



Shraddha Prime Projects Ltd.

(Formerly Known As Towa Sokki Limited)

SHRADDHA
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PROJECTS LTD.
CONSTRUCTING VALUE

Ref: D:/W/ Shraddha/Bse/2026-27
June 6, 2026

The Manager-Listing,
Corporate Relationship Department,
Bombay Stock Exchange Limited
Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Symbol: SHRADDHA

Script Code: 531771

Sub : Submission of Postal Ballot Notice

Dear Sir/Madam,

In pursuance of Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed herewith the Postal Ballot Notice.

The soft copy of the Postal Ballot Notice is also available on Company's website at [www.https://shraddhaprimeprojects.in](https://shraddhaprimeprojects.in) under the Investor Relation Tab. Please take the same on your record and display the same on the website of your Stock Exchange.

Thanking you,

For Shraddha Prime Projects Limited
(Formerly Towa Sokki Limited)

Sudhir Mehta
Managing Director
DIN: 02215452



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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Shraddha Prime Projects Limited (“**the Company**”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolutions is annexed.

The Board has appointed Ms. Neeta H. Desai (Membership No. 3262, COP No. 4741) of ND & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited as the agency to provide e-voting facility. Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically.

The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Monday, June 8, 2026
End of e-voting:	5:00 p.m. (IST) on Tuesday, July 7, 2026

Based on the Scrutinizer’s Report, the Results of remote e-voting will be declared on or before July 8, 2026, The declared Results, along with the Scrutinizer’s Report, will be available forthwith on the Company’s corporate website <https://shraddhaprimeprojects.in/> under the section ‘Investor Relations’ and will also be forwarded to the Stock Exchanges where the Company’s shares are listed. National Securities Depository Limited (‘NSDL’), engaged by the Board of Directors of the Company for facilitating remote e-voting, will also display these Results on its website www.evoting.nsd.com.



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ITEM NO. 1

APPOINTMENT OF MR. VINAY MADHUKAR NAYAK, DIN : 08494834 AS A NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Vinay Madhukar Nayak (DIN: 08494834), who was appointed as an Additional Director in the capacity of an Non-Executive Director with effect from April 09, 2026, and in terms of Section 161 of the Act read with Regulation 17(1C)(a) of SEBI LODR Regulations 2015 who holds office up to next general meeting or within a time period of three months from the date of appointment, whichever is earlier and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive, Non-Independent) of the Company and whose office shall be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 2

RE-APPOINTMENT OF MR. SUDHIR MEHTA (DIN: 02215452) AS A MANAGING DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of sections 152,196,197,198,203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Schedule-V of the Act, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and applicable provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sudhir Balu Mehta (DIN-02215452) as the Managing Director (MD) and Key Managerial Personnel (KMP) of the Company for a further period of 5 (five) years i.e. from August 07, 2026



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to August 06, 2031, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice, with further authorization to the Board of Directors (including Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, as it may deem fit and he shall not be liable to retire by rotation during his tenure of Office.”

“RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Sudhir Balu Mehta (DIN-02215452) as the Managing Director (MD), the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Sudhir Balu Mehta as the Managing Director (MD), the remuneration by way of salary, bonus and other allowances not exceeding the limits specified under Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.”

“RESOLVED FURTHER THAT :

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 prerequisite.

b. The Managing Director shall be entitled for re-imburement of expenses incurred on behalf of the Company.

c. The Managing Director shall not be liable to retire by rotation.

d. The appointment of Mr. Sudhir Mehta as a 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.”



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ITEM NO. 3

RE-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 a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Shivangi Datta (DIN 09262501), who was appointed as an Independent Director of the Company for a term of five years up to August 6, 2026 is eligible for being re-appointed as an Independent Director, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, i.e. August 7, 2026 up to August 6, 2031.”

“**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.”

