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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. 09/2024 dated September 19, 2024, 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 Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed Ms. Neeta H. Desai of M/s. ND & Associates, a Practising Company Secretary, as Scrutiniser 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 Scrutiniser’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:	9:00 a.m. (IST) on Tuesday, December 17, 2024
End of e-voting:	5:00 p.m. (IST) on Thursday, January 16, 2025

The Scrutiniser will submit her report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before Friday, January 17, 2025, and will be displayed on the Company’s website at www.shraddhaprimeprojects.in and the website of NSDL. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.



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SPECIAL BUSINESS

1. Issue of Bonus Shares

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

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable regulations, rules and guidelines issued by SEBI time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for capitalisation of a sum not exceeding ₹ 20,20,05,000/- (Rupees Twenty Crores Twenty Lacs Five Thousand only) out of securities premium received in cash and / or retained earnings of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares of ₹ 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company holding equity shares of ₹ 10/- (Rupees Ten only) each whose names appear in the Register of Members / Register of Beneficial Owners on a ‘Record Date’ to be determined by the Board for this purpose, the proportion of 1:1 i.e., 1 (One) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.”

“RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

“RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company”

“RESOLVED FURTHER THAT in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and with respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form”



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“RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the Equity Shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

2. 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 Authorised Share Capital of the Company from ₹ 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) equity shares of ₹10/- (Rupees Ten only) to ₹45,00,00,000/- (Rupees Forty Five Crores only) by creation of additional 1,50,00,000 (One Crore Fifty Lacs) 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 Authorised Share Capital of the Company is ₹ 45,00,00,000/- (Rupees Forty Five Crores only) consisting of 4,50,00,000 (Four Crores Fifty Lacs) equity shares of ₹ 10/- (Rupees Ten only) each.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”



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3. Appointment of Mr. Kapil Maheshchandra Purohit, DIN 09452936 as 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, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Kapil Maheshchandra Purohit (DIN: 09452936), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 14, 2024, 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 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till November 13, 2029, 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.”

4. Appointment of Ms. Ankita Gupta, DIN 09484966 as 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, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Ankita Gupta (DIN: 09484966), who was appointed as an Additional Director in the capacity of an Independent Director with effect from December 09, 2024, 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 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till December 08, 2029, and that she shall not be liable to retire by rotation.”



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“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.”

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, 13th December, 2024. 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 www.shraddhaprimeprojects.in and on the website of BSE Limited at www.bseindia.com and on the e-voting platform NSDL at 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 from their registered e-mail address mentioning their name, folio number, DP ID and Client ID during the voting period of the Postal Ballot.



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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., Monday, 16th December 2024, 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, 17th December, 2024 at 9:00 a.m. IST and ends on Thursday, 16th January, 2025 at 5:00 p.m. IST. The e-voting module shall be disabled for voting thereafter.
8. The Company 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 www.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 Thursday, 16th January, 2025, being the last date specified by the Company for e-voting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday 17th December, 2024 at 09:00 A.M. and ends on Thursday, 16th January 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 16th December, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 16th December, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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



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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.	<ol style="list-style-type: none"> 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. 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 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



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and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- 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



Individual Shareholders holding securities in demat mode with CDSL

- 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 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.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



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	<p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



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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:



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- 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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.



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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 with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request to Pallavi Mhatre at pallavid@nsdl.com or/ at 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
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 shraddhaprimeprojcets@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 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, SEBI LODR REGULATIONS AND SECRETARIAL STANDARD - 2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESSES SET OUT IN THIS POSTAL BALLOT NOTICE

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, SEBI LODR Regulations and Secretarial Standard-2, sets out all material facts relating to the items of Special Businesses set out in this Postal Ballot Notice.

Item no. 1:

To capitalize the reserves and issue Bonus shares to the shareholders of the Company.

The Board of Directors of the Company, in its meeting held on December 09, 2024, has recommended the proposal for issue of bonus shares to the shareholders of the Company in the proportion of 1:1 i.e. one (1) new equity share of ₹10/- each for every One (1) equity share(s) of ₹10/- each held by the shareholders as on the Record Date, by capitalization of a sum of ₹ 20,20,05,000/- (Rupees Twenty Crores Twenty Lacs Five Thousand only) out of the sum standing to the credit of 'Securities Premium Account' of the Company.



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The said amount is proposed to be applied in full for issue of 20,200,500 (Two Crores two Lacs Five Hundred) new equity shares of ₹10/- each at par, as bonus shares. Consequently, the paid up capital of the Company would increase to **₹40,40,10,000/-** (Rupees Forty crore Forty lakh ten thousand only) comprising of 4,04,01,000 equity shares of ₹10/- each.

The issue of bonus shares, if approved by the shareholders, will be made in line with the provisions of Section 63 of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

Further, in case of fractional entitlements arising out of the issue of bonus equity shares, the Board of Directors will make suitable arrangements to deal with such fractions for the benefit of the eligible shareholders, including but not limited to, aggregating of such fractions and allotting the total number of new equity shares representing such fractions to a Committee/person(s) to be appointed by the Board who would hold them in trust for such shareholders and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expenses in respect thereof, be distributed among such shareholders.

The Memorandum & Articles of Association and all other documents referred to in the Notice, will be available for inspection by the shareholders electronically, till Thursday, January 16, 2025.

