



...a new dimension to mankind

SQUARE FOUR PROJECTS INDIA LIMITED



27th Annual Report | 2018-2019

A tall, modern apartment building with a white facade and green vertical accents. The building has multiple floors with balconies and windows. The text is overlaid on the lower half of the image.

SQUARE FOUR PROJECTS INDIA LIMITED

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

SQUARE FOUR PROJECTS INDIA LIMITED

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

CIN: L24230WB1992PLC192922

Board of Directors

- | | | |
|--|---|------------------------|
| 1. Mr. Ganesh Kumar Singhania (48 Years) | – | Managing Director |
| 2. Mr. Sanjay Kumar Jha (48 years) | – | Director |
| 3. Mr. Jai Kumar Sharma (47 Years) | – | Director (Independent) |
| 4. Mrs. Shabana Anjoom (39 Years) | – | Director (Independent) |

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Company Secretary

Rajshree Bhati

Chief Financial Officer

Sadashivan Arjun Swamy

Auditors

M/S. S. Ramanand Aiyer & Co.
Chartered Accountant

Registered Office

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

Registrar & Share Transfer Agent

Niche Technologies (P) Ltd.
3A, Auckland Place,
7th Floor, Room No. 7A & 7B
Kolkata - 700 017

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NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of Square Four Projects India Limited will be held on Monday, the 30th day of September, 2019 at 03:30 P.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700017 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 31st March, 2019 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.

Special Business

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

Re-appointment of Mr. Ganesh Kumar Singhania (DIN: 01248747) as Managing Director

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by Nomination and Remuneration Committee (“Committee”) and further approved by the Board, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Ganesh Kumar Singhania (DIN: 01248747) as Managing Director of the Company for a period of 3 years, with effect from 1st April, 2019 as per the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary and acceptable to Mr. Mr. Ganesh Kumar Singhania;

RESOLVED FURTHER THAT the remuneration payable to Mr. Ganesh Kumar Singhania, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Ganesh Kumar Singhania by way of salary, perquisites and allowances

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shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT Mr. Ganesh Kumar Singhania, Managing Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

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

Re-appointment of Mr. Jai Kumar Sharma (DIN: 06879084) as an Independent Director

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by Nomination and Remuneration Committee ("Committee") and further approved by the Board, Mr. Jai Kumar Sharma (DIN: 06879084) whose current period of office is expiring on 13th November, 2019 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) and Regulation 25 of the Listing Regulations, be and is hereby re-appointed as an Independent Director for a second term for 5 (Five) consecutive years w.e.f. 14th November, 2019 upto 13th November, 2024;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

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

Re-appointment of Mrs. Shabana Anjoom (DIN: 06937428) as an Independent Director

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by Nomination and Remuneration Committee ("Committee") and further approved by the Board, Mrs. Shabana Anjoom (DIN: 06937428) whose current period of office is expiring on 30th September, 2019 and who is eligible for re-appointment for a second term under the

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provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) and Regulation 25 of the Listing Regulations, be and is hereby re-appointed as an Independent Director for a second term for 5 (Five) consecutive years w.e.f. 1st October, 2019 upto 30th September, 2024;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid 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) arun@squarefourgroup.com
Website: www.squarefourgroup.in

Sd/-
(Ganesh Kumar Singhanian)
Managing Director
DIN - 01248747

Place : Kolkata
Date: 30.05.2019

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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.
2. 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.
3. Explanatory Statement in terms of Section 102 of the Companies Act, 2013 is enclosed and constitutes part of this Notice.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. Information about the Directors to be appointed and reappointed at the Annual General Meeting as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :-

Mr. Ganesh Kumar Singhania

Date of Birth	04.04.1971
Nationality	Indian
Date of Appointment	20.09.2010
Qualification	Graduate
Experience	23 years
Directorship in other Public Limited Companies	Nil
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil
Number of shares held by Director In the company	3495572
Director Identification Number	01248747

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Mr. Jai Kumar Sharma

Date of Birth	09.06.1972
Nationality	Indian
Date of Appointment	14.11.2014
Experience	22 years
Directorship in other public Limited Companies	1
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil
Number of shares held by Director In the company	Nil
Director Identification Number	06879084

Mrs. Shabana Anjoom

Date of Birth	09.12.1980
Nationality	Indian
Date of Appointment	14.08.2014
Experience	15 years
Directorship in other public Limited Companies	Nil
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil
Number of shares held by Director In the company	Nil
Director Identification Number	06937428

6. Relevant documents referred to in the accompanying Notice and the Statement is 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.
7. The Company has notified closure of Register of Members and Share Transfer Books from **Tuesday, 24th September, 2019** to **Monday, 30th September, 2019** (both days inclusive).
8. 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

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9. 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.
10. 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.
11. 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.
12. SEBI has recently amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by its notification dated 8th June, 2018 providing that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. This provision shall come into force on the one hundred and eightieth day from the date of publication of the notification in the Official Gazette. In view of the above, the Shareholders holding shares of the Company in physical mode are requested to get their shares dematerialized at an early date.

Voting through electronic means

- I. In compliance to 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27.09.2019 from 9.00 A.M and ends on 29.09.2019 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

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23.09.2019, 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	<p>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.</p>
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>