

SQUARE FOUR PROJECTS INDIA LIMITED

(FORMERLY: ESSEN SUPPLEMENTS INDIA LTD)

CIN: L24230WB1992PLC192922

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

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

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

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of Square Four Projects India Limited will be held on Friday, the 23rd day of September, 2016 at 11:30 AM at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 to transact the following business:

Ordinary Business

1. To consider and adopt:

- a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Ganesh Kumar Singhania (DIN: 01248747), who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Auditors :-

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“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 Re-appoint Mr. Ganesh Kumar Singhania (DIN: 01248747) as Managing Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Ganesh Kumar Singhania (DIN:01248747) as Managing Director of the Company, for a period of 3 (three) years with effect from 1st April, 2016 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto which is hereby

approved and sectioned with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ganesh Kumar Singhania, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

5. To adopt new set of Articles of Association of the Company as per the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association of the Company, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Directors ('the Board') be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.’

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

238A, A J C Bose Road, 2nd Floor,
Kolkata- 700 0020
CIN: L24230WB1992PLC192922
(Phone) 0-9874360948
(Fax) 033-2290-3179
(E-mail) aditya12315@gmail.com
Website: www.squarefourgroup.in
Date: 19.07.2016

**(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 Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

a) **Mr. Ganesh Kumar Singhania**

| | |
|------------------------------------------------------------------------------------|------------|
| Date of Birth | 04.04.1971 |
| Date of Appointment | 18.02.2010 |
| 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 17th September, 2016 to Friday, 23rd September, 2016 (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.squarefourgroup.in.

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 20.09.2016 from 9.00 A.M and ends on 22.09.2016 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 16.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the “cut-off date” i.e. Record date, attending the meeting who has not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used
- (vii) If you are a first time user follow the steps given below:

| | |
|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | For Members holding shares in Demat Form and Physical Form |
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p><input type="checkbox"/> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p><input type="checkbox"/> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p> |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p><input type="checkbox"/> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</p> |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant SQUARE FOUR PROJECTS INDIA 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.
 - ☐ After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - ☐ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ☐ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
11. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 16th September, 2016. 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 24 hours from the conclusion of the e-voting period

unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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. 4

The Board of Directors at their meeting held on 31st March, 2016 re-appointed Mr. Ganesh Kumar Singhanian as the Managing Director of the Company for a period of three years commencing from 1st April, 2016, subject to approval of the Members of the Company at the ensuing 24th Annual General Meeting. The remuneration payable to Mr. Ganesh Kumar Singhanian is within the limits prescribed in Schedule V of the Companies Act, 2013. The terms and conditions of his appointment is set forth below:

Remuneration:

- (a) Considering the financial position of the Company no remuneration shall be paid to him for the time being. However, the Board reserves the right to consider the same in coming days according to their discretion.
- (b) No sitting fee shall be paid to him for attending any meeting of the Board of Directors or the Committee thereof.
- (c) However, he shall be entitled for re-imbursement of all the expenses incurred by him for the official work on actual basis.
- (d) He will be liable to retire by rotation from the directorship during the tenure of his appointment as Managing director.

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

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

The resolution at Item No. 4 is recommended for the approval of the Members.

Item No. 5

The Articles of Association (“AoA”) of the Company is presently in force since the incorporation of the Company. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 (‘New Act’). With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 19th July, 2016 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 6.00 p.m.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution at Item No. 5 is recommended for the approval of the Members.

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

**238A, A J C Bose Road, 2nd Floor,
Kolkata- 700 0020
CIN: L24230WB1992PLC192922
(Phone) 0-9874360948
(Fax) 033-2290-3179
(E-mail) aditya12315@gmail.com
Website: www.squarefourgroup.in
Date: 19.07.2016**

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

SQUARE FOUR PROJECTS INDIA LIMITED

(FORMERLY: ESSEN SUPPLEMENTS INDIA LTD)

CIN: L24230WB1992PLC192922

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

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

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

ATTENDANCE SLIP

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

- 1) I hereby record my presence at the 24th Annual General Meeting of the Company being held on Friday, 23rd September, 2016, at 11.30 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017
- 2) Signature of the Shareholder / Proxy Present
- 3) Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
- 4) Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

ELECTRONIC VOTING PARTICULARS

| EVS (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, 2nd Floor, Kolkata- 700 020

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

| | |
|-------------------------------------------------------------------------------------------|-----------------------------------|
| I/We, being the member(s), holding.....shares of the above named company, hereby appoint: | |
| (1) Name..... | Address..... |
| E-mail ID..... | Signature.....or failing him/her, |
| (2) Name..... | Address..... |
| E-mail ID..... | Signature.....or failing him/her, |
| (3) Name..... | Address..... |
| E-mail ID..... | Signature.....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 24th Annual General Meeting of the Company being held on Friday, 23rd September, 2016, at 11.30 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of such resolution as are indicated below:

| Resolution No. | Resolutions |
|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ordinary Business | |
| 1. | Adoption of audited financial Statements and audited consolidated financial statements of the Company for the financial year ended 31 st March, 2016 and the report of Directors' and Auditors' thereon. |
| 2. | Appointment of Director in place of Mr. Ganesh Kumar Singhania (DIN: 01248747) who retires by rotation and being eligible, seeks re-appointment. |
| 3. | Appointment of Auditors & fixation of their remuneration. |
| Special Business | |
| 4. | Confirmation of re-appointment of Mr. Ganesh Kumar Singhania (DIN : 01248747) as Managing Director |
| 5. | Adoption of new set of Articles of Association of the Company |

Signed this.....day of..... 2016

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.