



**SHRADDHA**  
**PRIME**  
**PROJECTS LTD.**  
 CONSTRUCTING VALUE

**Shradha Prime Projects Ltd.**

(Formerly Known As Towa Sokki Limited)

**Ref: D:/W/ Shradha/Bse/2023-24**  
**February 3, 2024**

The Stock Exchange, Mumbai  
 Department of Corporate Services  
 Phiroze Jeejeebhoy Towers,  
 Dalal Street, Mumbai – 400 001

**Dear Sirs,**

**Sub : Submission of Postal Ballot Notice**  
**Ref : Security code no. 531771**

Please find attached Postal Ballot Notice (including instructions for e-voting) seeking approval of Members through e-voting (Voting through Electronic means) for the following proposals:

**APPOINTMENT OF M/S. AVHP & COMPANY LLP, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF M/S. VISHWAS & ASSOCIATES CHARTERED ACCOUNTANTS.**

**The details of the calendar of events for the Postal Ballot are as follows:**

Sr. No.	Event	Date
1	Voting rights reckoning date/ Cut-off date	02.02.2024
2	Last Date of Completion of dispatch of Postal Ballot Notice through Electronic Mode	08.02.2024
3	Voting Period Start Date & Time	09.02.2024
4	Voting Period End Date & Time	09.03.2024
5	Date of Submission of Scrutinizer's Report	11.03.2024
6	Date of Announcement of Results of Postal Ballot	11.03.2024

Please take the above intimation on records.

Thanking you,  
**For SHRADDHA PRIME PROJECTS LIMITED**  
 (Formerly Towa Sokki Limited)

**Sudhir Balu Mehta**  
**Managing Director**  
**DIN 02215452**

**Encl: a/a**



SHRADDHA

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**PRIME**  
PROJECTS LTD.

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CONSTRUCTING VALUE

**SHRADDHA PRIME PROJECTS LIMITED**

(Formerly known as Towa Sokki Limited)

**CIN : L70100MH1993PLC394793**

Registered office : A-309, Kanara Business Centre Premises CS Ltd., Link Road,

Laxmi Nagar, Ghatkopar (East), Mumbai-400 075 Tel: 022-21646000

web: [www.shraddhaprimeprojects.in](http://www.shraddhaprimeprojects.in)

E-mail: [shraddhaprimeprojects@gmail.com](mailto:shraddhaprimeprojects@gmail.com)

**NOTICE OF POSTAL BALLOT**

(pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time)

Dear Members

NOTICE is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions of the Act, the Rules, Listing Regulations, the Articles of Association of the Company, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time and in accordance with the guidelines and circulars issued by the Ministry of Corporate Affairs (“MCA”) for conducting Postal Ballot to transact the business as set out hereunder by way of Postal Ballot by voting through remote e-voting only.

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement setting out the material facts in respect of the Special Resolutions proposed to be passed is annexed to this Postal Ballot Notice and forms part of this Postal Ballot Notice (“Notice”).

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope is not being sent to the members for this Postal Ballot. The voting by the members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations, the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members to enable them to cast their votes electronically on the resolutions proposed in this Notice. The instructions for remote e-voting are appended to this Notice. Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting votes by remote e-voting. The schedule of remote e-voting is as under:

Commencement of e-voting	Friday, 9th February, 2024 (9:00 a.m.) IST
Conclusion of e-voting	Saturday, 9th March, 2024 (5:00 p.m.) IST

The date of declaration of results of the postal ballot i.e. Monday, 11th March, 2024 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority

The Board of Directors of the Company in its meeting held on 01.02.2024 have appointed Ms. Neeta Desai of M/s. ND & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner. The Scrutinizer will submit her Report to the Board of Director after completion of scrutiny and the results of the postal ballot will be announced by placing it, along with the scrutinizer's report, on the website of the company on Monday, 11th March, 2024. The last date for receiving votes on the postal ballot i.e. Saturday, 9th March, 2024 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

Shareholders who wish to be present at the time of declaration of results may do so at the registered office address - A 309, Kanara Business Centre Premises CS Limited Link Road, Laxmi Nagar, Ghatkopar (East), Mumbai - 400075, The results of the Postal Ballot will also be displayed at the said office, besides communicating to the Stock Exchanges where the Company's shares are listed and RCMC Share Registry Private Limited (i.e. Registrar & Share Transfer Agent of the Company) and shall also be displayed on the website of the Company i.e. [www.shraddhaprimeprojects.in](http://www.shraddhaprimeprojects.in).

