



SHRADDHA

---

**PRIME**  
PROJECTS LTD.

---

CONSTRUCTING VALUE

## SHRADDHA PRIME PROJECTS LIMITED

(Formerly known as Towa Sokki Limited)

CIN: L70100GJ1993PLC019111

### BOARD OF DIRECTORS

Mr. Sudhir Mehta	Managing Director (Additional Director w.e.f 07 <sup>th</sup> May, 2021 and Managing Director w.e.f 30 <sup>th</sup> July, 2021)
Mr. Vishal Salecha	Whole Time Director & Chief Financial Officer (Director w.e.f 22 <sup>nd</sup> June, 2021, CFO w.e.f 07 <sup>th</sup> July, 2021 & WTD w.e.f 30 <sup>th</sup> July, 2021)
Mr. Rajesh Mehta	Whole Time Director (W.e.f 30 <sup>th</sup> July, 2021)
Mr. Surendra Shah	Non-Executive Independent Director (W.e.f 07 <sup>th</sup> August, 2021)
Mr. Rohit Agrawal	Non-Executive Independent Director (W.e.f 07 <sup>th</sup> August, 2021)
Ms. Shivangi Datta	Non-Executive Independent Women Director (W.e.f 07 <sup>th</sup> August, 2021)
Mr. O.J. Bansal	Managing Director (Upto 07 <sup>th</sup> August, 2021)
Mr. S.J. Bansal	Whole Time Director (Upto 07 <sup>th</sup> August, 2021)
Mrs. S.O. Bansal	Director (Upto 07 <sup>th</sup> August, 2021)
Mr. H L Barot	Director (Upto 07 <sup>th</sup> August, 2021)
Mr. Ajay Kumar Pithi	Director (Upto 07 <sup>th</sup> August, 2021)
Mrs. Alka Agarwal	Director (Upto 07 <sup>th</sup> August, 2021)

### CHIEF FINANCIAL OFFICER

Mr. Vishal Salecha

### COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Krati Patel

### BANKERS

HDFC Bank

### REGISTERED OFFICE

FF-6, Amrapali Apartment  
Near Air Force Station  
Makarpura; Vadodara - 390014  
CIN: L70100GJ1993PLC019111  
Tele./Fax: 0265-2652851  
Email: shraddhaprimeprojects@gmail.com  
Website: www.shraddhaprimeprojects.in /  
<http://www.towasokki.in/>

### AUDITORS

M/s. Doogar & Associates  
13, Community Centre  
East of Kailash  
New Delhi - 110065

### CORPORATE OFFICE

A-309, Kanara Business Centre Premises CS Limited,  
Link Road, Laxmi Nagar, Ghatkopar (East) Mumbai –  
400 075

### CONTENTS OF THE REPORT

- Notice
- Board's Report
- Auditor's Report
- Balance Sheet
- Statement of Profit and Loss Account
- Cash Flow Statement
- Notes to Financial Accounts

**Register and Transfer Agents:** RCMC Share Registry Private Limited, B-25/1, Okhla Industrial Area, Phase -2,  
Near Rana Motors, New Delhi - 110020

## NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the members of Shradha Prime Projects Limited (Formerly Towa Sokki Limited) will be held on Wednesday, 25<sup>th</sup> August 2021, at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Annual Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2021, together with the Reports of the Board of Directors and Auditors thereon.

### SPECIAL BUSINESS

2. **Approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013**

*To consider and if thought fit, to pass the following resolution as a Special Resolution:*

**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, shall not exceed a sum of 500 Crores (Rupees Five Hundred Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Director/s, CFO, CS be and hereby authorized to sign documents, do all such acts, deeds and things as may be necessary in this regard including filing of necessary e-forms, and intimations to such other authorities as may be required."

3. **Approval for enhancement of borrowing limits and creation of security on the assets of the Company in terms of the provisions Section 180 of the Companies Act, 2013**

*To consider and if thought fit, to pass the following resolution as a Special Resolution:*

**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), provisions of Articles of Association and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to borrow any sum or

sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 500 crores (Rupees Five Hundred crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED THAT** consent of the members be accorded to the Board for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** any of the Director/s, CFO, CS be and hereby authorized to sign documents, do all such acts, deeds and things as may be necessary in this regard including filing of necessary e-forms, and intimations to such other authorities as may be required."

#### **4. Appointment of Mr. Sudhir Mehta (DIN: 02215452) as Director**

*To consider and if thought fit, to pass with or without modification, the following resolutions as Ordinary Resolution:*

**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, and relevant provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015, including any statutory modifications and amendments as may be applicable for the time being in force, Mr. Sudhir Mehta (DIN: 02215452), an Additional –Executive Director, appointed by the Board of Directors of the Company on 07<sup>th</sup> May, 2021 in terms of Section 161(1) of the Companies Act, 2013 to hold office until the conclusion of this Annual General Meeting, whose candidature declaration has been received under section 160 of the Act, be and hereby appoint as a Director in terms of section 152 of the Companies Act, 2013 read with rules and statutory amendments as may be applicable for the time being in force, as a Director of the company in terms of section 152 read with rules and statutory amendments as may be applicable for the time being in force and be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director/s, CFO, CS be and hereby authorized to sign documents, issue appointment letters, do all such acts, deeds and things as may be necessary in this regard including filing of necessary e-forms, and intimations to such other authorities as may be required."

#### **5. Appointment of Mr. Sudhir Mehta (DIN: 02215452) as Managing Director**

*To consider and if thought fit, to pass with or without modification, the following resolutions as Ordinary Resolution:*

**"RESOLVED THAT** pursuant to section 152, 196, 197 and 203 of the Companies Act, 2013) read with Schedule V of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to approval and recommendation of Nomination and Remuneration Committee, and the Board; the applicable clauses of Articles of Association of the Company, the consent of the members be and is hereby accorded for appointment of Mr. Sudhir Mehta (DIN: 02215452) as Chairman & Managing Director of the Company for a period of 5 years with effect from 07<sup>th</sup> August, 2021 on following terms and conditions:

#### **Terms of appointment:**

- a. The Managing Director shall be entitled to leave as per the Policy of the Company. Leave accumulated and not availed at the time of leaving the services of the Company shall be allowed to be encashed. This will not be considered as a perquisite.
- b. The Managing Director shall be entitled for re-imburement of expenses incurred on behalf of the Company.
- c. The Managing Director shall be liable to retire by rotation.
- d. The appointment of Mr. Sudhir Mehta as Managing Director shall be terminable by either party by a notice of two months, in writing.
- e. Disputes between the Company and the Managing Director or their legal heirs or with the legal representatives may be settled by Arbitration under the Indian Arbitration Act 1940.
- f. The Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.
- g. The Managing Director shall not become interested or otherwise concerned directly or in any selling agency of the Company except with the consent of the Company and in accordance with the provisions of the applicable laws in force.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such necessary acts, deeds and things required to give effect to the above resolution or otherwise considered to be in the best interest of the Company; without seeking any further permission and approval from the members as required."

#### **6. Appointment of Mr. Vishal Salecha (DIN: 06716387) as Director**

*To consider and if thought fit, to pass with or without modification, the following resolutions as Ordinary Resolution:*

**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, and relevant provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015, including any statutory modifications and amendments as may be applicable for the time being in force, Mr. Vishal Salecha (DIN: 06716387), an Additional –Executive Director, appointed by the Board of Directors of the Company on 22<sup>nd</sup> June, 2021 in terms of Section 161(1) of the Companies Act, 2013 to hold office until the conclusion of this Annual General Meeting, whose candidature declaration has been received under section 160 of the Act, be and hereby appoint as a Director in terms of section 152 of the Companies Act, 2013 read with rules and statutory amendments as may be applicable for the time being in force, liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director/s, CFO, CS be and hereby authorized to sign documents, issue appointment letters, do all such acts, deeds and things as may be necessary in this regard including filing of necessary e-forms, and intimations to such other authorities as may be required."

## **7. Appointment of Mr. Vishal Salecha (DIN: 06716387) as Whole Time Director**

*To consider and if thought fit, to pass with or without modification, the following resolutions as Ordinary Resolution:*

**“RESOLVED THAT** pursuant to section 152, 188, 196, 197 and 203 of the Companies Act, 2013) read with Schedule V of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to approval and recommendation of Nomination and Remuneration Committee, Audit Committee and the Board; the applicable clauses of Articles of Association of the Company, the consent of the members be and is hereby accorded for appointment of Mr. Vishal Salecha (DIN: 06716387) as Whole Time Director (WTD) & CFO of the Company for a period of 1 year with effect from 30<sup>th</sup> July, 2021 on following terms and conditions and for NIL remuneration / perquisites or consideration of any nature:

### **I. Terms of appointment:**

- a. The Whole Time Director shall be entitled to leave as per the Policy of the Company. Leave accumulated and not availed at the time of leaving the services of the Company shall be allowed to be encashed. This will not be considered as a perquisite.
- b. The WTD shall be entitled for re-imbusement of expenses incurred on behalf of the Company.
- c. The WTD shall be liable to retire by rotation.
- d. The appointment of Mr. Vishal Salecha as WTD shall be terminable by either party by a notice of two months, in writing.
- e. Disputes between the Company and the WTD or their legal heirs or with the legal representatives may be settled by Arbitration under the Indian Arbitration Act 1940.
- f. The WTD shall not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.
- g. The WTD shall not become interested or otherwise concerned directly or in any selling agency of the Company except with the consent of the Company and in accordance with the provisions of the applicable laws in force.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such necessary acts, deeds and things required to give effect to the above resolution or otherwise considered to be in the best interest of the Company; without seeking any further permission and approval from the members as required.”

## **8. Appointment of Mr. Rajesh Mehta (DIN: 02982220) as a Director**

*To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:*

**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, and relevant provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015, including any statutory modifications and amendments as may be applicable for the time being in force, Mr. Rajesh Mehta (DIN: 02982220), an Additional –Executive Director, appointed by the Board of Directors of the Company on 30<sup>th</sup> July, 2021 in terms of Section 161(1) of the Companies Act, 2013 to hold office until the conclusion of this Annual General Meeting, whose candidature declaration has been received under section 160 of the Act, be and hereby appoint as a Director of the Company in terms of section 152 of the Companies Act, 2013 read with rules and statutory amendments as may be applicable for the time being in force, liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director/s, CFO, CS be and hereby authorized to sign documents, issue appointment letters, do all such acts, deeds and things as may be necessary in this regard including filing of necessary e-forms, and intimations to such other authorities as may be required.”

## **9. Appointment of Mr. Rajesh Mehta (DIN: 02982220) as Whole Time Director**

*To consider and if thought fit, to pass with or without modification, the following resolutions as Ordinary Resolution:*

**“RESOLVED THAT** pursuant to section 152, 196, 197 and 203 of the Companies Act, 2013) read with Schedule V of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to approval and recommendation of Nomination and Remuneration Committee, Audit Committee and the Board; the applicable clauses of Articles of Association of the Company, the consent of the members be and is hereby accorded for appointment of Mr. Rajesh Mehta (DIN: 02982220) as Whole Time Director (WTD) of the Company for a period of 1 year with effect from 30<sup>th</sup> July, 2021 on following terms and conditions and for NIL remuneration / perquisites or consideration of any nature:

### **I. Terms of appointment:**

- a. The Whole Time Director shall be entitled to leave as per the Policy of the Company. Leave accumulated and not availed at the time of leaving the services of the Company shall be allowed to be encashed. This will not be considered as a perquisite.
- b. The WTD shall be entitled for re-imbusement of expenses incurred on behalf of the Company.
- c. The Managing Director shall be liable to retire by rotation.
- d. The appointment of Mr. Rajesh Mehta as WTD shall be terminable by either party by a notice of two months, in writing.
- e. Disputes between the Company and the WTD or their legal heirs or with the legal representatives may be settled by Arbitration under the Indian Arbitration Act 1940.
- f. The WTD shall not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof.
- g. The WTD shall not become interested or otherwise concerned directly or in any selling agency of the Company except with the consent of the Company and in accordance with the provisions of the applicable laws in force.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such necessary acts, deeds and things required to give effect to the above resolution or otherwise considered to be in the best interest of the Company; without seeking any further permission and approval from the members as required.”

## **10. Appointment of Mr. Rohit Agrawal (DIN: 08480575) as a Director and approval of term as Non- Executive Independent Director of the Company**

*To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:*

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and relevant provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015, including any statutory modifications and amendments as may be applicable for the time being in force, Mr. Rohit Agrawal (DIN: 08480575), an Additional Non-Executive Independent Director, by the Board of Directors of the Company with effect from 07<sup>th</sup> August, 2021 in terms of Section 161(1) of the Companies Act, 2013 to hold office until the conclusion of this Annual General Meeting, who has submitted declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and hereby appoint as a Director in terms of section 152 of the Companies Act, 2013 read with rules and statutory amendments as may be applicable for the time being in force, and a Non- Executive Independent Director of the company in terms of section 149, 152 read with rules and statutory amendments as may be applicable for the time being in force, to hold the office for a term of five consecutive years from 07<sup>th</sup> August, 2021, not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director/s, CFO, CS be and hereby authorized to sign documents, issue appointment letters, do all such acts, deeds and things as may be necessary in this regard including filing of necessary e-forms, and intimations to such other authorities as may be required."

