



SHRADDHA  
**PRIME**  
PROJECTS LTD.

CONSTRUCTING VALUE

**Shraddha Prime Projects Ltd.**

(Formerly Known As Towa Sokki Limited)

Corporate office : A-309, Kanara Business Centre Premises CS Ltd., Link Road,  
Laxmi Nagar, Ghatkopar (East) Mumbai - 400 075. Tel : 022 21646000

3<sup>rd</sup> September, 2022

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

Dear Sir/Madam,

Scrip Code: 531771

**Sub: Annual Report of the 30<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, 28<sup>th</sup> September, 2022**

The 30<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, September 28, 2022 at 11:30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

In accordance with the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the FY 2021-2022.

Request to take the same on your record.

Thanking you,

Yours Faithfully,  
For Shraddha Prime Projects Limited  
(Formerly Towa Sokki Limited)

SudhirBalu Mehta  
Director  
DIN 02215452



a/a: Annual Report



SHRADDHA

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**PRIME**  
PROJECTS LTD.

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CONSTRUCTING VALUE

## SHRADDHA PRIME PROJECTS LIMITED

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### **BOARD OF DIRECTORS**

Mr. Sudhir Balu Mehta	:	Managing Director (W.e.f 7 <sup>th</sup> August, 2021)
Mr. Ramchandra Krishna Ralkar	:	Additional Director (W.e.f 14 <sup>th</sup> April, 2022)
Mr. Rajesh Balu Mehta	:	Director (W.e.f 30 <sup>th</sup> July, 2021)
Mr. Santosh Sadashiv Samant	:	Additional Director (W.e.f. 28 <sup>th</sup> August, 2021)
Mr. Surendra Shah	:	Non-Executive Independent Director (W.e.f 07 <sup>th</sup> August, 2021)
Mr. Rohit Agrawal	:	Non-Executive Independent Director (W.e.f 07 <sup>th</sup> August, 2021)
Ms. Shivangi Datta	:	Non-Executive Independent Women Director (W.e.f 07 <sup>th</sup> August, 2021)
Ms. Nimisha Soni	:	Additional Director Independent (W.e.f. 13 <sup>th</sup> January, 2022)
Mr. Vishal Salecha	:	Whole Time Director & Chief Financial Officer (upto 14 <sup>th</sup> April, 2022)
Mr. O.J. Bansal	:	Managing Director (Upto 07 <sup>th</sup> August, 2021)
Mr. S.J. Bansal	:	Whole Time Director (Upto 07 <sup>th</sup> August, 2021)
Mrs. S.O. Bansal	:	Director (Upto 07 <sup>th</sup> August, 2021)
Mr. H L Barot	:	Director (Upto 07 <sup>th</sup> August, 2021)
Mr. Ajay Kumar Pithi	:	Director (Upto 07 <sup>th</sup> August, 2021)
Mrs. Alka Agarwal	:	Director (Upto 07 <sup>th</sup> August, 2021)

### **CHIEF FINANCIAL OFFICER**

Mr. Dhruv Rajesh Mehta (W.e.f. 14<sup>th</sup> April, 2022)  
Mr. Vishal Salecha (Upto 14<sup>th</sup> April, 2022)

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Mrs. Krati Patel (Upto 01.06.2022)  
Mrs. Neha Bharat Chhatbar (W.e.f. 01.06.2022)

### **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 /

### **CORPORATE OFFICE**

A-309, Kanara Business Centre Premises CS  
Limited, Link Road, Laxmi Nagar, Ghatkopar  
(East) Mumbai – 400075

### **AUDITORS**

M/s. Vishwas & Associates  
Unit No. 5B, Laxmi Plaza, Laxmi Industrial Estate  
New Link Road, Andheri West, Mumbai - 400053

### **REGISTER AND TRANSFER AGENTS:**

RCMC Share Registry Private Limited,  
B-25/1, Okhla Industrial Area, Phase -2,  
Near Rana Motors,  
New Delhi – 110020

### **CONTENTS OF THE REPORT**

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

### **BANKERS**

HDFC Bank

**SHRADDHA PRIME PROJECTS LIMITED**  
(Formerly known as Towa Sokki Limited)  
CIN: L70100GJ1993PLC019111

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**NOTICE**

Notice is hereby given that the Thirtieth Annual General Meeting of the members of Shraddha Prime Projects Limited (Formerly Towa Sokki Limited) will be held on Wednesday, 28th September 2022, at 11.30 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, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sudhir Balu Mehta (DIN 02215452), who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajesh Balu Mehta (DIN 02982220), who retires by rotation, and being eligible offers himself for re-appointment.
4. To approve the appointment of M/s. Vishwas & Associates, Chartered Accountants, Statutory Auditors of the Company for a first term of five consecutive years and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Vishwas & Associates, Chartered Accountants, (Firm's Regn No. 143500W), be and is hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years to hold office from the conclusion of the 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company to be held in the year 2027, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time."

**SPECIAL BUSINESS:**

**5. Appointment of Mr. Ramchandra Krishna Ralkar (DIN 02817292) 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 Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Ramchandra Krishna Ralkar, (DIN 02817292), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 14<sup>th</sup> April 2022 and who holds office upto the date of this Annual General Meeting (AGM) 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, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors 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."

**6. Appointment of Mr. Santosh Sadashiv Samant (DIN 06586861) 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 Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Santosh Sadashiv Samant, (DIN 06586861), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 28<sup>th</sup> August, 2021 and who holds office upto the date of this Annual General Meeting (AGM) 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, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors 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 Ms. Nimisha Soni (DIN 09462999) as a Director**

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 Section 149, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, Ms. Nimisha Soni (DIN: 09462999), who was appointed as an Additional Director (Independent) of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 13<sup>th</sup> January 2022 and who holds office upto the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of a Director, and being eligible, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years up to the Annual General Meeting (AGM) to be held in the FY 2027 and she shall 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."

**8. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special resolution:**

**"RESOLVED THAT** the consent of the Members be and is hereby accorded to withdraw the resolution passed by the members earlier through postal ballot dated the Saturday 12<sup>th</sup> February, 2022, bearing resolution no. 02, for Increase in the authorised capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three crore) equity shares of Rs. 10/- (Ten rupees only) each upto Rs. 60,00,00,000/- (Rupees Sixty Crore only) divided into 6,00,00,000 (Six crore) equity shares of Rs. 10/- (Ten rupees only) each with immediate effect."

**"RESOLVED FURTHER THAT** any of the Directors of the Company are hereby individually and severally authorized to apply and submit such application and forms are authorized to sign, accept, execute, submit, deliver and undertake all the requisite documents, undertakings, agreements as required for rescinding the earlier resolution and do all such acts and execute all such documents as may require in connection with the aforesaid resolution."

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

Sd/-  
**Mr. Sudhir Balu Mehta**  
Managing Director  
DIN: 02215452

Place: Mumbai  
Date: 10.08.2022

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



## SHRADDHA PRIME PROJECTS LIMITED

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### Notes:

1. Explanatory Statement and reasons for the proposed resolutions stated hereinabove, pursuant to the provisions of the Section 102 and 110 of the Companies Act, 2013 and Secretarial Standard 2 is annexed hereto and forms part of the notice.
2. The Company has appointed Ms Neeta H. Desai, Practicing Company Secretary of ND & Associates Company Secretaries, as Scrutinizer of the e-voting process in a fair and transparent manner.
3. 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 26<sup>th</sup> August 2022 (Friday) i.e. the cut-off date for sending notice.”
4. 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.
5. The Ministry of Corporate Affairs (the MCA) has, vide its circular dated 5th May 2022 read with relevant circulars issued by Securities and Exchange Board of India (the SEBI) has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (“VC”) or other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 30<sup>th</sup> AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
6. The Members can join the 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 AGM through VC/OAVM will be made available to all the members. 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 AGM.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. 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 nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 issued by the MCA and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/ HO/ CFD/CMD2/CIR/P/2022/62 issued by SEBI 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.
9. The Notice calling the AGM has been uploaded on the website of the Company at <http://www.shraddhaprimeprojects.com>. In The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e- Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. Route map and prominent land mark for easy location of venue of the AGM is not provided in the Annual Report since Annual General Meeting is to be held through VC/OAVM.
11. Pursuant to the Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable Secretarial Standards issued by ICSI, the requisite information inter alia containing the remuneration paid to the Director seeking appointment /re- appointment is a part of the Explanatory Statement annexed hereto and marked as Annexure I to this notice.

