T O T A L			5,43,35,054		5,37,84,605

See accompanying notes forming a part of the financial statements 1-27

In terms of our report attached

For and on behalf of the Board

CA. Ravi Kumar Venkatesan
Membership No. 52145
Partner
For & on behalf of
S RAMANAND AIYAR & CO
Chartered Accountants
(Regn No 000990N)

Sd/-
ARUN KUMAR SINGH
Director
Din-00416126

Sd/-
JAI KUMAR SHARMA
Additional Director
Din-06879084

Sd/-
GANESH KUMAR SINGHANIA
Managing Director
Din-01248747

Sd/-
ARUP CHAKRABORTY
Chief Finance Officer
PAN : AFZPC 7615R

KOLKATA
Dated : 30th May, 2017

Sd/-
ADITYA TIWARI
Company Secretary
Mem. No. : 32204

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017

PARTICULARS	Note No	Y/E 31/03/2017 Rs.	Y/E 31/03/2016 Rs.
Income			
I Revenue from Operations		—	—
II Other Income	12	21,49,771	19,94,054
III Total Revenue		<u>21,49,771</u>	<u>19,94,054</u>
IV Expenses			
Employee Benefit Expenses (Salary, wages and Bonus)		5,75,000	4,54,214
Other Expenses	13	11,88,196	12,00,108
T O T A L		17,63,196	16,54,322
V Profit/Loss Before Exceptional Items			
VI Exceptional Expenses		—	—
VII Profit Before Extraordinary Items and Tax		3,86,575	3,39,732
VIII Extraordinary Items		—	—
IX Profit Before Tax		3,86,575	3,39,732
X Tax Expenses		—	—
Current Tax		—	—
Deferred Tax		—	—
XII Profit/Loss For the Period		3,86,575	3,39,732
XIII Earnings per Share			
Basic		0.04	0.03
Diluted		0.04	0.03

See accompanying notes forming a part of the financial statements 1-27

In terms of our report attached

For and on behalf of the Board

CA. Ravi Kumar Venkatesan
Membership No. 52145
Partner

For & on behalf of
S RAMANAND AIYAR & CO
Chartered Accountants
(Regn No 000990N)

Sd/-
ARUN KUMAR SINGH
Director
Din-00416126

Sd/-
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Managing Director
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Sd/-
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Additional Director
Din-06879084

Sd/-
ARUP CHAKRABORTY
Chief Finance Officer
PAN : AFZPC 7615R

KOLKATA
Dated : 30th May, 2017

Sd/-
ADITYA TIWARI
Company Secretary
Mem. No. : 32204

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

Y/E
31/03/2017
Rs.

Notes Forming Part of The Balance Sheet and the Profit and Loss Account

	As at 31/03/2017		As at 31/03/2016	
	Rs	Rs	Rs	Rs
Note 2 : Share Capital				
AUTHORISED SHARE CAPITAL				
10000000 (Previous Year 10000000)		100,000,000		100,000,000
Equity Shares of Rs 10/- Each				
ISSUED SHARE CAPITAL				
9970000(Previous year 9970000)		99,700,000		99,700,000
Equity Shares of Rs 10/- Each				
ISSUED, SUBSCRIBED AND PAID UP				
9808900 Previous year 9808900) Equity Shares of Rs 10/- Each Fully Paid		98,089,000		98,089,000
		98,089,000		98,089,000
Reconciliation of Number of Shares				
	Nos	Rs	Nos	Rs
Share Outstanding at the beginning of the year (Nos)	9,808,900	98,089,000	9,808,900	98,089,000
Shares Outstanding at the end of the year (Nos)	9,808,900	98,089,000	9,808,900	98,089,000
List of Shareholders holding more than 5% of the total number of shares issued by the Company				
	Nos	%	Nos	%
Anita Singhania	3,589,412	36.60	3,589,412	36.60
Ganesh Kumar Singhania	3,495,572	35.60	3,495,572	35.60
	-	-	-	-

The Company had made a preferential allotment of shares aggregating Rs 4,00,00,000/- in the financial year 2010-11 for their proposed venture into the hospitality business. Pending receipt of certain approvals and completion of certain formalities, an aggregate amount of Rs 3,89,00,000/- of the proceeds of the said issue have been advanced against purchase of properties, which would be utilized by the Company for its proposed venture in the hospitality business.

Disclosure of Rights

The Company has issued only one class of equity shares having a par value of Rs 10/-. Each holder of equity shares is entitled to one vote per share. Dividends, declared in Indian Rupees, and when proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting, except in the case of interim dividend, if any. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the share holders

Note 3 : Reserves and Surplus				
Capital Reserve Account		9,328,000		9,328,000
Debit Balance of Profit and Loss Account				
Opening Balance	(54,706,862)		(55,046,594)	
Add Profit/Loss for the year	386,575	(54,320,287)	339,732	(54,706,862)
Total		(44,992,287)		(45,378,862)
Note 4 : Other Current Liabilities				
Credit Balance-Sundry Debtors	52,758		52,758	
TDS Payable	11,500		10,772	
Professional Tax Payable	15,240		15,220	
Liabilities for Expenses	1,158,843		995,717	
Total		1,238,341		1,074,467
		1,238,341		1,074,467

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

Notes Forming Part of The Balance Sheet and the Profit and Loss Account

Note 5: Fixed Assets

PARTICULARS	G R O S S B L O C K				D E P R E C I A T I O N			N E T B L O C K		
	AS AT 01.04.2016	ADDITIONS	DEDUCTIONS	AS AT 31.3.2017	AS AT 01.04.2016	FOR THE PERIOD	DEDUCTI ONS/ ADJUST MENTS	AS AT 31.3.2017	AS AT 31.3.2017	AS AT 31.3.2016
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<u>TANGIBLE ASSETS (OWNED)</u>										
Land	3,095,050		-	3,095,050	-	-	-	-	3,095,050	3,095,050
TOTAL	3,095,050	-	-	3,095,050	-	-	-	-	3,095,050	3,095,050
Previous year	1,164,723	1,930,327	-	3,095,050	-	-	-	-	3,095,050	1,164,723