**11. Appointment of Ms. Shivangi Datta (DIN: 09262501) as a Director and approval of term as Non- Executive Independent Women Director of the Company**

*To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:*

**"RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and relevant provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015, including any statutory modifications and amendments as may be applicable for the time being in force, Ms. Shivangi Datta (DIN: 09262501), an Additional Non-Executive Independent Director, appointed by the Board of Directors of the Company with effect from 07<sup>th</sup> August, 2021 in terms of Section 161(1) of the Companies Act, 2013 to hold office until the conclusion of this Annual General Meeting, who has submitted declaration that she meets the criteria for independence as provided in section 149(6) of the Act, be and hereby appoint as a Director in terms of section 152 of the Companies Act, 2013 read with rules and statutory amendments as may be applicable for the time being in force, and a Non- Executive Independent Women Director of the company in terms of section 149, 152 read with rules and statutory amendments as may be applicable for the time being in force, to hold the office for a term of five consecutive years from 07<sup>th</sup> August, 2021, not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director/s, CFO, CS be and hereby authorized to sign documents, issue appointment letters, do all such acts, deeds and things as may be necessary in this regard including filing of necessary e-forms, and intimations to such other authorities as may be required."

**12. Appointment of Mr. Surendra Shah (DIN: 09262753) as a Director and approval of term as Non- Executive Independent Director of the Company**

*To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:*

**"RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and relevant provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015, including any statutory modifications and amendments as may be applicable for the time being in force, Mr. Surender Shah (DIN: 09262753), an Additional – Non-Executive Independent Director, by the Board of Directors of the Company with effect from 07<sup>th</sup> August, 2021 in terms of Section 161(1) of the Companies Act, 2013 to hold office until the conclusion of this Annual General Meeting, who has submitted declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and hereby appoint as a Director in terms of section 152 of the Companies Act, 2013 read with rules and statutory amendments as may be applicable for the time being in force, and a Non- Executive Independent Director of the company in terms of section 149, 152 read with rules and statutory amendments as may be applicable for the time being in force, to hold the office for a term of five consecutive years from 07<sup>th</sup> August, 2021, not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director/s, CFO, CS be and hereby authorized to sign documents, issue appointment letters, do all such acts, deeds and things as may be necessary in this regard including filing of necessary e-forms, and intimations to such other authorities as may be required."

**13. Shifting the registered office of the Company from the State of Gujarat to the State of Maharashtra**

*To consider and if thought fit to pass with or without modification(s), the following resolution as Special Resolution:*

**“RESOLVED THAT** pursuant to provisions of Section 4, 12, 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and any other relevant provisions of the Companies Act, 2013 including any amendments, enactments, modification made thereunder, subject to the approval of the Central Government, Ministry of Corporate Affairs, Registrar of Companies (Ahmedabad), Regional Director (Western Region), Chief Secretary of Maharashtra and any other judicial, quasi-judicial authorities, the Board of Directors of the Company hereby approve the shifting of Registered office of the Company from **“FF-6, Amrapali Apartment, Near Air Force Station, Makarpura, Vadodara, Gujarat, 390014”**, located in the **State of Gujarat** under the jurisdiction of Registrar of Companies, Ahmedabad

to

**A-309, Kanara Business Centre Premises CS Limited, Link Road, Laxmi Nagar, Ghatkopar (East) Mumbai – 400 075**; located in the **State of Maharashtra** under the jurisdiction of Registrar of Companies, Mumbai and substitute Clause II of the Memorandum of Association with the following new Clause II:

***II. The Registered Office of the Company will be situated in the State of Maharashtra.***

**“RESOLVED FURTHER THAT** any of the Director/(s) of the Company, be and is hereby jointly and severally be authorized to make necessary application/petition along with all the relevant documents and records with the Regional Director, Western Region and any other authorities as may be required, to sign and file all such documents as may be necessary, to appoint any Company Secretary/ Chartered Accountant/Lawyer as they deem fit to appear and represent the Company before the Regional Director, Western Region and any other authorities as may be required from time for shifting the registered office and to make such statements, furnish such information and do all such acts, deeds and things as may be necessary in this regard and incidental thereto.”

**14. Increase the Authorised Share Capital of the Company**

To consider, and if thought fit, to pass, the following draft resolution as *Special 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. 9,00,00,000/- (Rupees Nine Crore only) divided into 90,00,000 (Ninety lac) equity shares of Rs. 10/- (Ten rupees only) each upto 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.

**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. 30,00,00,000 /- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three 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.”

By Order of the Board  
**Shraddha Prime Projects Limited**  
**(Formerly known as Towa Sokki Limited)**

**Sd/-**  
**Mr. Sudhir Mehta**  
**Director**  
**DIN: 02215452**  
**Date: 30<sup>th</sup> July, 2021**

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

**Notes:**

1. All the continuing Directors of the Company had resigned w.e.f 07<sup>th</sup> August, 2021 and the terms of appointment of new additional Directors appointed by the Board are only upto the Annual General Meeting. The new Directors are proposed to be appointed in terms of section 152 as per item no. 4,6,8,10,11 &12. On account of the said scenario, office of none of the Directors are due for retirement by rotation and hence the same is listed under ordinary business of the said for the annual general meeting.
2. Explanatory 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.
3. The Company has appointed Mrs. Rachana Maru Furia, Practicing Company Secretary, Proprietor – Rachana Maru Furia & Associates – Company Secretaries, as Scrutinizer the voting process in a fair and transparent manner.
4. 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 30<sup>th</sup> July, 2021 (Friday) i.e. 'the cut-off date'.
5. 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.
6. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
7. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
8. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.towasokki.in/AnnualReport.htm> and [www.shraddhaprimeprojects.in](http://www.shraddhaprimeprojects.in) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
12. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Sunday 22<sup>nd</sup> August, 2021 at 09:00 A.M. and ends on Tuesday, 24<sup>th</sup> August, 2021 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. Wednesday 18<sup>th</sup> August, 2021 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 18<sup>th</sup> August, 2021.

**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 and joining virtual meeting 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.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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 '<b>IDEAS</b>' 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 or joining virtual meeting &amp; voting during the meeting.</li> <li>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> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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>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>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>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>
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 or joining virtual meeting & voting during the meeting.

**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 <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 e-Voting and joining virtual meeting 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?**

- 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, 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.*
- Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.
  - 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 and join General Meeting on NSDL e-Voting system**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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 [rachmaru90@gmail.com](mailto:rachmaru90@gmail.com) 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 Mr. Abhishek Mishra 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 [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 and joining virtual meeting 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [shraddhaprimeprojects@gmail.com](mailto:shraddhaprimeprojects@gmail.com). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker – **3 days prior to the meeting** will only be allowed to express their views/ask questions during the meeting.

**DETAILS OF DIRECTORS SEEKING REAPPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING**

<b>Name</b>	<b>Mr. Sudhir Mehta</b>	<b>Mr. Rajesh Mehta</b>	<b>Mr, Vishal Salecha</b>
<b>Date of Birth</b>	21/03/1974	07/09/1970	15/04/1984
<b>Date of Appointment</b>	7 <sup>th</sup> May, 2021	30 <sup>th</sup> July, 2021	22 <sup>nd</sup> June, 2021
<b>Brief Profile</b>	Mr. Sudhir B Mehta is a young business entrepreneur with a total experience of over 15 years in the area of real estate development and management. He has been the visionary behind the growth and success of Shraddha Group. He has vast experience in execution and management of wide variety of construction and development of projects. His core area of operations includes identification of land / properties and formulation of finance and business strategies	Mr. Rajesh Balu Mehta is an accounting specialist. He is a person with more than one designation. He is a strategic financial leader who possesses an expanded skillset to power proactive decision-making to reduce costs, execute on process improvements and help shape an organizational agenda. He continuously educates himself on the ins and outs of the projects. As their purview continues to expand, he is well-positioned to solve problems with cross-business insights. With their strategic oversight and cross-organizational awareness, he continuously seeks opportunities for positive transformation.	Mr. Vishal Salecha is a young and dynamic person with strong business acumen. He holds a total work experience over 10 years whereby he has worked with several corporate organizations including Indu Corporation, HDFC Bank and currently as a key Director in Shraddha Landmark Pvt Ltd and its subsidiaries. Mr. Vishal has completed his MBA from Welingkars Institute of Management and is a Gold Medalist in Finance from KC College. He has also pursued his law degree from VES College of Law Mumbai in 2020. His strong experience from banking industry adds tremendous value in entire structuring of the company
<b>Qualification</b>	Graduate	Graduate	MBA from Welingkars Institute of Management, LLB, Finance from KC College, Mumbai
<b>Directorships held in other companies (excluding section 8 and foreign companies)</b>	<ul style="list-style-type: none"> <li>• Bhavani Developers Private Limited</li> <li>• Shraddha Life Spaces Private Limited</li> <li>• Shraddha Landmark Private Limited</li> <li>• Shraddha Build-Con Private Limited</li> <li>• Together Fitness Private Limited</li> </ul>	Indcom Developers Private Limited	<ul style="list-style-type: none"> <li>• Shraddha Life Spaces Private Limited</li> <li>• Shraddha Landmark Private Limited</li> <li>• Shraddha Build-Con Private Limited</li> <li>• RSH Studio Private Limited</li> </ul>
<b>Memberships of committees across other companies (includes only Audit &amp; Shareholders / Stakeholder Relationship Committee)</b>	NA	NA	NA
<b>Shares held in the Company</b>	39,70,714	NA	NA
<b>Relationship between directors inter-se</b>	Mr. Sudhir Mehta and Mr. Rajesh Mehta are brothers.	Mr. Sudhir Mehta and Mr. Rajesh Mehta are brothers.	NA
<b>Number of Board Meetings attended during FY 2020-21</b>	NA	NA	NA

**DETAILS - INDEPENDENT DIRECTORS PROPOSED TO BE APPOINTED AT THE 29<sup>th</sup> ANNUAL GENERAL MEETING**

<b>Name</b>	Mr. Rohit Agrawal	Ms. Shivangi Datta	Mr. Surendra Shah
<b>Date of Birth</b>	02 <sup>nd</sup> December, 1991	04 <sup>th</sup> May, 1979	01 <sup>st</sup> May, 1954
<b>Date of Appointment</b>	07 <sup>th</sup> August, 2021	07 <sup>th</sup> August, 2021	07 <sup>th</sup> August, 2021
<b>Brief Profile</b>	Mr. Rohit Agrawal has completed his graduation from Ramjas College (Delhi University) and is a qualified Chartered Accountant. Previously he has worked with Ernst & Young (Now EY), and is also an experienced businessman.	An accomplished results driven Human Resource professional with over 14 years experience in creating and implementing programs to improve business operations. Ms. Shivangi is a graduate in Psychology (Hons) followed by a masters in HR & Marketing. Board and brought up in Jaipur and has worked in New Delhi & Mumbai and few oversea assignments. Successfully set up operations for few law firms & also executed smooth running of the same.	Mr. Surendra Shah is a Doctor (General Practitioner) by profession having experience of more than 37 years and is presently based in Navi Mumbai
<b>Qualification</b>	Chartered Accountant	Psychology Hons & Masters in HR and Marketing	MBBS
<b>Directorships held in other companies (excluding section 8 and foreign companies)</b>	<ul style="list-style-type: none"> <li>• NIL's Natures Bake Private Limited</li> <li>• Nero Design Private Limited</li> </ul>	NIL	NIL
<b>Memberships of committees across other companies (includes only Audit &amp; Shareholders / Stakeholder Relationship Committee)</b>	NA	NA	NA
<b>Shares held in the Company</b>	NIL	NIL	NIL
<b>Relationship between directors inter-se</b>	NA	NA	NA
<b>Number of Board Meetings attended during FY 2020-21</b>	NA	NA	NA

**ITEM NO. 2: Approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013**

Business economies and dynamics are fast changing which calls for quick decisions by the Management. In order to make optimum use of funds available with the Company, to collaborate, expand and to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits and approve the ones proposed in the given draft resolution.

The Directors recommend that the Item No. 3 as set out in the accompanying Notice be passed as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

**ITEM NO. 3: Enhancement of borrowing limits and creation of security on the assets of the Company in terms of the provisions Section 180 of the Companies Act, 2013**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 500 Crores. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed to be increased upto Rs. 500 Crores. Hence, the Special Resolution at Item No.4 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act.

The Directors recommend that the Item No. 4 as set out in the accompanying Notice be passed as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

#### **ITEM NO. 4 & 5**

Mr. Sudhir Mehta, had been appointed as an additional Director of the Company w.e.f 07<sup>th</sup> May, 2021 in terms of section 161 of the Companies Act, 2013 read with applicable rules and amendments, to hold office until the conclusion of upcoming annual general meeting. He was further appointed as Managing Director of the Company w.e.f 30<sup>th</sup> July, 2021.