By Order of the Board
Shraddha Prime Projects Limited

Place: Mumbai
 Date: June 2, 2026

Mr. Sudhir Balu Mehta
 Managing Director
 DIN: 02215452



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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 June 5, 2026, In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copies of the Notice, Postal Ballot Forms and prepaid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered with RCMC Share Registry Private Limited, the Company's Registrar and Transfer Agent.
3. The Company is offering e-voting facility to all its Shareholders. National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the Shareholders to cast their votes electronically. Instructions for remote e-voting are provided in the Notice.
4. The Notice shall also be uploaded on the website of the Company at <https://shraddhaprimeprojects.in/> and on the website of BSE Limited at <https://www.bseindia.com/index.html> and on the e-voting platform NSDL at <https://www.evoting.nsdl.com/>. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
5. All material documents referred to in the explanatory statement will be available electronically for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, members may also send their requests to shraddhaprimeprojects@gmail.com from their registered e-mail address mentioning their name, folio number, DP ID and Client ID during the voting period of the Postal Ballot.
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 June 5, 2026 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 Monday, June 8, 2026, at 9:00 a.m. IST and ends on Tuesday, July 7, 2026 at 5:00 p.m. IST. The e-voting module shall be disabled for voting thereafter.



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8. The Board has appointed Ms. Neeta H. Desai (Membership No. 3262, COP No. 4741) of ND & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot process in affair and transparent manner. The Scrutinizer's decision on the validity of e-voting will be final.
9. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced not later than forty-eight hours of the conclusion of the e-voting and will also be displayed on the Company's website at <https://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 Tuesday, July 7, 2026 being the last date specified by the Company for e-voting.

INSTRUCTIONS FOR REMOTE E-VOTING

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
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



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2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at [https://eservices.nsdl.com/ SecureWeb /IdeasDirectReg.jsp](https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp)
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

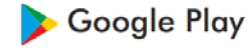


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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 :



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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**



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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ndassociates2128@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022-4886 7000 or send a request to Pallavi Mhatre at pallavid@nsdl.com or/ at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shraddhaprimeprojects@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to 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.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In accordance with Section 102 of the Companies Act, 2013 read with the rules made thereunder, Secretarial Standards on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “SEBI LODR Regulations”).



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ITEM NO. 1

REGULARIZATION OF APPOINTMENT OF VINAY MADHUKAR NAYAK, DIN: 08494834 AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to section 152 of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors at their meeting held on April 9, 2026, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, approved appointment of Ms. Vinay Madhukar Nayak (DIN: 08494834), as an Additional Director (Non-Executive, Non-Independent) of the Company, with effect from 9th April, 2026. The Company has received following statutory disclosures / declarations:

- (i) Form DIR-8 – intimating the Company that he stands free from any disqualification, under Section 164(1) and 164(2) of the Act;
- (ii) Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given her consent to act as Director of the Company;
- (iii) A notice in writing by a member proposing her candidature under Section 160(1) of the Act;
- (iv) Form MBP-1 – disclosing her concerns or interests in other company(ies) in terms of Section 184(1) of the Act.

The Board noted that Mr. Vinay Madhukar Nayak has a Master Degree in International Business from University of Wales - Cardiff, UK. He has a wide experience in retail sales and operation, which will benefit business operations of the Company. Further, the Board on recommendation of Nomination and Remuneration Committee has determined that the appointment of Mr. Vinay Madhukar Nayak would be beneficial to the Company.

Mr. Vinay Madhukar Nayak is not inter-se related to any other Director or Key Managerial Personnel of the Company. He does not hold equity shares of the Company by himself or on a beneficial basis.

As per provisions of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of the shareholders has to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier hence this resolution.

Except Mr. Vinay Madhukar Nayak being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding, if any.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval by the Members.



