



SHRADDHA  
**PRIME**  
PROJECTS LTD.  
CONSTRUCTING VALUE

## Shraddha Prime Projects Ltd.

(Formerly Known As Towa Sokki Limited)

Head Office : A-309, Kanara Business Centre Premises CS Ltd., Link Road,  
Laxmi Nagar, Ghatkopar (East) Mumbai - 400 075. Tel : 022 21646000

11<sup>th</sup> January, 2022

To,  
**BSE Limited**  
Listing / Corporate Relations Department,  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

**SUB: Notice of Postal Ballot**  
**Ref: Regulation 30 & Schedule III Part A of SEBI (LODR) Regulations, 2015**

**Scrip Code: 531771**

Dear Sir/Madam,

Exchange is hereby intimated that Board of Directors of the Company seek approval of shareholders by means of Postal Ballot - seeking approval for increasing authorized capital of the Company and to appoint statutory auditors.

Kindly take the above on your record.

Exchange and stakeholders are requested to note the same.

Yours Faithfully,

For **Shraddha Prime Projects Limited**  
**(Formerly Towa Sokki Limited)**

**CS Krati Patel**  
**Company Secretary & Compliance Officer**



SHRADDHA

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**PRIME**  
PROJECTS LTD.

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CONSTRUCTING VALUE

## SHRADDHA PRIME PROJECTS LIMITED

(Formerly known as Towa Sokki Limited)

**CIN: L70100GJ1993PLC019111**

**Registered Address:** FF-6, Amrapali Complex, Near Air Force, Makarpura, Vadodara, Gujarat, 390014

Tel: 0265-2652851| Fax: 0265-2652851| Web: www.shraddhaprimeprojects.in |

E-mail: shraddhaprimeprojects@gmail.com

### NOTICE OF POSTAL BALLOT

*(Pursuant to provisions of Section 110 of the Companies Act, 2013 and Rules made there under)*

**NOTICE** is hereby given that pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (Including any statutory modification made thereunder, the resolutions set out below is proposed to be passed by way of Postal Ballot. The explanatory statement pursuant to section 102, 110 and as required under Secretarial Standard 2 pertaining to the aforesaid resolution, setting out the material facts and the reason thereof are annexed hereto for your consideration and approval.

Considering the shortcomings of conducting business in the COVID 19 scenario pertaining to restricted mobility, difficulties in physical dispatch of documents and limitations in stakeholder engagement, the Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically in pursuance of General Circulars No.14/2020 dated April 8, 2020 and No. 17/2020 dated April 13, 2020, No. 20/2021 dated December 8, 2021 and such connecting circulars issued thereafter by the Ministry of Corporate Affairs ("the MCA Circulars"), in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" and subject to any other applicable laws and regulations, to transact the special businesses mentioned in this notice by the members of Shraddha Prime Projects Limited ("the Company") by passing resolutions through postal ballot ("Postal Ballot") **only** through remote e-voting;

Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via e-voting so as to reach the Scrutinizer by not later than the close of working hours at 5.00 p.m. on Friday, 11<sup>th</sup> February, 2022, the last date for the receipt of the completed Postal Ballot Votes.

The date of declaration of results of the postal ballot i.e. Saturday, 12<sup>th</sup> February, 2022 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

The Board of Directors have appointed Ms. Rachana Maru Furia of M/s. Rachana Maru Furia & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner. The Scrutinizer will submit her Report to the Board of Director after completion of scrutiny and the results of the postal ballot will be announced at the Registered Office of the Company at FF-6, Amrapali Apartments, Near Air Force Station, Makarpura, Vadodara, Gujarat - 390014 at 11.30 A.M. on Saturday, 12<sup>th</sup> February, 2022 by any Director / Company Secretary of the Company. The date of declaration of results of the postal ballot i.e. Saturday, 12<sup>th</sup> February, 2022 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

Shareholders who wish to be present at the time of declaration of results may do so at the aforesaid venue (registered office). The results of the Postal Ballot will also be displayed at the said office, besides communicating to the Stock Exchanges where the Company's shares are listed.

The Company is also extending the facility to register the email addresses of the members (please refer to the Notes to the Notice) who have not yet registered the same with the Company/ Depository Participants/the Registrar & Transfer Agents (RTA), in order to enable the members to cast their votes through e-voting facility.