On recommendation of Nomination & Remuneration Committee, the Board of Directors recommend to the shareholders to appoint him as Director in terms of section 152 of the Act and as Managing Director in terms of section 196 and 197 of the Act and as per applicable provisions of SEBI (LODR), Regulations, 2015 at NIL remuneration for a period of 5 years on terms and conditions elaborated in the provided resolution.

Accordingly the Board recommends resolution No 4 & 5 as set forth in the Notice of Annual General Meeting to be passed as Ordinary resolution.

Mr. Sudhir Mehta (being the Appointee) and Mr. Rajesh Mehta (being relative of the Appointee) are interested in the resolution. None of the other Directors or KMP's of the Company or their relatives are is in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their Shareholding in the Company.

#### **ITEM NO. 6 & 7**

Mr. Vishal Salecha, had been appointed as an additional Director of the Company w.e.f 22<sup>nd</sup> June, 2021 in terms of section 161 of the Companies Act, 2013 read with applicable rules and amendments, to hold office until the conclusion of upcoming annual general meeting. He was further appointed as Chief Financial Officer w.e.f 07<sup>th</sup> July, 2021 and Whole Time Director of the Company w.e.f 30<sup>th</sup> July, 2021.

On recommendation of Nomination & Remuneration Committee, the Board of Directors recommend to the shareholders to appoint him as Director in terms of section 152 of the Act and as Whole Time Director & CFO in terms of section 188, 196 and 197 of the Act and as per applicable provisions of SEBI (LODR), Regulations, 2015 at NIL remuneration for a period of 1 year on terms and conditions elaborated in the given resolution.

Accordingly the Board recommends resolution No 6 & 7 as set forth in the Notice of Annual General Meeting to be passed as Ordinary resolution.

Except for the appointee Director, none of the other Directors or KMP's of the Company or their relatives are is in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their Shareholding in the Company.

#### **ITEM NO. 8 & 9**

Mr. Rajesh Balu Mehta, had been appointed as an additional Director of the Company w.e.f 30<sup>th</sup> July, 2021 in terms of section 161 of the Companies Act, 2013 read with applicable rules and amendments, to hold office until the conclusion of upcoming annual general meeting. He was further appointed as a Whole Time Director as well effective from the same date.

On recommendation of Nomination & Remuneration Committee, the Board of Directors recommend to the shareholders to appoint him as Director in terms of section 152 of the Act and as Whole Time Director in terms of section 196 and 197 of the Act and as per applicable provisions of SEBI (LODR), Regulations, 2015 at NIL remuneration for a period of 1 year on terms and conditions elaborated in the given resolution.

Accordingly the Board recommends resolution No 8 & 9 as set forth in the Notice of Annual General Meeting to be passed as Ordinary resolution.

Except for the appointee Director, none of the other Directors or KMP's of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their Shareholding in the Company

#### **ITEM NO. 10, 11 & 12**

Mr. Rohit Agarwal, Ms. Shivangi Datta and Mr. Surendra Shah were appointed as an Additional Director of the Company w.e.f 07<sup>th</sup> August, 2021 in terms of section 161 of the Companies Act, 2013 read with applicable rules and amendments, to hold office until the conclusion of upcoming annual general meeting. The Board of Directors on recommendation of the NRC, recommend to the Shareholders to appoint him as a Director in terms of section 152 of the Act.

Further, the above Directors had been appointed as a Non- Executive Independent Director (Ms. Shivangi Datta as Non-Executive Independent Women Director) for a term of 5 consecutive financial years w.e.f 07<sup>th</sup> August, 2021 subject to approval of shareholders proposed to be accorded in terms of section 149 read with section 152 of the Companies Act and rules, SEBI (LODR) Regulations, 2015, all their statutory amendments and modifications.

The Company has received declaration from them stating that they meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

They have also given their consent to continue to act as Directors of the Company, if so appointed by the members. In the opinion of the Board, all the above appointee Directors satisfy the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1Xb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and are independent of the management.

Copy of the draft letters for appointment of all the Independent Non-Executive Directors setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company from 10:00 am to 3:00 pm on any working day, except Saturday, upto the date of AGM and also at the AGM of the Company.

Accordingly, the Board recommends to shareholders to appoint them by passing of an Ordinary Resolution in relation to appointment of Mr. Rohit Agrawal, Ms. Shivangi Datta and Mr. Surendra Shah for the approval by the members of the Company in terms of section 149, 152 and allied regulations of SEBI LODR Regulations read with accompanying rules and amendments.

Except the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at respective Items of the Notice of the 29<sup>th</sup> Annual General Meeting.

#### **ITEM NO. 14**

##### **Shifting the registered office of the Company from the State of Gujarat to the State of Maharashtra**

Your Directors have to state that Management of the Company is based at Mumbai, and majority business and administrative activities of the Company are carried out in the said state of Maharashtra. The Directors believe that by shifting the Registered Office of the Company to the aforesaid address at Mumbai, the management will have better control of the business, efficient management & administration and it will enable the Company to carry on its business more economically and efficiently.

Thus, the Directors also believe that such relocation of Registered Office is in overall interest of the shareholders and other stakeholders of the Company.

As required under Section 12(5) of the Companies Act 2013 the Directors seek your approval for shifting the Registered Office of the Company from “**FF-6, Amrapali Apartment, Near Air Force Station, Makarpura, Vadodara, Gujarat, 390014**”, located in the **State of Gujarat** under the jurisdiction of Registrar of Companies, Ahmedabad to “A-309, Kanara Business Centre Premises CS Limited, Link Road, Laxmi Nagar, Ghatkopar (East) Mumbai – 400 075”; located in the **State of Maharashtra** and for the alteration of Memorandum of Association of the Company.

The Memorandum of Association of the Company is available for inspection by the members at the Registered Office of the Company during business hours on any working day upto the date of the Meeting and will be kept open at the place of the meeting during the continuation of the meeting.

Your Directors recommend the resolution set out at item No. 14 for the approval of the members.

In view of the above, your Directors recommend the proposed resolution be carried as a Special 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. 15**

The management of the Company foresees enormous potential in the new line of business proposed to be carried out by the Company and is in requirement of substantial funds 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. 9,00,00,000/- (Nine Crore Only) divided into 90,00,000 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. 30,00,00,000/- (Thirty Crore Only) divided into 3,00,00,000 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 special Resolution.

In View of the above, your Directors recommend the proposed resolution be carried as Special 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**  
**Director**

**DIN: 02215452**

**Date:** 30<sup>th</sup> July, 2021

**Registered office:**

FF-6, Amrapali  
Apartment,  
Near Air Force  
Station, Makarpura,  
Vadodara,  
Gujarat, 390014

## **BOARD'S REPORT**

To,  
The Members of  
Shraddha Prime Projects Limited  
(Formerly – Towa Sokki Limited)

Your Directors are pleased to present the 29<sup>th</sup> Annual report of your Company together with the audited financial statement and the Auditors' Report of your company for the financial year ended March 31, 2021.

### **1. Financial Highlights:**

The Financial performance of the Company during the F.Y. 2020-2021 is as under:

*(Amount in Lacs.)*

<b>Particulars</b>	<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2021</b>
<b>Revenues</b>	3.52	4.24
<b>Expenses</b>	28.50	35.45
<b>Profit / (Loss) Before Income Tax</b>	(16.61)	(25.11)
<b>Net Profit /(loss)</b>	(16.61)	(25.11)

### **2. Company's Affairs**

Shraddha Prime Projects Limited (Earlier known as Towa Sokki Limited) is a BSE Listed Company. The Company is engaged in manufacturing and selling of Survey Instruments. The operations for the year under review shows a loss of Rs. 2511321/-. During the year under review, the sales have not been improved. This is mainly attributed to Lockdown, COVID-19 and overall economic slowdown in the Country. The activities of the Company have been changed and the activities were approved by the shareholders vide approval accorded through postal ballot wherein the object clause of the Company was altered to replace the old activities with new ones. The shareholders have approved the name change vide same postal ballot, which was later approved by the Registrar of Companies vide revised certificate of incorporation dated July 19, 2021. Consequent to the changes, the Company shall now engage in the business of real estate activities which involves developing, leasing, constructing, reconstructing etc of various residential and commercial projects in India and Abroad and has recently changes the line of business by moving to real estate development and construction projects

During the year under review, the manufacturing sales have not been much improved. This is mainly attributed to overall economic slowdown in the Country. Your Directors are hopeful of achieving growth in revised business line proposed to be carried out by the Company.

### **VOLUNTARY OPEN OFFER BY MR. SUDHIR BALU MEHTA:-**

During the year under review, Mr. Sudhir Balu Mehta ("Acquirer") had announced a voluntary Open offer to the Shareholders of Shraddha Prime Projects Limited pursuant to Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("the Takeover Regulations") to acquire 11,84,248 equity shares, representing 26% of the total paid-up share capital of the Company at a price of Rs 6/- (Rupees Fourteen only) per share.

The offer was made by the Acquirer, the tender period under the offer was from Monday, April 19, 2021, to Monday, May 03, 2021. The Acquirer received 7,25,714 equity shares during the open offer period from the existing shareholders of the Company

### **3. Change in Nature of Business**

There are no changes in the nature of business during the Financial Year 2020 – 2021. Post Closure of financial year, the nature of business of altered to enter into altogether different business line as elaborated above.

### **4. Share Capital**

- A) Issue of Equity Shares with Differential Rights:** The Company has not issued any equity shares with differential rights during the Financial Year 2020-2021.
- B) Issue of Sweat Equity Shares:** The Company has not issued any Sweat Equity Shares during the Financial Year 2020-2021.
- C) Issue of Employee Stock Options:** The Company has not issued any Employee Stock Options during the Financial Year 2020-2021.

### **5. Subsidiaries, Joint Ventures and Associate Companies**

The Company does not have any Subsidiary or Joint venture or associate Company.

### **6. Weblink for annual return**

The Annual Return pursuant to the provisions of Section 92 (3) has been placed at the website of the Company at [www.towasokki.in](http://www.towasokki.in) and [www.shraddhaprimeprojects.in](http://www.shraddhaprimeprojects.in).

### **7. Number of Meetings of the Board**

The Board of Directors duly met 6 times during the Financial Year 2020-21 in Compliance of applicable provisions of Companies Act, 2013.

### **8. Directors' Responsibility Statement**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 (the "Act"):

1. that in the preparation of the annual accounts for the year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. that such accounting policies, as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
3. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the annual financial statements have been prepared on a going concern basis;
5. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### **9. Details in respect of frauds reported by Auditors**

No fraud on or by the Company were noticed or reported by the auditors during the period under review.

### **10. Particulars of Loans, Guarantees or Investments made under Section 186 of the Act**

The Company has not made any loans and investments nor provided guarantees falling under the purview of Section 186, of the Companies Act, 2013.

## **11. Particulars of Contracts or Arrangements made with related parties**

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval. Considering the nature of transactions, the Board doesn't consider the same to be material transactions and hence the same are not presented in prescribed form AOC 2.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the Listing Agreement.

This Policy was considered and approved by the Board and has been uploaded on the website of the Company at [www.towasokki.in](http://www.towasokki.in).

## **12. Transfer to reserves**

The Company has not transferred any amount to the general reserves.

## **13. Dividend**

During the year under review, the Company has not declared any Dividend.

## **14. Transfer of Unclaimed Dividend to Investor Education and Protection Fund**

The Company was not required to transfer any Unclaimed Dividend to Investor Education and Protection Fund.

## **15. Material changes and commitment, if any affecting financial position of the Company occurred between end of the financial year to which this financial statements relate and the date of the report**

Post Closure of the financial year, Company has changed its business activities as mentioned in para 1 of this report.

Apart from the above, there are no material Changes and Commitments affecting the Financial Position of the Company from 01<sup>st</sup> April, 2021 till the date of issue of this report.

## **16. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

### **(A) Conservation of Energy**

During the year under review, there were no activities, which required heavy consumption of energy. However adequate measures have been taken to make sure that there is no wastage of energy. Since the requisite information with regard to the conservation of energy, technology absorption (Disclosure of Particulars in the report of Board of Directors) Rules are irrelevant/not applicable to the Company during the year under review, the same are not reported.

### **(B) Technology Absorption**

Since no significant business has generated from manufacturing activities, the company will review technology absorption gradually upon achieving significant manufacturing activities.

## **(C) Foreign Exchange Earnings and Outgo**

There was no Foreign Exchange income and outflow during the reporting financial year.