## SHRADDHA PRIME PROJECTS LIMITED

12. The Registers required to be maintained under the Companies Act, 2013 and all documents referred to in the Notice will be made available for inspection. Members who seek inspection may write to us at [shraddhaprimeprojects@gmail.com](mailto:shraddhaprimeprojects@gmail.com).
13. Members present in the meeting through video conferencing and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through the e-voting system during the meeting.
14. In line with 'green initiatives', the Act provides for sending the Notice of the AGM and other correspondence through the electronic mode. Hence, Members who have not registered their mail IDs with their depository participants are requested to register their email ID for receiving all our communications, including Annual Report, Notices etc., in the electronic mode. The Company is concerned about protecting the environment and utilizing natural resources in a sustainable way.

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

The remote e-voting period begins on Sunday 25<sup>th</sup> September, 2022 at 09:00 A.M. and ends on Tuesday, 27<sup>th</sup> September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 21<sup>st</sup> September, 2022 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 Wednesday, 21<sup>st</sup> September, 2022.

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

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





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

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in DEMAT mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>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 or joining virtual meeting &amp; voting during the meeting.</p> <p>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>.</p>

	<p>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 “Login” which is available under “Shareholder/Member” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e- Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <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; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <ol style="list-style-type: none"> <li>1. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>2. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 or joining virtual meeting &amp; voting during the meeting.</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.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. How to Log-in to NSDL e-Voting website?**

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 :

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:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the „initial password“ which was communicated to you. Once you retrieve your „initial password“, you need to enter the „initial password“ and the system will force you to change your password.
  - c) How to retrieve your initial password”?
    - (i) If your email ID is registered in your demat account or with the company, your „initial password“ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your „User ID“ and your „initial password“.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

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

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).

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.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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).

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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for evoting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

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

## SHRADDHA PRIME PROJECTS LIMITED

### ITEM NO. 5, 6 & 7: DETAILS OF DIRECTORS SEEKING REAPPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

<b>Name</b>	Mr. Ramchandra Krishna Ralkar
<b>Date of Birth</b>	19 <sup>th</sup> September 1974
<b>Date of Appointment</b>	14 <sup>th</sup> April 2022
<b>Brief Profile</b>	He is prominent leader Liasoning prominently in Tenant/ Society Negotiations, Evaluation of Performance, Relationship Management and Payment Dissemination.
<b>Qualification</b>	DBA
<b>Directorships held in other companies (excluding section 8 and foreign companies)</b>	2
<b>Memberships of committees across other companies (includes only Audit &amp; Shareholders / Stakeholder Relationship Committee)</b>	NIL
<b>Shares held in the Company</b>	NIL
<b>Relationship between directors inter-se</b>	N. A.
<b>Number of Board Meetings attended during FY 2021-22</b>	N. A.

<b>Name</b>	Mr. Santosh Sadashiv Samant
<b>Date of Birth</b>	18th March 1977
<b>Date of Appointment</b>	28th August 2021
<b>Brief Profile</b>	He is Life member of American Concrete Institute (India) & member of PEATA. He is actively involved in redevelopment project of Housing Societies. He has completed numerous projects ranging in scope from small commercial and residential projects to high rises.
<b>Qualification</b>	B. E. Civil
<b>Directorships held in other companies (excluding section 8 and foreign companies)</b>	1
<b>Memberships of committees across other companies (includes only Audit &amp; Shareholders /Stakeholder Relationship Committee)</b>	N. A.
<b>Shares held in the Company</b>	NIL
<b>Relationship between directors inter-se</b>	N. A.
<b>Number of Board Meetings attended during FY 2021-22</b>	02

<b>Name</b>	Ms. Nimisha Soni
<b>Date of Birth</b>	16th April 1979
<b>Date of Appointment</b>	13 <sup>th</sup> January 2022
<b>Brief Profile</b>	Management graduate associated with the BFSI sector for almost 16 years, currently heading Alternate Channels as Deputy Vice President with Axis Bank in the Third Party Product team. Worked with top brands like ICICI Prudential, HDFC Life and TATA AIA Life of the industry. A travel enthusiast, music lover and ardent book reader.
<b>Qualification</b>	Post Graduate in Management (Specialization in Finance)

## SHRADDHA PRIME PROJECTS LIMITED

Directorships held in other companies (excluding section 8 and foreign companies)	NIL
Memberships of committees across other companies (includes only Audit & Shareholders /Stakeholder Relationship Committee)	NIL
Shares held in the Company	NIL
Relationship between directors inter-se	N. A.
Number of Board Meetings attended during FY 2021-22	01

### **Item No. 4: Appointment of Statutory Auditor**

In accordance with the Companies Act, 2013 and on the recommendation of the Audit Committee and in the best interest of the Company, the Board of Directors have considered and recommended the proposed appointment of M/s. Vishwas & Associates, Chartered Accountants, (Firm's Regn No. 143500W) as Statutory Auditors of the Company for the term of five (5) years i.e. from the conclusion of this AGM till the conclusion of 35<sup>th</sup> AGM. M/s. Vishwas & Associates, Chartered Accountants, have provided their consent and confirmed that their appointment, if made, would be within the limits specified under section 141(3)(g) of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time. The details of the proposed remuneration to be paid to M/s Vishwas & Associates, Chartered Accountants for the financial year is ₹5,00,000/- + applicable taxes (Rupees Five lakhs + applicable taxes) accordingly, item No. 4 is recommended for approval by the shareholders.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

### **Item No. 5: Appointment of Mr. Ramchandra Krishna Ralkar (DIN 02817292) as a Director**

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, the Board of Directors (the Board) has appointed Mr. Ramchandra Krishna Ralkar, (DIN 02817292) as an Additional Director of the Company with effect from 14<sup>th</sup> April 2022 who holds office upto the date of the ensuing Annual General Meeting. Mr. Ramchandra Krishna Ralkar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In accordance with the provisions of Regulation 36(3) of the Listing Regulations, a brief profile of Mr. Ramchandra Krishna Ralkar is given as an annexure to this Notice and forms part of this explanatory statement.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ramchandra Krishna Ralkar for the office of Director of the Company.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Ramchandra Krishna Ralkar as a Director.

Keeping in view his expertise and vast knowledge, it will be in the interest of the Company that, Mr. Ramchandra Krishna Ralkar be appointed as a Director.

Except Mr. Ramchandra Krishna Ralkar, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Ordinary Resolution, as set out in Item No. 5 of the Notice, for approval by the Members.



### **Item No. 6: Appointment of Mr. Santosh Sadashiv Samant (DIN 06586861) as a Director**

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, the Board of Directors (the Board) has appointed Mr. Santosh Sadashiv Samant, (DIN 06586861) as an Additional Director of the Company with effect from 28<sup>th</sup> August 2021 who holds office upto the date of the ensuing Annual General Meeting. Mr. Santosh Sadashiv Samant is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In accordance with the provisions of Regulation 36(3) of the Listing Regulations, a brief profile of Mr. Santosh Sadashiv Samant is given as an annexure to this Notice and forms part of this explanatory statement.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Santosh Sadashiv Samant for the office of Director of the Company.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Santosh Sadashiv Samant as a Director.