In view of the above and in terms of Article 109 of the Articles of Association of the Company, it is proposed to obtain the approval of shareholders for issue of Bonus shares to the shareholders of the Company, by passing Ordinary Resolution set out at Item no. 1 of this Postal Ballot Notice.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise in passing of the said Resolution, except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends passing the Ordinary Resolution at Item No. 1 of this Postal Ballot Notice.

Item No. 2:

Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

Presently, the Authorised Share Capital of the Company is ₹ 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) equity shares of ₹ 10/- (Rupees Ten only) each.



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With the issue of bonus shares as per Item No. 1 above, the paid up share capital of the Company would increase to ₹40,40,10,000/- (Rupees Forty Crore Forty lakh ten thousand only). Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on December 09, 2024, have decided to increase the Authorised Share Capital from ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crore) equity shares of ₹ 10/- (Rupees Ten only) to ₹ 45,00,00,000/- (Rupees Forty Five Crores only) by creation of additional 1,50,00,000 (One Crore Fifty Lacs) equity shares of ₹ 10/- (Rupees Ten only) each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 2 of this Postal Ballot Notice.

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. 2 of this Postal Ballot Notice.

The Board of Directors commend the Ordinary Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

Item No. 3

Regularization Of Appointment of Mr. Kapil Maheshchandra Purohit, DIN 09452936 as Non-executive Independent Director of the Company

Based on the recommendations of the Nominations and Remuneration Committee, the Board of Directors of the Company dated November 14, 2024 had appointed Mr. Kapil Maheshchandra Purohit, DIN 09452936 as an Independent Additional Director of the Company for a term of 5 (Five) years, which is effective from November 14, 2024 subject to the approval of members in ensuing Postal Ballot for the said appointment.

Profile of Mr. Kapil Maheshchandra Purohit:

Mr. Kapil Purohit is a Postgraduate and having 8 years of experience of Accounting and Banks Audit in Nationalize, Foreign and Co-operative Banks and also had a rich experience in Secretarial and Legal fields. He is also members of Institute of Company Secretaries of India.



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Mr. Kapil Purohit has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Kapil Purohit fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and he is an independent of the management.

Other details of Director seeking appointment at the forthcoming Postal Ballot Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name of Director	Kapil Maheshchandra Purohit
DIN	09452936
Date of Birth and Age	24.03.1991 Age: 33 years
A brief resume, Qualification(s), Experience and Nature of her expertise in specific functional areas, Recognition or awards	As mentioned in explanatory statement above
Details of remuneration sought to be paid	Sitting Fees
Details of the remuneration last drawn by such person (FY 2024-25)	NIL
Date of first appointment on the Board	14.11.2024
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board attended during FY 2024-25	None post appointment
Other Directorships	1 – Polytex India Limited
Membership / Chairmanship of Committees of other Board	None

Therefore, approval of the shareholders is sought by way of an Ordinary resolution for the appointment of Mr. Kapil Purohit as an Independent Director of the Company for a period of 5 years commencing from November 14, 2024.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 3, except for Mr. Kapil Purohit.

Item No. 4

Regularization of Appointment of Ms. Ankita Gupta, DIN 09484966 as Non-executive Independent Director of the Company

Based on the recommendations of the Nominations and Remuneration Committee, the Board of Directors of the Company dated December 09, 2024 had appointed Ms. Ankita Gupta, DIN 09484966 as an Independent Additional Director of the Company for a term of 5 (Five) years, which is effective from December 09, 2024 subject the approval of members in ensuing Postal Ballot for the said appointment.



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Profile of Ms. Ankita Gupta:

Ms. Ankita Gupta is a member of the Institute of Company Secretaries of India and possess 8 years of experience, comprise Legal and Secretarial works.

Ms. Ankita Gupta has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Ms. Ankita Gupta fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and she is an independent of the management.

Other details of Director seeking appointment at the forthcoming Postal Ballot Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name of Director	Ms. Ankita Gupta
DIN	09484966
Date of Birth and Age	03.11.1992
A brief resume, Qualification(s), Experience and Nature of her expertise in specific functional areas, Recognition or awards	Ms. Ankita Gupta is a member of the Institute of Company Secretaries of India and possess 8 years of experience, comprise Legal and Secretarial works
Details of remuneration sought to be paid	Sitting Fees
Details of the remuneration last drawn by such person (FY 2024-25)	NIL
Date of first appointment on the Board	09.12.2024
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board attended during FY 2024-25	None post appointment
Other Directorships	G Semi Technology Private Limited
Membership / Chairmanship of Committees of other Board	None

Therefore, approval of the shareholders is sought by way of an Ordinary resolution for the appointment of Ms. Ankita Gupta as an Independent Director of the Company for a period of 5 years commencing from December 09, 2024.



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None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 4, except for Ms. Ankita Gupta.

Registered office:

A-309, Kanara Business Centre Premises CS Limited,
Link Road, Laxmi Nagar, Ghatkopar(East), Mumbai –400075

By Order of the Board

Shradha Prime Projects Limited
(Formerly known as Towa Sokki Limited)

Mr. SudhirBalu Mehta
Managing Director
DIN: 02215452

Place : Mumbai
Date: 09.12.2024

