

# SQUARE FOUR PROJECTS INDIA LIMITED

*(Formerly : Essen Supplements India Limited)*

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

**CIN: L24230WB1992PLC192922**

## Board of Directors

1. Mr. Ganesh Kumar Singhania (44 Years) – Managing Director
2. Mr. Arun Kumar Singh (44 years) – Director
3. Mr. Jai Kumar Sharma (43 Years) – Additional Director (Independent)
4. Mrs. Shabana Anjoom (35 Years) – Director (Independent)

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## Company Secretary

Aditya Tiwari

## Auditors

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

## Registered Office

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

## Registrar & Share Transfer Agent

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



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## 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.”

238A, A.J.C Bose Road, 2nd Floor, Kolkata-700020

CIN: L24230WB1992PLC192922

Phone: 9874360948

Email: cs.squarefour@gmail.com

Fax: 033-2290-3179

Web site: www.essensupplements.com

Place : Kolkata

Date: 14.08.2015

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

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

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## 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

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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. 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.
8. 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.
9. 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.
10. **VOTING THROUGH ELECTRONIC MEANS**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - III. **The process and manner for remote e-voting are as under:**
    - (i) The remote e-voting period commences on 15<sup>th</sup> September 2015(10.00 a.m) and ends on 17<sup>th</sup> September 2015 (5.00 p.m). During this period members' of the Company, holding shares either in physical form or in dematerialized form,

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as on the cut-off date of 11<sup>th</sup> September 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (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
  - 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, excluding the special characters.
- (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:

	<b>For Members holding shares in Demat Form and Physical Form</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>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 with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account number	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</li> </ul>

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- (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 Company Name i.e."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 & Custodians :
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 which 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 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



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www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

11. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 17th September, up to 5:00 pm without which the vote shall not be treated as valid.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 11<sup>th</sup> September 2015.
13. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 7<sup>th</sup> August 2015.
14. The shareholders shall have one vote per equity share held by them as on cut-off 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.
15. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of 11<sup>th</sup> September 2015. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
16. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
17. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e as on cut-off date of 11<sup>th</sup> September 2015. are requested to send the written / email communication to the Company at aditya@squarefourgroup.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
18. 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.
19. 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.



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

### Item No. 4

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.

238A, A.J.C Bose Road, 2nd Floor, Kolkata-700020  
CIN: L24230WB1992PLC192922  
Phone: 9874360948  
Email: cs.squarefour@gmail.com  
Fax: 033-2290-3179  
Web site: www.essensupplements.com

Place : Kolkata  
Date: 14.08.2015

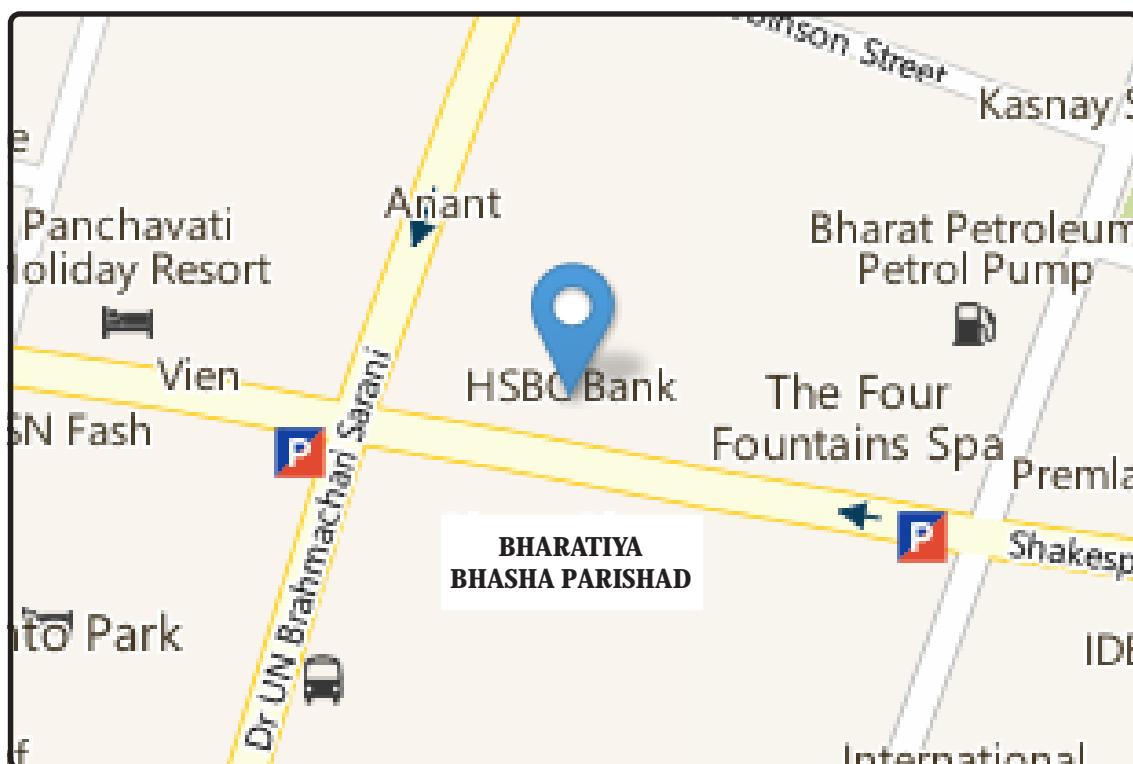
**By order of the Board**  
For ***Square Four Projects India Limited***

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

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## AGM Venue

### **BHARATIYA BHASHA PARISHAD**

36A, Shakespeare Sarani, Kolkata-700 017