Keeping in view his expertise and vast knowledge, it will be in the interest of the Company that, Mr. Santosh Sadashiv Samant be appointed as a Director.

Except Mr. Santosh Sadashiv Samant, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Ordinary Resolution, as set out in Item No. 6 of the Notice, for approval by the Members.

### **Item No. 7: Appointment of Ms. Nimisha Soni (DIN 09462999) as Director**

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, the Board of Directors (the Board) has appointed Ms. Nimisha Soni (DIN: 09462999) as an Additional Director (Independent) of the Company with effect from 13<sup>th</sup> January 2022, who holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Nimisha Soni for the office of Director of the Company. Ms. Nimisha Soni is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Nomination and Remuneration Committee has recommended the appointment of Ms. Nimisha Soni as an Independent Director for a period of five consecutive years up to the conclusion of the Annual General Meeting to be held in the FY 2027 and she shall not be liable to retire by rotation.

The Company has received a declaration from Ms. Nimisha Soni stating that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act including under Rule 6(3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 and her name is already included in Independent Director's Database and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Keeping in view her expertise and vast knowledge, it will be in the interest of the Company that, Ms. Nimisha Soni be appointed as an Independent Director.

Except Ms. Nimisha Soni, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution, as set out in Item No.7 of the Notice, for approval by the Members.

## SHRADDHA PRIME PROJECTS LIMITED

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### **Item No. 8: To consider and approve the requests received for withdrawal of resolution passed for increase in authorised capital**

The Company had passed a resolution by Postal Ballot on 12<sup>th</sup> February 2022 for increase in authorised capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three crore) equity shares of Rs. 10/- (Ten rupees only) each upto Rs. 60,00,00,000/- (Rupees Sixty Crore only) divided into 6,00,00,000 (Six crore) equity shares of Rs. 10/- (Ten rupees only). Due to the recession in the real estate Industry coupled with the Covid after effects the said resolution was not acted upon. Hence it was decided to withdraw/ rescind the said resolution and power be given to the Board of Directors to do the needful in the matter.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

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

Sd/-  
**Mr. Sudhir Balu Mehta**  
Managing Director  
DIN: 02215452

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

Place: Mumbai  
Date: 10.08.2022

## SHRADDHA PRIME PROJECTS LIMITED

### BOARD'S REPORT

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

Your Directors are pleased to present the 30<sup>th</sup> Annual report of your Company together with the audited financial statement and the Auditors' Report of your company for the financial year ended March 31, 2022.

#### Financial Highlights:

The Financial performance of the Company during the F.Y. 2021-2022 is as under:

(Amount in Lacs)

Particulars	March 31, 2022	March 31, 2021
Revenues from Operation	6.97	4.24
Other Income	6.23	6.10
<b>Total Income</b>	<b>13.20</b>	<b>10.34</b>
<b>Expenses</b>	<b>44.14</b>	<b>35.45</b>
<b>Profit / (Loss) Before Income Tax</b>	<b>(30.94)</b>	<b>(25.11)</b>
<b>Net Profit /(loss)</b>	<b>(30.94)</b>	<b>(25.11)</b>

#### Company's Affairs

Shraddha Prime Projects Limited is a BSE Listed Company. The Company is engaged in the business of real estate activities which involves developing, leasing, constructing, reconstructing etc of various residential projects in India. The operations for the year under review shows a loss of Rs.30,94,000/- this is mainly attributed to after impact of Lockdown, COVID-19 and overall economic slowdown in the Country.

Your Company has entered into Partnership agreements with **Padmagriha Heights**, Partnership Firm to take over the projects after the balance sheet date and the Company has also executed registered Development Agreements for following projects

Sr. No.	Name of the Projects	Address of the Projects
1	Bhandari Co-op Housing Society Ltd.	CTS No. 1048, 1049 and Village Kanjur, Mumbai - 400 042
2	LIG Mahindra & Mahindra Co-op Housing Society Ltd.	CTS No. 2157/A, 2158/A, 2292/A/1, Sant Dynaneshwar Marg, Village Dahisar, Mumbai - 400 066
3	Paradise Tower Co-op Housing Society Ltd.	CTS No. 63/1 to 63/11 of Village Magathane, Kosamgo Nagar, S.V. Road, Borivali (West), Mumbai - 400 092

Your Directors are hopeful of achieving growth in revised business line in coming years.

#### Change in Nature of Business

During the Financial year 2021-22, the Company changed its nature of business to enter into a different business line namely builder/ developers as approved by the shareholders through postal ballot. To reflect the new business activities the name of the company was also changed from "**Towa Sokki Limited**" to "**Shraddha Prime Projects Limited.**"

#### Share Capital

- A) Authorised Capital :** The authorized share capital of the Company increased from Rs. 9,00,00,000/- (Nine Crores Only) divided into 90,00,000 (Ninety Lacs) Equity Shares of Rs. 10/- (Ten Rupees Only) each to Rs. 30,00,00,000/- (Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Ten Rupees Only) each.
- B) Paid-up Share Capital:** The Paid-up Share Capital of the Company is Rs. 455,48,000/-.
- C) Issue of Equity Shares with Differential Rights:** The Company has not issued any equity shares with differential rights during the Financial Year 2021-2022.
- D) Issue of Sweat Equity Shares:** The Company has not issued any Sweat Equity Shares during the Financial Year 2021-2022.

## SHRADDHA PRIME PROJECTS LIMITED

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**E) Issue of Employee Stock Options:** The Company has not issued any Employee Stock Options during the Financial Year 2021-2022.

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

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

### **Weblink for annual return**

Pursuant to the provisions of Sections 92(3) and 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 (as substituted by the Companies (Management and Administration) Amendment Rules, 2021 dated March 05, 2021), a copy of the Annual Return is available on the website of the Company at [www.shraddhaprimeprojects.in](http://www.shraddhaprimeprojects.in)

### **Number of Meetings of the Board**

The Board of Directors duly met 6 times during the Financial Year 2021-22 in Compliance of applicable provisions of Companies Act, 2013.

### **Independent Directors and their Meeting**

Your Company received annual declarations from all Independent Directors of the Company, confirming that they meet the criteria of 'independence' provided in Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b) & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There was no change in the circumstances, which could affect their status as Independent Director during the financial year.

The Independent Directors met on 28th March, 2022, without the attendance of Non-Independent Directors and members of the management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company took into account the views of Executive Directors and Non-Executive Directors; it assessed the quality, quantity and timeliness of information flow between the Company's management and the Board necessary for the Board to effectively perform their duties.

### **Board Evaluation**

Pursuant to the provisions of Section 134 (3) of the Companies Act, 2013 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Independent Directors evaluated the performance of Non-Independent Directors and Chairperson of the Company after considering the views of the Executive and Non-Executive Directors, the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board.

The Nomination and Remuneration Committee evaluated the performance of every Director. The Board of Directors adopted a formal mechanism for the evaluation of its performance as well as that of its committees and Individual Directors, including the Chairman of the Board.

The Independent Directors were regularly updated on the industry and market trends, project undertaken and the operational performance of the Company through presentations.

### **Directors Responsibility Statement**

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

1. that in the preparation of the annual accounts for the year ended March 31, 2022 the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. that such accounting policies, as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
3. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the annual financial statements have been prepared on a going concern basis;
5. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### Management Discussion and Analysis

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

#### Details in respect of frauds reported by Auditors

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

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

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

#### Particulars of Contracts or Arrangements made with related parties

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval. Considering the nature of transactions, the Board doesn't consider the same to be material transactions and hence the same are not presented in prescribed form AOC 2.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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

#### Transfer to reserves

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

#### Dividend

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

#### Transfer of Unclaimed Dividend to Investor Education and Protection Fund

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

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

The Company has changed its business activities as mentioned in para of "Change in Nature of Business" of this report. Apart from the above, there are no material Changes and Commitments affecting the Financial Position of the Company from 1st April, 2021 till the date of issue of this report.

