



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

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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 Shraddha Prime Projects Limited (Formerly Towa Sokki Limited) will be held on Wednesday, 25th 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 31st 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 07th 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 07th 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-imbursement 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 22nd 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 30th 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-imbursement 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 30th 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 30th 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-imbursement 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 07th 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 07th 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 07th 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 07th 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 07th 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 07th 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: 30th 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 07th 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 30th 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 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 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.
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.