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

Notes Forming Part of The Balance Sheet and the Profit and Loss Account

	As at 31/03/2017		As at 31/03/2016	
	Rs	Rs	Rs	Rs
Note 6: Non Current Investments				
Unquoted				
21400 (P/Y 128400) Fully Paid Equity Shares of Squarefour Asset Management & Reconstruction Co. Pvt Ltd*		1,284,000		1,284,000
223100 (P/Y 223100) Fully Paid Equity Shares of BRC Construction Co Pvt Ltd		2,231,000		2,231,000
266600 (P/Y 266600) Fully Paid Equity Shares of Squarefour Housing & Infrastructure Development Pvt Ltd**		2,666,000		2,666,000
		<u>6,181,000</u>		<u>6,181,000</u>
Notes:				
*Due to amalgamation of Mangalnayak Merchants Pvt Ltd with Squarefour Asset Management & Reconstruction Co Pvt Ltd 128400 shares previously held in Mangalnayak Merchants Pvt Ltd have been converted into 21400 shares of Squarefour Asset Management & Reconstruction Co Pvt Ltd, the exchange ratio being 1 share for every 6 shares held.				
**Due to a scheme of amalgamation passed by Calcutta High Court dated 28/11/2016 the name of the company Overflow Tradelink Pvt Ltd has been changed to Squarefour Housing & Infrastructure Development Pvt Ltd and Overflow Tradelink Pvt Ltd is no longer a subsidiary of Squarefour Projects India Ltd as the percentage of shareholding has been reduced due to the amalgamation.				
Note 7: Long Term loans and Advances				
Advance against Property:				
Bholebaba Suppliers Pvt Ltd	4,500,000		4,500,000	
Stepan Commotrade Pvt Ltd	13,000,000	17,500,000	13,000,000	17,500,000
Total		<u>17,500,000</u>		<u>17,500,000</u>
Note 8: Trade Receivables (Unsecured considered good)				
Outstanding for more than 6 months		961,229		961,229
Others		-		-
Total		<u>961,229</u>		<u>961,229</u>
Note 9: Cash and Cash Equivalents				
Balances with banks;				
With Schedule Bank in Current Account		138,316		30,496
Cash in Hand				
Total		<u>196,880</u>		<u>39,976</u>
		<u>335,196</u>		<u>70,472</u>
Note 10: Short Term Loans and Advances (Unsecured Considered Good)				
Inter-Corporate Deposit:				
BRC Construction Co Pvt Ltd	8,701,214		21,538,226	
Square four □ Housing & □ Infrastructure □ Development □ Pvt.Lt (Previously known as Overflow Tradelink Pvt.Ltd.)	14,578,173		1,621,500	
Saurabh Management Pvt Ltd	1,968,386	25,247,773	1,820,894	24,980,620
Total		<u>25,247,773</u>		<u>24,980,620</u>
Note 11: Other Current Assets				
Deposits		200,709		200,709
Tax Deducted at Source		214,097		195,525
Other Advances		600,000		600,000
Total		<u>1,014,806</u>		<u>996,234</u>
Note 12 : OTHER INCOME				
Interest Income		2,140,976		1,955,291
Interest on Income Tax Refund		8,795		38,763
Total		<u>2,149,771</u>		<u>1,994,054</u>
Note 13: Other Expenses				
Factory Maintenance		78,000		78,000
Advertisement		29,880		44,280
Audit Fees		40,325		28,625
AGM Expenses		7,575		5,130
Filing Fees		7,875		5,400
General Expenses		0		985
Listing Fees		229,000		224,720
Bank Charges		631		-
Postage & Telegraph		15,281		15,802
Printing & Stationery		62,000		53,037
Professional Fees		459,423		510,606
Interest on Annual Charges of NSDL		534		-
Interest on late deposit of TDS		318		1,640
Rates & Taxes		131,590		131,260
Website maintenance expense		11,750		5,250
Annual charges of CDSIL		25,763		25,763
Annual charges of NSDIL		42,435		25,763
E Voting Charges		1,150		5,700
Registrar Fee		29,587		29,229
Professional Tax		5,000		2,500
Interest on late payment of P Tax		364		89
Penalty on late payment of P Tax		0		300
Travelling Expenses		9,715		6,029
Total		<u>1,188,196</u>		<u>1,200,108</u>

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2017

(Amount in Rupees)

		31.03.2017	31.03.2016
A	CASH FLOW FROM OPERATION ACTIVITIES		
	Net Profit before tax	3,86,575	3,39,732
	Add: Adjustment for: Depreciation		
	Preliminary Expenses written off	—	—
	Add: Loss on Sale Fixed Assets		
	Operating Profit/Loss before Working Capital Changes	3,86,575	3,39,732
	Add: Adjustments for changes in Working Capital		
	Receivables		
	Inventories		
	Loans And Advances	(2,85,725)	2,65,53,013
	Current Liabilities	1,63,874	1,59,502
	Preliminary Expenses		
	Cash(used in)/ generated from operating activities	2,64,247	2,70,52,247
	Income Tax Payments		
	Net Cash(used in)/ from Operating Activities	2,64,724	2,70,52,247
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Capital Work in Progress	—	
	Sales of Fixed Assets	—	
	Investment in Shares of Subsidiaries		(48,97,000)
	Investment in Shares of Other Companies		(12,84,000)
	Net Cash(used in)/ from Investing Activities		(48,97,000)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Bank & other borrowings	—	(1,75,00,000)
	Repayment of Sales Tax Dues	—	
	Proceeds from preferential share allotment	—	
	Proceeds from Calls in arrears paid during the year		
	Net Cash(used in)/from Financing Activities		(1,75,00,000)
	Net increase in cash and cash equivalents	2,64,724	46,55,247
	Opening Cash and Cash equivalents	70,472	(45,84,775)
	Closing Cash and Cash equivalents	3,35,196	70,472

See accompanying notes forming a part of the financial statements

In terms of our report attached

For and on behalf of the Board

CA. Ravi Kumar Venkatesan
Membership No. 52145
Partner
For & on behalf of
S RAMANAND AIYAR & CO
Chartered Accountants
(Regn No 000990N)

Sd/-
ARUN KUMAR SINGH
Director
Din-00416126

Sd/-
JAI KUMAR SHARMA
Additional Director
Din-06879084

Sd/-
GANESH KUMAR SINGHANIA
Managing Director
Din-01248747

Sd/-
ARUP CHAKRABORTY
Chief Finance Officer
PAN : AFZPC 7615R

KOLKATA
Dated : 30th May, 2017

Sd/-
ADITYA TIWARI
Company Secretary
Mem. No. : 32204

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

NOTE 1: Accounting Policies

a) Corporate Information.

Square Four Projects India Limited (Formerly Essen Supplements India Ltd) (the 'Company') is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company's main objects, vide amendment to the Memorandum of Association by a special resolution dated 3rd August, 2012, are inter-alia, development of infrastructure and real estate.

Significant Accounting Policies

b) Basis of Accounting.

The Financial Statements of the Company have been prepared in accordance with generally accepted accounting principles in India, mandatory accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956 read with General Circular 8/2014 dated April 4, 2014, issued by the Ministry of Corporate Affairs. The Financial Statements have been prepared under the historical cost convention on an accrual basis. The accounting policies applied by the Company are consistent with those used in the previous year. All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Revised Schedule III to the Companies Act, 2013 read with General Circular 8/2014 dated April 4, 2014, issued by the Ministry of Corporate Affairs. Mercantile system of accounting is generally followed except for income on account of insurance and other such claims receivable which are accounted for only on receipt basis on account of uncertainties.

The accounts for the relevant year have been prepared on a going concern basis though the operations have been suspended and almost all the fixed assets of the Company have been disposed of. The promoters of the Company have brought in fresh equity capital in an earlier year and the Company has initiated steps for obtaining relevant permissions from the concerned statutory bodies for embarking on new projects.

c) Current/Non Current Classification :

Any asset or liability is classified as current if it satisfies any of the following conditions:

- i. the asset/liability is expected to be realized/settled in the Company's normal operating cycle;
- ii. the asset is intended for sale or consumption;
- iii. the asset/liability is held primarily for the purpose of trading;
- iv. the asset/liability is expected to be realized/settled within twelve months after the reporting period;

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- v. the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;
- vi. in the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

d) Use of Estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and the disclosures relating to contingent assets and liabilities as on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates.

e) Operating Cycle

Based on the nature of business the time between the acquisition of assets for the purpose of the business and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

f) Investments

- a) **CLASSIFICATION :** Investments are classified into the following category :

Long Term Investments: All Investments in Securities, where such investments are intended (at the time of purchase or acquisition thereof) to be held for a period exceeding one year, are classified as Long Term Investments. Investments which are intended to be held for a period of less than one year are classified as short term investments. Amounts paid towards shares purchased pending completion of transfer formalities and receipt of share certificates are shown as advance against purchase of shares.

- b) **VALUATION:**

Long Term Investments are valued at cost. No provision is made for drop in the value of investments unless such reduction in value is permanent in nature.

g) Fixed Assets and Depreciation

Fixed Assets are stated at their historical cost less depreciation. Depreciation is

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provided on original cost of Fixed Assets on the straight Line method at the rates prescribed in Schedule II to the Companies Act, 2013.

h) Inventories

Inventories are valued as follows:

Raw Materials, Stores and Spares and	:	Valued at cost or net realisable
Packing Materials	:	value whichever is lower.
Finished Goods and other Products	:	Valued at net realisable value or cost whichever is lower

Provision is made for obsolete, slow moving and defective stocks, wherever necessary.