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

##### (A) Conservation of Energy

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

##### (B) Technology Absorption

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

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

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



## SHRADDHA PRIME PROJECTS LIMITED

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### Deposits

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

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

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

### Internal control system and their adequacy

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

### Directors & KMPs

Following changes have taken place during the financial year 2021-22:

#### Appointments during the year:

Mr. Sudhir Mehta (DIN: 02215452) was appointed as Director w.e.f 07<sup>th</sup> May, 2021 and later designated as Chairman & Managing Director w.e.f 7<sup>th</sup> August 2021.

Mr. Vishal Salecha (DIN: 06716387) 07<sup>th</sup> August 2021 was appointed as an additional Director w.e.f 22<sup>nd</sup> June, 2021 and later designated as Chief Financial Officer & Whole Time Director w.e.f 30<sup>th</sup> July, 2021.

Mr. Rajesh Mehta (DIN: 02982220) had been appointed as an additional Director and Whole-Time Director w.e.f 30<sup>th</sup> July, 2021.

Mr. Rohit Agrawal (DIN: 08480575), Ms. Shivangi Datta (DIN: 09262501) and Mr. Surendra Shah (DIN: 09262753) had been appointed as additional Directors (Non- Executive Independent) w.e.f. 07<sup>th</sup> August 2021 for a term of 5 years.

Mr. Santosh Samant & Ms. Nimisha Soni are appointed as an additional director w. e. f. 28<sup>th</sup> August 2021 & 13<sup>th</sup> January 2022 respectively.

Mrs. Krati Patel was appointed as Company secretary & Compliance officer w.e.f 07<sup>th</sup> July, 2021.

Mr. Dhruv Mehta has been appointed as Chief Financial Officer (CFO) w.e.f. 14<sup>th</sup> April, 2022.

Ms. Neha Chhatbar has been appointed as Company secretary & Compliance officer w.e.f 01.06.2022.

#### Cessations during the year :

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

Mr. Omprakash Bansal (Managing Director, DIN: 01488025), Mr. S J. Bansal (Whole Time Director, DIN: 01364898), Mrs. Sushila Bansal (Director, DIN: 01488071), Mr. Heeralal Barot (Director: 06920366), Mr. Ajay Kumar Pithi (Director, DIN: 00866809) and Mrs. Alka Agarwal (Director, DIN: 08467037) resigned w.e.f 7<sup>th</sup> August, 2021.

Mrs. Avni Chouhan has ceased to be Company Secretary & Compliance officer w.e.f 07<sup>th</sup> July, 2021.

Mr. Vishal Salecha resigned Chief Financial Officer & Whole Time Director w.e.f 14<sup>th</sup> April, 2022.

Mr. Dhruv Mehta has resigned as Chief Executive Officer (CEO) w.e.f. 14<sup>th</sup> April, 2022.

Mrs. Krati Patel has been resigned as Company secretary & Compliance officer w.e.f. 01.06.2022.

## SHRADDHA PRIME PROJECTS LIMITED

### Corporate Governance

The Company does not fall under purview of Regulations of Corporate Governance pursuant to the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015. However, the same is applicable as per the Companies Act, 2013 and the Company is fully compliant with the applicable provision and the Company is committed to ensure compliance with all modification within prescribed norms under Companies Act, 2013. Company is committed to voluntarily maintain the highest standards of corporate practices as set out by SEBI as good Corporate Governance, forms integral part of this Annual Report.

### Committees of the Board

The Board of Directors had re-formed Following Committees w.e.f 17<sup>th</sup> November, 2021:

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

Audit Committee					
Previous Members	Designation in Company	Designation in Committee	New Members	Designation in Company	Designation in Committee
Mr. Heeralal Barot	Non-executive Independent Director	Chairman	Mr. Sudhir Balu Mehta	Managing Director	Chairman
Mr. Ajay Kumar Pithi	Non-executive Independent Director	Member	Mr. Rohit Agrawal	Non-executive Independent Director	Member
Mrs. Alka Agarwal	Non-executive Independent Director	Member	Mr. Surendra Shah	Non-executive Independent Director	Member

Nomination And Remuneration Committee					
Mr. Ajay Kumar Pithi	Non-executive Independent Director	Chairman	Mrs. Shivangi Datta	Non-executive Independent Director	Chairperson
Mr. Heeralal Barot	Non-executive Independent Director	Member	Mr. Rohit Agrawal	Non-Executive Independent Director	Member
Mrs. Alka Agarwal	Non-executive Independent Director	Member	Mr. Surendra Shah	Non-Executive Independent Director	Member

Stakeholders Relationship Committee					
Mr. Heeralal Barot	Non- Executive Independent Director	Chairman	Mr. Sudhir Balu Mehta	Managing Director	Chairman
Mrs. Sushila Bansal	Non- Executive Director	Member	Mr. Sudhir Mehta	Non-Executive Independent Director	Member
Mr. Ajay Pithi	Non- Executive Independent Director	Member	Mr. Surendra Shah	Non-Executive Independent Director	Member

## SHRADDHA PRIME PROJECTS LIMITED

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### Vigil Mechanism

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

### Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company is in place and is posted on the website of the Company under “LODR Policies” Section.

### Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed Ms. Neeta Desai of ND & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company to undertake the Secretarial Audit of the Company for the year 2021-2022.

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

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

### Statutory Auditors

M/s. Vishwas & Associates, Mumbai (Firm Registration No. 143500W) Chartered Accountants, are Auditors of the Company to hold the Office until conclusion of 30th Annual General Meeting. As required the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. As per the provisions of Section 139 of the Companies Act, 2013, the firm of Statutory Auditors can be appointed for a period of five years. A resolution proposing appointment of M/s. Vishwas & Associates, Mumbai, Chartered Accountants as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 forms part of the Notice of Annual General Meeting.

The Report given by the Auditors on the financial statements year ended 31 March 2022 of the Company is part of the Annual Report. The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

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

### Particulars of Employees

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

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

### Risk Management Policy

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

### Corporate Social Responsibility

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

## SHRADDHA PRIME PROJECTS LIMITED

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

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

### Affirmation

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

### Maintenance of cost records

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

### Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Compliance Officer is responsible for implementation of the Code.

The code of prevention of Insider Trading and fair disclosures is there on the website of the Company.

All Board Directors and the designated employees have confirmed compliance with the Code.

### Disclosure under sexual harassment of women at workplace:

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

### Statement Pursuant to Uniform Listing Agreement

The Company's Equity shares are listed at Bombay Stock Exchange Limited. The Annual listing fee for the year 2022-23 has been paid.

### Cash flow statement

The Cash flow statement for the year 2021-22 is part of Balance Sheet.

### Acknowledgements

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

Place: Mumbai  
Date: 10.08.2022

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

Sd/-  
**Mr. Sudhir Balu Mehta**  
Managing Director  
DIN: 02215452

Annexures to the Report:

- Annexure 1 – Management Discussion and Analysis Report
- Annexure 2 – Secretarial Audit Report
- Annexure 3 – Certificate of Directors Non Dis-qualification
- Annexure 4 – Ratio of Remuneration

### Annexure I

#### Management Discussion and Analysis Report

##### (a) Industry structure and developments

Shraddha Prime Projects Limited (Formerly known as Towa Sokki Limited) is a public limited company domiciled in India and incorporated under the Companies Act, 1956. Equity shares of the company are listed on Bombay Stock Exchange. The Company is engaged in Real Estate Business. The operations for the year under review shows a loss of Rs. 3093973/-. During the year under review, the sales have not been improved as was expected. This is mainly attributed to after effects of Lockdown and COVID-19 which impacted overall economic slowdown in the Country. Your directors are hopeful of achieving a reasonable turnover and resultant net margin in the years to follow.

