

Sudhir Mehta

To,

**The Managing Director
BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai – 400 001

(Security Code: 531771 Script ID: SHRADDHA)

Dear Sir,

Subject: Notice of the proposed Offer for Sale (“OFS”) of 5,99,714 Equity Shares (“Offer Shares”) of Rs. 10/- each of Shraddha Prime Projects Limited (Formerly Known As Towa Sokki Limited) (“the Company”) by Sudhir Balu Mehta (the “Seller”) being one of the Promoter of the Company through the Stock Exchange Mechanism (the “OFS Notice”).

We hereby notify you that the Seller proposes to sell up to an aggregate of **5,99,714** (Five Lakh Ninety Nine Thousand Seven Hundred Fourteen only) equity shares of face value of **10/-** each (**“Equity Shares”**) representing **13.17%** of the total issued, subscribed and paid-up Equity Share Capital of the Company i.e. on October 18, 2021 (**“T day”**) (for Non-Retail Investors only) and on October 19, 2021 (**“T+1 day”**) (for Retail Investors and Non-Retail Investors who choose to carry forward their un-allotted bids), the Equity shares forming part of the Offer Size will hereinafter be referred to as **“Offer Shares”**, through a sale on the separate designated window provided by the BSE Limited (**“BSE”** or **“Stock Exchange”**) referred to as (the **“Sale”**) and in accordance with:

- a) The *“Comprehensive Guidelines on Offer for Sale of shares by Promoters through Stock Exchange Mechanism”* issued by the Securities and Exchange Board of India (**“SEBI”**) vide circular no. CIR/MRD/DP/18/2012 dated July 18, 2012, as amended by circular (number CIR/MRD/DP/04/20 13) dated January 25, 2013, circular (number CIR/MRD/DP/ 17/20 13) dated May 30, 2013, circular (number CIR/MRD/DP/24/20 14) dated August 8, 2014, circular (number CIR/MRD/DP/32/20 14) dated December 1, 2014, circular (number CIR/MRD/DP/12/20 15) dated June 26, 2015, circular (number CIR/MRD/DP/36/2016) dated February 15, 2016, circular (number CIR/MRD/DP/65/2017) dated June 27, 2017 and circular no. SEBI/HO//MRD/DOPI/CIR/P/20 181159 dated December 28, 2018 read together with Section 21 of Chapter I of the *“Master Circular for Stock Exchange and Clearing Corporation”*, issued by SEBI vide its circular no. SEBI/HO/MRD/DP/CIR/PIJ 17 dated October 25, 2019 (together referred to as **“SEBI OFS Circulars”**); and
- b) the *“Revised Operational Guidelines for Offer for Sale (OFS) Segment”* issued by BSE through its notice no. 20200701-27 dated July 01, 2020 and, to the extent applicable, the previous notices issued by BSE in this regard.

The OFS shall be undertaken exclusively through the Seller's broker (defined and named below) on a separate window provided by the Stock Exchange for this purpose.

The Notice is being issued to the Stock Exchange pursuant to Clause 5(b) of the SEBI OFS Circulars to announce the intention of the Seller to undertake the OFS and contains important details with respect to the OFS, including certain information that is required to be disclosed pursuant to the SEBI OFS Circulars. Bidders and prospective investors as well as their brokers are requested to read the entire contents of this Notice, along with the SEBI OFS Circulars, before participating in the OFS.

Other important information in relation to the OFS is set out below under the heading **“Important Information”** and the information included therein constitutes an integral part of the terms and conditions of the OFS.

Address: 1903- Floor No. 19, Panorama, The Address, LBS Marg, Opp R City Mall, Ghatkopar west, Mumbai - 400086