However, the Company did not have any stocks of finished goods, raw materials, stores and spares and packing materials as at 31st March, 2017.

i) Cash and Cash Equivalents (for purposes of cash flow statement)

Cash comprises cash on hand and demand deposits with Bank. Cash equivalents are short term balances (with an original maturity of 3 months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

j) Cash Flow Statement

Cash flows are reported using indirect method whereby profit/loss before extraordinary items and tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

k) Revenue Recognition:

Revenue in respect of sale of products is recognized at the point of despatch to the customers. In respect of other income, including income from commodity transactions, interest income and brokerage and commission, the same is accounted for on an accrual basis using the time proportion method. All expenses are accounted for on an accrual basis, except statutory payments which are accounted for as and when paid.

l) Income Taxes:

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

m) Deferred Tax

Deferred tax is recognized on timing differences being the difference between

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the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and tax laws enacted or subsequently enacted as on the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences as well as for unabsorbed carry forward losses and depreciation, if any, only if there is virtual certainty that there will be sufficient future taxable income available to realize the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets would be reviewed at each Balance Sheet date for their realisability.

n) Retirement Benefit:

Currently, there is no employee in the company, who has been working since the last 5 years in continuous service. Hence, no provision is required for gratuity.

o) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent Liabilities are not recognised, but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

p) Earnings per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

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Note 14: Contingent Liabilities

		(Amount in Rupees)	
Sl. No.	Particulars	As on 31.03.2017	As on 31.03.2016
1.	Contingent Liabilities (not provided for) in respect of Claims against the Company not acknowledged as debts		
	Income Tax Matter	27,63,586	27,63,586
	The Company has received a favourable order dated 14 th December, 2011 allowing the appeal preferred by the Company for quashing the Income Tax Demand raised by the Department, including interest and penalty.		
2.	Estimated amount of contracts remaining to be executed on capital account (net of advances)	Nil	Nil

Note 15: Amount Paid to Auditors

		Year ended 31.03.2017	Year ended 31.03.2016
i)	Audit Fees	40250	28625
ii)	For other Services	4675	4560
		<u>44925</u>	<u>33185</u>

Other Notes

- Certain terms and conditions of technical collaboration agreement with a German Company have not been fulfilled by the foreign counterpart and accordingly, the relevant agreement has been terminated and the Company envisages no liability in respect of royalty payable, which amounted to Rs. 10,44,395/- up to 31.03.2007.
- Balance of Sundry Debtors, Sundry Creditors, Deposits and Advances are subject to confirmation and reconciliation. However, in the opinion of the Management, the sundry debtors and loans and advances are considered good and recoverable. Amounts, if any, which may not be recovered would be written off in the books in such year the same are determined as non-recoverable by the Management
- No provision for current income tax (including Minimum Alternate Tax) has been made in view of the carried forward losses, including unabsorbed depreciation.

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19. ACIT Hyderabad has issued to the company an Order cum Demand notice for penalty amounting to Rs.27,63,586/-under section 271 (1)(c)of the Income Tax Act, 1961, relating to the Assessment year 2004-05. The company has preferred an appeal before the Appellate Tribunal at Hyderabad in April, 2011 against the said Order. The Company has received a favourable judgement dated 14th December, 2011. However, since there is a possibility of the matter being further appealed by the Department, the figure continues to be shown under contingent liability.
20. Since the company did not have any employee during the financial year ended 31st March, 2017 for a continuous period of over 5 years, the provisions of AS15 relating to gratuity provision is not applicable. Also, leave salary is accounted for during the year, if applicable.
21. Based on the information/documents available with the company, there are no dues to Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2017.
22. Impairment/loss of Assets – Since the Company does not have any significant assets other than freehold land, the provisions of AS 28 relating to impairment of Assets is not applicable for the relevant year. Also, in the opinion of the Management, the current assets, loans and advances are fully recoverable and no losses are anticipated.
23. Disclosure as per Section 186 of the Companies Act 1963:
The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:
 - (i) Details of Investments made are given in Note 6
 - (ii) Details of loans given by the Company are as follow:

Name of the Party	Relationship	Amt as on 31/03/2017	Amt as on 31/03/2016	Amt as on 01/04/2015
BRC Construction Co Pvt. Ltd.	Subsidiary	8701214	21538226	25397317
Square four Housing & Infrastructure Development Pvt. Ltd. (Previously known as Overflow Tradelink Pvt. Ltd.)	Related Party	14578173	1621500	—

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There are no guarantees issued by the Company in accordance with Section 186 of the Companies Act, 2013 read with rules issued thereunder.

24. Disclosure as per Regulation 53(F) of SEBI (Listing Obligations and Disclosure Requirements) regulations

Loans and Advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties

Name of the Party	Relationship	Amt Outstanding as on 31/03/2017	Amt Outstanding as on 31/03/2016	Max Balance Outstanding during the year 31/03/2017	Max Balance Outstanding during the year 31/03/2016
BRC Construction Co Pvt. Ltd.	Subsidiary	8701214	21538226	21538226	25397317

Investment in the shares of the Company by the above parties

Name of the Party	Relationship	No of Shares Invested 31/03/2017	Total Investment 31/03/2017 (Rs 000)	No of Shares Invested 31/03/2016	Total Investment 31/03/2016 (Rs 000)
	NIL				

25. Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 is provided in the table below:

	Specified Bank Notes (SBN)	Other Denomination Notes	Total
Closing Cash in hand as on 08/11/2016	NIL	148170	148170
Add: Permitted Receipts	NIL	50000	50000
Less: Permitted Payments	NIL	1000	1000
Less : Amount deposited in Bank	NIL	NIL	NIL
Closing Cash in Hand as on 30/12/2016	NIL	197170	197170

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26. Basic and Diluted earnings per share

		2016-17	2015-16
	A-Basic		
i.	Number of Equity Shares at the beginning of the year	9808900	9808900
ii.	Number of Equity Shares at the end of the year	9808900	9808900
iii.	Weighted Average Number of Shares during the year	9808900	9808900
iv.	Face Vale of each Equity Share (Rs)	10	10
v.	Profit after Tax Available for Equity Shareholders (Rs)	386575	339732
vi.	Basic Earnings per share (Rs) (v/iii)	0.04	0.03
	B-Diluted		
i.	Number of Dilutive Potential Shares	Nil	Nil
ii.	Diluted Earnings per share (Rs) (Same as A vi above)	0.04	0.03

27. Details of Income and expenditure in foreign currency:

A) CIF VALUE OF IMPORTS

Particulars	Year ended	Year ended
	31.03.2017	31.03.2016
Capital Goods	Nil	Nil
Trading Goods	Nil	Nil
Raw Material Imported	Nil	Nil
B) EXPENDITURE IN FOREIGN CURRENCY	Nil	Nil
C) EXPORT SALES:		
Sale Proceeds	Nil	Nil

28. Related party Disclosure : Details of transactions with related parties as per AS 18:

1	Individuals exercising significant influence	Arun Kumar Singh, Director Jai Kumar Sharma, Director Ganesh Kumar Singhania, Managing Director
2	Relatives of the above	None associated with the Company