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

Following resolutions are to be passed by the Shareholders of the Company through Postal Ballot /e-voting:

## **SPECIAL BUSINESS**

### **APPOINTMENT OF M/S. AVHP & COMPANY LLP, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF M/S. VISHWAS & ASSOCIATES CHARTERED ACCOUNTANTS.**

To consider and, if thought fit, **to give assent/dissent** to the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force **M/s AVHP & Company, Chartered Accountants, Mumbai, Firm Registration No. W100671 with the Institute of Chartered Accountants of India (ICAI)** having a Peer review Certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. **VISHWAS & ASSOCIATES**, Chartered Accountants, (Firm Registration No. 143500W) (the existing Statutory Auditors till 25.01.2024), for the current Financial Year 2023-24 with immediate effect to hold office till the conclusion of 32<sup>nd</sup> Annual General Meeting to be held in the calendar year 2024-25, at a remuneration of Rs. 12,00,000/- Lacs per Annum as Audit Fee, Certification Fee, Tax Audit Fee (excluding GST) plus reimbursement of out of pocket expenses.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard including their terms of appointment as per the provisions of Clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/ CMD1/114/2019 dated 18th October, 2019.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, including any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

By Order of the Board

**For SHRADDHA PRIME PROJECTS LIMITED  
(Formerly Towa Sokki Limited)**

**Sudhir Balu Mehta  
Managing Director  
DIN 02215452**

Place : Mumbai  
Date : 01.02.2024

Notes:

1. The Explanatory Statement pursuant to Sections 102 of the Act, SS-2 and Regulation 17(11) of the Listing Regulations, as amended from time to time pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto, which forms part of this Notice for your consideration.

2. In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by e-mail to all those members, whose e-mail addresses are registered with the Company or with the depository (ies)/depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, 2<sup>nd</sup> February, 2024. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered with RCMC Share Registry Private Limited, the Company’s Registrar and Transfer Agent.

3. The Company is offering e-voting facility to all its Shareholders. National Securities Depository Limited (NSDL), will be facilitating e-voting to enable the Shareholders to cast their votes electronically. Instructions for remote e-voting are provided in the Notice.

4. The Notice shall also be uploaded on the website of the Company at [www.shraddhaprimeprojects.in](http://www.shraddhaprimeprojects.in) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the e-voting platform NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.

5. All material documents (including a copy of the draft letters for the appointment of Statutory Auditor setting out the terms and conditions) referred to in the explanatory statement will be available electronically for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m on all working days from the date of dispatch until the last date for receipt of votes by evoting. Alternately, members may also send their requests to [shraddhaprimeprojects@gmail.com](mailto:shraddhaprimeprojects@gmail.com) from their registered e-mail address mentioning their name, folio number, DP ID and Client ID during the voting period of the Postal Ballot.

6. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Cut-off date i.e., Friday, 2<sup>nd</sup> February 2024, being the 'cut-off date' fixed for this purpose. Any person who is not a member as on cut-off date should treat this notice for information purposes only.

7. The voting period will commence from Friday, 9<sup>th</sup> February, 2024 at 9:00 a.m. IST and ends on Saturday, 9<sup>th</sup> March, 2024 at 5:00 p.m. IST. The e-voting module shall be disabled for voting thereafter.

8. The Company has appointed Ms. Neeta H. Desai (Membership No. 3262, COP No. 4741) of ND & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of e-voting will be final.

9. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced not later than forty eight hours of the conclusion of the e-voting and will also be displayed on the Company's website at [www.shraddhaprimeprojects.in](http://www.shraddhaprimeprojects.in) and communicated to the stock exchanges where the shares of the Company are listed. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday, 9<sup>th</sup> March, 2024, being the last date specified by the Company for e-voting.

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

The remote e-voting period begins on Friday 9<sup>th</sup> February, 2024 at 09:00 A.M. and ends on Saturday, 9<sup>th</sup> March 2024 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. Friday, 2<sup>nd</sup> February, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 2<sup>nd</sup> February, 2024.

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





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

##### **Step 1: Access to NSDL e-Voting system**

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

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<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.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol> <ol style="list-style-type: none"> <li>1. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<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.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ndassociates2128@gmail.com](mailto:ndassociates2128@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](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. Sachin Kareliya 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013**

M/s VISHWAS & ASSOCIATES, Chartered Accountants, (Firm Registration No. 143500W) with the Institute of Chartered Accountants of India (ICAI) were appointed as Statutory Auditors of the Company at the 30<sup>th</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2022 to hold the office for a period of 5 years until the conclusion of 35<sup>th</sup> AGM of the Company.

However, M/s VISHWAS & ASSOCIATES, Chartered Accountants, Statutory Auditors has shown their inability to continue as Statutory Auditors of the Company due to their pre-occupation and have tendered their resignation vide their resignation letter dated January 25<sup>th</sup>, 2024 resulting into a casual vacancy in the office of Statutory Auditors of the company.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, casual vacancy caused by the resignation of Auditors can be filled by the Board subject to the approval of the members.

Further, as per the recommendation of the Audit Committee, the Board proposes and recommends that M/s AVHP & Company, Chartered Accountants, Mumbai, Firm Registration No. W100671 be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s VISHWAS & ASSOCIATES, Chartered Accountants and shall hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

M/s AVHP & Company, Chartered Accountants (Firm Registration No. W100671), have conveyed their consent for the appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Board recommends the ordinary resolution as set out at item no. 1 in this Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives is interested, either financially or otherwise, in the resolution.

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

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

**Mr. Sudhir Balu Mehta**  
**Managing Director**  
**DIN: 02215452**

**Place : Mumbai**  
**Date: 01.02.2024**