Contact No.: +91 70453 58684

Email Id: gkvalue@gmail.com

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Details required to be mentioned in this Notice	Particulars of the Offer
Name of the seller (Promoter/ Promoter Group)	Sudhir Balu Mehta
Name of the Company whose shares are proposed to be sold and ISIN	Name: Shraddha Prime Projects Limited (Formerly Known As Towa Sokki Limited) ISIN: INE311M01018
Name of the Stock Exchange where orders shall be placed	BSE Limited
Designated Stock Exchange	Not Applicable. The Offer shall be undertaken only through the trading platform provided by the BSE only.
Designated Clearing Corporation	Indian Clearing Corporation Limited (ICCL)
Date and time of the opening and closing of the Sale	<p>The Offer shall take place over two trading days as given below:</p> <p>For Non-Retail Investors: October 18, 2021 (“T” day)</p> <p>The Sale shall take place on a separate window of the Stock Exchange on T day, commencing at 9:15 a.m. (Indian Standard Time) and shall close at 3:30 p.m. (Indian Standard Time) on the same date. On the T+1 day, Non-Retail Investors who have place their bids on T day may indicate their willingness to carry forward their un- allotted bids to T+1 day for allocation to them in the unsubscribed portion of the Retail Category (defined below).</p> <p>Please note that only Non-Retail Investors shall be allowed to place their bids on T day, i.e. October 18, 2021.</p> <p>For Retail Investors (defined below) and for Non-Retail Investors who choose to carry forward un- allotted bids from T day, the date of opening of the offer would be on: October 19, 2021 (“T+1” day)</p> <p>The OFS shall continue to take place on a separate window of the Stock Exchange on T+1 day, commencing at 9:15 a.m. (Indian Standard Time) and shall close at 3:30 p.m. (Indian Standard Time) on the same date.</p> <p>Please note that only Retail Investors shall be allowed to place their bids only on the T+1 day. Further, those Non-Retail investors who have placed their bids on T day and have chosen to carry forward their un- allotted bids to T+1 day, shall be allowed to revise their bids on T+1 day as per the SEBI OFS Circulars.</p> <p>(T day and T+1 day, collectively referred to as, “Offer Dates”).</p>
Allocation Methodology	<p>The allocation shall be at or above Floor Price (defined below) on the price priority basis at a multiple clearing price basis in accordance with the SEBI OFS Circulars, except in case of Retail Investors, who shall have an option to bid at or above the Cut-Off Price (as defined below).</p> <p>Retail Category</p>

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	<p>“Retail Investor” shall mean individual investor who places bids for Offer Shares of total value of not more than Rs. 2,00,000/- (Rupees Two Lakh Only).</p> <p>No discount is being offered to Retail Investors.</p> <p>Minimum 10% of the Offer size shall be reserved for Retail Investors subject to the receipt of valid bids (the “Retail Category”). The Stock Exchange will decide the quantity of shares eligible to be considered in the Retail Category, based on the Floor Price (defined below) declared by the Seller. Unsubscribed portion of the shares reserved for Retail Investors shall be allotted to the investors in the Non-Retail Category choosing to carry forward their bids on T+1 day and who have not been allotted shares on T day. However, such investors are required to indicate their willingness to carry forward their un-allotted bids on T+1 day.</p> <p>Retail Investors will have an option to place bids at a particular price or at the Cut-off Price. The "Cut-off Price" is the lowest price at which all the Offer Shares may be sold and shall be determined based on all valid bids received in the Non-Retail Category on T Day.</p> <p>Upon determination of the Cut-off Price, the Offer Shares reserved for the Retail Category shall be allocated to the valid bids by the Retail Investors on price priority method at multiple clearing prices basis in accordance with the SEBI OFS Circulars.</p> <p>In case of excess demand in the Retail Category at the Cut-off Price, allocation for the Retail Investors bidding at the Cut-off Price shall be done on proportionate basis. Likewise, if there is excess demand at a clearing price then subject to Offer Shares being available at such clearing price, the allocation would be done on proportionate basis at such clearing price. Bids by Retail Investors below the Cut-off Price shall be rejected.</p> <p>Non – Retail Category Non-Retail Investors shall have an option to carry forward their un- allotted bids from T day to T+1 day. Non-Retail Investor choosing to carry forward their un –allotted bids to T+1 day are required to indicate their willingness to carry forward their un – allotted bids. Further, such Investors can also revise their bids on T+1 day in accordance with the SEBI OFS Circulars.</p> <p>Non Retail Category and Retail Category Allocation Methodology No single bidder other than mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 ("Mutual Funds") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999 ("Insurance Companies") may be allocated more than 25% of the Offer Shares being offered in the OFS.</p> <p>A minimum of 25% of the Offer Shares shall be reserved for Mutual Funds and Insurance Companies, subject to receipt of</p>