### **SPECIAL BUSINESS:-**

To consider, and if thought fit, to pass, the following draft resolution as **ORDINARY RESOLUTION**;

#### **1. Increase the Authorised Share Capital of the Company**

To consider, and if thought fit, to pass, the following draft resolution as *Ordinary Resolution*;

**"RESOLVED THAT** subject to the provisions of section 61, 64 and other applicable provisions, if any, of the companies act, 2013 (including any amendment thereto or re-enactment thereof) and rules framed thereunder, SEBI (Listing Obligation & Disclosure Requirements) regulation, 2015, the Authorized Share Capital of the company be and is hereby increased from Rs. 30,00,00,000/- (Indian Rupees Thirty Crore only) divided into 3,00,00,000 (Three crore) equity shares of Rs. 10/- (Ten rupees only) each upto Rs. 60,00,00,000/- (Indian Rupees Sixty Crore only) divided into 6,00,00,000 (Six crore) equity shares of Rs. 10/- (Ten rupees only) each.

**RESOLVED FURTHER THAT** the existing Clause V (a) of the Memorandum of Association of the Company to be substituted by the following:

*V. The Authorized Share Capital of the Company is Rs. 60,00,00,000 /- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 10/- each.*

**RESOLVED FURTHER THAT** pursuant to provisions of Section 15 of the Companies Act, 2013 and the rules framed thereunder (including any statutory amendment made thereto or re-enactment thereof), the above alteration in the articles be and is hereby noted in each copy of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** any Director and / or Company Secretary / CFO of the Company or such persons as may be as delegated by the Board, be and are hereby authorized to sign, execute all the documents and file relevant forms with the Registrar of Companies, Stock Exchanges and to do all such acts, deeds and things on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution without being required to seek further consent or approval of the Shareholders of the Company in General Meeting."

#### **2. Appointment of Statutory Auditors**

To consider, and if thought fit, to pass, the following draft resolution as *Ordinary Resolution*;

**"RESOLVED THAT** pursuant to provisions of Section 139, 140 and any other relevant provisions of the Companies Act, 2013 along with any amendments, enactments, rules and regulations made thereunder, read with Companies (Audit and Auditors) Rules, 2014 and the Articles of Association of the Company, on

recommendation of Audit Committee and Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded for appointment of M/s. Vishwas & Associates (FRN: 143500W) Chartered Accountant, as Statutory Auditors of the Company with immediate effect to hold the office till the conclusion of the forthcoming Annual General Meeting of the Company to fill the casual vacancy caused by the resignation of Statutory Auditors M/s. Doogar & Associates. (FRN: 110512W) who have resigned.

**RESOLVED FURTHER THAT** M/s. Vishwas & Associates (FRN: 143500W) be and are hereby appointed to conduct the Audit of Financials of the Company for the F.Y.2021-22 and issue their Report thereto and such other audit/review/certification/work as may be required and/or deemed expedient and issue Limited Review Reports for financial results as may be required during their tenure.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to fix the Auditors remuneration / Audit fees to be payable to M/s. Vishwas & Associates (FRN: 143500W) and reimburse all the expenses incurred by them for conducting the Audit, issue the letter of Appointment, furnish the Certified True Copy of this resolution and do all such acts, deeds as may be deemed appropriate and take necessary actions to give effect to this resolution from time to time."

By Order of the Board

**Shraddha Prime Projects Limited  
(Formerly known as Towa Sokki Limited)**

Sd/-

**Mr. Sudhir Mehta  
Managing Director  
DIN: 02215452  
Date: 10-01-2022**

**Registered office:**  
FF-6, Amrapali  
Apartment, Near Air  
Force Station,  
Makarpura,  
Vadodara,  
Gujarat, 390014