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3	Entities in which persons listed in 1 and 2 exercise significant influence	<p>Arun Kumr Singh (as Director): Anajaniputra Ispat Ltd,</p> <p>Jai Kumar Sharma (as Director): Yodeva Foams Pvt Ltd, Ratnagiri Engg Pvt Ltd, Dalhousie Square Medical and Research Centre Pvt Ltd, BRC Construction Co Pvt Ltd, Avorik Marketing Pvt Ltd, Captive Merchants Pvt Ltd, Armco Commercial Systems Pvt Ltd, Rajgold Vinimoy Pvt Ltd, Simran Suppliers Pvt Ltd, Linkwise Dealer Pvt Ltd, Subhashri Dealer Pvt Ltd, Amulay Mercantile Pvt Ltd, Highlight Dealer Pvt Ltd, Seema Cloth House Pvt Ltd, Sylvan Comml Pvt Ltd, Techno Banque (India) Pvt Ltd.</p> <p>Ganesh Kumar Singhania (as Director): Yodeva Foams Pvt Ltd, Ratnagiri Engg Pvt Ltd, Calcutta Fan (1995) Pvt Ltd, Dalhousie Square Medical and Research Centre Pvt Ltd, Singhania Developers Pvt Ltd, Square Four Realtors Pvt Ltd, Ujjwal Barter Pvt Ltd, Square Four Asset Management and Reconstruction Co Pvt Ltd, Square Four Housing & Infrastructure Co Pvt Ltd, Ramanlal Madanlal Trading Pvt Ltd, Macro Telecom Pvt Ltd, G K S Finvest Pvt Ltd, Sylvan Comml Pvt Ltd, G S Global Projects Pvt Ltd, macro Network Pvt Ltd, Square Four Shipyard & Port Infrastructure Pvt Ltd, Macro Entertainment Pvt Ltd.</p>
4	Subsidiary Companies	1 BRC Construction Co Pvt Ltd

Note : Related party relationship are as identified by the Management and relied upon by the auditors

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Related Party Transactions

	Individuals and relatives exercising significant control	BRC Const ruction Co Pvt Ltd	Square Four Housing & Infrastructure Development Pvt.Ltd.
Income	Nil	Nil	Nil
Expenses	Nil	Nil	Nil
Others	Nil	Nil	Nil
Balances outstanding at the Year end			
Loans and Advances Payable	Nil	Nil	NIL
Loans and Advances Receivable	Nil	8701214 (21538226)	14578173 (1621500)
Investment in Group Companies		2231000 (2231000)	2666000 (2666000)
Corporate Guarantees Given (shown as contingent liability)	Nil	Nil	Nil

(Figures in Parenthesis relate to the previous financial year)

Figures for the previous year in respect of Square Four Housing & Infrastructure Development Pvt Ltd relate to Overflow Tradelink Pvt Ltd (refer Note No 6)

29. Previous year's figures have been regrouped and rearranged wherever necessary.
30. Figures have been rounded off to the nearest Rupee.

As per our report of even date

for and on behalf of the Board of

CA. Ravi Kumar Venkatesan
Membership No. 52145
Partner

For & on behalf of
S RAMANAND AIYAR & CO
Chartered Accountants
(Regn No 000990N)

KOLKATA
Dated : 30th May, 2017

Sd/-
ARUN KUMAR SINGH
Director
Din-00416126

Sd/-
GANESH KUMAR SINGHANIA
Managing Director
Din-01248747

Sd/-
ADITYA TIWARI
Company Secretary
Mem. No. : 32204

Sd/-
JAI KUMAR SHARMA
Additional Director
Din-06879084

Sd/-
ARUP CHAKRABORTY
Chief Finance Officer
PAN : AFZPC 7615R

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S. Ramanand Aiyar & Co

CHARTERED ACCOUNTANTS

114F/1D Selimpur Road, Kolkata 700 031

Ph : 4063-7112/7113, Fax : 4063-7112, email: ravi@sraco.in

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

To the Members of,

SQUARE FOUR PROJECTS INDIA LIMITED (FORMERLY ESSEN SUPPLEMENTS INDIA LIMITED)

Report On The Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **SQUARE FOUR PROJECTS INDIA LIMITED (FORMERLY ESSEN SUPPLEMENTS INDIA LIMITED)** (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, Consolidated Cash Flows Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors are responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Jointly controlled companies in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (particularly Accounting Standard 21, Consolidated Financial Statements and accounting Standard 27, Financial Reporting of Interest in Joint Ventures). The respective Board of Directors of the companies included in the Group and of its jointly controlled companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its jointly controlled companies and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the

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purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. in the case of Consolidated Balance Sheet, of the consolidated state of affairs of the Group as at 31st March, 2017;
- ii. in the case of the Consolidated Statement of Profit and Loss, of the consolidated profits for the year ended on that date; and
- iii. in the case of the Consolidated Cash Flow Statement, of the consolidated cash flows for the year ended on that date

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Other Matter

We did not audit the financial statements of the subsidiary as mentioned in Annexure I to this report, whose financial statement reflect total assets of Rs 19,17,69,892/- as at 31st March, 2017, total revenues of Rs NIL and net cash inflows amounting to Rs (3,156/-) for the year then ended, as considered in the consolidated financial statements. These financial statements have been audited by another auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements of a subsidiaries and jointly controlled companies, as noted in the 'Other Matter' paragraph, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements
 - b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary Company none of the directors of the Group Companies is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our

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separate Report in "Annexure A", which is based on the auditors' reports of the Holding company and the subsidiary Company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of, the Holding Company's and the subsidiary Company's / associate company's internal financial controls over financial reporting.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of subsidiaries as noted in the 'Other Matter' paragraph:
- I. The consolidated financial statements disclose the impact of the pending litigations on the consolidated financial position of the Holding Company and its Subsidiaries;
 - II. The Holding Company and the Subsidiaries did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - III. There were no amounts which were required to be transferred by the Holding Company or the Subsidiaries to the Investor Education and Protection Fund during the year.
 - IV. The Holding Company has provided requisite disclosures in the consolidated financial statements as regards the holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016 of the Group entities as applicable. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the relevant books of accounts maintained by those entities for the purpose of preparation of the consolidated financial statements and as produced to us and their auditors by the Management of the Company's subsidiary

For S Ramanand Aiyar & Co
Chartered Accountants
(Firm Regn No 000990N)

Dated 30th May, 2017
114F/1D Selimpur Road
Kolkata 700 031

Sd/-
Ravi Kumar Venkatesan
Partner
Membership No. 052145

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ANNEXURE 1

(Referred to in our report of even date)

The Following Subsidiaries have not been audited by S Ramananad Aiyar & Co , which are considered for the consolidation of **SQUARE FOUR PROJECTS INDIA LIMITED (FORMERLY ESSEN SUPPLEMENTS INDIA LIMITED)**

Name of Company	Accounting Period	Subsidiary	Total Assets Rs	Total Revenue Rs	Net Cash Flow Rs	Name of Auditor
BRC Construction Co Pvt Ltd	01/04/2016 to 31/03/2017	Direct	19,17,69,892	Nil	(3,156))	S S Lohia & Co

ANNEXURE II

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of **SQUARE FOUR PROJECTS INDIA LIMITED (FORMERLY ESSEN SUPPLEMENTS INDIA LIMITED)** ("the Holding Company") as of and for the year ended 31st March, 2017, we have audited the internal financial controls over financial reporting of the Holding Company and its subsidiary Company as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by

SQUARE FOUR PROJECTS INDIA LIMITED

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ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

Opinion

In our opinion, the Holding Company and its subsidiary companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal controls over financial reporting criteria established by the company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the Subsidiary Company, is based on the corresponding report of the auditor of such Company.

