

# SQUARE FOUR PROJECTS INDIA LIMITED

CIN: L24230WB1992PLC192922

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

Web site: [www.squarefourgroup.in](http://www.squarefourgroup.in); Email ID: [sq4group@gmail.com](mailto:sq4group@gmail.com)

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## NOTICE

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of Square Four Projects India Limited will be held on Wednesday, the 24<sup>th</sup> day of September, 2025 at 4.00 P.M. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

### **Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Ganesh Kumar Singhania (DIN: 01248747), who retires by rotation and being eligible, offers himself for re-appointment
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, relating to the appointment of the Auditors of the Company:

**"RESOLVED THAT** pursuant to Section 139 (2) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), M/s. P A R V & Associates, Chartered Accountants, (Firm Registration No.- 032073C), and a Peer Reviewed Firm, be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Spark & Associates, Chartered Accountants, (Firm Registration No.- 005313C), who will be completing their tenure on the forthcoming Annual General Meeting of the Company in terms of the provisions of Section 139(2) of the Act, to hold office from the conclusion of this Annual General Meeting until the conclusion of 38<sup>th</sup> Annual General Meeting of the Company to be held in 2030 on a remuneration as may be determined by the Board of Directors of the Company in consultation with the said Auditor.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do and perform all necessary acts, deeds, matters and things including incidental matters in connection with the above."

### **Special Business**

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

**To appoint Mr. Ravish Kumar Sharma (DIN: 10405631) as an independent director of the Company**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 ("the Act") 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. Ravish Kumar Sharma (DIN: 10405631) who was appointed as an Additional Director on 14.11.2024 pursuant to the provisions of Section 161(1) of the Act 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 Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 14<sup>th</sup> November, 2024 to hold office for a term of 5(Five) consecutive years upto 13<sup>th</sup> November, 2029, not liable to retire by rotation.

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**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do and perform all necessary acts, deeds, matters and things including incidental matters in connection with the above."

5. To consider, and if thought fit, with or without modification, if any to pass the following resolution as a **Special Resolution**:

**To appoint Mrs. Ankita Agarwal (DIN: 10732900) as an independent director of the Company**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 ("the Act") 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), Mrs. Ankita Agarwal (DIN: 10732900) who was appointed as an Additional Director on 01.10.2024 pursuant to the provisions of Section 161(1) of the Act 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 Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 1<sup>st</sup> October, 2024 to hold office for a term of 5 (Five) consecutive years upto 30<sup>th</sup> September, 2029, not liable to retire by rotation.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do and perform all necessary acts, deeds, matters and things including incidental matters in connection with the above."

<p>Regd. Office: 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) : <a href="mailto:sq4group@gmail.com">sq4group@gmail.com</a> Website: <a href="http://www.squarefourgroup.in">www.squarefourgroup.in</a> Dated:18.08.2025</p>	<p style="text-align: center;"><b>By order of the Board</b> <b>For Square Four Projects India Limited</b></p> <hr/> <p style="text-align: center;"><b>SQUARE FOUR PROJECTS INDIA LTD.</b>  (Ganesh Kumar Singhania) Director Managing Director DIN :01248747</p>
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## NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has, vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), inter-alia allowed conducting of AGM through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facilities to be held on or before September 30, 2025, which does not require physical presence of the Members, Directors, Auditors and other persons at common venue. The Securities and Exchange Board of India ("SEBI") has also, vide its Circular No. SEBI/HO/ CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with the provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circular and all other relevant circulars issued from time to time, the 33rd AGM of the Company is being conducted through VC / OAVM facility. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The deemed venue for the 33rd AGM shall be the Regd. Office of the Company i.e., 238A, A.J.C. Bose Road, Suite No.2B, Kolkata-700020.