### **17. Deposits**

During the financial year under review the Company has neither accepted nor renewed any deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

### **18. Significant and material orders passed by the regulators or courts or tribunal**

During the year there are no significant material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

### **19. Internal control system and their adequacy**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Audit Committee in consultation with the internal auditors formulates the scope, functioning, periodicity and methodology for conducting the internal audit. The internal auditors carry out audit, covering inter alia, monitoring and evaluating the efficiency & adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee. Based on the internal audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas. The internal auditors have expressed that the internal control system in the Company is robust and effective. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

### **20. Directors & KMPs**

Following changes have taken place during the financial year 2020-21:

#### **Appointments during the year:**

- Mr. S.J. Bansal's (DIN: 01364898), terms as Whole Time Director of the Company on attainment of age of 70 years was confirmed at the previous annual general meeting for his remaining term.

#### **Proposed appointments at the Annual General Meeting:**

- Mr. Sudhir Mehta (DIN: 02215452) was appointed as an additional Director w.e.f 07<sup>th</sup> May, 2021 and later designated as Chairman & Managing Director w.e.f 30<sup>th</sup> July, 2021. Board of Directors propose and recommend to the shareholders to appoint him as Director in terms of section 152 of the act.
- Mr. Vishal Salecha (DIN: 06716387) was appointed as an additional Director w.e.f 22<sup>nd</sup> June, 2021 and later designated as Chief Financial Officer & Whole Time Director w.e.f 07<sup>th</sup> July, 2021 and 30<sup>th</sup> July, 2021 respectively. Board of Directors propose and recommend to the shareholders to appoint him as Director in terms of section 152 of the act.
- Mr. Rajesh Mehta (DIN: 02982220) had been appointed as an additional Director and Whole Time Director w.e.f 30<sup>th</sup> June, 2021. Board of Directors propose and recommend to the shareholders to appoint him as Director in terms of section 152 of the act.
- Mr. Rohit Agrawal (DIN: 08480575), Ms. Shivangi Datta (DIN: 09262501) and Mr. Surendra Shah (DIN: 09262753) had been appointed as additional Directors (Non- Executive Independent) for a term of 5 years (subject to approval of shareholders) to hold office unto the Annual general Meeting, Board of Directors propose and recommend to the shareholders to appoint them as Director in terms of section 152 of the act.
- Mrs. Krati Patel was appointed as Company secretary & Compliance officer w.e.f 07<sup>th</sup> July, 2021.

#### **Cessation:**

- Mr. Somesh Bansal resigned as Chief Financial Officer of the Company w.e.f 07<sup>th</sup> July, 2021

- Mr. Omprakash Bansal (Managing Director, DIN: 01488025), Mr. S J. Bansal (Whole Time Director, DIN: 01364898), Mrs. Sushila Bansal (Director, DIN: 01488071), Mr. Heeralal Barot (Director: 06920366), Mr. Ajay Kumar Pithi (Director, DIN: 00866809) and Mrs. Alka Agarwal (Director, DIN: 08467037) w.e.f 07th August, 2021
- Mrs. Avni Chouhan has ceased to be Company Secretary & Compliance officer w.e.f 07<sup>th</sup> July, 2021

There is no Director eligible to retire by rotation at the upcoming annual general meeting.

## **21. Declaration by Independent Directors**

The Company has received the declarations from the Independent Directors under Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **22. Committees of the Board**

The Board of Directors had formed Following Committees:

1. The Audit Committee
2. The Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

Audit Committee		
Name of Member	Designation in Company	Designation in committee
Mr. Heeralal Barot	Non-executive Independent Director	Chairman
Mr. Ajay Kumar Pithi	Non-executive Independent Director	Member
Mrs. Alka Agarwal	Non-executive Independent Director	Member
Nomination & Remuneration Committee		
Name of Member	Designation in Company	Designation in committee
Mr. Ajay Kumar Pithi	Non-executive Independent Director	Chairman
Mr. Heeralal Barot	Non-executive Independent Director	Member
Mrs. Alka Agarwal	Non-executive Independent Director	Member
Stakeholders' Relationship Committee		
Name of Member	Designation in Company	Designation in committee
Mr. Heeralal Barot	Non- Executive Independent Director	Chairman
Mrs. Sushila Bansal	Non- Executive Director	Member
Mr. Ajay Pithi	Non-executive Independent Director	Member

## **23. Vigil Mechanism**

The Company has a Vigil Mechanism policy to report genuine concerns or grievances. Audit Committee is responsible for overseeing the vigil mechanism and its implementation. Detailed policy of the same is available at the registered office of the Company.

## **24. Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed Mrs. Heena Patel, a Practicing

Company Secretary as the Secretarial Auditor of the Company to undertake the Secretarial Audit of the Company for the year 2020-2021.

The Report of the Secretarial Audit Report is annexed herewith as Annexure-1.

The comments mentioned in the report are self-explanatory and do not call for any further clarifications. The Board of Directors constantly endeavour to follow the applicable compliances in letter and in spirit.

## **25. Statutory Auditors**

M/s. Doogar & Associates, New Delhi (Firm Registration No. 000561N) Chartered Accountants, are Auditors of the Company to hold the Office until conclusion of 30<sup>th</sup> Annual General Meeting. As required under the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Report given by the Auditors on the financial statements year ended March 2021 of the Company is part of the Annual Report. The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

## **26. Particulars of Employees**

The Company wishes to place on record their appreciation to the contribution made by the employees to the operations of the company during the period.

During the year under review, there were no employees who were in receipt of the remuneration beyond the limits prescribed under Rule 5 (2) of Companies (Appointment and Remuneration) Rules, 2014 and therefore no disclosures needs to be made under the said section. Further, details of top 10 employees (on the basis of remuneration) are attached as **Annexure 2** to this report and the detailed ratios of the remuneration of each Director to the median remuneration to the employees of the Company for the financial year are enclosed as "**Annexure 3**" to the Board's Report.

## **27. Risk Management Policy**

The Company has framed a sound Risk Management Policy to identify and evaluate business risks and opportunities and the same has become integral part of Company's day to day operations. The key business risks identified by the Company are as follows viz. Industry Risk, Management and Operations Risk, Market Risk, Government Policy Risk, Liquidity Risk, and Systems Risk etc. The Company has in place adequate mitigation plans for the aforesaid risks.

## **28. Corporate Social Responsibility**

Provisions with respect to Corporate Social Responsibility initiative as mandated by Companies Act, 2013 is not applicable to the Company.

## **29. Management Discussion and Analysis**

The report on management discussion and analysis as per the SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 forms integral part of this Annual Report.

## **30. Particulars of transaction between the Company and Non-Executive Directors**

During the year under review the company has not entered into any transaction with its Non-Executive Directors except for payment of sitting fees as mentioned in notes to accounts.

### **31. Affirmation**

The Company has complied with all the Applicable Secretarial Standards issued by Institute of Company Secretaries of India.

### **32. Maintenance of cost records**

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company

### **33. Disclosure under sexual harassment of women at workplace:**

During the reporting year, on account of expansion and growth of the Company, staff and contractual employees assigned, the Company has formulated a policy and has set up an internal complaints committee as per the provisions of prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the reporting period. No complaints or observations or red flags were brought to notice of this Committee till date.

### **34. Acknowledgements**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

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

**Date: 30-07-2021**

**Place: Mumbai**

**Sudhir Mehta**  
**Managing Director**  
**DIN: 02215452**

**Vishal Salecha**  
**WTD & CFO**  
**DIN: 06716387**

Annexures to the Report:

Annexure 1 – Secretarial Audit Report

Annexure 2 – List of top 10 employees

Annexure 3 – Ratio of Remuneration

**Form No. MR-3  
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2021

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
Towa Sokki Limited  
FF-6, Amrapali Apartment, Near Air Force Station,  
Makarpura,  
Vadodara – 390014

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by Towa Sokki Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2021, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings.- Not Applicable to the Company during the Audit period;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
  - A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. - Not Applicable to the Company during the Audit Period;
  - D. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not Applicable to the Company during the Audit Period;- Not Applicable to the Company during the Audit Period;
  - E. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. - Not Applicable to the Company during the Audit Period;
  - F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2011 regarding the Companies Act and dealing with client;
  - G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. - Not Applicable to the Company during the Audit Period; and
  - H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. - Not Applicable to the Company during the Audit Period;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. except, non-disclosure of related party transactions on consolidated basis within 30 days under the provisions of Regulation no. 23(9) of SEBI (LODR) Regulations, 2015 for half year ended on September 30, 2020; and the Company received notice from BSE Ltd dated 18.01.2021 with imposing fine. The Company has submitted mail requesting for waiver of fine imposed regarding late compliance with the provisions of Regulation no. 23(9) of SEBI (LODR) Regulations, 2015 and BSE Ltd has waived fine through e-mail dated 25.06.2021.

**I further report that;**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. It is mentioned that Secretarial Standards were not mandatory to comply with during the Audit period.

During the Audit period, all the decisions were taken by the Board of Directors or Committee of the Board without any dissent by any of the Directors of the Company as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Heena Patel**  
**Practising Company Secretary**  
**ACS No. A40323; CP No. 16241**  
**UDIN : A040323C000623543**

**Place: Vadodara**  
**Date: 13.07.2021**

**Note: This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.**

## **Annexure to Secretarial Audit Report**

The Members,  
Towa Sokki Limited  
FF-6, Amrapali Apartment, Near Air Force Station,  
Makarpura,  
Vadodara – 390014

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on My audit.
2. I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and the practices, I followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Heena Patel**  
**Practising Company Secretary**  
**ACS No. A40323; CP No. 16241**

**Place: Vadodara**  
**Date: 13.07.2021**

## Annexure- 2' to the Board's Report

[Statement of Top 10 Employees as required under Rule 5(2) of Companies (Appointment and Remuneration) Rules, 2014 as amended till date]

Employee Name	Designation	Remuneration Received	Nature of employment	Qualification and experience	Date of commencement of employment	Age	Previous employment	% of equity shares held	Relationship with any director/manager
Mr. Somesh Bansal	CFO	4,50,000	CFO	MBA Finance	28-07-2014	34	--	NIL	Son of MD
Mrs. Avani Chouhan	CS	2,26,600	CS and compliance officer	ACS	12-11-2019	30	PCS	NIL	NIL

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

**Date: 30-07-2021**

**Sudhir Mehta**  
**Managing Director**  
**DIN: 02215452**

**Vishal Salecha**  
**WTD & CFO**  
**DIN: 06716387**

### Annexure- 3 to the Board's Report

Ratio of remuneration of each director to the median remuneration of employees of the company for the financial year 2020-21, percentage increase of remuneration of each director and percentage increase in remuneration paid to Directors:

Name of the Director/KMP	Designation	Total Remuneration paid in F.Y 2020-21	Ratio of remuneration of director to the median remuneration	% increase in remuneration
<b>Shri. Omprakash J. Bansal</b>	Managing Director	5,40,000	1.59	20%
<b>Shri. Satyanarayan J. Bansal</b>	Whole Time Director	5,40,000	1.59	20%
<b>Smt. Sushila O. Bansal</b>	Director (Sitting fees)	6,000	NA	NA
<b>Shri. Heeralal Barot</b>	Independent Director (Sitting fees)	6,000	NA	NA
<b>Shri. Ajay Kumar Pithi</b>	Independent Director (Sitting fees)	3,000	NA	NA
<b>Smt. Alka Agarwal</b>	Independent Director (Sitting fees)	3,000	NA	NA
<b>Shri Somesh O. Bansal</b>	C.F.O.	4,50,000	NA	NA
<b>Smt. Avni Chouhan</b>	CS	2,26,600	NA	NA

- ❖ During the reporting year, Company has paid an overall remuneration of Rs. 10,80,000/- as Compared to NIL remuneration paid during the previous year, signifying an overall increase of 100% during the year in the salaries paid to MD and KMP. There has been increase in remuneration paid to the Managing Director and Whole Time Director as compared to previous financial year as no remuneration was paid during the previous financial year
- ❖ The said remuneration paid to Managing Director and Whole Time Director has been duly approved by the members in pursuance of applicable provisions of Companies Act, 2013.
- ❖ There were only 2 permanent employees on the rolls of the Company.
- ❖ There was an increase of 15% in remuneration paid to CFO and near about no increase in the remuneration paid to the CS.
- ❖ The Board hereby affirms that the remuneration is as per the remuneration policy of the Company.

**Justification:** The increase in remuneration paid to Managing Director and whole Time Director are appearing as no remuneration was paid during the previous reporting period and are based on the respective contributions made by them.

For **Shraddha Prime Projects Limited**  
(Formerly known as Towa Sokki Limited)  
Sd/- Sd/-  
**Sudhir Mehta** **Vishal Salecha**  
**Managing Director** **WTD & CFO**  
**DIN: 02215452** **DIN: 06716387**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(2) & 53(F) along with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015

### (a) Industry structure and developments.

Towa Sokki Limited is a public limited company domiciled in India and incorporated under the Companies Act, 1956. Equity shares of the company are listed on Bombay Stock Exchange. The Company is engaged in manufacturing and selling of Survey Instruments. The operations for the year under review shows a loss of Rs. 2511321/-. During the year under review, the sales have not been improved. This is mainly attributed to Lockdown, COVID-19 and overall economic slowdown in the Country. Your directors are hopeful of achieving a steady growth in sales and job work activity and resultant net margin in the years to follow.