For S Ramanand Aiyar & Co
Chartered Accountants
(Firm Regn No 000990N)

Dated 30th May, 2017
114F/1D Selimpur Road
Kolkata 700 031

Sd/-
Ravi Kumar Venkatesan
Partner
Membership No. 052145

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

	Note No	As At 31-3-2017		As At 31-3-2016	
		RS.	RS.	RS.	RS.
I EQUITY AND LIABILITIES					
(1) Shareholders Funds					
(a) Share Capital	2		98,089,000		98,089,000
(b) Reserves and Surplus	3		98,972,564		261,749,991
(2) Minority Interest					
			65,529		12,493,087
(3) Non Current Liabilities					
(a) Other Long Term Liabilities	4		0		18,817,324
(4) Current Liabilities					
(a) Short Term Borrowings	5		35,800,000		21,909,252
(b) Other Current Liabilities	6		2,683,864		1,564,411
T O T A L			235,610,958		414,623,065
II ASSETS					
(1) Non Current Assets					
(a) Fixed Assets					
(a) Tangible Assets	7		162,085,296		353,836,240
(b) Capital Work in Progress	8		14,035,369		19,332,032
(b) Non Current Investments	9		3,950,000		1,284,000
(c) Long Term Loans And Advances	10		36,102,441		36,102,441
(2) Current Assets					
(a) Trade Receivables	11		961,229		961,229
(b) Cash and Cash Equivalents	12		442,824		255,787
(c) Short Term Loans and Advances	13		17,018,993		1,855,102
(d) Other Current Assets	14		1,014,806		996,234
T O T A L			235,610,958		414,623,065

See accompanying notes forming a part of the financial statements 1-28
In terms of our report attached

For and on behalf of the Board

CA. Ravi Kumar Venkatesan
Membership No. 52145
Partner
For & on behalf of
S RAMANAND AIYAR & CO
Chartered Accountants
(Regn No 000990N)

Sd/-
ARUN KUMAR SINGH
Director
Din-00416126

Sd/-
JAI KUMAR SHARMA
Additional Director
Din-06879084

KOLKATA
Dated : 30th May, 2017

Sd/-
GANESH KUMAR SINGHANIA
Managing Director
Din-01248747

Sd/-
ARUP CHAKRABORTY
Chief Finance Officer
PAN : AFZPC 7615R

Sd/-
ADITYA TIWARI
Company Secretary
Mem. No. : 32204

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017 (CONSOLIDATED)

PARTICULARS	Note No	Y/E 31/03/2017 Rs.	Y/E 31/03/2016 Rs.
Income			
I Revenue from Operations		-	-
II Other Income	15	2,149,771	1,994,054
III Total Revenue		2,149,771	1,994,054
IV Expenses			
Employee Benefit Expenses (Salary, wages and Bonus)		575,000	454,214
Other Expenses	16	1,359,960	1,366,532
T O T A L		1,934,960	1,820,746
V Profit/Loss Before Exceptional Items			
VI Exceptional Expenses		-	-
VII Profit Before Extraordinary Items and Tax		214,811	173,308
VIII Extraordinary Items		-	-
IX Profit Before Tax		214,811	173,308
X Tax Expenses			
Current Tax		-	-
Deferred Tax		-	-
Prior period tax			500
XII Profit/Loss For the Period		214,811	172,808
XIII Earnings per Share			
Basic		0.02	0.02
Diluted		0.02	0.02

See accompanying notes forming a part of the financial statements

In terms of our report attached

For and on behalf of the Board

CA. Ravi Kumar Venkatesan
Membership No. 52145
Partner
For & on behalf of
S RAMANAND AIYAR & CO
Chartered Accountants
(Regn No 000990N)

Sd/-
ARUN KUMAR SINGH
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Chief Finance Officer
PAN : AFZPC 7615R

KOLKATA
Dated : 30th May, 2017

Sd/-
ADITYA TIWARI
Company Secretary
Mem. No. : 32204

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

Notes Forming Part of The Balance Sheet and the Profit and Loss Account

	As at 31/03/2017		As at 31/03/2016	
	Rs	Rs	Rs	Rs
Note 2 : Share Capital				
AUTHORISED SHARE CAPITAL				
10000000 (Previous Year 10000000)		100,000,000		100,000,000
Equity Shares of Rs 10/- Each				
ISSUED SHARE CAPITAL				
9970000(Previous year 9970000)		99,700,000		99,700,000
Equity Shares of Rs 10/- Each				
ISSUED, SUBSCRIBED AND PAID UP				
9808900 Previous year 9808900) Equity		98,089,000		98,089,000
Shares of Rs 10/- Each Fully Paid				
		98,089,000		98,089,000
Reconciliation of Number of Shares				
	Nos	Rs	Nos	Rs
Share Outstanding at the beginning of the year (Nos)	9,808,900	98,089,000	9,808,900	98,089,000
Shares Outstanding at the end of the year (Nos)	9,808,900	98,089,000	9,808,900	98,089,000
List of Shareholders holding more than 5% of the total number of shares issued by the Company				
	Nos	%	Nos	%
Anita Singhania	3,589,412	36.60	3,589,412	36.60
Ganesh Kumar Singhania	3,495,572	35.60	3,495,572	35.60
	-	-	-	-
The Company had made a preferential allotment of shares aggregating Rs 4,00,00,000/- in the financial year 2010-11 for their proposed venture into the hospitality business. Pending receipt of certain approvals and completion of certain formalities, an aggregate amount of Rs 3,89,00,000/- of the proceeds of the said issue have been advanced against purchase of properties, which would be utilized by the Company for its proposed venture in the hospitality business.				
Disclosure of Rights				
The Company has issued only one class of equity shares having a par value of Rs 10/-. Each holder of equity shares is entitled to one vote per share. Dividends, declared in Indian Rupees, and when proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting, except in the case of interim dividend, if any. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the share holders				
Note 3 : Reserves and Surplus				
Capital Reserve Account	9,328,000		9,328,000	
Add: On Consolidation	144,179,600	153,507,600	307,287,116	316,615,116
Debit Balance of Profit and Loss Account				
Opening Balance	(54,749,943)		(55,046,594)	
Add: Profit/Loss for the year (consolidated)	214,811		172,808	
Less: Share of Minority in losses of subsidiary	-96		(8,661)	
		(54,535,036)		(54,865,125)
Total		98,972,564		261,749,991
Note 4 : Other Long Term Liabilities				
Subhrashi Dealer Pvt Ltd	-		1,400,000	
Danodia Investments & Finance Ltd	-		5,809,978	
Squarefour Asset Management & Reconstruction (P) Ltd	-		107,346	
Vastav Dealers Pvt Ltd	-		11,500,000	
	-		18,817,324	
Note 5 : Short Term Borrowings				
Unsecured Loan:				
Mechano Paper Mills Ltd	35,800,000		19800000	
Squarefour Asset Management & Reconstruction (P) Ltd	-		2109252	
Squarefour Projects Inida Limited	8,262,988		0	
	44,062,988		21909252	
Less : Set Off	8,262,988		0	
	35,800,000		21909252	
Note 6 : Other Current Liabilities				
Credit Balance-Sundry Debtors	52,758		52,758	
Statutory Due Payable	131,091		281,603	
Liability For Expenses	1,227,215		1,066,989	
Provision for taxes (net of advances)			101	
Others	1,272,800		162,960	
Total		2,683,864		1,564,411

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

Notes Forming Part of The Balance Sheet and the Profit and Loss Account

Note 7: Fixed Assets

PARTICULARS	G R O S S B L O C K			D E P R E C I A T I O N			N E T B L O C K		
	AS AT 01.04.2016	ADDITIONS	DEDUCTIONS	AS AT 31.3.2017	AS AT 01.04.2016	FOR THE PERIOD	DEDUCTIONS/ ADJUSTMENTS	AS AT 31.3.2017	AS AT 31.3.2016
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<u>TANGIBLE ASSETS (OWNED)</u>									
Land	162,085,296		-	162,085,296	-	-	-	-	162,085,296
TOTAL	162,085,296	-	-	162,085,296	-	-	-	-	162,085,296
Previous year	351,905,913	1,930,327	-	353,836,240	-	-	-	-	353,836,240