##### (b) Opportunities and Threat

Even when the Indian economy is grappling with a major financial stress caused directly and indirectly by the COVID- 19 pandemic, the Union budget 2021-22 seems expansionary in nature that promises economic growth and entails strengthening of infrastructure. With several direct financial reliefs already announced during 2020, the budget 2021-22 is primarily focused on enhancing the Atmanirbhar Bharat ideology which is expected to be a boon for the Indian economy in the long-run.

As far as the real estate sector is concerned, the Budget 2021-22 provides little impetus in the short-term other than extension of some tax exemptions for affordable housing. Having said that, some key measures such as investment in roads and metro lay down the long-term benefits for the growth of the real estate sector.

Despite the fact that the real estate industry was expecting a number of immediate demand-side pushes for the sector to which it relates, are not there in the budget, the real estate stocks are up and indicating a positive sentiment from the sector. The good news is that direct tax is not changed at all hence not putting any extra burden on the people's spending power.

**Opportunities:** The demand for smart homes will gain currency owing to their ability to offer a superior experience to customers. Amid restrictions on mobility, the integrated townships with state-of-the-art amenities such as a gym, spa, parks etc. will gain precedence. Contactless technologies such as Keyless entry and voice-operated assistants in a controlled and regularly sanitized apartment complex are likely to be the new face of residential living.

Overall, 2021-22 year brought positive winds of change in the way consumers demand and developers deliver projects on time. The coming year will be characterized by renewed growth and continued economic resilience for Indian real estate.

**Threat:** Just after a week of Russia-Ukraine turmoil in February 2022, the price of the rod had risen by BDT 6,000 – BDT 7,000 per tonne, imported stone by BDT 4000 which was BDT 3000 before, and per 50kg cement by BDT 50.

This additional price hike in raw material has ultimately caused a 30% increase in flat prices and the construction stopped for almost 50% of flats sold in the years 2021 and 2022. This, in turn, increases the overall price of the property. That is why, right now if you want to buy a newly constructed property, it can cost you more than a similar property constructed before the price hike, which creates an imbalance in the fabric of the real estate business.

Along with the problems mentioned above and existing competitors in market few more threats are as follows:

1. Bifurcation of Capital Markets
2. Adaptive Resue
3. Economic Structural Changes
4. Political Polarizarion
5. Housing Supply and affordability



### **(C) Segment wise Performance**

The Company is engaged in Real Estate Business and in single operating segment.

### **(d) Out look**

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

### **(e) Risks and concerns**

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

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

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

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

Remuneration paid to Mr. Omprakash Bansal & Mr. S. J. Bansal was for the part of the year amounting to Rs. 1,50,000/- each. There is no remuneration paid to Mr. Sudhir Mehta, Managing Director and Mr. Rajesh Mehta, Whole Time Director. The remuneration to Ms. Avni Chouhan, Company Secretary was also for the part of the year amounting to Rs. 80,000/-. After her resignation Ms. Krati Patel was appointed as a company Secretary and was paid Rs. 4,05,000/- during the year.

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

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

**Annexure II**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2022**

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

To,  
The Members,  
Shraddha Prime Projects Ltd.,  
(Formerly known as Towa Sokki Limited)  
Ff-6, Amrapali Apartment,  
Near Air Force Station,  
Makarpura  
Vadodara 390014

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Shraddha Prime Projects Limited (Formerly Known as Towa Sokki Limited) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our electronic and physical verification of the M/s. Shraddha Prime Projects Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives physically and electronically during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined electronically the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SAST) ;  
*During the year under review company went through the process of Open Offer pursuant to Share Purchase agreement dated 17.02.2021 under SEBI SAST and hence controlling stake is changed.*
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit period)**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit period)**

## SHRADDHA PRIME PROJECTS LIMITED

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- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit period)** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit period)**
- (i) Other laws as per the representation made by the Company are as follows;
  - Real Estate (Regulation and Development) Act, 2016
  - Co-operative Societies Act, 1912
  - Goods and Service Tax Act, 2017
  - Indian Contracts Act, 1872
  - Indian Stamp Act, 1899
  - Income Tax Act, 1961 and Indirect Tax Laws
  - Maharashtra Ownership Of Flats (Regulation Of The Promotion Of Construction, Sale, Management And Transfer) Act, 1963
  - Employees Provident Fund and Miscellaneous Provisions Act, 1952
  - Employees State Insurance Act, 1948
  - Environment Protection Act, 1986
  - Environment (Protection) Act, 1986
  - Water (Prevention and control of pollution) Act, 1974
  - Air (Prevention and control of pollution) Act, 1981
  - Applicable Municipal / Panchayat Laws.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board (SS – 1) and general meetings (SS – 2) are complied.
- (ii) The provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (LODR) ;

During the period under review and as per the explanations/representation made by the management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent mentioned below:

*The Company is maintaining a functional website in terms of Listing Agreement / SEBI (LODR) Regulations, 2015. The Company has uploaded all the information related to Financials and almost all the other required information as required under Companies Act, 2013 and various provisions of SEBI (LODR) Regulation 2015 on its website.*

*Post open offer Mr. Sudhir Balu Mehta hold 74.45 % of the shares of the Company. As explained the reputation of Shraddha Group is excellent and since they have entered the listed company, the market anticipated good returns. Due to the above there is more demand of the shares in the market but the availability of shares is almost nil. Hence the script is under GSM stage-4.*

We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and regulations to the Company.

### We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors during the period under review were carried out in compliance with the provisions of the Act and the revised regulation of LODR.

## SHRADDHA PRIME PROJECTS LIMITED

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*During the year there is change in the management and hence change in the Board. Mr. Omprakash Bansal (Managing Director) Mr. S J. Bansal (Whole Time Director), Mrs. Sushila Bansal (Director), Mr. Heeralal Barot (Director), Mr. Ajay Kumar Pithi (Director) and Mrs. Alka Agarwal (Director) resigned w.e.f 07<sup>th</sup> August, 2021. In their place Mr. Sudhir Mehta was appointed as Director w.e.f 07<sup>th</sup> May, 2021 and later designated as Chairman & Managing Director w.e.f 7<sup>th</sup> August 2021. Mr. Vishal Salecha was appointed as an additional Director w.e.f 30<sup>th</sup> July, 2021 and later designated as Chief Financial Officer & Whole Time Director resigned as a Chief Financial Officer & Whole Time Director w.e.f 14<sup>th</sup> April, 2022. Mr. Rajesh Mehta had been appointed as an additional Director and Whole-Time Director w.e.f 30<sup>th</sup> July, 2021. Mr. Rohit Agrawal, Ms. Shivangi Datta and Mr. Surendra Shah had been appointed as additional Directors (Non- Executive Independent) for a term of 5 years subject to approval of shareholders. Mr. Santosh Samant and Ms. Nimisha Soni are appointed as an additional director w. e. f. 28<sup>th</sup> August 2021 and 13<sup>th</sup> January 2022 respectively.*

*Mr. Dhruv Mehta who was appointed as a Chief Executive Officer (CEO) resigned and became Chief Financial Officer (CFO) w.e.f. 14<sup>th</sup> April, 2022.*

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Provisions are made for sharing and handling unpublished price sensitive information for legitimate purposes.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period there were no instance of :

- (i) Public/Right/Preference issue of shares / debentures / sweat equity, etc.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Foreign technical collaborations.