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2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  3. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment / re-appointment at this AGM, forms part of the Notice.
  4. The Notice of the 33rd AGM and instruction for e-voting, is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purpose and a letter providing the web-link, including the exact path, where complete details of the Annual Report of the Company is available is being sent to all those shareholder(s) who have not so registered;
  5. The attendance through VC/OAVM is restricted and hence will be made available to only 1000 Members on first come first served basis. However, attendance of Members holding 2% or more of the shares of the Company, Institutional Investors as on closure of the business hours on 17<sup>th</sup> day of September, 2025, Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer, etc. are allowed to attend the AGM without restriction of first come first served basis. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
  6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Secretary of the Company by Friday, 19<sup>th</sup> September, 2025.
  7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [sq4group@gmail.com](mailto:sq4group@gmail.com), on or before Friday, 19<sup>th</sup> September, 2025 ( 5:00p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views /ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. In the interest of time, each speaker is requested to express his / her views in 2 – 3 minutes.
  8. However, shareholders may post their comments/queries (not more than 150 characters) in the chat box available on the Video Conferencing interface. Message posted by the shareholders will be dealt with accordingly.
  9. Corporate Members are required to send to the company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
  10. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

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11. The Company's shares are available in demat mode. The shares of the company can be dematerialized under ISIN: INE716K01012. In terms of SEBI Circular, physical shares cannot be transferred on or after 01.04.2019. Members are requested to dematerialize the shares for operational convenience.

The Securities and Exchange Board of India vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 ("Circular") has facilitated mechanism for a "Special Window for Re-lodgement of Transfer Requests of Physical Shares" and accordingly all physical share transfer deeds lodged for transfer with the Company or its Registrar and Transfer Agent (RTA) prior to discontinuation of physical mode of transfer, i.e., April 01, 2019 and rejected/returned by the Company/RTA due to deficiency in the documents and was required to be re-lodged with requisite documents on or before the cut-off date fixed for re-lodgement of such transfer deeds, i.e., March 31, 2021; have been provided with an opportunity to re-lodge the same with the Company/RTA during a special window period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode.

However, due process shall be followed for such transfer-cum-demat requests. For further details you may contact the Company Secretary of the Company or the Registrar and Transfer Agent of the Company. A copy of the Circular is also available on the website of the Company at [www.squarefourgroup.in](http://www.squarefourgroup.in)

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
13. Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements. Accordingly, it is hereby advised to the shareholders to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.

***[Explanation: For the purpose of this clause, the term 'directly or indirectly' includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]***

14. **The e-Voting procedure to be followed by the shareholders to cast their votes**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its Members in respect of the businesses to be transacted at the 33<sup>rd</sup> Annual General Meeting scheduled to be held on Wednesday, 24<sup>th</sup> September, 2025 at 4.00 P.M. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. The e-voting particulars are set out below:



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## ELECTRONIC VOTING PARTICULARS

EVS (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER (PAN)

(i) The remote e-voting period begins on 20<sup>th</sup> September, 2025 from 09:00 a.m. (IST) and ends on 23<sup>rd</sup> September, 2025 upto 5:00 p.m. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 17<sup>th</sup> September, 2025 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on log in and New System Myeasi Tab and then click on registration option.</p>

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	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>2) Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>3) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (Holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use

Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**



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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 OR 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**(i) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR
- Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details or Date of Birth (DoB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.

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- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (v) Click on the EVSN for the relevant SQUARE FOUR PROJECTS INDIA LIMITED on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
- (xiii) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 a Compliance User should be created 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 linked in the login will be mapped automatically and can be delink in case of any wrong mapping.



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- It is mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [sq4group@gmail.com](mailto:sq4group@gmail.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same. Please note that in case of Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.), furnishing of the Board Resolution/Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- (1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (2) For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)
- (3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

15. Mr. A. K. Labh, Practicing Company Secretary (FCS - 4848 / CP-3238) of A. K. Labh & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer for conducting the remote e-voting and e-voting process at the AGM in a fair and transparent manner.
16. Members holding shares in physical mode are requested to immediately notify change in their bank details, e-mail address, address/name, to Company's Registrar & Share Transfer Agents- Niche Technologies Private Limited, 3A, Auckland Place, 7th Floor, Room No.7A & 7B, Kolkata-700 017. Tel No.- (033) 2280 6616 / 6617 / 6618, Fax No.- (033) 2280 6619. **E-mail-nichetechpl@nichetechpl.com** quoting their Folio Number(s).
17. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, e-mail addresses, nominations, power of attorney, change of address/ name, etc. to their DPs only and not to the Company or **Niche Technologies Private Limited**. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.