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

Notes Forming Part of The Balance Sheet and the Profit and Loss Account

	As at 31/03/2017		As at 31/03/2016	
	Rs	Rs	Rs	Rs
Note 8: Capital Work In Progress				
Development expenses on Sodepur Project		14,035,369		12,483,855
Project Under Development - Squarefour Housing Infrastructure & Development Pvt Ltd (Previously known as Overflow Tradelink Pvt Ltd)		-		6,848,177
		<u>14,035,369</u>		<u>19,332,032</u>
Note 9: Non Current Investments				
Unquoted				
21400 (P/Y 128400) Fully Paid Equity Shares of Squarefour Asset Management & Reconstruction Co. Pvt Ltd*		1,284,000		1,284,000
266600 (P/Y 266600) Fully Paid Equity Shares of Squarefour Housing & Infrastructure Development Pvt Ltd**		2,666,000		-
		<u>3,950,000</u>		<u>1,284,000</u>
<p>Notes:</p> <p>*Due to amalgamation of Mangalnayak Merchants Pvt Ltd with Squarefour Asset Management & Reconstruction Co Pvt Ltd 128400 shares previously held in Mangalnayak Merchants Pvt Ltd have been converted into 21400 shares of Squarefour Asset Management & Reconstruction Co Pvt Ltd, the exchange ratio being 1 share for every 6 shares held.</p> <p>**Due to a scheme of amalgamation passed by Calcutta High Court dated 28/11/2016 the name of the company Overflow Tradelink Pvt Ltd has been changed to Squarefour Housing & Infrastructure Development Pvt Ltd and Overflow Tradelink Pvt Ltd is no longer a subsidiary of Squarefour Projects India Ltd as the percentage of shareholding has been reduced due to the amalgamation.</p>				
Note 10: Long Term loans and Advances				
a) Advances for property:				
Creative Fiscal Services Ltd		18,500,000		18,500,000
Bholababa Suppliers Pvt Ltd		4,500,000		4,500,000
Stepan Commotrade Pvt Ltd		13,000,000		13,000,000
b) Security Deposit		102,441		102,441
		<u>36,102,441</u>		<u>36,102,441</u>
Note 11: Trade Receivables (Unsecured considered good)				
Outstanding for more than 6 months		961,229		961,229
Others		-		-
		<u>961,229</u>		<u>961,229</u>
Note 12: Cash and Cash Equivalents				
Balances with banks:				
With Schedule Bank in Current Account		166,125		85,821
Cash in Hand		276,699		169,967
		<u>442,824</u>		<u>255,787</u>
Note 13: Short Term Loans and Advances (Unsecured Considered Good)				
Inter-Corporate Deposit:				
BRC Construction Co Pvt Ltd	8,701,214	439,226		-
Less :Set Off	8,262,988	-		-
Square four □Housing & □Infrastructure □Development □Pvt.Ltd.□ (Previously known as Overflow Tradelink Pvt.Ltd.)		14,578,173		-
Saurabh Management Pvt Ltd		1,968,386		1,820,894
Other Loans & Advances:				
Advance Income Tax (net of Provision)		34,208		34,208
		<u>17,018,993</u>		<u>1,855,102</u>
Note 14: Other Current Assets				
Deposits		200,709		200,709
Tax Deducted at Source		214,097		195,525
Other Advances		600,000		600,000
		<u>1,014,806</u>		<u>996,234</u>
Note 15 : OTHER INCOME				
		Y/E		Y/E
		3/31/2017		31/03/2016
Interest Income		2,140,976		1,955,291
Interest on Income Tax Refund		8,795		38,763
		<u>2,149,771</u>		<u>1,994,054</u>
Note 16: Other Expenses				
Factory Maintenance		78,000		78,000
Advertisement		29,880		44,280
Audit Fees		63,325		74,425
AGM Expenses		7,575		5,130
Filing Fees		12,675		20,400
General Expenses		9,289		1,085
Listing Fees		229,000		224,720
Bank Charges		688		1,724,00
Postage & Telegraph		15,281		15,802
Printing & Stationery		62,000		57,337
Professional Fees		478,041		602,506
Interest on Annual Charges of NSDL		534		-
Interest on late deposit of TDS		318		2,720
Rates & Taxes		131,590		125,310
Website maintenance expense		11,750		5,250
Annual charges of CDSIL		25,763		25,763
Annual charges of NSDIL		42,435		25,763
E Voting Charges		1,150		5,700
Registrar Fee		29,587		29,229
Professional Tax		5,000		3,520
Interest on late payment of P Tax		364		89
Penalty on late payment of P Tax		0		300
Travelling Expenses		9,715		6,029
Security Guard Expenses		115,000		0
Subscription expenses		1,000		5,500
Trade licence		0		5,950
		<u>1,359,960</u>		<u>1,366,532</u>

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2017

(Amount in Rupees)

		31.03.2017	31.03.2016
A	<u>CASH FLOW FROM OPERATION ACTIVITIES</u>		
	Net Profit before tax	214,811	172,808
	Add: Adjustment for:		
	Depreciation	-	-
	Preliminary Expenses written off	-	-
	Loss on Sale Fixed Assets	-	-
	Operating Profit/Loss before Working Capital Changes	214,811	172,808
	Add: Adjustments for changes in Working Capital		
	Payables		(1,455,225)
	Receivables		-
	Inventories		-
	Loans And Advances	329,785	29,403,174
	Current Liabilities	1,268,486	423,704
	Preliminary Expenses	-	-
	Cash(used in)/ generated from operating activities	1,813,082	28,544,461
	Income Tax Payments	-	-
	Net Cash(used in)/ from Operating Activities	1,813,082	28,544,461
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	Capital Work in Progress	(1,551,514)	(9,952,036)
	Sales of Fixed Assets	-	-
	Investment in Shares of Subsidiaries	-	(4,897,000)
	Investment in Shares of Other Companies	-	-
	Net Cash(used in)/ from Investing Activities	(1,551,514)	(14,849,036)
C	<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
	Bank & other borrowings	-	(9,661,176)
	Repayment of Sales Tax Dues	-	-
	Proceeds from preferential share allotment	-	-
	Proceeds from Calls in arrears paid during the year	-	-
	Net Cash(used in)/from Financing Activities	-	(9,661,176)
	Net increase in cash and cash equivalents	261,568	4,034,249
	Opening Cash and Cash equivalents	181,256	(3,778,462)
	Closing Cash and Cash equivalents	442,824	255,787

See accompanying notes forming a part of the financial statements

In terms of our report attached

For and on behalf of the Board

CA. Ravi Kumar Venkatesan
Membership No. 52145
Partner
For & on behalf of
S RAMANAND AIYAR & CO
Chartered Accountants
(Regn No 000990N)

Sd/-
ARUN KUMAR SINGH
Director
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Managing Director
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Sd/-
ARUP CHAKRABORTY
Chief Finance Officer
PAN : AFZPC 7615R

KOLKATA
Dated : 30th May, 2017

Sd/-
ADITYA TIWARI
Company Secretary
Mem. No. : 32204

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

NOTE 1: Accounting Policies

Significant Accounting Policies

a) Basis of Accounting.

