



SHRADDHA

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**PRIME**  
PROJECTS LTD.

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CONSTRUCTING VALUE



# Shraddha Prime Projects Ltd.

(Formerly Known As Towa Sokki Limited)

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## POSTAL BALLOT NOTICE

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Shraddha Prime Projects Limited (**“the Company”**) by means of Postal Ballot, only by remote e-voting process (**“e-voting”**) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (**“the Act”**), Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (**“MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolutions is annexed.

The Board has appointed Ms. Neeta H. Desai (Membership No. 3262, COP No. 4741) of ND & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited as the agency to provide e-voting facility. Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically.

The votes can be cast during the following voting period:

Commencement of e-voting:	<b>9:00 a.m. (IST) on Tuesday, January 20<sup>th</sup> 2026</b>
End of e-voting:	<b>5:00 p.m. (IST) on Wednesday, February 18<sup>th</sup> 2026</b>

Based on the Scrutinizer’s Report, the Results of remote e-voting will be declared on or before February 20<sup>th</sup> 2026, The declared Results, along with the Scrutinizer’s Report, will be available forthwith on the Company’s corporate website <https://shraddhaprimeprojects.in/> under the section ‘Investor Relations’ and will also be forwarded to the Stock Exchanges where the Company’s shares are listed. National Securities Depository Limited (‘NSDL’), engaged by the Board of Directors of the Company for facilitating remote e-voting, will also display these Results on its website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



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## ITEM NO. 1

### INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

To consider and pass the following resolution as an *Ordinary Resolution*:

**“RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 45,00,00,000 (Rupees Forty Five Crores only) divided into 4,50,00,000 (Four Crores and Fifty Lakhs) equity shares of ₹ 10 (Rupees Ten only) each to ₹ 65,00,00,000 (Rupees Sixty Five Crores only) divided into 6,50,00,000 (Six Crores and Fifty Lakhs) equity shares of ₹ 10 (Rupees Ten only) each, by creation of additional ₹ 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) equity shares of ₹ 10 (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

“V. The Authorized Share capital of the Company is 65,00,00,000/- (Rupees Sixty-Five Crores Only) divided into 6,50,00,000 (Six Crores Fifty Lacs) Equity Shares of Rs. 10/- each.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to give such directions, as may in their absolute direction deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchange, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and or matters connected therewith or incidental thereto expressly by the authority of this resolution.”

## ITEM NO. 2

### APPOINTMENT OF MR. ASHOK UTTAM CHANDANSHIVE, DIN : 11038160 AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and pass the following resolution as an *Ordinary Resolution*:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company,



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approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Ashok Uttam Chandanshive (DIN: 11038160), who was appointed as an Additional Director in the capacity of an Independent Director with effect from January 14, 2026, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till January 13, 2031, and that he shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board  
**Shraddha Prime Projects Limited**

**Place: Mumbai**  
**Date: 14.01.2026**

**Mr. Sudhir Balu Mehta**  
**Managing Director**  
**DIN: 02215452**





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## Notes:

1. The Explanatory Statement pursuant to Sections 102 of the Act, SS-2 and Regulation 17(11) of the Listing Regulations, as amended from time to time pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto, which forms part of this Notice for your consideration.
2. In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by e-mail to all those members, whose e-mail addresses are registered with the Company or with the depository (ies)/depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e Friday January 16<sup>th</sup> 2026, In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copies of the Notice, Postal Ballot Forms and prepaid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered with RCMC Share Registry Private Limited, the Company's Registrar and Transfer Agent.
3. The Company is offering e-voting facility to all its Shareholders. National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the Shareholders to cast their votes electronically. Instructions for remote e-voting are provided in the Notice.
4. The Notice shall also be uploaded on the website of the Company at <https://shraddhaprimeprojects.in/> and on the website of BSE Limited at <https://www.bseindia.com/index.html> and on the e-voting platform NSDL at <https://www.evoting.nsdl.com/>. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
5. All material documents referred to in the explanatory statement will be available electronically for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, members may also send their requests to [shraddhaprimeprojects@gmail.com](mailto:shraddhaprimeprojects@gmail.com) from their registered e-mail address mentioning their name, folio number, DP ID and Client ID during the voting period of the Postal Ballot.
6. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Cut-off date i.e., Friday January 16<sup>th</sup> 2026 being the 'cut-off date' fixed for this purpose. Any person who is not a member as on cut-off date should treat this notice for information purposes only.
7. The voting period will commence from Tuesday, January 20<sup>th</sup>, 2026, at 9:00 a.m. IST and ends on Wednesday, February 18<sup>th</sup>, 2026 at 5:00 p.m. IST. The e-voting module shall be disabled for voting thereafter.



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8. The Board has appointed Ms. Neeta H. Desai (Membership No. 3262, COP No. 4741) of ND & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot process in affair and transparent manner. The Scrutinizer's decision on the validity of e-voting will be final.
9. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced not later than forty-eight hours of the conclusion of the e-voting and will also be displayed on the Company's website at <https://shraddhaprimeprojects.in/> and communicated to the stock exchanges where the shares of the Company are listed. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Wednesday, February 18<sup>th</sup>, 2026 being the last date specified by the Company for e-voting.

## INSTRUCTIONS FOR REMOTE E-VOTING

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



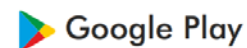
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2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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 hold 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**





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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. 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.</li> <li>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 login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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.





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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	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. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID



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	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL



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7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ndassociates2128@gmail.com](mailto:ndassociates2128@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022-4886 7000 or send a request to Pallavi Mhatre at [pallavid@nsdl.com](mailto:pallavid@nsdl.com) or/ at [evoting@nsdl.com](mailto:evoting@nsdl.com)



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**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [shraddhaprimeprojects@gmail.com](mailto:shraddhaprimeprojects@gmail.com).
2. 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, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [shraddhaprimeprojects@gmail.com](mailto:shraddhaprimeprojects@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In accordance with Section 102 of the Companies Act, 2013 read with the rules made thereunder, Secretarial Standards on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI LODR Regulations").