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ITEM NO. 2

RE-APPOINTMENT OF MR. SUDHIR BALU MEHTA, AS A MANAGING DIRECTOR OF THE COMPANY

Mr. Sudhir Balu Mehta, aged 52 years is presently designated as a Managing Director (MD) of the Company since August 7, 2021. He is a Commerce Graduate from University of Maharashtra. He has been affiliated with the Company as a member of the Board of Directors since August 7, 2021 and the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has attained a growth pattern and has achieved success in creating a brand image in the Real Estate Industry. He has in-depth knowledge of the core business of the Company i.e. Real Estate. He has exposure in all business verticals and is engaged in supervision and conduct of business of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision and control of the Board of Directors.

The tenure of Mr. Sudhir Balu Mehta as a Managing Director of the Company shall expire on August 7, 2026. Mr. Sudhir Balu Mehta, MD of the Company is entitled for the minimum remuneration as per Section II of Part II of Schedule V of the Companies Act, 2013. Till date MD has not taken any remuneration from the Company for the services rendered by him.

In appreciation of contributions and continuing commendable leadership of Mr. Sudhir Balu Mehta, MD and pursuant to the provisions of Section 196, 197, 198, 200, 203, Schedule V as applicable and other applicable provisions, if any of the Companies Act, 2013 read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has proposed to re-appoint him as a Managing Director of the Company for a further period of 5 (Five) years with the remuneration as stated below w.e.f. August 7, 2026 on the terms and conditions as set out below as recommended by the Nomination and Remuneration Committee in its Meeting held on June 2, 2026 and further approved by the Board of Directors in its meeting held on June 2, 2026 subject to the approval of members by way of Special resolution.

- A) Remuneration: Rs. 1,80,00,000/- (Rupees One Crore Eighty Lacs Only) per annum inclusive of all Perquisites.
- B) Other terms:
- 1) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - 2) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - 3) Encashment of the leave at the end of the tenure.
 - 4) He shall be entitled to re-imbursment of actual out-of pocket expenses incurred in connection with the business of the Company.



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- 5) He shall be entitled to re-imburement of entertainment expenses incurred for the business of the Company.
- 6) As long as he functions as A Managing Director, he shall not be paid any sitting fees to attend any meeting of the Board and/or Committee thereof.
- 7) In the event of inadequacy or absence of profits in any financial year, he will be entitled to the payment of salary and perquisites, as set out under point (A) above, as minimum remuneration, subject to necessary approvals, if required notwithstanding the fact that it may exceed the limits prescribed under Section 196, 197 of the Companies Act, 2013, along with the perquisites stated under point (B) above which are not included in the computation of limits for the remuneration or perquisites aforesaid.
- 8) He shall not be liable to retire by rotation.

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of appointment shall be placed for the approval of the members.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Sudhir Balu Mehta has been provided in a separate section of this Notice.

Therefore, the Board recommends the resolution as set out at Item No. 02 of this Notice in relation to the re-appointment of Mr. Sudhir Balu Mehta as a Managing Director, for the approval by the members of the Company, by way of Special Resolution.

Except Mr. Sudhir Balu Mehta, himself, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at the Item No. 02 of this Notice.

ITEM NO. 3

RE-APPOINTMENT OF MS. SHIVANGI DATTA AS AN NON-EXECUTIVE INDEPENDENT WOMEN DIRECTOR)

Ms. Shivangi Datta was appointed as an Independent Director by the Shareholders in the 29th Annual General Meeting dated August 25, 2021, for first term of five years, effective from August 7, 2021, up to and including 6th August, 2026. As her first term nears its conclusion, Ms. Shivangi Datta is eligible for re-appointment for a second term for five consecutive years, from August 7, 2026, up to and including August 6, 2031.



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During the process of evaluation of appointments on the Board, the Nomination and Remuneration Committee (NRC) follows the Nomination, Remuneration & Evaluation Policy and carefully considers a range of factors including candidate's experience and expertise across various industries, leadership qualities, diversity, and the skill matrix, while ensuring compliance with statutory requirements.

While considering Ms. Shivangi Datta's re-appointment to the Board, the NRC recognized her valuable contributions during her initial term. The Committee evaluated her leadership skills, strategic vision, expertise in diversification and technology transfer, as well as her proficiency in working capital, financial and general management.