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	<p>valid bids at or above the Floor Price and as per allocation methodology.</p> <p>In the event of any under subscription by mutual funds and insurance companies, the unsubscribed portion shall be available to the other bidders.</p> <p>Accordingly, allocation to bidders in non-Retail Category shall be done from the Offer Shares.</p> <p>In case of oversubscription in the Non-Retail Category, if the aggregate number of Offer Shares bid for at a particular clearing price is more than available quantity then the allocation for such bids will be done on a proportionate basis. Indicative price for the Non-Retail category shall be displayed separately.</p>
Total number of Equity Shares proposed to be sold by the Seller in the OFS	Up to 5,99,714 (Five Lakh Ninety Nine Thousand Seven Hundred Fourteen only) Equity Shares offered by the Seller representing 13.17% of total issued, subscribed paid-up equity share capital of the Company (hereinafter referred to as the “Offer Shares”).
Maximum number of Shares that the Seller may choose to sell over and above the total number of Equity Shares being offered in the OFS (“Oversubscription Option”)	NIL
Seller’s Broker	Sunflower Broking Private Limited (SEBI Registration No. INZ000195131) BSE Membership Code: 3288 , NSE Membership Code: 13586)
Date and Time of declaration of floor price (“Floor Price”)	The Floor Price for the Offer shall be Rs. 20/- (Rupees Twenty only) per Equity Share of the Company. The Stock Exchange is required to ensure that the Floor Price is immediately informed to the market.
Retail Discount	No Discount shall be given to the Retail Investors.
Conditions for withdrawal of the OFS	The Seller reserves the right to not proceed with the OFS at any time prior to opening of the OFS on T Day. In such case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale through stock exchange mechanism is made. The Stock Exchange shall suitably disseminate details of such withdrawal
Conditions for Cancellation of the OFS	<p>The OFS may be cancelled by the Seller in full (i) if the Seller fails to get sufficient demand at or above the Floor Price or (iii) on T Day, post bidding, if the Seller fails to get sufficient demand from non-Retail Investors at or above the Floor Price on T Day, the Seller reserves the right to cancel the Offer (for both non-retail investors and Retail Investors), and not proceed with the Offer on T + I Day. The decision to either accept or reject the OFS shall be at the discretion of the Seller.</p> <p>In the event that valid orders are not placed for the entire number of Offer at or above the Floor Price or in case of defaults in settlement obligations, the Seller reserves the right to either conclude the Offer to the extent of orders placed or cancel the Offer in full. The decision to either accept or reject the Offer shall be at the sole discretion of the Seller.</p>

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Conditions for participating in the OFS	<p>Cancellation request from bidding from Seller will be accepted up to 5.00 pm on T Day.</p> <ol style="list-style-type: none"> 1. Non-institutional investors bidding in the Non- Retail Category shall deposit 100% of the bid value in cash up- front with the clearing corporation at the time of placing bids for the Offer. 2. Institutional investors have an option of placing bids without any upfront payment. In case of institutional investors who place bids with 100% of the bid value deposited upfront, custodian confirmation shall be within trading hours. In case of institutional investors who place bids without depositing 100% of the bid value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions and the SEBI OFS Circulars. 3. In respect of bids in the retail category, clearing corporation shall collect margin to the extent of 100% of order value in cash or cash equivalents, Pay-in and pay-out for retail bids shall take place as per applicable SEBI OFS Circulars. 4. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments. 5. Individual retail investors shall have the option to bid in the retail category and the non-retail category. However, if the cumulative bid value by an individual investor across the retail and non-retail categories exceeds Rs. 2,00,000/- (Rupees Two Lakh), the bids in the retail category will become ineligible. Further, if the cumulative bid value by an individual investor in the retail category across Stock Exchange exceeds Rs. 2,00,000/- (Rupees Two Lakh only), such bids shall be rejected. 6. Retail Investors may enter a price bid or opt for bidding at the Cut- Off Price. 7. Modification or cancellation of orders <ol style="list-style-type: none"> a. Orders placed by Retail investors (with 100% of the bid value deposited upfront) can be modified or cancelled any time during the trading hours on T + 1 Day. b. Orders placed by institutional investors and by non-institutional investors on T Day with 100% of the bid value deposited upfront can be modified or cancelled any time during the trading hours on T Day; c. Orders placed by institutional investors without depositing 100% of the bid value up front cannot be cancelled by the investor or stock broker. Further, such orders can be modified only by making upward revision in the price or quantity any time during the trading hours on T Day and in respect of any bids which they have indicated to be carried forward to T+1 Day, orders can be modified (only by making upward revision in the price of quantity) on T+1 Day in accordance with the SEBI OFS Circulars; d. Bids carried forward by un-allotted non-Retail Investors to

