

# SQUARE FOUR PROJECTS INDIA LIMITED

(FORMERLY: ESSEN SUPPLEMENTS INDIA LTD)

CIN: L24230WB1992PLC192922

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

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

Web site: [www.essensupplements.com](http://www.essensupplements.com); Email ID: [arun@squarefourgroup.com](mailto:arun@squarefourgroup.com)

## NOTICE

**NOTICE** is hereby given that the 23<sup>rd</sup> Annual General Meeting of Square Four Projects India Limited will be held on Friday, the 18<sup>th</sup> day of September, 2015 at 11:30AM at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 to transact the following business:

### **Ordinary Business**

1. To receive, consider and adopt the financial statements of the Company for the year ended 31<sup>st</sup> March, 2015 together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Arun Kumar Singh (DIN: 00416126), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration:-

“**RESOLVED THAT** M/s. S. Ramanand Aiyar & Co., Chartered Accountants, (Registration No.- 000990N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the said Auditor.”.

### **Special Business**

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) , Mr. Jai Kumar Sharma (DIN: 06879084) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing

under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company in independent capacity in terms of Section 149 and 152 of the companies Act, 2013 for a tenure of 5 years w.e.f. 14.11.2014 and upto 13.11.2019 not liable to retire by rotation.”

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

238A, A J C Bose Road, 2<sup>nd</sup> Floor,  
Kolkata- 700 0020  
CIN: L24230WB1992PLC192922  
(Phone) 0-9874360948  
(Fax) 033-2290-3179  
(E-mail) aditya12315@gmail.com  
Website: [www.essensupplements.com](http://www.essensupplements.com)  
**Date: 14.08.2015.**

Sd/-  
**(Aditya Tiwari)**  
**Company Secretary**  
**ACS - 32204**

**Notes:**

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges :

**a) Mr. Arun Kumar Singh**

|  |                       |
|--|-----------------------|
| Date of Birth  | 01.01.1971            |
| Date of Appointment  | 18.02.2010            |
| Qualification  | B.Com                 |
| Experience   | 20 Years              |
| Directorship in other Public Limited Companies                                     | Anjaniputra Ispat Ltd |
| Chairman/Member of the Committee in which he is a Director apart from this Company | NIL                   |

**b) Mr. Jai Kumar Sharma**

|  |            |
|--|------------|
| Date of Birth  | 09.06.1972 |
| Date of Appointment  | 14.11.2014 |
| Qualification  | B.Com      |
| Experience   | 20 years   |
| Directorship in other Public Limited Companies                                     | NIL        |
| Chairman/Member of the Committee in which he is a Director apart from this Company | NIL        |

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

6. The Company has notified closure of Register of Members and Share Transfer Books from Saturday 12<sup>th</sup> September, 2015 to Friday, 18<sup>th</sup> September, 2015 (both days inclusive).

7. Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the Company at [www.essensupplements.com](http://www.essensupplements.com).

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Niche Technologies, for consolidation into a single folio.

10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

#### **Voting through electronic means**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 15.09.2015 from 10.00 A.M and ends on 17.09.2015 till 5.00P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the “cut-off date” i.e. Record date, attending the meeting who has not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on “Shareholders” tab.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used
- (vii) If you are a first time user follow the steps given below:

|                       |  |
|-----------------------|--|
|                       | For Members holding shares in Demat Form and Physical Form   |
| PAN                   | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| DOB                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</li> </ul>  |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote,

provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant SQUARE FOUR PROJECTS INDIA LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

11. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 11<sup>th</sup> September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
12. Shri Atul Kumar Labh, Practicing Company Secretary, (FCS-4848/ CP-3238) of M/s A. K. LABH & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
13. The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM. The results declared alongwith the Scrutinizer's Report shall be placed on the website of the company and of CDSL and will be communicated to the Stock Exchange where the Company's Shares are listed, i.e. Bombay Stock Exchange.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 5**

Mr. Jai kumar Sharma was inducted in the Board as an additional director in independent capacity w.e.f. 14.11.2014. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sharma for the office of Director of the Company.

Mr. Jai kumar Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director.

The Company has received a declaration from Mr. Jai Kumar Sharma that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Sharma possesses appropriate skills, experience and knowledge, *inter alia*, in the field of human resource.

As per the said Section, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

In the opinion of the Board, Mr. Sharma fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Sharma is independent of the management.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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

**238A, A J C Bose Road, 2<sup>nd</sup> Floor,  
Kolkata- 700 0020  
CIN: L24230WB1992PLC192922  
(Phone) 0-9874360948  
(Fax) 033-2290-3179  
(E-mail) [aditya12315@gmail.com](mailto:aditya12315@gmail.com)  
Website: [www.essensupplements.com](http://www.essensupplements.com)  
Date: 14.08.2015**

**sd/-  
(Aditya Tiwari)  
Company Secretary  
ACS - 32204**



# SQUARE FOUR PROJECTS INDIA LIMITED

(FORMERLY: ESSEN SUPPLEMENTS INDIA LTD)

**CIN: L24230WB1992PLC192922**

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

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

Web site: [www.essensupplements.com](http://www.essensupplements.com); Email ID: [arun@squarefourgroup.com](mailto:arun@squarefourgroup.com)

## ATTENDANCE SLIP

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

- 1) I hereby record my presence at the 23<sup>rd</sup> Annual General Meeting of the Company being held on Friday, 18<sup>th</sup> September, 2015, at 11.30 A.M. at Bhartiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017
- 2) Signature of the Shareholder / Proxy Present
- 3) Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
- 4) Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

## ELECTRONIC VOTING PARTICULARS

| EVS<br>(E-voting Sequence Number) | User ID | Password |
|-----------------------------------|---------|----------|
|                                   |         |          |

# PROXY FORM

## Form No. MGT-11

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

CIN **L24230WB1992PLC192922**

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

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company being held on Friday, 18<sup>th</sup> September, 2015, at 11.30 A.M. at Bhartiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of such resolution as are indicated below:

| Resolution No.           | Resolutions   |
|--------------------------|---|
| <b>Ordinary Business</b> |   |
| 1.                       | Adoption of financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2015 and the report of Directors' and Auditors' thereon. |
| 2.                       | Appointment of Director in place of Mr. Arun Kumar Singh who retires by rotation and being eligible , seeks re-appointment.                         |
| 3.                       | Re-appointment of Auditors & fixation of their remuneration.  |
| <b>Special Business</b>  |   |
| 4.                       | Confirmation of appointment of Mr. Jai Kumar Sharma as Independent Director   |

Signed this.....day of..... 2015

Signature of Shareholder(s).....

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

Affix Revenue  
Stamp

### Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. For the RESOLUTIONS, Explanatory Statement and Notes please refer to the Notice of the Annual General Meeting.