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

Web site: [www.squarefourgroup.in](http://www.squarefourgroup.in); Email ID: [sq4group@gmail.com](mailto:sq4group@gmail.com)

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18. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to **Niche Technologies Private Limited**.
19. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company, in the nomination form (SH-13) and those Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility as provided under Section 72 of the Act.
20. Non-Resident Indian Members are requested to inform their respective DPs, immediately of:
- Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
21. Members who have not registered/updated their e-mail address with **Niche Technologies Private Limited**, /Company may write to [sq4group@gmail.com](mailto:sq4group@gmail.com) OR [nichetechpl@nicetechpl.com](mailto:nichetechpl@nicetechpl.com), if shares are held in physical mode or with their DPs, if shares are held in electronic mode, for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc. electronically.
22. Process for obtaining User ID and Password/Postal Ballot Notice for those Members whose e-mail ids are not registered:
- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card by e-mail to [sq4group@gmail.com](mailto:sq4group@gmail.com) OR [nichetechpl@nicetechpl.com](mailto:nichetechpl@nicetechpl.com)
  - In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card to [sq4group@gmail.com](mailto:sq4group@gmail.com) OR [nichetechpl@nicetechpl.com](mailto:nichetechpl@nicetechpl.com)
23. Notification of SEBI relating to transfer of equity shares held in physical form:
- SEBI vide notification dated June 8, 2018 amended Regulation 40 of Listing Regulations, which came into force with effect from April 1, 2019. Accordingly, effective April 1, 2019 except in cases of transmission or transposition, transfer of securities of Company cannot be processed unless the securities are held in dematerialized form with a depository. SEBI vide its circular dated 25th January 2022 has advised that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022) while processing the following service request:
- i. Issue of duplicate securities certificate;
  - ii. Claim from Unclaimed Suspense Account;
  - iii. Renewal / Exchange of securities certificate;
  - iv. Endorsement;
  - v. Sub-division / Splitting of securities certificate;
  - vi. Consolidation of securities certificates/folios;
  - vii. Transmission;
  - viii. Transposition;



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The Members are requested to take note of the same and may consider dematerialization of physical shares held by them to avoid inconvenience in future.

24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**Instructions for Members attending the Annual General Meeting (AGM) through VC/OAVM and e-voting during the Annual General Meeting (AGM) are as under:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
4. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
5. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID"
6. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
7. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**General Information**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
2. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of CDSL immediately

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after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.

3. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e., Wednesday, 24<sup>th</sup> September, 2025.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 30 OF SEBI (LODR) REGULATIONS, 2015**

### **Item No 3**

M/s. Spark & Associates, Chartered Accountants, (Firm Registration No.- 005313C), will be completing their tenure of five (5) years on the conclusion of the forthcoming Annual General Meeting of the Company to be held on 24.09.2025 in terms of the provisions of Section 139(2) of the Companies Act, 2013. The Company is proposing for appointment of new statutory auditors in place of the retiring auditors for the approval of the shareholders. Information required pursuant to the provisions of SEBI (LODR) Regulations, 2015 is mentioned hereunder:

**Reason for Change:** M/s. Spark & Associates, Chartered Accountants, (FRN -005313C) were appointed as Statutory Auditors of the Company for a period of 5 years by the Members of the Company at the 28<sup>th</sup> Annual General Meeting (AGM) of the Company. Accordingly, their term will be completed on conclusion of the forthcoming AGM to be held on 24.09.2025 in terms of the provisions of Section 139(2) of the Companies Act, 2013.

**Terms of appointment:** M/s. P A R V & Associates, Chartered Accountants, (Firm Registration No.- 032073C), are being proposed to be appointed as statutory auditors of the Company in terms of Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, as amended, for a period of 5 (five) years from the conclusion of this AGM till the conclusion of 38<sup>th</sup> AGM of the Company to be held in 2030.

**Basis of recommendation for appointment:** Before recommending the appointment of M/s. P A R V & Associates, Chartered Accountants, (Firm Registration No.- 032073C), as the statutory auditors, the Audit Committee considered various parameters like audit experience in the Company's operating segments, market standing of the firm, clientele served, etc., and found M/s. P A R V & Associates, Chartered Accountants, (Firm Registration No.- 032073C), to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

**Details and credentials of statutory auditors:** M/s. P A R V & Associates, Chartered Accountants, (Firm Registration No.- 032073C), was established on 10<sup>th</sup> April 2019. The Firm has qualified and experienced professionals who are expert in handling audits of various scale, diversifications and complexities. The Firm has reputed clientele base across the country. The firm is a Peer Reviewed firm by ICAI.

