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Secretarial Compliance Report

(Under regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

To,

Shraddha Prime Projects Ltd.

(Formerly known as Towa Sokki Limited)

A 309, Kanara Business Centre Premises CS Limited

Link Road, Laxmi Nagar,

Ghatkopar (East), Mumbai 400075

I, Neeta Desai, Practising Company Secretary have examined:

1. all the documents and records made available to us and explanation provided by **Shraddha Prime Projects Ltd** ("the listed entity"),
2. the filings/ submissions made by the listed entity to the stock exchanges,
3. website of the listed entity,
4. any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
The Company has made an application for reclassification of promoters holding as per Regulation 31A and is resolving the queries as when raised in BSE listing module.
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the year under review.**
- (v) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **Not applicable during the year under review.**

- (vi) Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021; **Not applicable during the year under review.**
- (vii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable during the year under review.**
- (viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (ix) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018;
- (x) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/ guidelines issued thereunder;
- (xi) Other regulations as applicable and circulars guidelines issued thereunder and based on the above examination;

Sr No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management response	Remarks
1	Advisory letter related to Reg 30 - Time of commencement and conclusion of meeting not given in Board Meeting	Non Submission	No Action Taken by BSE	NA	Advisory letter for non-compliance observed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') time of commencement and conclusion of meeting	NIL	The Company filed the revised letter and complied with the necessary requirement.	The revised outcome stating the time of commencement & time of conclusion of the Board meeting submitted on 02.06.2023.	Complied
2	SDD Non-Compliance	Non Submission	No Action Taken by BSE	NA	Non-submission of quarterly SDD Compliance Certificate for the quarter December 31, 2023 quarter.	NIL	The Corporate Governance Regulation became applicable to the company from the quarter ending September 30, 2023 on account of	The Corporate Governance Regulation became applicable to the company from the quarter ending September 30, 2023, on account of rights issue &	The Company filed the SDD compliance certificate for the said quarter.

							rights issue. Regulation 24A also became applicable from the same date. In adherence to this, the Company has duly complied with the quarterly submission of Regulation 27 under XBRL mode for both the September and December quarters.	consequently, Regulation 24A also became applicable from the same date. As per the Exchange circulars, the Company was under the impression that due to CG applicability it is not required to submit the SDD Compliance Certificate quarterly.	
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and based on the above examination I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except for the following observations:

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management response	Remarks
1			-----Not applicable-----						
2									

(c) The listed entities have maintained proper books of records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

(d) Pursuant to SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019 additional affirmations required by the Company which are as follows:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/Remarks by PCS
1	Secretarial Standards The Compliances of the listed entities are in accordance with the applicable Secretarial Standards (SS) issued by ICSI.	Yes	NIL
2	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	All Policies are updated and are in conformity with SEBI Regulations.
3	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	NIL
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	NIL
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies	Yes	The Company has Partnership Firms as its subsidiaries.

	(b) Requirements with respect to disclosure of material as well as other subsidiaries.		
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	NIL
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	NIL
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /ratified / rejected by the Audit committee.	Yes	NIL
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NIL
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NIL
11	Actions taken by SEBI or Stock Exchange(s), if any:	NA	NIL
12	Additional Non-compliances, if any:	NA	No Non Compliances.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes /No/ NA)	Observations/ Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	No NA No	The Auditor M/s. VISHWAS & ASSOCIATES, Chartered Accountants, (Firm Registration No. 143500W) resigned from the Company w.e.f. 25th January, 2024. They have not issued the Limited review Report for the 3rd Quarter ended on 31.12.2023.
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	NA NA	The Auditors have resigned due to personal difficulty and there are no incidents as specified in sub clauses a to c of Clause i of point no. 2.

	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA NA	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Yes	Complied

Place: Mumbai
Date : 29.05.2024
UDIN : F003262F000484776

For ND & Associates
(Peer Reviewed)

Neeta H. Desai
Practising Company Secretary
COP No. 4741