Further, our report of even dated to be read along with the following clarifications:

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

**Place : Mumbai**  
**Date : 08.08.2022**  
**UDIN : F003262D000762515**

**For ND & Associates**  
**(Peer Reviewed)**  
**Neeta H. Desai**  
**Practising Company Secretary**  
**COP No. 4741**

**Annexure III****CERTIFICATE OF NON DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015)**

To  
**The Members,**  
**Shraddha Prime Projects Limited**  
FF-6, Amrapali Apartment,  
Near Air Force Station,  
Makarpura, Vadodara 390014

We have examined the relevant registers, records, forms, returns and disclosure received from the Directors of Shraddha Prime Projects Limited having CIN L70100GJ1993PLC019111 and having registered office at FF-6, Amrapali Apartment, Near Air Force Station, Makarpura Vadodara 390014 (hereinafter referred to as 'the Company') produced before us by the Company for the purpose of issuing this certificate in accordance with Regulation 34(3) read with Schedule V Para C sub Clause (10)(i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

In our opinion and to the best of our knowledge and according to the verifications including Directors Identification number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanation furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities Exchange Board of India, Ministry of Corporate Affairs or such other statutory Authority.

Sr. No.	Name of The Director	DIN	Date of appointment in the Company	Remark
1.	Sudhir Balu Mehta	02215452	07/05/2021	
2.	Rajesh Balu Mehta	02982220	30/07/2021	
3.	Santosh Sadashiv Samant	06586861	28/08/2021	Director of Active Non- Compliant Company
4.	Rohit Agrawal	08480575	07/08/2021	
5.	Shivangi Datta	09262501	07/08/2021	
6.	Surendra Shah	09262753	07/08/2021	
7.	Nimisha Soni	09462999	13/01/2022	
8.	Vishal Salecha	06716387	30/07/2021	

Ensuring the eligibility for the appointment or continuity of every Director on the Board of above referred Company is the responsibility of the management of the Company. Our responsibility is to express an opinion as stated above based on our verification. This certificate is neither an assurance as to the future viability of the company or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai  
Date : 08.08.2022  
UDIN : F003262D000762801

For ND & Associates  
(Peer Reviewed)

Neeta H. Desai  
Practising Company Secretary  
COP No. 4741



## Annexure IV

Ratio of remuneration of each director to the median remuneration of employees of the company for the financial year 2021-22, percentage increase of remuneration of each director and percentage increase in remuneration paid to Directors:

Name of the Director/KMP	Designation	Total Remuneration Paid in F.Y 2021-22	Ratio of remuneration of director to the median remuneration	%increase in remuneration
<b>Shri.Omprakash J. Bansal</b>	Managing Director	1,50,000	0.73	NA
<b>Shri.Satyanarayan J.Bansal</b>	Whole Time Director	1,50,000	0.73	NA
<b>Smt. Sushila O. Bansal</b>	Director (Sitting fees)	0	NA	NA
<b>Shri. Heeralal Barot</b>	Independent Director (Sitting fees)	0	NA	NA
<b>Shri. AjayKumar Pithi</b>	Independent Director (Sitting fees)	0	NA	NA
<b>Smt. Alka Agarwal</b>	Independent Director (Sitting fees)	0	NA	NA
<b>Shri Somesh O. Bansal</b>	C.F.O.	1,29,333	NA	NA
<b>Mrs. Avani Chouhan</b>	CS	80,000	NA	NA
<b>Smt.Krati Patel</b>	CS	4,05,000	NA	NA

- During the reporting year, Company has paid an overall remuneration of Rs.3,00,000/-as Compared to Rs. 10,80,000 remuneration paid during the previous year, signifying an overall decrease of 64.41% during the year in the salaries paid to MD and KMP. There has been decrease in the remuneration paid to the Managing Director and Whole Time Director as compared to previous financial year since they were employed for part of the year upto 7<sup>th</sup> August 2021 during the year under review.
- The said remuneration paid to Managing Director and Whole Time Director was duly approved by the members in pursuance of applicable provisions of Companies Act, 2013.
- There were only 3 permanent employees on the rolls of the Company for the year under review.
- The remuneration paid to CFO is calculated up to 7<sup>th</sup> August 2021 since he resigned on that date and there is no increase in the remuneration paid to the CS. Ms. Avani Chouhan, who resigned as a CS on 7<sup>th</sup> July 2021 and in her place Ms. Krati Patel is appointed as CS.
- The Board hereby affirms that the remuneration is as per the remuneration policy of the Company.

Place: Mumbai  
Date: 10.08.2022

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

Sd/-  
**Mr. Sudhir Balu Mehta**  
Managing Director  
DIN: 02215452

## SHRADDHA PRIME PROJECTS LIMITED

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### Independent Auditor's Report

To the Members of  
Shraddha Prime Projects Limited  
(Formerly Known as Towa Sokki Limited)  
F-66, Amrapali Apartments,  
Near Air Force Station,  
Makarpura, Vadodara,  
Gujarat - 390014

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of Shraddha Prime Projects Limited ("the Company"), which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, its profit/loss and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there were other key audit matters to be communicated in our report.

Key Audit Matters	How the Key Audit Matter was addressed in our audit
<b>Inventory Valuations</b>	
The Company's properties under development and completed properties are stated at the lower of cost and Net Realizable Value (NRV). As at March 31, 2022, the Company's properties under development amounts to INR 9,58,74,598. Determination of the NRV involves estimates based on prevailing market conditions, current prices, and expected date of commencement and completion of the project, the estimated future selling price, cost to complete projects and selling costs.	<b>Our audit procedures included, among others, the following:</b> <ul style="list-style-type: none"><li>Obtained an understanding of the Management's process and methodology of using key assumptions for determining the valuation of inventory as at the year-end including considerations given to impact of Covid-19:</li><li>Evaluated the design and implementation and verified, on a test check basis, operating effectiveness of controls over preparation and update of NRV workings and related to the Company's review of key estimates, including estimated future selling prices and costs of completion for property development projects;</li></ul>

## SHRADDHA PRIME PROJECTS LIMITED

<p>The cost of the inventory is calculated using actual land acquisition costs, construction costs, development related costs and interest capitalized for eligible project.</p> <p>We have considered the valuation of inventory as a key audit matter on account of the significance of the balance to the financial statements and involvement of significant judgement in estimating future selling prices, costs to complete project and possible effect on the above estimates because of COVID -19 pandemic</p>	<ul style="list-style-type: none"><li>Assessed the appropriateness of the selling price estimated by the management and verified the same on a test check basis, by comparing the estimated selling price to recent market prices in the same projects or comparable properties;</li><li>Compared the estimated construction cost to complete the project with the company's updated budgets and</li><li>Assessed the adequacy and appropriateness of the disclosures made in the financial statements with respect to Inventory in compliance with the requirements of applicable Indian Accounting Standards and applicable financial reporting framework.</li></ul>
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### Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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

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

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

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

## SHRADDHA PRIME PROJECTS LIMITED

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

## SHRADDHA PRIME PROJECTS LIMITED

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2. As required by Section 143 (3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
  - g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
      - i. No dividend have been declared or paid during the year by the company.

**For Vishwas & Associates**  
**Chartered Accountants**  
**FRN: 143500W**

**Place: Mumbai**  
**Date: 26/05/2022**  
**UDIN: 22174542AJPYDX9344**

**Vishwas Kalal**  
**(Proprietor)**  
**Membership No.:- 174542**



**Annexure 'A'****The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".**

We report that:

- (i) (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;  
(B) The Company does not have any intangible assets. Accordingly, clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The company does not possess any immovable property
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) As explained to us & on the basis of the records examined by us, in our opinion, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy were noticed on physical verification of stocks by the management as compared to book records.
- (iii) According to the information and explanation given to us, during the year the company has not granted any loans, secured or unsecured to companies, firm or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2022 for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

## SHRADDHA PRIME PROJECTS LIMITED

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- (ix) According to the information and explanations given to us by the management, the Company has not obtained any term loans other than from director of the company during the year.
- (x) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (xi) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the company or any fraud on the company has been noticed or reported during the course of audit.
- (xii) The company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards;
- (xiv) Based on information and explanations provided to us and our audit procedures, the company has an internal audit system commensurate with the size and nature of its business;
- (xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company
- (xvi) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (xvii) Based on our examination, the company has incurred cash losses in the financial year and in the immediately preceding financial year. Amount of cash loss during current financial year is **Rs.30,93,973/-** and in the immediately preceding financial year is **Rs.25,11,321/-**.
- (xviii) There has been resignation of the statutory auditors during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) Based on our examination, the provision of section 135 are not applicable on the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- (xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