### **ITEM NO. 1**

### **INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

The present Authorised Share Capital of the Company is ₹45,00,00,000 (Rupees Forty Five Crores only), divided into 4,50,00,000 (Four Crores and Fifty Lakhs) equity shares of ₹10 (Rupees Ten only) each.

In order to enable the Company to issue further equity shares, including by way of **bonus issue and/or rights issue or by any other fund raising activity**, and to meet future business and capital requirements, it is considered desirable to increase the Authorised Share Capital of the Company.





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Accordingly, the Board of Directors of the Company, at its meeting held on **January 14, 2026**, has recommended an increase in the Authorised Share Capital of the Company from the existing ₹45,00,00,000 (Rupees Forty Five Crores only) to ₹65,00,00,000 (Rupees Sixty Five Crores only), divided into 6,50,00,000 (Six Crores and Fifty Lakhs) equity shares of ₹10 (Rupees Ten only) each, by creation of additional Authorised Share Capital of ₹20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) equity shares of ₹10 (Rupees Ten only) each.

The proposed increase in the Authorised Share Capital will require consequential alteration of **Clause V of the Memorandum of Association** of the Company, as set out in the accompanying resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice.

The Board of Directors commend the Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

## **ITEM NO. 2**

### **REGULARIZATION OF APPOINTMENT OF MR. ASHOK UTTAM CHANDANSHIVE DIN:11038160 AS ANON-EXECUTIVE INDEPENDENT DIRECTOR OF THECOMPANY**

Pursuant to Section 161 of the Companies Act, 2013 ('the Act') and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on January 14, 2026, had appointed Mr. Ashok Uttam Chandanshive, DIN: 11038160 as an Additional Non Executive Independent Director of the Company.

In terms of Regulation 17(1C) of Listing Regulations approval of Members for appointment of person on the Board should be taken at the next General Meeting or within a period of 3 months from the date of appointment, whichever is earlier.

As per Sections 149, 150, 152, 160, Schedule IV and other applicable provisions if any, of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), he is proposed to be appointed for a term of five consecutive years with effect from January 14, 2026 to January 13, 2031 (both days inclusive) and he shall not be liable to retire by rotation.

Mr. Ashok Uttam Chandanshive, DIN: 11038160 is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Ashok Uttam Chandanshive for the office of Independent Director of the Company.



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In the opinion of the Board, Mr. Ashok Uttam Chandanshive fulfils the conditions specified in the Companies Act, 2013, the rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Nomination and Remuneration Committee and Board of Directors have reviewed the capabilities of Mr. Ashok Uttam Chandanshive vis-a-vis the role and capabilities required by the Board, based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Ashok Uttam Chandanshive as Independent Director, for first term of five consecutive years with effect from January 14, 2026.

In the opinion of Nomination and Remuneration Committee and the Board, Mr. Ashok Uttam Chandanshive possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company.

He has also confirmed that he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel.

Additional information in respect of Mr. Ashok Uttam Chandanshive, pursuant to Listing Regulations and the Secretarial Standards on General Meetings (SS-2) along with his brief profile is provided as Annexure B to this Notice.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Ashok Uttam Chandanshive, is directly or indirectly concerned or interested, financially or otherwise, in the special resolution set out at Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for approval by the Members.

## Profile of Mr. Ashok Uttam Chandanshive:

Name of Director	Mr. Ashok Uttam Chandanshive
DIN	11038160
Category & Designation	Independent Director
Date of Birth & Age	06/11/1985 (Age 40)
Date of appointment on the Board	14.01.2026
expertise, skills and capabilities	Banking and NBFC, Consulting, Corporate Law, Finance & Taxation



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Qualifications & experience	CA, LLB, M.Com., with over 10 years of professional experience as Proprietor of M/s Ashok Chandanshive & Co.
Brief resume	<p>Mr. Ashok Chandanshive is a qualified Chartered Accountant (CA), Lawyer (LLB), and Master of Commerce (M.Com.), with extensive experience in Banking and NBFC advisory, consulting, corporate law, finance, and taxation.</p> <p>He has been the Proprietor of M/s Ashok Chandanshive &amp; Co. for over 10 years, providing comprehensive professional services to corporates, financial institutions, and individuals. Prior to establishing his own practice, he worked as a Senior Associate for six years at Shankarlal Jain &amp; Associates, where he gained substantial hands-on experience in advisory, compliance, and regulatory matters.</p> <p>With a strong multidisciplinary background and strong practical exposure, Mr. Chandanshive offers strategic, compliance-oriented, and solution-driven advisory services, particularly in the areas of financial structuring, regulatory compliance, and taxation.</p>
Terms and Conditions of Appointment	For the Period of five form January 14, 2026 till January 13, 2031 Not liable to retire by rotation
Last drawn remuneration during FY 2025-26	Not Applicable
Remuneration proposed to be paid.	Sitting Fees and Commission, if any, in accordance with the relevant provisions of applicable laws.
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any Director or Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the year and other Directorships, Membership / Chairmanship of Committees of other Boards	Supriyata Capital Private Limited- Independent Director



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Names of listed entities in which the person also holds the directorship and the membership of Committees of the board (along with listed entities from which the person has resigned in the past three years)	Nil
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By Order of the Board  
**Shraddha Prime Projects Limited**

**Place: Mumbai**  
**Date: 14.01.2026**

**Mr. Sudhir Balu Mehta**  
**Managing Director**  
**DIN: 02215452**