The financial statements are prepared in accordance with generally accepted accounting principles in India under the historical cost convention on an accrual basis pursuant to section 133 of the Companies Act, 2013 ('The Act') read with Rule 7 of the Companies (Accounts) Rules, 2014. Till the standards of accounting or any addendum thereto are prescribed by the Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

The accounts for the relevant year have been prepared on a going concern basis

b) Current/Non Current Classification :

Any asset or liability is classified as current if it satisfies any of the following conditions:

- i. the asset/liability is expected to be realized/settled in the Company's normal operating cycle;
- ii. the asset is intended for sale or consumption;
- iii. the asset/liability is held primarily for the purpose of trading;
- iv. the asset/liability is expected to be realized/settled within twelve months after the reporting period;
- v. the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;
- vi. in the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

c) Use of Estimates

The preparation of the financial statements in conformity with the generally

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and the disclosures relating to contingent assets and liabilities as on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates.

d) Operating Cycle

Based on the nature of business the time between the acquisition of assets for the purpose of the business and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

e) Investments

a) **CLASSIFICATION** : Investments are classified into the following category :

Long Term Investments: All Investments in Securities, where such investments are intended (at the time of purchase or acquisition thereof) to be held for a period exceeding one year, are classified as Long Term Investments. Investments which are intended to be held for a period of less than one year are classified as short term investments. Amounts paid towards shares purchased pending completion of transfer formalities and receipt of share certificates are shown as advance against purchase of shares.

b) **VALUATION:**

Long Term Investments are valued at cost. No provision is made for drop in the value of investments unless such reduction in value is permanent in nature.

f) Fixed Assets and Depreciation

Fixed Assets are stated at their historical cost less depreciation. Depreciation is provided on original cost of Fixed Assets on the straight Line method at the rates prescribed in Schedule II to the Companies Act, 2013.

g) Inventories

Inventories are valued as follows:

Raw Materials, Stores and Spares and	:	Valued at cost or net realisable
Packing Materials	:	value whichever is lower.
Finished Goods and other Products	:	Valued at net realisable value or cost whichever is lower

Provision is made for obsolete, slow moving and defective stocks, wherever necessary.

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

However, the Company did not have any stocks of finished goods, raw materials, stores and spares and packing materials as at 31st March, 2017.

h) Cash and Cash Equivalents (for purposes of cash flow statement)

Cash comprises cash on hand and demand deposits with Bank. Cash equivalents are short term balances (with an original maturity of 3 months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

i) Cash Flow Statement

Cash flows are reported using indirect method whereby profit/loss before extraordinary items and tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

j) Revenue Recognition:

Revenue in respect of sale of products is recognized at the point of despatch to the customers. In respect of other income, including income from commodity transactions, interest income and brokerage and commission, the same is accounted for on an accrual basis using the time proportion method. All expenses are accounted for on an accrual basis, except statutory payments which are accounted for as and when paid.

k) Income Taxes:

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

l) Deferred Tax

Deferred tax is recognized on timing differences being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and tax laws enacted or subsequently enacted as on the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences as well as for unabsorbed carry forward losses and depreciation, if any, only if there is virtual certainty that there will be sufficient future taxable income available to realize the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets would be reviewed at each Balance Sheet date for their realisability.

SQUARE FOUR PROJECTS INDIA LIMITED

REGD. OFFICE: 238A, A.J.C BOSE ROAD, SUITE NO.2B, KOLKATA-700020

m) Retirement Benefit:

Currently, there is no employee in the company, who has been working since the last 5 years in continuous service. Hence, no provision is required for gratuity.

n) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent Liabilities are not recognised, but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

o) Earnings per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

p) Principles of Consolidation

The Consolidated Financial Statements have been prepared to comply in all material respect with the Accounting standards notified by Companies (Accounting Standards) Rules, 2006 (as amended) and which continue to apply under Section 133 of the Companies Act, 2013 ('the Act') read with rule 7 of the Companies (Accounts) Rules, 2014.

The financial statements of **SQUARE FOUR PROJECTS INDIA LIMITED (FORMERLY ESSEN SUPPLEMENTS INDIA LIMITED)** together with audited financial statements of its subsidiaries as described in note number 18 have been considered for the purpose of consolidation

The financial statements of the Parent Company and its subsidiaries as described in note number 27 have been combined to the extent possible on a line by line

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basis by adding together like items of assets, liabilities, income and expenses. The results of subsidiaries acquired or disposed of during the year are included in the consolidated profit and loss account from the effective date of acquisition or up to the effective date of disposal, as appropriate. All significant intra group balances and transactions have been eliminated on consolidation. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the Parent Company and its share in the post – acquisition increase in the relevant reserves of the subsidiaries/joint ventures.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Parent Company’s financial statements.

Minority interest in the net income and net assets of the consolidated financial statements are computed and shown separately. Losses applicable to minority in excess of the minority’s interest in the subsidiary’s equity are allocated against the interests of the group.

The excess of cost to the company of its investments in subsidiaries over its share of the equity of the subsidiaries at the date on which the investment in the subsidiaries/joint ventures are made, is recognized as “Goodwill on Consolidation” being an asset in the Consolidated Financial Statements. Alternatively, where the share of equity in the subsidiary companies as on the date of the investment is in excess of cost of investment of the Company, it is recognized as “Capital Reserve” and shown under the head “Reserves and Surplus”, in the consolidated financial statements.

Note 17: Contingent Liabilities

		(Amount in Rupees)	
Sl. No.	Particulars	As on 31.03.2017	As on 31.03.2016
1.	Contingent Liabilities (not provided for) in respect of Claims against the Company not acknowledged as debts		
	Income Tax Matter	27,63,586	27,63,586
	The Company has received a favourable order dated 14 th December, 2011 allowing the appeal preferred by the Company for quashing the Income Tax Demand raised by the Department, including interest and penalty.		
2.	Estimated amount of contracts remaining to be executed on capital account (net of advances)	Nil	Nil

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Note 18: Details of Subsidiaries

Name of Company	Country of Incorporation	% Holding 31/03/2017	% Holding 31/03/2016	Accounting Period
BRC Construction Co Pvt Ltd	India	99.96%	99.96%	01/04/2016 to 31/03/2017

Other Notes

19. Certain terms and conditions of technical collaboration agreement with a German Company have not been fulfilled by the foreign counterpart and accordingly, the relevant agreement has been terminated and the Company envisages no liability in respect of royalty payable, which amounted to Rs. 10,44,395/- up to 31.03.2007.
20. Balance of Sundry Debtors, Sundry Creditors, Deposits and Advances are subject to confirmation and reconciliation. However, in the opinion of the Management, the sundry debtors and loans and advances are considered good and recoverable. Amounts, if any, which may not be recovered would be written off in the books in such year the same are determined as non-recoverable by the Management
21. No provision for current income tax (including Minimum Alternate Tax) has been made in view of the carried forward losses, including unabsorbed depreciation.
22. ACIT Hyderabad has issued to the company an Order cum Demand notice for penalty amounting to Rs.27,63,586/-under section 271 (1)(c)of the Income Tax Act, 1961, relating to the Assessment year 2004-05. The company has preferred an appeal before the Appellate Tribunal at Hyderabad in April, 2011 against the said Order. The Company has received a favourable judgement dated 14th December, 2011. However, since there is a possibility of the matter being further appealed by the Department, the figure continues to be shown under contingent liability.
23. Since the company or its subsidiaries did not have any employee during the financial year ended 31st March, 2017 for a continuous period of over 5 years, the provisions of AS15 relating to gratuity provision is not applicable. Also, leave salary is accounted for during the year, if applicable.
24. Based on the information/documents available with the company, there are no dues to Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2017.
25. Impairment/loss of Assets – Since the Group does not have any significant assets other than freehold land, the provisions of AS 28 relating to impairment of Assets is not applicable for the relevant year. Also, in the opinion of the Management, the current assets, loans and advances are fully recoverable and no losses are anticipated.

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26. Disclosure as per Section 186 of the Companies Act 1963:

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

- (i) Details of Investments made are given in Note 6
- (ii) Details of loans given by the Company are as follow:

Name of the Party	Relationship	Amt as on 31/03/2017	Amt as on 31/03/2016	Amt as on 01/04/2015
BRC Construction Co Pvt. Ltd.	Subsidiary	8701214	21538226	25397317
Square four Housing & Infrastructure Development Pvt. Ltd. (Previously known as Overflow Tradelink Pvt. Ltd.)	Related Party	14578173	1621500	—

There are no guarantees issued by the Company in accordance with Section 186 of the Companies Act, 2013 read with rules issued thereunder.