### (b) Opportunities and Threat

The opportunities in the domestic market are large though at the moment it is also affected by the economic scenario the world over. But we believe it is a passing phase and the recovery will start soon. By the time the Company launches its plans it is expected that the economic recovery would be well on its way.

### (c) Segment wise Performance

i) The Company is engaged in manufacturing and selling of Survey Instruments. These in context of Indian Accounting Standard 108 (Ind AS 108) on Segment Reporting are considered to constitute one single operating segment.

ii) Revenue on Product Group use basis

Description	31-03-2021
Traded Goods	213516
Job Work	210000
Total	423516

### (d) Out look

The Board is positive on the future outlook of the company and is examining various business options.

### (e) Risks and concerns

The Company has framed a sound Risk Management Policy to identify and evaluate business risks and opportunities and the same has become integral part of Company's day to day operations. The key business risks identified by the Company are as follows viz. Industry Risk, Management and Operations Risk, Market Risk, Government Policy Risk, Liquidity Risk, and Systems Risk etc. The Company has in place adequate mitigation plans for the aforesaid risks.

### (f) Internal control systems and their adequacy

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Audit Committee formulates the scope, functioning, periodicity and methodology for conducting the internal audit. The internal auditors carry out audit, covering inter alia, monitoring and evaluating the efficiency & adequacy of internal control systems in the Company, its compliance

with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee. Based on the internal audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas. The internal auditors have expressed that the internal control system in the Company is robust and effective. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

**(g) Discussion on financial performance with respect to operational performance**

The remuneration of Managing Director and Whole Time Director is increased by 20 %. The remuneration of Chief Financial Officer is increased by 15.38 % and the remuneration of Company Secretary is increased by 4.90 %.

The remuneration paid to 4 KMPs aggregate to 169.96 % of revenue. The net revenue during the year is 10.33 Lacks.

Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

Particulars	Remuneration	% of Gross revenue
Mr. O.J. Bansal, M.D.	540000	52.25
Mr. S.J. Bansal, WTD	540000	52.25
Mr. Somesh O. Bansal, CFO	450000	43.54
Ms. Avni Chouhan	226600	21.92

**(h) Material developments in Human Resources / Industrial Relations front including number of people employed,**

There are no Material developments in Human Resources / Industrial Relations front including number of people employed.

**→ Key Financial Ratios**

Particulars	FY21	FY20
(i) Debtors Turnover	2.61	0.85
(ii) Inventory Turnover	0.18	0.19
(iii) Interest Coverage Ratio	0.00	0.00
(iv) Current Ratio	52.80	40.15
(v) Debt Equity Ratio	0.00	0.00
(vi) Operating Profit Margin (%)	-7.33	-7.02
(vii) Net Profit Margin (%)	-5.93	-4.72
RONW	-21.55%	-11.72%

*Change in RONW is mainly because of reduction in other income and increase in Other Expenses.*

## INDEPENDENT AUDITORS' REPORT

### To the Members of Towa Sokki Limited

#### Report on the Audit of the Financial Statements

##### Opinion

We have audited the accompanying financial statements of Towa Sokki Limited ("the Company"), which comprise the balance sheet as at March 31,202, the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31,2021, and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical independent responsibilities in accordance with these requirements and the ICAI Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on financial statements.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no other key audit matters to be communicated in our report.

##### Information Other than the Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management discussion and analysis, Board Report including annexures to Board report, Corporate Governance report and shareholder information etc. but does not include the financial statements and our auditors' report thereon. The other information is expected to be made available to us after the date of this Auditor report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that

includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014
- e) On the basis of the written representations received from the directors as on March 31,2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31,2021 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" . Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, remuneration has been paid by the Company to its directors during the year is in accordance

with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigation requiring disclosure of impact of its financial position in its financial statements
  - ii. There are no foreseeable loss on long term contracts including derivative contracts requiring provision under applicable laws or Accounting standards.
  - iii. There are no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Doogar & Associates**  
**Chartered Accountants**  
**Firm Registration No.: 000561N**

**Sd/-**  
**M.S Agarwal**  
**Partner**  
**Membership No.: 086580**  
**UDIN: 21086580AAAACK5531**

Place: New Delhi  
Date: 30.06.2021

**THE ANNEXURE A REFERRED TO IN INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE COMPANY ON THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021, WE REPORT THAT:**

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.  
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no immovable properties.
- (ii) According to the information and explanation given to us and on the basis of our examination of the records of the company, physical verification of the inventory has been conducted at reasonable intervals by the management and discrepancies noticed which were not material in nature have been properly dealt with in the books of accounts.
- (iii) According to the information and explanation given to us, during the year the company has not granted any loans, secured or unsecured to companies, firm or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities granted during the year in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable.
- (v) The Company has not accepted any deposits from the public.
- (vi) According to information & explanations given to us, Central Government has not specified the maintenance of cost records under sub-section (i) 148 of the companies Act 2013.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including provident fund, employee state insurance, income-tax, duty of customs, cess, Goods and Service Tax (GST) and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.  
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employee state insurance, income tax, duty of customs, GST and other material statutory dues were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us, there are no material dues of income tax, or cess, GST which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any outstanding loan or borrowing to a financial institution, bank, government or dues to debenture holders during the year.

- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). According to the information and explanation given to us, no term loans has been obtained during the year by the Company.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For Doogar & Associates**  
**Chartered Accountants**  
**Firm Registration No.: 000561N**

**Sd/-**  
**M.S Agarwal**  
**Partner**  
**Membership No.: 086580**  
**UDIN: 21086580AAAACK5531**

Place: New Delhi  
Date: 30.06.2021

**ANNEXURE - B TO THE AUDITOR'S REPORT  
REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF  
SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT')**

We have audited the internal financial controls over financial reporting of Towa Sokki Limited ("the Company") as of 31st March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management and Board of directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Doogar & Associates**  
**Chartered Accountants**  
**Firm Registration No.: 000561N**

**Sd/-**  
**M.S Agarwal**  
**Partner**  
**Membership No.: 086580**  
**UDIN: 21086580AAAACK5531**

**Place:** New Delhi  
**Date:** 30.06.2021

**Towa Sokki Limited**  
**Regd. Office: FF-6, Amrapali Apartment, Near Air Force Station, Makarpura, Vadodara – 390 014**  
**www.towasokki.in**  
**CIN: L51909GJ1993PLC019111**  
**Balance Sheet as at 31st March, 2021**

(In Rs.)

	Note No.	As at 31 March 2021	As at 31 March 2020
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property plant and equipment	1	37,772	6,67,488
<b>Financial Assets</b>			
(i) Loans	2	-	-
Other non-current assets	3	44,619	81,236
<b>Total Non-Current Assets</b>		<b>82,391</b>	<b>7,48,724</b>
<b>Current Assets</b>			
Inventories	4	6,12,314	6,46,706
<b>Financial assets</b>			
(i) Trade receivables	5	60,181	2,64,321
(ii) Cash and cash equivalents	6	4,83,352	8,07,075
(iii) Bank balance other than (ii) above	7	104,15,633	118,83,042
Other current assets	3	2,23,964	1,58,652
<b>Total Current Assets</b>		<b>117,95,444</b>	<b>137,59,796</b>
<b>TOTAL ASSETS</b>		<b>118,77,834</b>	<b>145,08,520</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	8	644,74,500	644,74,500
(b) Other equity	9	(528,20,053)	(503,08,732)
<b>Total Equity</b>		<b>116,54,447</b>	<b>141,65,768</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Financial liabilities		-	-
<b>Total Non-Current Liabilities</b>		<b>-</b>	<b>-</b>
<b>Current Liabilities</b>			
<b>Financial liabilities</b>			
(i) Trade payables	10		
a) total outstanding dues of micro enterprises and small enterprises		-	-
b) total outstanding dues of creditors other than micro enterprises and small enterprises		52,994	1,94,480
(ii) Other Current Financial Liabilities	11	1,57,800	1,32,600
Other current liabilities	12	12,593	15,672
<b>Total Current Liabilities</b>		<b>2,23,387</b>	<b>3,42,752</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>118,77,834</b>	<b>145,08,520</b>

Significant accounting policies

**The Notes referred to above form an integral part of the Financial Statements**

As per our report of even date annexed

**For DOOGAR & ASSOCIATES**

**Firm Reg No.- 000561N**

**Chartered Accountants**

**For and on behalf of the Board of Directors**

**M. S. Agarwal**

**Partner**

**Membership No. 86580**

**S.J. Bansal**

**Director**

**DIN No. 01364898**

**O.J. Bansal**

**Director**

**DIN No. 01488025**

**Place : New Delhi**

**Date : 30.06.2021**

**Somesh O. Bansal**

**CFO**

**Avni Chouhan**

**Company Secretary**

**Place : Vadodara**

**Date : 30.06.2021**

**Towa Sokki Limited**  
 Regd. Office: FF-6, Amrapali Apartment, Near Air Force Station, Makarpura, Vadodara – 390014  
[www.towasokki.in](http://www.towasokki.in)  
 CIN: L51909GJ1993PLC019111

**Statement of Profit and Loss For the Year ended 31 March 2021**

(In Rs.)

Particulars	Note No.	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>INCOME</b>			
Revenue from operations	13	4,23,516	3,51,850
Other income	14	6,09,905	8,57,056
<b>Total Revenue (I)</b>		<b>10,33,421</b>	<b>12,08,906</b>
<b>EXPENDITURE</b>			
Cost of materials consumed	15	-	-
Purchases of Stock-in-Trade		77,800	35,950
Changes in inventories of finished goods & work-in -progress	16	34,392	96,618
Employee benefits expense	17	17,57,500	14,13,050
Depreciation and amortization expense	18	18,269	26,748
Other Expenses	19	16,56,782	12,77,668
<b>Total Expenses (II)</b>		<b>35,44,742</b>	<b>28,50,034</b>
<b>Profit/ (Loss) before Tax (II-I)</b>		<b>(25,11,321)</b>	<b>(16,41,128)</b>
<b>Tax expense:</b>			
(1) Current tax		-	-
(2) Deferred tax		-	-
(3) Tax adjustment related to earlier years		-	<b>19,727</b>
<b>Total tax expenses</b>		<b>-</b>	<b>19,727</b>
<b>Profit/ (Loss) for the year</b>		<b>(25,11,321)</b>	<b>(16,60,855)</b>
<b>Other comprehensive income (Loss)</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year [Comprising profit (loss) and other comprehensive income for the year]</b>		<b>-</b>	<b>-</b>
<b>Net Profit/ (Loss) for the year</b>		<b>(25,11,321)</b>	<b>(16,60,855)</b>
<b>Earnings per equity share: (Face value Rs.10 each) in rupees</b>	26		
Basic		<b>(0.55)</b>	<b>(0.36)</b>
Diluted			
Significant accounting policies			

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date annexed

**For DOOGAR & ASSOCIATES**

Firm Reg No.- 000561N

Chartered Accountants

For and on behalf of the Board of Directors

**M. S. Agarwal**  
 Partner  
 Membership No. 86580

**S.J. Bansal**  
 Director  
 DIN No. 01364898

**O.J. Bansal**  
 Director  
 DIN No. 01488025

Place : New Delhi  
 Date : 30.06.2021

**Somesh O. Bansal**  
 CFO

**Avni Chouhan**  
 Company Secretary

Place : Vadodara  
 Date : 30.06.2021

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st March, 2021**

A Equity Share Capital	Balance as at 01.04.2019	Changes in Equity share capital during the year	Balance as at 31.03.2020
For the year ended 31.03.2019	455,48,000	-	455,48,000
Add: Share forfeited account	189,26,500	-	189,26,500
	644,74,500		644,74,500

	Balance as at 01.04.2020	Changes in Equity share capital during the year	Balance as at 31.03.2021
For the year ended 31.03.2021	455,48,000	-	455,48,000
Add: Share forfeited account	189,26,500	-	189,26,500
	644,74,500		644,74,500

**B Other Equity**

Particulars	Reserves and surplus			Items of other comprehensive income		Total Other Equity
	Retained Earnings	Capital Reserve	General Reserve			
Balance as at 01.04.2019	(494,00,210)	7,15,334	37,000	-	-	(486,47,876)
Profit/ (Loss) for the year	(16,60,855)	-	-	-	-	(16,60,855)
<b>Balance as of 31.03.2020</b>	<b>(510,61,066)</b>	<b>7,15,334</b>	<b>37,000</b>	<b>-</b>	<b>-</b>	<b>(503,08,732)</b>
Balance as at 01.04.2020	(510,61,066)	7,15,334	37,000	-	-	(503,08,732)
Profit/ (Loss) for the year	(25,11,321)	-	-	-	-	(25,11,321)
<b>Balance as of 31.03.2021</b>	<b>(535,72,387)</b>	<b>7,15,334</b>	<b>37,000</b>	<b>-</b>	<b>-</b>	<b>(528,20,053)</b>