Following the thorough performance evaluation, the Board of Directors at their meeting held on June 02, 2026 and based on the NRC's recommendation, approved re-appointment of Ms. Shivangi Datta as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years, from August 7, 2026, up to and including August 6, 2031, subject to the approval of the Members.

During the NRC and Board meetings, Ms. Shivangi Datta abstained from both the discussion and voting on the matter related to her re-appointment. The Company has also received written consent from Ms. Shivangi Datta for her re-appointment and necessary declarations under Sections 164 and 149(6) of the Companies Act, 2013, as well as Regulation 16(1)(b) of the SEBI Listing Regulations.

Furthermore, Ms. Shivangi Datta has confirmed that she is not disqualified from holding the office of Director by any SEBI order or other regulatory authority and is registered in the Independent Director's databank maintained by the Indian Institute of Corporate Affairs. In compliance with the Companies Act, 2013, the Company also received a notice from a shareholder, pursuant to Section 160, proposing Ms. Shivangi Datta's candidature as an Independent Director.

In the opinion of the Board, Ms. Shivangi Datta fulfills the conditions specified in the Act, its rules framed thereunder and SEBI Listing Regulations for appointment as an Independent Director and she is independent of the Management. Accordingly, the Board recommends the resolution as set out in Item No. 3 for approval of the Members, as a Special Resolution.

The required details including a brief profile of Ms. Shivangi Datta as per the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, are provided as an Annexure to this Notice.

Brief Profile of Director(s) seeking continuation of Directorship pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India is given below:



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Name of Director	Vinay Madhukar Nayak	Sudhir Balu Mehta	Shivangi Datta
DIN	08494834	02215452	09262501
Category & Designation	Non-Executive Non-Independent Director	Managing Director	Non Executive Independent Director
Date of Birth & Age	15/08/1978 Age 48 years	21/03/1974 Age 52 years	04/05/1979 Age 47 years
Date of appointment on the Board	09.04.2026	07.05.2021	07.05.2021
expertise, skills and capabilities	Expertise in Operations (Site Day to day activities)	Business Expansion & Strategies	HR and Marketing
Qualifications & experience	Master Degree in International Business from University of Wales - Cardiff, UK	Graduate	Graduate in Psychology (Hons) followed by a masters in HR marketing
Brief resume	Mr. Vinay Nayak has a Master Degree in International Business from University of Wales - Cardiff, UK. He has a wide experience in retail sales and operation, which will benefit business operations of the Company	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	An accomplished results driven Human Resource professional with over 14 years experience in creating & 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.
Terms and Conditions of Appointment	Appointment as Non-Executive, Non-Independent Director with effect from 9 th April 2026, liable to retire by rotation	Re-appointment as a Managing Director with effect from 7 th August, 2026 for the further term of 5 Consecutive years not liable to retire by ration	Re-appointment as Non-Executive, Independent Director with effect from 7 th August, 2026 for the second term of 5 Consecutive years not liable to retire by ration
Last drawn remuneration details along with remuneration sought to be paid	NIL	NIL	NIL



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Remuneration proposed to be paid.	NIL		NIL
Shareholding in the Company	Nil	30210548	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any Director or Key Managerial Personnel of the Company.	Not related to any Director or Key Managerial Personnel of the Company.	Not related to any Director or Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the year 2026-27 and other Directorships, Membership / Chairmanship of Committees of other Boards	2 Board Meeting as Director 1 SRC Meeting as a Chairperson	3 Board Meeting as a CMD	3 Board Meeting as an ID 3 NRC Meeting as a Chairperson 1 Audit Committee as a Chairperson
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board (along with listed entities from which the person has resigned in the past three years)	NIL	NIL	NIL

By Order of the Board
Shraddha Prime Projects Limited

Sudhir Balu Mehta
Managing Director
DIN 02215452

Date: 02.06.2026
Place: Mumbai