

# SQUARE FOUR PROJECTS INDIA LIMITED

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

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## NOTICE

**NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting of Square Four Projects India Limited will be held on Thursday, the 31<sup>st</sup> day of December, 2020 at 12:30 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, 2020 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Kumar Jha (DIN: 03422655), 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, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), M/s. Spark & Associates, Chartered Accountants, (Firm Registration No.- 005313C), be and are hereby appointed as Statutory Auditors of the Company in place of M/s. S. Ramanand Aliyar & Co., Chartered Accountants, (FRN:000990N), 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 Companies Act, 2013, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in 2025 on a remuneration as may be determined by the Board of Directors of the Company in consultation with the said Auditor."

By order of the Board  
For Square Four Projects India Limited



(Ganesh Kumar Singhania)  
Managing Director  
DIN - 01248747

238A, A J C Bose Road  
2<sup>nd</sup> Floor, Kolkata - 700 0020  
CIN: L24230WB1992PLC192922  
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(E-mail) [arun@squarefourgroup.com](mailto:arun@squarefourgroup.com)  
Website: [www.squarefourgroup.in](http://www.squarefourgroup.in)

Date: 30.11.2020

## NOTES:

1. Explanatory Statement setting out material facts with respect to business at Item No. 3 in terms of Section 102 of the Companies Act, 2013 is enclosed and constitutes part of this Notice. Additional information, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 3 of this Notice, is also provided in the Explanatory Statement.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/ 2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") and Order No. ROC/WB/2020/2717 dated 08th September, 2020 issued by office of the Registrar of Companies, West Bengal, permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 28. The venue of the meeting shall be deemed to be the Regd. Office of the Company i.e. 238A, A.J.C. Bose Road, Suite No.2B, Kolkata-700020.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. 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.
5. 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.
6. 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 20<sup>th</sup> November, 2020, 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.



7. 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 Thursday, 24<sup>th</sup> December, 2020.
8. 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 [arun@squarefourgroup.com](mailto:arun@squarefourgroup.com) from 27<sup>th</sup> December, 2020 (9:00 a.m. IST) to 30<sup>th</sup> December, 2020 (5:00 p.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.
9. 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.
10. 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.
11. 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.
12. 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.

### 13. Voting through electronic means

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 Twenty-eighth Annual General Meeting scheduled to be held on Thursday, 31<sup>st</sup> December, 2020 at 12:30 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:

#### ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER (PAN)
201130017		

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 28<sup>th</sup> December, 2020 from 09:00 a.m. (IST) and ends on 30<sup>th</sup> December, 2020 upto 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 24<sup>th</sup> December, 2020 i.e. the cut-off date, may cast their vote electronically. The 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field.</li> <li>• In case the folio 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 folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	<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>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.</li> </ul>

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



- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Square Four Projects India Limited> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.

**(xix) Note for Non - Individual Shareholders and Custodians**

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b. 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)
  - c. 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.
  - d. The list of accounts linked in the login 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.
  - e. 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com),



under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

14. Institutional shareholders (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 at [arun@squarefourgroup.com](mailto:arun@squarefourgroup.com) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) or [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 30<sup>th</sup> December, 2020 upto 05:00 P.M. without which the vote shall not be treated as valid.
15. In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agents or send mail to [arun@squarefourgroup.com](mailto:arun@squarefourgroup.com) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com). You may also send mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com).
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company held on the cut-off date of 24<sup>th</sup> December, 2020.
17. The member already cast his/her vote through remote e-voting would not be allowed to cast vote again through e-voting at the AGM. However, he/she can attend the AGM.
18. Mr. A. K. Labh, Practicing Company Secretary ( FCS : 4848 ) of M/s. A. K. Labh & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com).
19. The Scrutinizer shall within a period not exceeding 48 hrs from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses 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.
20. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.squarefourgroup.in](http://www.squarefourgroup.in) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM.
21. Members holding shares in physical form are requested to notify immediately change of address, transfer, demat, ECS credit request, if any, to the Registrars and Transfer Agents of the Company i.e. M/s Niche Technologies Private Limited at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata – 700 017. Tel No.: (033) 2280 6616 / 6617 / 6618 Fax: (033) 2280 6619 E-Mail: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)
22. Members may also note that the Notice of the 28<sup>th</sup> AGM and the Annual Report 2019-20 will be available on the Company's website, [www.squarefourgroup.in](http://www.squarefourgroup.in)
23. Members holding shares in demat mode are requested to notify any change in address, Bank Details, ECS Credit request to their respective depository participants and make



sure that such changes are recorded by them.

24. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 25<sup>th</sup> December, 2020 to Thursday, 31<sup>st</sup> December, 2020 (both days inclusive). Duly executed and stamped transfer deeds, along with the relative Share Certificates, should be submitted to the Company's Registrar & Share Transfer Agents before the closure of the Register of Members for registration of transfers.
25. Queries on accounts, if any, should be mailed to [arun@squarefourgroup.com](mailto:arun@squarefourgroup.com) at least seven days before the meeting.
26. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market transaction and off-market/private transaction including, transfer of shares held in physical form, deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders, transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares and transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
27. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 28. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**
  - i. Members will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e- voting credentials. The link for VC / OAVM will be available in Members login where the EVSN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of CDSL.
  - ii. Members can participate in the AGM through smart phone/laptop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops connected through broadband. Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Participating Members are requested to keep their device under 'Mute' mode, except for pre-registered speakers, when invited to speak at the Meeting.
  - iii. Participants connecting from Mobile Devices or Tablets or through Laptop 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.

- iv. The Members are requested to join the AGM through VC/OAVM mode, 30 minutes before the scheduled time of the commencement of the Meeting and not later than 15 minutes after the commencement of the meeting by following the procedure mentioned in the Notice.
- v. Members who need assistance before or during the AGM, can contact CDSL on [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) or use Toll Free No.1800-222-990

**EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATIONS 30 AND 36 OF SEBI (LODR) REGULATIONS, 2015**

**Item No.3**

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. S. Ramanand Aiyar & Co., Chartered Accountants, (FRN -000990N) were appointed as Statutory Auditors of the Company for 3 years by the Members at the 25<sup>th</sup> Annual General Meeting (AGM) subject to ratification of their appointment at every AGM. Accordingly, their term gets completed on conclusion of this AGM in terms of the provisions of Section 139(2) of the Companies Act, 2013.

**Terms of appointment:** M/s. Spark & Associates, Chartered Accountants, (FRN -005313C) 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 33<sup>rd</sup> AGM of the Company to be held in 2025.

**Basis of recommendation for appointment:** Before recommending the appointment of M/s. Spark & Associates, Chartered Accountants, (FRN - 005313C) 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. Spark & Associates, Chartered Accountants, (FRN - 005313C) 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. Spark & Associates, Chartered Accountants, (FRN - 005313C) was established in 26.03.1990. 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.

**Proposed Fee:** As mutually agreed between the Board of Directors of the Company and the new auditors, M/s. Spark & Associates, Chartered Accountants, (FRN - 005313C) subject to revisions in between as decided in due course.

**Last fee to the auditor:** The Company had paid a professional fee of Rs. 41,300/- to the retiring Statutory Auditors i.e. M/s. S. Ramanand Aiyar & Co., Chartered Accountants, (FRN -000990N) with respect to statutory audit for the financial year 2019-20.

**Any material change and rationale for such change:** The proposed fees payable to M/s. Spark & Associates, Chartered Accountants, (FRN - 005313C), is based on the fee proposal received at the time of selection of the Statutory Auditors by the Audit Committee in line with the Company's scale of operations and at par with the industrial norms.

M/s. Spark & Associates, Chartered Accountants, (FRN - 005313C) 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.

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.

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. Sanjay Kumar Jha
Category	Director
DIN	03422656
Date of Birth	25.03.1971
Nationality	Indian
Date of Appointment	25.08.2017
Qualifications	Graduate
Experience and Expertise	More than 10 years of experience in Business and Finance Management
Number of Meetings of the Board attended during the year	5
List of Directorships : Listed Companies Other Companies	Nil 4
List of Membership/Chairmanship of Committees of other Board	Nil
Number of shares held by him in the Company	Nil
Relationship with any Director(s) and KMPs of the Company	No relationship with any Director(s) and KMPs of the Company

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(E-mail) arun@squarefourgroup.com  
Website: www.squarefourgroup.in

Date: 30.11.2020

By order of the Board  
For Square Four Projects India Limited

  
(Ganesb Kumar Singhania)  
Managing Director  
DIN - 91248747