**For Vishwas & Associates**  
**Chartered Accountants**  
**FRN: 143500W**

**Place: Mumbai**  
**Date: 26/05/2022**  
**UDIN: 22174542AJPYDX9344**

**Vishwas Kalal**  
**(Proprietor)**  
**Membership No.:- 174542**

### **Annexure 'B'**

#### ***Report on Internal Financial Controls Over Financial Reporting***

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Shraddha Prime Projects Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

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

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

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Vishwas & Associates**  
**Chartered Accountants**  
**FRN: 143500W**

**Vishwas Kalal**  
**(Proprietor)**  
**Membership No.:- 174542**

**Place: Mumbai**  
**Date: 26/05/2022**  
**UDIN: 22174542AJPYDX9344**

# SHRADDHA PRIME PROJECTS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2022			
		(Amount in Rs.)	
Particulars	Note No	31st March 2022 (Amount in ₹)	31st March 2021 (Amount in ₹)
<b>Assets</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment and Intangible assets			
(i) Property, Plant and Equipment	2	-	37,772
(ii) Capital Work-in-Progress		-	-
(b) Investments		-	-
(c) Financial Assets		-	-
(i) Loans and Advances			
(ii) Other Financial Assets			
(d) Other Non-Current Assets	3	72,241	44,619
<b>Total Non-Current Assets</b>		<b>72,241</b>	<b>82,391</b>
<b>(2) Current Assets</b>			
(a) Inventories	4	9,58,74,598	6,12,314
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	5	-	60,181
(iii) Cash and Cash Equivalents	6	2,32,638	4,83,352
(iv) Bank Balance other than (iii) above	7	-	1,04,15,633
(v) Loans and Advances	8	11,69,66,687	-
(c) Other Current Assets	3	1,71,012	2,23,964
<b>Total Current Assets</b>		<b>21,32,44,936</b>	<b>1,17,95,444</b>
<b>Total Assets</b>		<b>21,33,17,177</b>	<b>1,18,77,835</b>
<b>EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share capital	9	6,44,74,500	6,44,74,500
(b) Other Equity	10	(5,59,14,025)	(5,28,20,052)
<b>Total Equity</b>		<b>85,60,475</b>	<b>1,16,54,448</b>
<b>(2) Liabilities</b>			
<b>(A) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Financial Liabilities		-	-
(i) Other than Financial Liabilities	11	20,24,13,000	-
(b) Provisions	15	38	-
(c) Deferred Tax Liability (Net)		-	-
(d) Other Non-Current Liabilities		-	-
<b>Total Non-Current Liabilities</b>		<b>20,24,13,038</b>	<b>-</b>
<b>(B) Current liabilities</b>			
(a) Financials Liabilities			
(i) Trade Payables			
- outstanding dues of micro enterprises and small enterprises		-	-
- outstanding dues of creditors other than above	12	21,26,874	52,994
(i) Other Current Financial Liabilities	13	-	1,57,800
(b) Provisions	15	81,080	-
(c) Other Current Liabilities	14	1,35,710	12,593
<b>Total Current Liabilities</b>		<b>23,43,664</b>	<b>2,23,387</b>
<b>Total Liabilities</b>		<b>20,47,56,702</b>	<b>2,23,387</b>
<b>Total Equity and Liabilities</b>		<b>21,33,17,177</b>	<b>1,18,77,835</b>

As per our report of even date

**For Vishwas & Associates**

**Chartered Accountants**

**FRN:- 143500W**

**Vishwas Kalal**  
(Proprietor)

**Place:- Mumbai**  
**Date:-26.05.2022**

**For & On Behalf of the Board**

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

**Neha Chhatbar**  
(Company Secretary)

**Place:- Mumbai**  
**Date:- 26.05.2022**

**Rajesh Mehta**  
(Whole time Director)  
DIN : 02982220

**Dhruv Mehta**  
(CFO)



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022			
		(Amount in Rs.)	
Particulars	Note No.	2021 - 22	2020 - 21
<b>Incomes</b>			
(a) Revenue from operations	16	6,97,060	4,23,516
(b) Other income	17	6,22,902	6,09,905
<b>Total Income</b>	A	<b>13,19,962</b>	<b>10,33,421</b>
<b>Expenses</b>			
(a) Cost of Projects	18	9,47,56,709	-
(b) Purchases of Stock-in-trade		-	77,800
(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	19	(9,52,62,282)	34,392
(d) Employee Benefit Expense	20	10,67,351	17,57,500
(e) Depreciation and Amortisation Cost	2	-	18,269
(f) Other Expenses	21	38,52,157	16,56,781
<b>Total Expenses (a to f)</b>	B	<b>44,13,935</b>	<b>35,44,742</b>
<b>Profit Before Tax (A-B)</b>	C	<b>(30,93,973)</b>	<b>(25,11,321)</b>
<b>Tax Expense:</b>			
(a) Current tax		-	-
(b) Deferred tax		-	-
<b>Total Tax Expense (a+b)</b>	D	<b>-</b>	<b>-</b>
<b>Profit For the Year (C-D)</b>	E	<b>(30,93,973)</b>	<b>(25,11,321)</b>
<b>Other Comprehensive Income (Net of Tax)</b>			
(a) Items that will not be reclassified to the Statement of Profit and Loss		-	-
(b) Income tax relating to items that will not be reclassified to the Statement of Profit and Loss		-	-
<b>Total Other Comprehensive Income (a-b)</b>	F	<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the year (E+F)</b>	G	<b>(30,93,973)</b>	<b>(25,11,321)</b>
Earning per equity share:	22		
Face value per equity shares Rs.10/- fully paid up.			
(1) Basic		(0.68)	(0.55)
(2) Diluted		(0.68)	(0.55)

As per our report of even date  
**For Vishwas & Associates**  
**Chartered Accountants**  
**FRN:- 143500W**