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	<p>T+1 Day may be revised in accordance with the SEBI OFS Circulars and circulars/notices issued by the Stock Exchanges, in this regard;</p> <p>e. In case of any permitted modification or cancellations of the bids, the funds shall be released/ collected on a real time basis by the clearing corporation.</p> <p>8. Bidder shall also be liable to pay any other fees, as may be levied by the Stock Exchange, including Securities Transaction Tax (STT).</p> <p>9. Multiple orders from a single bidder shall be permitted.</p> <p>10. In case of default in pay-in by any bidder, an amount aggregating to 10% of the order value shall be charged as penalty from the investor and collected from the broker. This amount shall be credited to the investor Protection Fund of the Stock Exchange.</p> <p>11. The Equity Shares of the Company other than the Offer Shares shall continue trading in the normal market. However, in case of market closure due to the incidence of breach of “Market wide index based circuit filter”, the Offer shall also be halted.</p> <p>12. In accordance with the SEBI OFS Circulars, the Promoters and Promoter Group of the Company, is not allowed to participate in the Offer (apart from the Seller) and accordingly any bid from the members of the Promoter Group shall be rejected.</p>
Settlement	<p>Settlement shall take place on a trade for trade basis. For non-institutional investors and institutional investors who place orders with 100% of the order value deposited upfront, settlement shall take place on T+1 day in accordance with the SEBI OFS Circulars.</p> <p>In the case of institutional investors who place bids without depositing 100% of the order value upfront, settlement shall be as per the existing rules for secondary market transactions (i.e., on T+2 day).</p> <p>For the bids received on T+1 day, from the Retail Category, the settlement shall take place on T+3 day.</p> <p>For the bids received on T+1 day, from the un-allotted non-Retail investors who choose to carry forward their bid on T+1 day with 100% of the order value deposited upfront, the settlement shall take place on T+2 day.</p> <p>For the bids received on T+1 day, from the un-allotted non-Retail investors who choose to carry forward their bid on T+1 day without depositing 100% of the order value upfront, the settlement shall take place on T+3 day.</p>

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Important Information

The Sale is personal to each prospective bidder (including individuals, funds or otherwise) registered with the broker of the Stock Exchanges who makes a bid (each a "**Bidder**") and neither the Sale nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of person within or outside India.

The Sale is being carried out in accordance with the SEBI OFS Circulars and subject to the circulars, Rules and regulations issued by the Stock Exchanges from time to time. There will be no public offer of the Sale Shares in India under the Companies Act, 2013 (as notified and applicable) as amended from time to time ("**Companies Act**") or in any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a "prospectus" or an offer document with the Registrar of Companies in India under the Companies Act and/or Securities and Exchange Board of India ("**SEBI**") under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), or to the Stock Exchanges or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in any jurisdiction, including in India. The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI, Stock Exchanges, Company's website or any other public domain, together with the information contained in this Notice. The Sale is subject to the further terms set forth in the contract note to be provided to the successful Bidders.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy to sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in any Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction. Prospective Bidders should seek appropriate legal advice prior to participating in the Sale.

This Notice or information contained herein is not for release, publication or distribution in the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia (together, the "**United States**"), and is neither an offer to sell nor a solicitation of an offer to buy any securities of the Company in the United States. The Sale Shares have not been and will not be registered under the U.S. Securities Act of 1933 ("**Securities Act**") and may not be offered or sold in the United States except in transactions exempt from the registration requirements of the Securities Act. The Sale Shares will be offered outside the United States through offshore transactions in reliance upon Regulation S under the Securities Act. The purchasers of Sale Shares are hereby advised that any resale of such shares must be made in accordance with the registration requirements of the securities laws in the United States.

By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Notice in its entirety, (b) Accepted and complied with the terms and conditions set out in this Notice; and (c) represented, Agreed and acknowledged that such Bidder is, and at the time the Sale Shares are purchased, will be, the beneficial owner of such Sale Shares, not an affiliate of the Company or a person acting on behalf of such an affiliate and located outside the United States and purchasing such Sale Shares in reliance upon Regulation S.

By submitting a bid on behalf of a buyer in connection with the Sale, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates and all persons acting on its or their behalf has (a) engaged or will engage in any "directed selling efforts" (as defined in Regulation S under the Securities Act) in connection with the offer or sale of the Sale Shares, (b) engaged or will engage in any form of general solicitation or general

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advertising (each, within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Sale Shares and (e) offered or will offer and sell the Sale Shares except outside the United States in reliance upon Regulation S.

Thanking you.
Yours sincerely,

Name of the Selling Promoter

Sudhir Balu Mehta
DIN: 02215452

Date: **October 14, 2021**
Place: **Mumbai.**

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