**Significant accounting policies**

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date annexed  
For DOOGAR & ASSOCIATES  
Firm Reg No.- 000561N  
Chartered Accountants

M. S. Agarwal  
Partner  
Membership No. 86580

Place : New Delhi  
Date : 30.06.2021

For and on behalf of the Board of Directors

S.J. Bansal  
Director  
DIN No. 01364898

O.J. Bansal  
Director  
DIN No. 01488025

Somesh O. Bansal  
CFO

Avni Chouhan  
Company Secretary

Place : Vadodara  
Date : 30.06.2021

**Towa Sokki Limited**  
**CIN No-L51909GJ1993PLC019111**  
**Cash Flow Statement for the Year ended 31.03.2021**

	Year Ended 31.03.2021	Year Ended 31.03.2020
(in Rs)		
<b>Cash flow from operating activities</b>		
<b>Profit/ (Loss) before tax</b>	(25,11,321)	(16,60,855)
<b>Add: Non Operating Expenses</b>		
Depreciation	18,269	26,748
Loss on sale of Fixed Assets	3,74,022	-
Provision for Expected Credit Loss	96,101	2,72,454
Bad Debt	1,55,766	-
Interest income	(6,05,031)	(8,42,386)
<b>Operating profit/(loss) before working capital changes</b>	<b>(24,72,194)</b>	<b>(22,04,039)</b>
<b>Adjustments for changes in working capital</b>		
(Increase)/decrease in Trade Receivable	47,727	23,182
(Increase)/decrease in inventories	34,392	96,618
(Increase)/decrease in Loans & Advances	-	-
(Increase)/decrease in Other Assets	(87,531)	1,23,983
Increase/(decrease) in Trade Payables	(1,41,486)	1,07,136
Increase/(decrease) in Other liabilities	(3,079)	10,472
Increase/(decrease) in Other Financial liabilities	25,200	87,500
<b>Net cash generated from operating activities before tax</b>	<b>(25,96,971)</b>	<b>(17,55,149)</b>
Direct taxes paid (Net of refund)	(36,617)	-
<b>Net cash used in operating activities</b>	<b>(26,33,588)</b>	<b>(17,55,149)</b>
<b>Cash flows from investing activities</b>		
Interest received	5,13,472	8,45,068
Sale of Fixed asset	2,37,425	-
Investment in bank deposit (having original maturity period of more than 3 months)	15,58,968	9,95,190
<b>Net cash flow from investing activities</b>	<b>23,09,865</b>	<b>18,40,258</b>
<b>Cash flows from financing activities</b>	-	-
<b>Increase/ (Decrease) in cash and cash equivalents</b>	<b>(3,23,723)</b>	<b>85,109</b>
<b>Cash and cash equivalents at the beginning of the Year</b>	<b>8,07,075</b>	<b>7,21,965</b>
<b>Cash and cash equivalents at the end of the Year</b>	<b>4,83,352</b>	<b>8,07,074</b>
<b>Components of cash and cash equivalent as at the end of the Year</b>		
Cash in hand	96,061	7,07,392
Balances with bank in current accounts	3,87,291	99,683
	<b>4,83,352</b>	<b>8,07,075</b>
<b>RECONCILIATION STATEMENT OF CASH AND BANK BALANCES</b>	<b>As at 31.03.2021</b>	<b>As at 31.03.2020</b>
Cash and cash equivalents at the end of the year as per above	4,83,352	8,07,075
Add: Deposits with more than 3 months but less than 12 months maturity period	104,15,633	118,83,042
<b>Cash and bank balance as per balance sheet (refer note 6 &amp; 7)</b>	<b>108,98,985</b>	<b>126,90,117</b>

**Note** - Disclosure as required by IND AS - 7 relating to reconciliation of liabilities arising from financing activities have not been given, as there are no cash flow from financing activities.

As per our audit report of even date attached

**For Doogar & Associates**  
**Chartered Accountants**  
**Firm Reg No.- 000561N**

**M. S. Agarwal**  
**Partner**  
**Membership No. 86580**

Place : New Delhi  
Date : 30.06.2021

**For and on behalf of the Board of**

**S.J. Bansal**      **O.J. Bansal**  
**Director**          **Director**  
DIN No. 01488071    DIN No. 01488025

**Somesh O. Bansal**    **Avni Chouhan**  
**CFO**                      **Company Secretary**

Place : Vadordara  
Date : 30.06.2021

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2021

### Corporate Information

Towa Sokki Limited is a public company domiciled in India and incorporated under the Companies Act, 1956. Equity shares of the company are listed on Bombay Stock Exchange. The Company is engaged in manufacturing and selling of Survey Instruments.

### Note: 1

#### 1. SIGNIFICANT ACCOUNTING POLICIES

##### 1.1 Statement of Compliance

The Financial Statements have been prepared in accordance with Companies Act 2013, Indian Accounting Standard and complies with other requirements of law and were authorised for issue in accordance with a resolution of the Board of Directors of the company passed on 30.06.2021

##### 1.2 Basis of Preparation

The financial statements of the company are consistently prepared and presented under historical cost conversion on an accrual basis in accordance with Ind AS except for certain financial assets and liabilities that are measured at fair values.

The company's functional currency and presentation currency is Indian Rupees (INR). All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees, except otherwise indicated.

##### Classification of Assets and Liabilities into current and Non- Current

The Company presents its assets and liabilities in the Balance Sheet based on current/ non-current classification.

As asset is treated as current when it is:

- a) expected to be realised or intended to be sold or consumed in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) expected to be realised within twelve months after the reporting period; or
- d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when :

- a) it is expected to be settled in normal operating cycle;
- b) it is held primarily for the purpose of trading;
- c) it is due to be settled within twelve months after the reporting period; or
- d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the company has ascertained its operating cycle being a period within twelve months for the purpose of current and non-current classification of assets and liabilities.

##### 1.3 Use of judgements, estimates and assumptions

The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment in the future periods in the carrying amount of assets or liabilities affected.

In the company's accounting policies, management has made judgements in respect of evaluation of recoverability of deferred tax assets, which has the most significant effect on the amounts recognised in the financial statements:

The following are the key assumptions concerning the future, and the key sources of estimation, uncertainty at the end of reporting period that may have a significant risk of causing a material adjustment to the carrying amount of assets & liabilities within:

#### **Estimation of uncertainty related to Global Health Pandemic from COVID-19**

The Company has considered the possible effects that may result from pandemic relating to COVID-19 on the carrying amount of financial assets including Trade Receivables. In developing the assumptions relating to the possible future uncertainties in global economic conditions because of the pandemic, the Company as at the date of approval of these financial statement has used internal and external source of information, on the expected future performance of the company and based on estimates the company expects that the carrying amount of financial assets will be recovered and the company do not expect any significant impact of COVID-19 on the company's financial statement as at the date of approval of these Financial Statements.

a) Useful life of property, plant and equipment and intangible assets: The company has estimated useful life of Property, Plant and Equipment as specified in Schedule II to Companies Act 2013. However, the actual useful life for individual equipments could turn out to be different, there could be technology changes, breakdown, unexpected failure leading to impairment or complete discard. Alternatively, the equipment may continue to provide useful service well beyond the useful life assumed.

b) Fair value measurement of financial instruments: When the fair values of financial assets and financial liabilities cannot be measured based on quoted process in active market, the fair value is measured using valuation techniques including book value, the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not possible, a degree of judgement is required in establishing fair values.

c) Impairment of financial and non-financial assets: The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the input for the impairment calculations, based on Company's past history, existing market conditions, technology, economic developments as well as forward looking estimates at the end of each reporting period.

d) Taxes: Taxes have been paid / provided, exemptions availed, allowances considered etc. are based on the extant laws and the company's interpretation of the same based on the legal advice received, wherever required. These could differ in the view taken by the authorities, clarifications issued subsequently by the government and court, amendments to statutes by the government etc.

f) Contingencies: A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligations at the end of the reporting period. However, the actual liability could be considerably different.

#### **1.4 Property, Plant and Equipment**

Freehold land is carried at historical cost. All other property, plant and equipment are stated at cost, net of recoverable taxes, trade discounts and rebates less accumulated depreciation and impairment loss, if any. The cost of tangible assets comprises its purchase price, borrowing cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, initial estimation of any decommissioning obligations and finance cost.

When significant parts of the Property, Plant and Equipment are required to be replaced at interval, the company derecognises the replaced part, and recognises the new part with its own associated useful life and depreciated accordingly. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

Cost of Software directly identified with hardware is recognised along with the cost of hardware.

Stores and spares which meet the definition of Property, Plant and Equipment and satisfy recognition criteria of Ind AS 16 are capitalised as Property, Plant and Equipment

An item of Property, Plant and Equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset is included in the Statement of Profit and Loss when the asset is derecognised.

Capital Work-in-progress includes cost of Property, Plant and Equipment which are not ready for their intended use.

The residual values and useful lives of Property, Plant and Equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.

Depreciation on Property, Plant and Equipment is provided over the useful life of assets as specified in Schedule II to the Companies Act, 2013 using straight line method. Property, Plant and Equipment which are added/ disposed off during the year, depreciation is provided on pro rata basis with reference to the month of addition / deletion.

In line with the provisions of Schedule II of the Companies Act 2013, the Company depreciates significant components of the main asset (which have different useful lives as compared to the main asset) based on the individual useful life of those components. Useful life for such components has been assessed based on the historical experience and internal technical inputs.

### **1.5 Intangible Assets**

Intangible Assets are recognised only if they are separately identifiable and the Company expects to receive future economic benefits arising out of them. Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/ depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use.

Intangible assets with finite lives are amortised on straight line basis over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at each year end. The amortised expense on intangible assets with finite lives and impairment loss is recognised in the Statement of Profit and Loss.

The useful lives of intangible assets are assessed as either finite or indefinite.

Gains or losses arising from derecognition of an intangible asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

Intangible assets with indefinite useful lives, are not amortised, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. The impairment loss on intangible assets with indefinite life is recognised in the Statement of Profit and Loss.

### **1.6 Impairment of Non– Financial assets**

At each Balance Sheet date, the Company assesses whether there is an indication that an asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

### **1.7 Inventories**

Inventories are valued as under:

Raw materials, packing material, stores and spares are valued at lower of cost (on a weighted average basis) and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above manufacturing cost.

Stock in process is valued at lower of cost (on a weighted average basis) and net realisable value.

Finished goods (including in transit) are valued at cost (on a weighted average basis) or net realisable value whichever is lower. Cost for this purpose includes direct materials, direct labour utilities, other variable direct costs and manufacturing overheads, based on the normal operating capacity and depreciation.

### **1.8 Cash and cash Equivalents**

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

For the purpose of statement of cashflows, cash and cash equivalents consist of cash and short-term deposits as defined above, net of outstanding bank overdrafts as they are considered as an integral part of the Company's cash management.

### **Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any

deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

#### **Bank Balances other than above**

Dividend escrow account balances, deposits with banks as margin money for guarantees issued by the banks, deposits kept as security deposits for statutory authorities are accounted as bank balances other than Cash and Cash equivalents and includes interest accrued.

#### **1.9 Non-current Assets Held for Sale**

Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets

Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale.

#### **1.10 Financial Instruments**

A Financial instrument is any contract that gives rise to a Financial asset of one entity and a Financial liability or equity instrument of another entity.

##### **A. Financial Assets:**

###### **(i) Classification:**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income, or fair value through profit and loss on the basis of its business model for managing the financial asset and the contractual cash flow characteristics of the financial asset.

###### **(ii) Initial recognition and measurement**

All Financial assets are recognised initially at fair value plus. In the case of financial assets not recognised at fair value through profit and loss, transaction costs that are attributable to the acquisition of the Financial asset.

###### **(iii) Financial assets measured at amortised cost:**

Financial assets are subsequently measured at amortised cost using effective interest rate method (EIR), if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding. The losses arising from the impairment are recognised in the Statement of Profit and Loss.

###### **(iv) Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms give rise to cash flows that are solely payments of principal and interest on the principal outstanding.

###### **(v) Financial assets measured at fair value through profit and loss**

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in profit and loss.

###### **(vi) Derecognition of financial assets**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

##### **A. Impairment of Financial Assets**

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

##### **B. Financial Liabilities**

###### **(i) Classification**

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit and loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

(ii) Initial recognition and measurement

All financial liabilities are recognised initially at fair value. In the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

(iii) Subsequent measurement

All financial liabilities are re-measured at fair value through statement of profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through statement of profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

(iv) Loans and borrowings

Interest bearing loans and borrowings are subsequently measured at amortised cost using effective interest rate (EIR) method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through EIR amortisation process. The EIR amortisation is included as finance cost in the Statement of Profit and Loss.

