



Shraddha Prime Projects Ltd.

(Formerly Known As Towa Sokki Limited)

SHRADDHA
PRIME
PROJECTS LTD.
CONSTRUCTING VALUE

Ref: D:/Shraddha/Bse/2025-26
May 19th, 2025

To,
BSE Ltd.
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Symbol: **SHRADDHA**

Security Code: 531771

Sub.: Secretarial Compliance Report (Under regulation 24A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

Pursuant to Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of Annual Secretarial Compliance Report for the year ended March 31, 2025 issued by Ms. Neeta H. Desai, Proprietor of M/s ND & Associates.

This is for your information & record.

Thanking you,

Very truly yours,
For **Shraddha Prime Projects Limited**

Sudhir Mehta
Managing Director
DIN : 02215452

Encl: as above

Neeta H. Desai

BA, LLB, LLM, FCS

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THE ANNUAL 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 me 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, 2025 (“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:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

The Company had reapplied for the reclassification of promoter holdings under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and the Company is actively addressing queries raised in the BSE listing module and the application is under consideration as on 31st March 2025.

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the year under Review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable during the year under Review.**

- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable during the year under Review.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/ guidelines issued thereunder;

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 in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory / Clarification / Fine / SCN / Warning, etc.					
1.	Search & Seizure Operation by Income Tax Authorities'	NA	NIL	Income Tax Authorities	Clarification sought	NA	NA	Search & Seizure Operation undertaken by Income Tax Department	The Company fully co-operated with the officials during the proceedings and responded to the Clarifications and details sought by them.	No further action taken by them.
2.	Email received from BSE regarding Examination on various point	NIL	NIL	Stock Exchange	Clarification sought	NA	NA	Email received from BSE regarding Examination on various point.	Company responded to all the clarifications sought by BSE.	No further Action taken by them.
3.	Rejection of Reclassification Application	Late/non-compliance with Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	NIL	Stock Exchange	Penalty Imposed	Non Compliance with regulation 38 of LODR for the quarter September 2022.	Basic Fine: 460000 +GST-82800= 542800 for Sept 2022 Quarter.	The Management is pursuing the matter with BSE to resolve their concern.	The written submissions made by the company that pending the application for reclassification the promoter disposed off 20,239 shares. Post open offer and post OFS Mr. Sudhir Balu Mehta is deemed to be the only Promoter of the Company	NA

									and has met with MPS. Since the approval on the re-classification of promoters request was pending the Company paid the penalty amount levied by BSE in good faith.	
4.	Non-Compliant with the MPS Requirements	Non-compliance with Regulation 38 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.	Non-Compliant with the MPS Requirements	Stock Exchange	Demat Accounts of Promoter and Promoter Group was frozen.	The mode by which the Company has achieved MPS is not as per Point 7(i) or 7(ii) of Section VI-A of Chapter VI of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 i.e Sale of 20,239 shares in the Open Market by Sudhir Mehta, the Promoter of the Company on 22/11/2022 exceeds the limit as mentioned in the said clause.	Demat Accounts of Promoter and Promoter Group is frozen. By another mail Fine of Rs. 3,12,700/- imposed upto 22. Nov 2022 i. e. the date of disposal of 20,239 shares by Sudhir Mehta.	The Management is pursuing the matter with BSE to resolve their concern and will take the necessary steps within the prescribed time given.	The company stated that pending the application for reclassification the promoter had already disposed off 20,239 shares and has met with MPS.	NA

5.	Late submission of Outcome of the Board Meeting for the Board Meeting held on 24/02/2025	As per the clause (i) of Regulation 30(6) and Part A of Schedule III of SEBI (LODR) Regulations 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 outcome not disclosed in time.	Two Minutes Delay in filing Outcome of the BM.	Stock Exchange	Clarification sought However No Penalty	Delay intimation of Outcome by two minutes	No Fine Imposed	Late submission with respect to Outcome of Board Meeting	The delay in uploading the outcome was due to an unexpected internet outage that occurred at the time of submission. This caused a brief delay of approximately two minutes. Prior to this, all compliance-related tasks were completed on time and as required.	No further action taken by them.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2024	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company filed the revised letter and complied with the necessary requirement	Advisory letter related to Regulation 30 stating that Time of commencement and conclusion of meeting not given in the letter.	Regulation 30 of SEBI (LODR) Regulation, 2015	No Action taken	The revised outcome stating the time of commencement & time of conclusion of the Board meeting submitted.	Complied
2.	Non-Compliance of SDD Certificate	Non Submission	Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	No Action taken	The Corporate Governance Regulations became applicable to the company from the quarter ending September 30, 2023, on account of rights issue & consequently, Regulation 24A also became applicable at the same time. The Company was under the	The Company filed the SDD compliance certificate for the said quarter.

					impression that due to CG applicability it is not required to submit the SDD Compliance Certificate quarterly.	
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(c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	NIL
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • 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: <ul style="list-style-type: none"> • 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.	Details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	The Company has Partnership Firms as its subsidiaries and the Company complies with the applicable provisions.
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 the LODR Regulations.	Yes	NIL

7.	<p>Performance Evaluation:</p> <p>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.</p>	Yes	NIL
8.	<p>Related Party Transactions:</p> <p>(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.</p>	Yes	NIL
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder.</p>	Yes	NIL
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	NIL
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	Penalty Imposed by BSE for Non Compliance of Maintaining MPS and Rejection of Reclassification Application
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Yes	The term of M/S AVHP & Company LLP, as Statutory Auditor has expired at the conclusion of the 32nd Annual general Meeting held on 26.09.2024. They didn't seek re-appointment.
13.	<p>No additional non-compliances observed:</p> <p>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p>	NA	NIL

Assumptions & limitation of scope and review:

- (i) Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- (ii) My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- (iii) We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
- (iv) This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Mumbai
Date : 19.05.2025
UDIN: F003262G000377944

For ND & Associates
(Peer Reviewed)

Neeta H. Desai
Practising Company Secretary
COP No. 4741