27. Disclosure as per Regulation 53(F) of SEBI (Listing Obligations and Disclosure Requirements) regulations

Loans and Advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties

Name of the Party	Relationship	Amt Outstanding as on 31/03/2017	Amt Outstanding as on 31/03/2016	Max Balance Outstanding during the year 31/03/2017	Max Balance Outstanding during the year 31/03/2016
BRC Construction Co Pvt. Ltd.	Subsidiary	8701214	21538226	21538226	25397317

Investment in the shares of the Company by the above parties

Name of the Party	Relationship	No of Shares Invested 31/03/2017	Total Investment 31/03/2017 (Rs 000)	No of Shares Invested 31/03/2016	Total Investment 31/03/2016 (Rs 000)
	NIL				

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28. Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 is provided in the table below:

Specified Bank	Other Notes (SBN)	Total Denomination Notes	
Closing Cash in hand as on 08/11/2016	NIL	228390	228390
Add: Permitted Receipts	NIL	50000	50000
Less: Permitted Payments	NIL	1000	1000
Less : Amount deposited in Bank	NIL	NIL	NIL
Closing Cash in Hand as on 30/12/2016	NIL	277390	277390

29. Basic and Diluted consolidated earnings per share

		2016-17	2015-16
	A-Basic		
i.	Number of Equity Shares at the beginning of the year	9808900	9808900
ii.	Number of Equity Shares at the end of the year	9808900	9808900
iii.	Weighted Average Number of Shares during the year	9808900	9808900
iv.	Face Value of each Equity Share (Rs)	10	10
v.	Profit after Tax Available for Equity Shareholders (Rs)	214811	172808
vi.	Basic Earnings per share (Rs) (v/iii)	0.04	0.03
	B-Diluted		
i.	Number of Dilutive Potential Shares	Nil	Nil
ii.	Diluted Earnings per share (Rs) (Same as A vi above)	0.02	0.02

30. Details of Income and expenditure in foreign currency:

A) CIF VALUE OF IMPORTS

Particulars	Year ended	Year ended
	31.03.2017	31.03.2016
Capital Goods	Nil	Nil
Trading Goods	Nil	Nil
Raw Material Imported	Nil	Nil
B) EXPENDITURE IN FOREIGN CURRENCY	Nil	Nil
C) EXPORT SALES:		
Sale Proceeds	Nil	Nil

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31. Related party Disclosure : Details of transactions with related parties as per AS 18:

1	Individuals exercising significant influence	Arun Kumar Singh, Director Jai Kumar Sharma, Director Ganesh Kumar Singhanian, Managing Director
2	Relatives of the above	None associated with the Company
3	Entities in which persons listed in 1 and 2 exercise significant influence	Arun Kumr Singh (as Director): Anajaniputra Ispat Ltd, Jai Kumar Sharma (as Director): Yodeva Foams Pvt Ltd, Ratnagiri Engg Pvt Ltd, Dalhousie Square Medical and Research Centre Pvt Ltd, BRC Construction Co Pvt Ltd, Avorik Marketing Pvt Ltd, Captive Merchants Pvt Ltd, Armco Commercial Systems Pvt Ltd, Rajgold Vinimoy Pvt Ltd, Simran Suppliers Pvt Ltd, Linkwise Dealer Pvt Ltd, Subhashri Dealer Pvt Ltd, Amulay Mercantile Pvt Ltd, Highlight Dealer Pvt Ltd, Seema Cloth House Pvt Ltd, Sylvan Comml Pvt Ltd, Techno Banque (India) Pvt Ltd. Ganesh Kumar Singhanian (as Director): Yodeva Foams Pvt Ltd, Ratnagiri Engg Pvt Ltd, Calcutta Fan (1995) Pvt Ltd, Dalhousie Square Medical and Research Centre Pvt Ltd, Singhanian Developers Pvt Ltd, Square Four Realtors Pvt Ltd, Ujjwal Barter Pvt Ltd, Square Four Asset Management and Reconstruction Co Pvt Ltd, Square Four Housing & Infrastructure Co Pvt Ltd, Ramanlal Madanlal Trading Pvt Ltd, Macro Telecom Pvt Ltd, G K S Finvest Pvt Ltd, Sylvan Comml Pvt Ltd, G S Global Projects Pvt Ltd, macro Network Pvt Ltd, Square Four Shipyard & Port Infrastructure Pvt Ltd, Macro Entertainment Pvt Ltd.
4	Subsidiary Companies	1 BRC Construction Co Pvt Ltd

Note : Related party relationship are as identified by the Management and relied upon by the auditors

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Related Party Transactions

	Individuals and relatives exercising significant control	BRC Const ruction Co Pvt Ltd	Square Four Housing & Infrastructure Development Pvt.Ltd.
Income	Nil	Nil	Nil
Expenses	Nil	Nil	Nil
Others	Nil	Nil	Nil
Balances outstanding at the Year end			
Loans and Advances Payable	Nil	Nil	NIL
Loans and Advances Receivable	Nil	8701214 (21538226)	14578173 (1621500)
Investment in Group Companies		2231000 (2231000)	2666000 (2666000)
Corporate Guarantees Given (shown as contingent liability)	Nil	Nil	Nil

(Figures in Parenthesis relate to the previous financial year)

Figures for the previous year in respect of Square Four Housing & Infrastructure Development Pvt Ltd relate to Overflow Tradelink Pvt Ltd (refer Note No 6)

32. Disclosure of Additional Information Relating to Parent Company and Subsidiaries

Name of Company	Net Assets (Total assets less liabilities)		Share in Profit or Loss	
	As % of consolidated net assets	Net Assets	As % of consolidated profit or loss	Profit/Loss
BRC Construction Co Pvt Ltd	74.2%	146,261,381	(79.93%)	(171,694)

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33. Previous year's figures have been regrouped and rearranged wherever necessary.
34. Figures have been rounded off to the nearest Rupee.

As per our report of even date

for and on behalf of the Board of

CA. Ravi Kumar Venkatesan
Membership No. 52145
Partner
For & on behalf of
S RAMANAND AIYAR & CO
Chartered Accountants
(Regn No 000990N)

Sd/-
ARUN KUMAR SINGH
Director
Din-00416126

Sd/-
JAI KUMAR SHARMA
Additional Director
Din-06879084

Sd/-
GANESH KUMAR SINGHANIA
Managing Director
Din-01248747

Sd/-
ARUP CHAKRABORTY
Chief Finance Officer
PAN : AFZPC 7615R

KOLKATA
Dated : 30th May, 2017

Sd/-
ADITYA TIWARI
Company Secretary
Mem. No. : 32204

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ANNEXURE - I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/
Associate companies/ joint ventures

Part "A": Subsidiaries

	BRC Construction Co. Pvt. Ltd.	BRC Construction Co Pvt Ltd
Reporting Currency	INR	INR
Reporting Period	01/04/2016 to 31/03/2017	01/04/2015 to 31/03/2016
Share Capital	2232000	2232000
Reserves and Surplus	144029381	144201145
Total Liabilities	45508511	43788389
Total Assets	191769892	190221534
Investments	0	0
Turnover	0	0
PBT	-171764	-43081
Tax Provision	0	0
PAT	-171764	-43081
Dividend %	0	0
% of Holding	99.96%	99.96%

Note : Due to a scheme of amalgamation passed by Calcutta High Court dated 28/11/2016 the name of the company Overflow Tradelink Pvt Ltd has been changed to Square Four Housing & Infrastructure Development Pvt Ltd and Overflow Tradelink Pvt Ltd is no longer a subsidiary of Square Four Projects India Ltd as the percentage of shareholding has been reduced due to the amalgamation

Place: Kolkata
Date: 30.05.2017

CA. Ravi Kumar Venkatesan
Membership No. 52145
Partner
For & on behalf of
S RAMANAND AIYAR & CO
Chartered Accountants
(Regn No 000990N)