**The Date of Constitution of firm P A R V & Associates** is : 10<sup>th</sup> April, 2019.

**Proposed Fee:** Rs. 75,000/- plus applicable taxes and other incidental re-imbursement at actual, subject to revisions from time-to-time in between and as decided in due course.

**Last fee to the auditor:** The Company had paid a professional fee of Rs. 1.25 lakhs to the retiring Statutory Auditors i.e. M/s. Spark & Associates, Chartered Accountants, (FRN -005313C) with respect to statutory audit for the financial year 2024-2025.

**Any material change and rationale for such change:** None.

M/s. P A R V & Associates, Chartered Accountants, (Firm Registration No.- 032073C), have given their consent to act as Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with conditions prescribed under Sections 139 and 141 of the Act.



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None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the Ordinary Resolution set out at Item no. 3 for your approval.

## **Item No. 4**

Mr. Ravish Kumar Sharma (DIN: 10405631) was inducted in the Board as an additional director in independent capacity w.e.f. 14.11.2024. 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. Ravish Kumar Sharma for the office of Director of the Company.

Mr. Ravish 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.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, 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.

The Company has received a declaration from Mr. Ravish Kumar Sharma that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act. Mr. Ravish Kumar Sharma possesses appropriate skills, experience and knowledge; inter alia, in the field of accounts.

In the opinion of the Board, Mr. Ravish Kumar Sharma fulfills the conditions for his appointment as an Independent Director as specified in the Act. Mr. Kamal Singh Jain 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

## **Item No. 5**

Mrs. Ankita Agarwal (DIN: 10732900) was inducted in the Board as an additional director in independent capacity w.e.f. 01.10.2024. 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 Mrs. Ankita Agarwal for the office of Director of the Company.

Mrs. Ankita Agarwal 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.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, 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.

The Company has received a declaration from Mrs. Ankita Agarwal that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act. Mrs. Ankita Agarwal possesses appropriate skills, experience and knowledge; inter alia, in the field of accounts.

In the opinion of the Board, Mrs. Ankita Agarwal fulfills the conditions for his appointment as an Independent Director as specified in the Act. Mrs. Ankita Agarwal 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

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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): <a href="mailto:sq4group@gmail.com">sq4group@gmail.com</a> Website: <a href="http://www.squarefourgroup.in">www.squarefourgroup.in</a> Dated:18.08.2025	By order of the Board For Square Four Projects India Limited <b>SQUARE FOUR PROJECTS INDIA LTD.</b>  <b>Managing Director</b> (Ganesh Kumar Singhania) Managing Director DIN :01248747
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**Details of Directors seeking appointment/reappointment at the Annual General Meeting pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) as amended.**

Name of the Director	Mr. Ganesh Kumar Singhania	Mr. Ravish Kumar Sharma	Mrs. Ankita Agarwal
Category	Director	Director	Director
DIN	01248747	10405631	10732900
Date of Birth /Age	04.04.1971/ 53 yrs	10.04.1995 / 30 yrs	21.07.1996/29 years
Nationality	Indian	Indian	Indian
Date of Appointment	20.09.2010	14.11.2024	01.10.2024
Qualifications	Graduate	B.com	B.com
Experience and Expertise / skill and capability required for the role and the manner in which the proposed persons meet such requirement	More than 27 years of experience in Business and Finance Management	More than 6 years of experience in Business and Finance Management	More than 5 years of experience in Business and Finance Management
Terms & condition of Appointment /re-appointment	In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ganesh Kumar Singhania, who retires by rotation, is proposed to be re-appointed as a Director of the Company, liable to retire by rotation.  No remuneration is paid to him.	No remuneration/commission is paid to him.	No remuneration/commission is paid to her
Details of remuneration sought to be paid and remuneration last drawn	Mr. Ganesh Kumar Singhania was paid NIL remuneration for the FY 2024-25.  Mr. Ganesh Kumar Singhania would not be availing any remuneration for the FY 2025-26	No remuneration/commission is paid to him.	No remuneration/commission is paid to her