(v) Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or canceled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

(vi) Derivative financial instruments

The Company uses derivative financial instruments such as forward currency contracts and options to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. The gain or loss in the fair values is taken to Statement of Profit and Loss at the end of every period. Profit or loss on cancellations / renewals of forward contracts and options are recognised as income or expense during the period.

### C. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

#### 1.11 Fair value measurement

The Company measures certain financial assets and financial liabilities including derivatives and defined benefit plans at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the

measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability; or

In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### **1.12 Borrowing cost**

Borrowing costs directly attributable to the acquisition, construction or production of an asset are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### **1.13 Provisions, Contingent liabilities, Contingent Assets**

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligations at the end of the reporting period. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the changes in the provision due to the passage of time are recognised as a finance cost.

Contingent liabilities are disclosed in the case of :

a present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;

a present obligation arising from the past events, when no reliable estimate is possible;

a possible obligation arising from past events, unless the probability of outflow of resources is remote.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefit is probable.

### **1.14 Employee Benefits**

#### **A. Short Term Benefits - Provident Fund**

Short Term Benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the period in which the related service is rendered.

Payment to defined contribution retirement benefit plans are recognised as an expense when employees have rendered the services entitling them to the contribution. As the number of employees in the company are below threshold limit for provident fund registration, provident fund is not applicable in the company.

#### **B. Post Employment benefits - Gratuity ( Unfunded)**

There are only 2 employees of the company, for which the company accounts for post employment benefit obligations on accrual basis, accordingly, disclosures as per IND AS -19 " Employee Benefits" are not given. The company has not taken any defined benefit plan.

## 1.15

### Segment Information

The company operates in one operating segment namely " Survey Instruments" and is considered as operating Segment in accordance with IND AS 108.

## 1.16 Revenue Recognition

### Sale of Goods

The company derives revenue from sale of manufactured goods and traded goods. In accordance with Ind AS 115, the company recognise revenue from sale of products at a time when performance obligation is satisfied and upon transfer of control of promised products to customer in an amount that reflects the consideration the company expect to receive in exchange for their products. The company disaggregates the revenue based on nature of products/Geography.

### Dividend Income

Dividend income is recognised when the right to receive is established and there is a reasonable certainty of its collection.

### Interest Income

Interest income is recognised using the effective interest rate method (EIR). The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instruments (for example, prepayment, extension, call and similar options) but does not consider the expected credit loss.

### Insurance Income

Income in respect of insurance claims are recognised on acceptance basis or when there is reasonable certainty that the ultimate collection will be made.

### Others

Income in respect of other claims and commissions are measured at fair value and recognised when there is reasonable certainty that the ultimate collection will be made.

## 1.17 Taxes on Income

Income Tax expenses comprise current tax expenses and the net change in the deferred tax asset or liabilities during the year. Current and Deferred tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity respectively.

### Current Tax

The Company provides current tax based on the provisions of the Income Tax Act, 1961 applicable to the Company.

### Deferred Tax

Deferred tax is recognised using the Balance Sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or liability is settled, based on tax rates (and tax laws) that have been enacted or substantially enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### **1.18 Earnings per Share**

Basic earnings per share are calculated by dividing the profit after tax or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. In case there are any dilutive securities during the period presented, the impact of the same is given to arrive at diluted earnings per share.

### **1.19 Foreign exchange transactions**

Foreign currency transactions are accounted for at the exchange rate prevailing on the date of the transaction. All monetary foreign currency assets and liabilities are converted at the exchange rates prevailing at the reporting date. All exchange differences arising on translation of monetary items are dealt with in the Statement of Profit and Loss.

**Note 1 : PROPERTY, PLANT AND EQUIPMENT**

(Amount in Rupees)

Particulars	Building	Plant and Machinery	Office Equipments	Furniture and Fixtures	Computer and Printers	Vehicles	Total
<b>Gross carrying amount</b>							
<b>Balance as at 1 April 2019</b>	<b>7,60,504</b>	<b>3,119</b>	<b>52,838</b>	<b>1,03,661</b>	<b>1,36,400</b>	<b>10,75,772</b>	<b>21,32,294</b>
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
<b>Balance as at 31 March 2020</b>	<b>7,60,504</b>	<b>3,119</b>	<b>52,838</b>	<b>1,03,661</b>	<b>1,36,400</b>	<b>10,75,772</b>	<b>21,32,294</b>
<b>Balance as at 1 April 2020</b>	<b>7,60,504</b>	<b>3,119</b>	<b>52,838</b>	<b>1,03,661</b>	<b>1,36,400</b>	<b>10,75,772</b>	<b>21,32,294</b>
Additions	-	-	-	-	-	-	-
Disposals	7,60,504	3,119	22,736	70,078	92,400	5,14,426	<b>14,63,263</b>
<b>Balance as at 31 March 2021</b>	<b>-</b>	<b>-</b>	<b>30,102</b>	<b>33,583</b>	<b>44,000</b>	<b>5,61,346</b>	<b>6,69,031</b>
<b>Accumulated depreciation</b>							
<b>Balance as at 1 April 2019</b>	<b>1,57,831</b>	<b>2,964</b>	<b>32,196</b>	<b>1,03,661</b>	<b>1,29,580</b>	<b>10,11,826</b>	<b>14,38,058</b>
Depreciation charge during the year	15,240		6,000			5,508	<b>26,748</b>
Disposals		-		-	-		-
<b>Balance as at 31 March 2020</b>	<b>1,73,071</b>	<b>2,964</b>	<b>38,196</b>	<b>1,03,661</b>	<b>1,29,580</b>	<b>10,17,334</b>	<b>14,64,806</b>
<b>Balance as at 1 April 2020</b>	<b>1,73,071</b>	<b>2,964</b>	<b>38,196</b>	<b>1,03,661</b>	<b>1,29,580</b>	<b>10,17,334</b>	<b>14,64,806</b>
Depreciation charge during the year	7,620		6,000			4,649	<b>18,269</b>
Disposals	1,80,691	2,964	21,599	70,078	87,780	4,88,704	8,51,816
<b>Balance as at 31 March 2021</b>	<b>-</b>	<b>-</b>	<b>22,597</b>	<b>33,583</b>	<b>41,800</b>	<b>5,33,279</b>	<b>6,31,259</b>
<b>Net carrying amount as at 31st March 2020</b>	<b>5,87,433</b>	<b>155</b>	<b>14,642</b>	<b>-</b>	<b>6,820</b>	<b>58,438</b>	<b>6,67,488</b>
<b>Net carrying amount as at 31st March 2021</b>	<b>-</b>	<b>-</b>	<b>7,505</b>	<b>-</b>	<b>2,200</b>	<b>28,067</b>	<b>37,772</b>

**Notes to the Financial Statement for the year ended March 31, 2021**

(In Rs.)

**2 LOANS**

Particulars	Non-current		Current	
	As at 31st March 2021	As at 31 March 2020	As at 31st March 2021	As at 31 March 2020
<b>Security Deposits</b>				
Considered good	-	-	-	-
<b>Total</b>	-	-	-	-

**3 OTHER ASSETS**

Particulars	Non-current		Current	
	As at 31st March 2021	As at 31 March 2020	As at 31st March 2021	As at 31 March 2020
<b>Capital Advances</b>				
Advance tax/ tax deducted at source (net of provision)	44,619	81,236		
Balance with revenue authorities			2,08,964	1,58,652
<b>Other loans and advances</b>				
Advance for goods / services				
Considered Good			15,000	-
<b>Total</b>	<b>44,619</b>	<b>81,236</b>	<b>2,23,964</b>	<b>1,58,652</b>

**4 INVENTORIES**

Particulars		As at 31st March 2021	As at 31 March 2020
Finished Goods		6,12,314	6,46,706
<b>Total</b>		<b>6,12,314</b>	<b>6,46,706</b>

**5 TRADE RECEIVABLES**

		As at 31st March 2021	As at 31 March 2020
Trade Receivable - Unsecured			
Considered good		60,181	2,64,321
Considered Doubtful		-	131,82,420
Less: Provision for Expected Credit Loss		-	(131,82,420)
<b>Total</b>		<b>60,181</b>	<b>2,64,321</b>

**Note:**

The company has used a practical expedient by computing the Expected Credit Loss allowance based on a provision matrix. The expected credit loss allowance is based on the ageing of the days, the receivables are due and recognises impairment loss allowance based on lifetime expected loss on each reported date right from its initial recognition. The provision matrix at the end of each reporting period is as under :-

<b>Particulars</b>	<b>31-Mar-21</b>	<b>31-Mar-20</b>
Trade Receivables	60,181	134,46,742
Trade Receivables considered for ECL Ageing	60,181	134,46,742

**Movement in the expected credit loss allowance**

	<b>31-Mar-21</b>	<b>31-Mar-20</b>
Balance at the beginning of the year	131,82,420	129,09,966
<b>Add:</b>		
Increase in the expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	96,101	2,72,454
Amount booked as bad debt out of provision for Doubtful Debts	(132,78,521)	
Balance at the end of the year	-	131,82,420

6	<b>CASH AND CASH EQUIVALENTS</b>		<b>As at 31st March 2021</b>	<b>As at 31 March 2020</b>
	Balances with Banks In current accounts		3,87,291	99,683
	Cash on hand		96,061	7,07,392
	<b>Total</b>		<b>4,83,352</b>	<b>8,07,075</b>

7	<b>OTHER BANK BALANCES</b>	<b>Current</b>		
		<b>As at 31st March 2021</b>	<b>As at 31 March 2020</b>	
	Deposits with more than 3 months but less than 12 months maturity period*		104,15,633	118,83,042
	<b>Total</b>		<b>104,15,633</b>	<b>118,83,042</b>
	* Includes Interest accrued		8,35,675	7,44,116

8	<b>EQUITY SHARE CAPITAL</b>		<b>As at 31st March 2021</b>	<b>As at 31 March 2020</b>
	<b>Authorised share Capital</b> 9000000 (Previous Year 9000000) shares of Rs.10 each		900,00,000	900,00,000
	<b>Issued</b> 8340100 (Previous Year 8340100) shares of Rs.10 each		834,01,000	834,01,000
	<b>Subscribed &amp; paid up shares</b> 4554800 (Previous Year 4554800) shares of Rs. 10 each fully paid up		455,48,000	455,48,000
	Share Forfeited Account		189,26,500	189,26,500
	<b>Total</b>		<b>644,74,500</b>	<b>644,74,500</b>

**Reconciliation of the shares outstanding at the beginning and at the end of the reporting year**

Particulars	As at 31 March 2021		As at 31 March 2020	
	No. of Shares	Amount	No. of Shares	Amount
<b>Paid up equity share capital</b>				
At the beginning of the year	45,54,800	455,48,000	45,54,800	455,48,000
Outstanding at the end of year	45,54,800	455,48,000	45,54,800	455,48,000
<b>Share Forfeited Account</b>				
At the beginning of the year	18,92,650	189,26,500	18,92,650	189,26,500
Outstanding at the end of year	18,92,650	189,26,500	18,92,650	189,26,500

**Terms/rights attached to equity shares**

The company has only one class of equity shares having a par value of Rs. 10/- (previous year Rs. 10/). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company has not allotted any fully paid up equity shares pursuant to contracts without payment being received in cash during the period of five years immediately preceding the balance sheet date.

**Details of shareholders' holding more than 5% shares in the company**

Equity Share of Rs. 10 each (Previous Year Rs. 10 each) (previous year Rs. 10/)	As at 31 March 2021		As at 31 March 2020	
	No. of Shares	% of Holding	No. of Shares	% of Holding
O.J. Bansal	10,66,200	23.41%	1066200	23.41%
S.J. Bansal	7,14,500	15.69%	6,83,400	15.68%
S.O. Bansal	6,71,500	14.74%	6,41,300	14.74%
S.S Bansal	7,92,800	17.41%	7,92,800	17.41%

During the year ended 31.03.2021, the promoters entered into share purchase agreement with Mr. Sudhir Balu Mehta whereby 71.24% holding held by promoters was to be transferred under open offer as per SEBI Regulation. The Open offer formalities as per SEBI Regulations has been completed and 71.24 % shares held by promoters has since been transferred on 03.06.2021 & 04.06.2021

9 Other Equity

Particulars	As at 31 March 2021	As at 31 March 2020
<b>Capital Reserve</b>		
As per last Balance Sheet	7,15,334	7,15,334
Add: Addition during the year		
	<b>7,15,334</b>	<b>7,15,334</b>
<b>General Reserve</b>		
As per last Balance Sheet	37,000	37,000
Add: Addition during the year		
	<b>37,000</b>	<b>37,000</b>
<b>Retained Earnings</b>		
As per last Balance Sheet	(510,61,065)	(494,00,210)
Add: Profit/(Loss) during the year	(25,11,321)	(16,60,855)
	<b>(535,72,386)</b>	<b>(510,61,065)</b>
<b>Total</b>	<b>(528,20,052)</b>	<b>(503,08,731)</b>

10

TRADE PAYABLES	As at 31 March 2021	As at 31 March 2020
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	52,994	1,94,480
<b>Total</b>	<b>52,994</b>	<b>1,94,480</b>
The disclosure under section 22 of Micro, Small and Medium Enterprises Development Act, 2006, to the extent information available with the company is as under:		
Particulars	As at 31 March 2021	As at 31 March 2020
(a) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;		
- Principal Amount	-	-
- Interest due	-	-
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

11

OTHER FINANCIAL LIABILITIES	Non-Current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Employees related liabilities			1,57,800	1,32,600
<b>Total</b>	-	-	<b>1,57,800</b>	<b>1,32,600</b>

12

OTHER LIABILITIES	Non-Current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Statutory dues			12,593	15,672
<b>Total</b>	-	-	<b>12,593</b>	<b>15,672</b>

There are no outstanding dues to be paid to Investor Education and Protection Fund.