**Notes:**

1. Statement and reasons for the proposed resolutions stated hereinabove, pursuant to provisions of Section 102 and 110 of Companies Act, 2013 and Secretarial Standard 2 is annexed hereto and forms part of the notice.
2. The Company has appointed Ms. Rachana Maru Furia, Proprietor – Rachana Maru Furia & Associates Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Notice is being sent to all the members whose names appear in the Register of Members/List of Beneficial Owners as on the close of business hours on Friday, 7<sup>th</sup> January, 2022 i.e. 'the cut-off date'. Accordingly, the members whose names appear in the Register of Members/List of Beneficial Owners, has been considered for the purpose of voting. The voting rights of the members shall be in proportion to their equity shares held in the total paid up equity share capital of the Company as on the cut-off date i.e. Friday, 7<sup>th</sup> January, 2022.
4. All the material documents i.e. the Explanatory Statement, relevant Board resolutions and any other documents related to business set out in the notice are available at the registered office of the Company and the website of the Company.
5. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
6. In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the postal ballot/ e-voting notice may temporarily get their email registered with the Company's RTA, RCMC Share Registry Private Limited, by clicking the link: [http://www.rcmcdelhi.com/share\\_registrar\\_contact\\_form.html](http://www.rcmcdelhi.com/share_registrar_contact_form.html) and following

the registration process as guided thereafter. Post successful registration of the email, the members would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to investor.services@rcmcdelhi.com.

7. It is clarified that for permanent registration of email address, the members are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, RCMC Share Registry Private Limited.

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**Voting through electronic means:  
The instructions for shareholders voting electronically are as under:**

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**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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <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.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</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 or joining virtual meeting &amp; voting during the meeting.</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.

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

<b>Login type</b>	<b>Helpdesk details</b>
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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

**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 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:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) 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'.
    - (ii) 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:
  - a) 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).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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.
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 [rachana@rmfa.co.in](mailto:rachana@rmfa.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **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 (Company email id).
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 (Company email id). 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.co.in](mailto:evoting@nsdl.co.in) 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 as required under Section 102 of the Companies Act, 2013**  
**& Secretarial Standard 2**

**ITEM NO. 1**

The management of the Company foresees enormous potential in the business proposed to be carried out by the Company and foresees capital requirements for operational expenditure and future growth, geographical expansion and venturing new projects. Accordingly, to enable the company to meet the objectives, it is proposed to seek approval of shareholders of the company to increase the authorized share capital of the Company.

The present authorized share capital of the Company is Rs. 30,00,00,000/- (Thirty Crore Only) divided into 3,00,00,000 Equity Shares of Rs. 10/- (Ten Rupees Only) each. To enable the Company to issue and allot further equity shares in future, it is proposed to increase the authorized share capital upto Rs. 60,00,00,000/- (Sixty Crore Only) divided into 6,00,00,000 Equity Shares of Rs. 10/- (Ten Rupees Only) each.

In terms of Section 61 and section 13 of the Companies Act 2013 read with Articles of Association, for increasing the authorized share capital of the company and consequential amendments to the Capital clause i.e. Clause V(a) of the Memorandum of Association of the Company, approval of members is required by way of ordinary Resolution.

The proposed Memorandum of Association & Articles of Association with marked up changes are available for inspection at the registered office of the Company on all the working days, except Saturdays, Sundays and holidays between 11.00 a.m. and 1.00 p.m.

In View of the above, your Directors recommend the proposed resolution be carried as Ordinary Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any. The proposed Resolution does not relate to or affect any other Company.

**ITEM NO. 2**

M/s. Doogar & Associates, Statutory Auditors of the Company (FRN: 000561N) have tendered their resignation as Statutory Auditors w.e.f. 06<sup>th</sup> January, 2022 citing their preoccupation with other tasks. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors & the Audit Committee of the Board have recommended appointment of M/s. Vishwas & Associates (FRN: 143500W), peer reviewed firm, as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. Doogar & Associates. M/s. Vishwas & Associates (FRN: 143500W), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013 and have given a certificate in prescribed form B declaring that firm complies with all eligibility norms prescribed by RBI regarding appointment of statutory auditors

In View of the above, your Directors recommend the proposed resolution be carried as Ordinary Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any. The proposed Resolution does not relate to or affect any other Company.

By Order of the Board

**Shraddha Prime Projects Limited**  
**(Formerly known as Towa Sokki Limited)**

**Sd/-**

**Mr. Sudhir Mehta**  
**Managing Director**  
**DIN: 02215452**  
**Date: 10-01-2022**

**Registered office:**  
FF-6, Amrapali  
Apartment, Near Air  
Force Station,  
Makarpura,  
Vadodara,  
Gujarat, 390014