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Number of Meetings of the Board attended during the year	8/8	3/3	3/3
List of Directorships in other unlisted Companies	<ol style="list-style-type: none"> <li>1. YKM ENTERTAINMENT &amp; HOTELS PRIVATE LIMITED</li> <li>2. GSAS INFRASTRUCTURE PRIVATE LIMITED</li> <li>3. SQUARE FOUR LOGISTICS PARK PRIVATE LIMITED</li> <li>4. SQUARE FOUR INDUSTRIAL PARK PRIVATE LIMITED</li> <li>5. SQUARE FOUR HOTELS &amp; RESORTS PRIVATE LIMITED</li> <li>6. G S GLOBAL PROJECTS PRIVATE LIMITED</li> <li>7. SQUARE FOUR HOUSING &amp; INFRASTRUCTURE DEVELOPMENT PRIVATE LIMITED</li> <li>8. PROMPT SALES PRIVATE LIMITED</li> <li>9. VASTAV DEALERS PRIVATE LIMITED</li> <li>10. SQUARE FOUR ASSETS MANAGEMENT AND RECONSTRUCTION COMPANY PRIVATE LIMITED</li> </ol>	<ol style="list-style-type: none"> <li>1. DANODIA INVESTMENTS AND FINANCE LIMITED</li> <li>2. SR HIGHRISE PRIVATE LIMITED</li> <li>3. LINKWISE DEALER PRIVATE LIMITED</li> <li>4. SUBHRASHI DEALER PRIVATE LIMITED</li> <li>5. DALHOUSIE SQUARE MEDICAL &amp; RESEARCH CENTRE PRIVATE LIMITED</li> <li>6. TECHNO BANQUE (INDIA) PVT. LTD</li> <li>7. AMULAY MERCANTILE PRIVATE LIMITED</li> <li>8. MAHI TRADING PRIVATE LIMITED</li> <li>9. SAKET TRADE-LINK PRIVATE LIMITED</li> <li>10. SRIJAN TIE-UP PRIVATE LIMITED</li> <li>11. ST. MARY'S NURSING HOME PVT. LTD.</li> <li>12. BRC CONSTRUCTION CO PRIVATE LIMITED</li> <li>13. SEEMA CLOTH HOUSE PVT LTD</li> <li>14. SIMRAN SUPPLIERS PRIVATE LIMITED</li> <li>15. CAPTIVE MERCHANTS PVT LTD</li> <li>16. YKM ENTERTAINMENT &amp; HOTELS PRIVATE LIMITED</li> </ol>	NA
List of Directorships in other listed Companies	NIL	NIL	NIL
Chairmanship/ membership in Committees of Board of Directors of other Indian Public Companies	NIL	NIL	NIL
Chairmanship/ membership of Committees of the Company	NIL	NIL	NIL

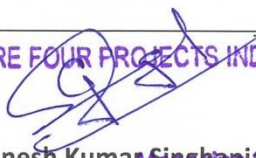
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Number of shares held by him in the Company: Self	6991144 of Rs.5/- each	NIL	NIL
As Beneficial Owner	470800 Equity shares of Rs.5/- each (as KARTA OF Ganesh Kumar Singhania (HUF))	NIL	NIL
Relationship with any Director(s) and KMPs of the Company	None	None	None
Resignation from the Directorship of the listed companies in the past three years	NA	NA	NA
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable	More than 6 years of experience in Business and Finance Management	More than 5 years of experience in Business and Finance Management

<b>238A, A J C Bose Road</b> <b>2<sup>nd</sup> Floor, Kolkata - 700 0020</b> <b>CIN: L24230WB1992PLC192922</b> <b>(Phone) 0-9874360948; (Fax) 033-2290-3179</b> <b>(E-mail) : <a href="mailto:sq4group@gmail.com">sq4group@gmail.com</a></b> <b>Website: <a href="http://www.squarefourgroup.in">www.squarefourgroup.in</a></b> <b>Dated:18.08.2025</b>	<b>By order of the Board</b> <b>For Square Four Projects India Limited</b>
	<b>SQUARE FOUR PROJECTS INDIA LTD.</b>  <b>(Ganesh Kumar Singhania)</b> <b>Managing Director</b> <b>DIN :01248747</b>