13 <b>REVENUE FROM OPERATIONS</b>	Year ended March 31, 2021	Year ended March 31, 2020
<b>Sale of products</b>		
Traded Goods	2,13,516	2,22,800
<b>Other operating revenues</b>		
Job Work	2,10,000	1,29,050
<b>Total</b>	<b>4,23,516</b>	<b>3,51,850</b>

**Dissegregation of revenue based on nature**

Sale of Product	2,13,516	2,22,800
Job Work	2,10,000	1,29,050
<b>Total</b>	<b>4,23,516</b>	<b>3,51,850</b>

**Revenue based on Geography**

Within India	4,23,516	3,51,850
Outside India	-	-
<b>Total</b>	<b>4,23,516</b>	<b>3,51,850</b>

**Reconciliation of revenue from operations with contract price**

Contract Price	4,23,516	3,51,850
Less: Variable Components like Discounts etc.	-	-
<b>Revenue from Operations as recognised in financial Statements</b>	<b>4,23,516</b>	<b>3,51,850</b>

14 <b>OTHER INCOME</b>	Year ended March 31, 2021	Year ended March 31, 2020
Interest Income	6,05,031	8,42,386
Interest on Income Tax Refund	4,874	14,670
<b>Total</b>	<b>6,09,905</b>	<b>8,57,056</b>

15 <b>COST OF MATERIALS CONSUMED</b>	Year ended March 31, 2021	Year ended March 31, 2020
<b>Raw Material Consumed</b>		
Inventory at the beginning of the year	-	-
Add: Purchases during the year	-	-
Less: Inventory at the end of the year	-	-
<b>Cost of raw material consumed</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>-</b>	<b>-</b>

16 <b>Changes in Inventories of Finished Goods &amp; Stock in Trade</b>	Year ended 31-Mar-21	Year ended 31-Mar-20	(Increase) / Decrease
<b>Inventories at the end of year</b>			
Finished Goods and Stock in Trade	6,12,314	6,46,706	34,392
	6,12,314	6,46,706	34,392
<b>Inventories at the beginning of year</b>			
Finished Goods and Stock in Trade	6,46,706	7,43,324	96,618
	6,46,706	7,43,324	96,618

17 <b>EMPLOYEE BENEFITS EXPENSES</b>	Year ended March 31, 2021	Year ended March 31, 2020
Salaries, wages and bonus	17,56,600	14,12,150
Staff Welfare Expenses	900	900
<b>Total</b>	<b>17,57,500</b>	<b>14,13,050</b>

18	<b>DEPRECIATION AND AMORTISATION EXPENSES</b>	Year ended	Year ended
		March 31, 2021	March 31, 2020
	Depreciation of tangible assets	18,269	26,748
	<b>Total</b>	<b>18,269</b>	<b>26,748</b>

19	<b>OTHER EXPENSES</b>	Year ended	Year ended
		March 31, 2021	March 31, 2020
	Power and Fuel	6,321	9,768
	Repairs to Machinery	77,678	38,145
	Insurance	6,197	13,696
	Rent	1,01,000	93,000
	Rates, Taxes & Fee	23,177	1,56,720
	Legal & Professional Fees	1,77,452	1,78,645
	Auditors' Remuneration	40,000	40,000
	Other Selling Expenses	18,792	29,099
	Listing Fees	3,00,000	3,00,000
	Other Miscellaneous Expenses	2,80,276	1,46,142
	Bad Debt ( Amount of Rs 132.78 Lacs Out of Provision for Doubtful Debts)	1,55,766	-
	Loss on sale of Property, Plant & Equipment	3,74,022	-
	Allowance for Expected Credit Loss	96,101	2,72,454
	<b>Total</b>	<b>16,56,782</b>	<b>12,77,668</b>

20	<b>Payment to Auditors: Particulars</b>	Year ended	Year ended
		31-Mar-21	31-Mar-20
	Audit Fee	40,000	40,000
	<b>Total</b>	<b>40,000</b>	<b>40,000</b>

## 21 Financial Instruments: Accounting classification, Fair value measurements

31st March, 2021

Particulars	Carrying Value	Classification			Fair Value		
		FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
<b>Financial Assets</b>							
Trade receivables	60,181			60,181			
Cash and cash equivalents	4,83,352			4,83,352			
Bank balance other than above	104,15,633			104,15,633			
	<b>109,59,166</b>	-		<b>109,59,166</b>			

Particulars	Carrying Value	Classification			Fair Value		
		FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
<b>Financial Liabilities</b>							
Trade payables	52,994			52,994			
Others	1,57,800			1,57,800			
	<b>2,10,794</b>			<b>2,10,794</b>			

31st March, 2020

Particulars	Carrying Value	Classification			Fair Value		
		FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
<b>Financial Assets</b>							
Trade receivables	2,64,321			2,64,321			
Loans	-			-			
Cash and cash equivalents	8,07,075			8,07,075			
Bank balance other than above	118,83,042			118,83,042			
	<b>129,54,438</b>	-		<b>129,54,438</b>			

Particulars	Carrying Value	Classification			Fair Value		
		FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
<b>Financial Liabilities</b>							
Trade payables	1,94,480			1,94,480			
Others	1,32,600			1,32,600			
	<b>3,27,080</b>			<b>3,27,080</b>			

The Management Assessed that carryig amount of Trade Receivables, Loans, cash and cash equivalents, bank deposit approximates their fair value largely due to short term maturities of these instruments. The maturity profile of financial liabilities are as under:

	31st March, 2021	31st March, 2020
Payable within 1 year	2,10,794	3,27,080
Payable after 1 year	-	-
<b>Total</b>	<b>2,10,794</b>	<b>3,27,080</b>

## 22 Financial Risk Management

The company's activities expose it to a variety of financial risks: interest rate risk, credit risk and liquidity risk. The company's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the company's financial performance.

### Interest rate risk

Interest rate risk primarily arises from floating rate borrowings. The Company do not have any borrowings, hence the management of the company considers interest rate risk as immaterial.

### Credit risk

Credit risk is the risk of financial loss to the company, if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables. The company has made provision for **expected credit loss (ECL) for Rs 96101 as at 31.03.2021**. Credit risk from cash and cash equivalents, bank deposits are considered as immaterial in view of credit worthiness of the bank the company works with. The company has specific policies for managing customer credit risk an on-going basis. The company have written off bad debt of Rs 13278521/- out of provision for doubtful debts.

Financial assets are written off when there is no reasonable expectation of its recovery.

**COVID-19:** The Company do not envisage any financial difficulties resulting in additional credit risks higher than usual credit terms due to COVID-19 outbreak.

### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company's finance department is responsible for fundmanagement. In addition, processes and policies related to such risks are overseen by senior management.

Particulars	31st March, 2021	31st March, 2020
Cash, Cash Equivalent & Bank Balances( Note: 6 and 7 )	108,98,985	126,90,117
<b>Total</b>	<b>108,98,985</b>	<b>126,90,117</b>

The Company is debt free and has adequate liquidity to meet any exigencies. It is therefore considered adequate by the management that the company is not exposed to any kind of liquidity risk.

### Capital Risk Management

The Company's capital risk management policy objective is to ensure that at all times, it remains a going concern and safeguard the interest of its shareholders and other stakeholders

Particulars	31st March,2021	31st March,2020
Net Financial Debt	-	-
Total Equity	116,54,447	141,65,768

The company's total owned funds of Rs 1,16,54,447 ( PY Rs. 14,165,768) with zero debt is considered adequate by the management to meet its business interest and any capital risk, it may face in future.

### Foreign Currency Risk

There are no foreign currency transactions, and hence there is no foreign currency risk.

### 23 Particulars 31.03.2021      31.03.2020

#### Contingent Liabilities & Capital Commitments not provided for :-

Estimated amount of Committed Contracts ( Net of Advances)

-                      -

Since the tax expenses for the year ended 31.03.2021 is NIL ( PY is NIL) and there are no deferred tax assets / liability , effective tax rate reconciliation has not been furnished.

### 24 Related party disclosures

Related party disclosures as required by Indian Accounting Standard (Ind AS) -24 is as under:-

#### A List of related parties and relationships

##### b Key Management Personnel

- 1 O.J Bansal (Managing Director)
- 2 S.J Bansal (Whole Time Director)
- 3 Mr. Somesh O. Bansal (CFO)
- 4 Mrs. Sushila O. Bansal (Non Executive Director)
- 5 Mr. H.L. Barot (Non Executive Independent Director )
- 6 Mr. Ajay Kumar Pithi (Non Executive Independent Director )
- 7 Mrs. Alka Agarwal (Non Executive Independent Director )
- 8 Mrs. Avni Chouhan (Company Secretary)

#### B Transactions with related parties

Disclosure of Transactions with Related Parties, as required by Ind AS 24 'Related Party Disclosure' is given below :

Description	Key Management	
	Current Year	Previous Year
<b>Remuneration</b>		
Mr. O.J Bansal	5,40,000	4,50,000
Mr. S.J Bansal	5,40,000	4,50,000
Mr. Somesh O. Bansal	4,50,000	3,90,000
Mrs. Avni Chouhan	2,26,600	83,400
Mrs. Preethi Suresh		38,750
<b>Rent Paid</b>		
Mr. Somesh O. Bansal	1,01,000	93,000
<b>Sale of Flat</b>		
Mr. Somesh O. Bansal	2,00,000	-
<b>Director Sitting Fees</b>		
Mrs. Sushila O Bansal	6,000	5,000
Mr. H.L. Barot	6,000	3,000
Mr. Ajay Kumar Pithi	3,000	5,000
Mrs. Alka Agarwal	3,000	4,000
Mr. H.R. Patel	-	3,000
Mr. G.C. Agarwal	-	1,000

### 26 Earning Per Share (EPS)

Particulars	Amount (In Rs.)	
	For the year ended 31st March'2021	For the year ended 31st March'2020
<b>Basic and Diluted Earnings Per Share</b>		
Profit/(Loss) after tax as per profit & loss account (In Rs.) (A)	(25,11,321)	(16,60,855)
No. of equity shares (B)	45,54,800	45,54,800
Basic and Diluted Earning Per Share (Rs.) (A/B)	(0.55)	(0.36)

\*Excluding Share Forfeited amount of Rs 189.27 Lacs

### 27 Segment

a The Company is engaged in manufacturing and selling of Survey Instruments.. These in context of Indian Accounting Standard 108 (Ind AS 108) on Segment Reporting are considered to constitute one single operating segment

b Revenue on Product Group use basis ( IND AS 108 Para -32)

Description	31.03.2021	31.03.2020
Traded Goods	2,13,516	2,22,800
Job Work	2,10,000	1,29,050
	<u>4,23,516</u>	<u>3,51,850</u>

**c Revenue as per Geographical area ( IND AS Para 33(a) )**

<b>Description</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
Within India	4,23,516	3,51,850
Outside India	-	-
	<b>4,23,516</b>	<b>3,51,850</b>

**d The entire non current assets are located in India**

**e Some of the customer individually account for 10% or more sales, which are as under :-**

	<b>31.03.2021</b>	<b>31.03.2020</b>
Customer- Nil (2)	-	-

**28** The provisions of section 135 of Companies Act,2013 relating to expenditure on Corporate Social Responsibility are not applicable to the company, as networth/Turnover/ net Profit criteria are not achieved.

**29 Standards issued and amended but not effective**

The Ministry of Corporate Affairs (MCA) notifies new Indian Accounting Standards or amendments thereto. There is no such notification which would have been made applicable from 1 April,2021.

**30** Previous year/ period have been re-grouped, reclassified to conform to current year figures.

**The Notes referred to above form an integral part of the Financial Statements**

As per our report of even date annexed

**For DOOGAR & ASSOCIATES**

**Firm Reg No.- 000561N**

**Chartered Accountants**

**For and on behalf of the Board of Directors**

**M. S. Agarwal**

**Partner**

**Membership No. 86580**

**S.J. Bansal**

**Director**

DIN No. 01364898

**O.J. Bansal**

**Director**

DIN No. 01488025

Place : New Delhi

Date : 30.06.2021

**Somesh O. Bansal**

**CFO**

Place : Vadodara

Date : 30.06.2021

**Avni Chouhan**

**Company Secretary**