**For & On Behalf of the Board**

**Vishwas Kalal**  
**(Proprietor)**

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

**Rajesh Mehta**  
**(Whole time Director)**  
**DIN : 02982220**

**Neha Chhatbar**  
**(Company Secretary)**

**Place:- Mumbai**  
**Date:-26.05.2022**

**Place:- Mumbai**  
**Date:- 26.05.2022**

**Dhruv Mehta**  
**(CFO)**

# SHRADDHA PRIME PROJECTS LIMITED

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022</b>		
<b>Particulars</b>	<b>For the Year ended March 31, 2022</b>	<b>For the year ended March 31, 2021</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax and extraordinary items	(30,93,973)	(25,11,321)
Adjustments for:		
Depreciation and amortisation expense	-	18,269
(Profit) / Loss on sale of fixed assets	(5,948)	3,74,022
Provision for Expected Credit Loss	-	96,101
Bad Debts	-	1,55,766
Interest Income	(6,16,954)	(6,05,031)
<b>Operating profit / (loss) before working capital changes</b>	<b>(37,16,875)</b>	<b>(24,72,194)</b>
<b>Changes in working capital:</b>		
Increase / (Decrease) in trade payable	20,73,880	(1,41,486)
Increase / (Decrease) in other financial liabilities	(1,57,800)	25,200
Increase / (Decrease) in other current liabilities	2,04,235	(3,079)
(Increase) / Decrease in other assets	1,04,40,963	(87,531)
(Increase) / Decrease in short term loan and advances	(11,69,66,687)	-
(Increase) / Decrease in trade receivables	60,181	47,727
(Increase) / Decrease in inventories	(9,52,62,284)	34,392
	<b>(19,96,07,513)</b>	<b>(1,24,777)</b>
<b>CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES</b>	<b>(20,33,24,388)</b>	<b>(25,96,971)</b>
Less: Taxes paid	-	(36,617)
<b>NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES</b>	<b>(20,33,24,388)</b>	<b>(26,33,588)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of tangible / intangible assets	43,720	2,37,425
Investment in Bank Deposit (having original maturity period of more than 3months)	-	15,58,968
Dividend/ bank interest received	6,16,954	5,13,472
<b>NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES</b>	<b>6,60,674</b>	<b>23,09,865</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Director Loan	20,24,13,000	-
<b>NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES</b>	<b>20,24,13,000</b>	<b>-</b>
<b>NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>(2,50,713)</b>	<b>(3,23,723)</b>
<b>Cash and Cash equivalents at beginning period</b>	<b>4,83,352</b>	<b>8,07,075</b>
<b>Cash and Cash equivalents at end of period</b>	<b>2,32,639</b>	<b>4,83,352</b>
<b>D. Cash and Cash equivalents comprise of</b>		
Cash on hand	-	96,061
<b>Balances with banks</b>		
In current accounts	2,32,638	3,87,291
<b>Total</b>	<b>2,32,638</b>	<b>4,83,352</b>

As per our report of even date  
**For Vishwas & Associates**  
**Chartered Accountants**  
**FRN:- 143500W**

**For & On Behalf of the Board**

**Vishwas Kalal**  
**(Proprietor)**

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

**Rajesh Mehta**  
**(Whole time Director)**  
**DIN : 02982220**

**Neha Chhatbar**  
**(Company Secretary)**

**Place:- Mumbai**  
**Date:-26.05.2022**

**Place:- Mumbai**  
**Date:- 26.05.2022**

**Dhruv Mehta**  
**(CFO)**

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

<b>A. Equity Share Capital:</b>		
<b>Particulars</b>	<b>As at 31st March</b>	
	<b>2022</b>	<b>2021</b>
i) Equity shares of INR 10 each issued. subscribed and fully paid		
Balance at the beginning of the period/year	4,55,48,000	4,55,48,000
Changes in Equity Share Capital during the year	-	-
<b>Balance at the end of the year</b>	<b>4,55,48,000</b>	<b>4,55,48,000</b>
ii) Share Forfeited Account		
Balance at the beginning of the period/year	1,89,26,500	1,89,26,500
Changes in Equity Share Capital during the year	-	-
<b>Balance at the end of the year</b>	<b>1,89,26,500</b>	<b>1,89,26,500</b>
<b>Total Equity Share Capital</b>	<b>6,44,74,500</b>	<b>6,44,74,500</b>
<b>B. Other Equity</b>		
<b>Particulars</b>	<b>As at 31st March</b>	
	<b>2022</b>	<b>2021</b>
<b>i) Reserves and Surplus</b>		
<b>a) Retained Earnings</b>		
Balance at the beginning of the year	(5,35,72,387)	(5,10,61,066)
Profit/(Loss) for the year	(30,93,973)	(25,11,321)
<b>Balance at the end of the year</b>	<b>(5,66,66,359)</b>	<b>(5,35,72,387)</b>
<b>b) Capital Reserve</b>		
Balance at the beginning of the year	7,15,334	7,15,334
<b>Balance at the end of the year</b>	<b>7,15,334</b>	<b>7,15,334</b>
<b>c) General Reserve</b>		
Balance at the beginning of the year	37,000	37,000
<b>Balance at the end of the year</b>	<b>37,000</b>	<b>37,000</b>
<b>Total Reserves and Surplus (a+b)</b>	<b>(5,59,14,025)</b>	<b>(5,28,20,052)</b>
<b>ii) Other items of Other Comprehensive Income</b>		
Balance at the beginning of the year	-	-
Re-measurement Gains/(Losses) on Defined Benefit Plans	-	-
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>
<b>Balance at the end of the year of other equity (i+ii)</b>	<b>(5,59,14,025)</b>	<b>(5,28,20,052)</b>

Significant accounting policies

1

Notes 1 to 33 are integral part of these Financial Statements

As per our report of even date

For &amp; On Behalf of the Board

For Vishwas &amp; Associates

Chartered Accountants

FRN:- 143500W

Vishwas Kalal  
(Proprietor)Sudhir Mehta  
(Managing Director)  
DIN : 02215452Rajesh Mehta  
(Whole time Director)  
DIN : 02982220Neha Chhatbar  
(Company Secretary)Place:- Mumbai  
Date:-26.05.2022Place:- Mumbai  
Date:- 26.05.2022Dhruv Mehta  
(CFO)

### **Note 1: SIGNIFICANT ACCOUNTING POLICIES**

#### **A. Company's Background:-**

Shraddha Prime Projects Limited (Formerly known as Towa Sokki Limited) (the Company) is a public limited company domiciled and incorporated in India under the Companies Act, 1956 vide CIN - L70100GJ1993PLC019111. The Company's registered office is located at **FF-6, AMRAPALI APARTMENT, NEAR AIR FORCE STATION, MAKARPURA, VADODARA – 390014** and Corporate Office at **A-309, Kanara Business Centre Premises CS Limited Link Road, Laxmi Nagar, Ghatkopar (East), Mumbai – 400075**. The Company has changed its business of manufacturing and selling of survey instruments into Real Estate Development from 12<sup>th</sup> July, 2021. The Financial Statements are approved by the Company's Board of Directors at its meeting held on 26<sup>th</sup> May, 2022.

#### **B. Significant Accounting Policies**

##### Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 and amendment if any.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the year presented in these financial statements.

The financial statements are presented in Indian Rupees and all values are rounded to the nearest lakhs except when otherwise indicated.

##### Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The operating cycle of the Company's real estate operations varies from project to project depending on the size of the project, type of development, project complexities and related approvals. Accordingly, project related assets and liabilities are classified into current and non-current based on the operating cycle of the project. All other assets and liabilities have been classified into current and non-current based on a period of twelve months.

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

#### **i. Recognition and measurement**

All property, plant and equipment except freehold land are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisitions of the items. Cost includes freight, duties, taxes, borrowing cost and incidental expenses related to the acquisition and installation of the asset.

Freehold Land is measured at fair value. Valuations are performed with sufficient frequency to ensure that the carrying value of revalued asset does not defer materially from its fair value.

Revaluation surplus is recorded in Other Comprehensive Income and credited to the Revaluation reserve in Other Equity.

#### **ii. Subsequent costs**

Subsequent expenditure, including cost of the items which can be reliably estimated, is capitalised only when it is probable that the future economic benefits of the expenditure will flow to the Company. All other repairs and maintenance are charged to the Ind-AS Statement of Profit and Loss during the reporting period in which they are incurred.

#### **iii. Derecognition**

The carrying amount of an item of Property, Plant and Equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of Property, Plant and Equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

#### **iv. Capital work in progress**

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress.

#### **v. Depreciation**

Depreciation is calculated on a written down value basis over the estimated useful lives of the assets as specified in Schedule II of Companies Act, 2013 except for Site/Sales Offices, Sample Flats and Aluminium Formwork wherein the estimated useful lives is determined by the management. Management believes that such estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation on addition to property, plant and equipment is provided on pro-rata basis from the date of acquisition.

Depreciation on assets sold during the year is charged to the Statement of Profit and Loss up to the month preceding the month of sale.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

### **Inventories**

Stock of Building Materials and Traded Goods is valued at lower of cost and net realizable value. Cost is generally ascertained on weighted average basis.

Finished Stock is valued at lower of Cost and Net Realizable Value.

Land and Property Development Work-in-Progress is valued at lower of estimated cost and net realisable value.

Cost for this purpose includes cost of land, shares with occupancy rights, Transferrable Development Rights, premium for development rights, borrowing costs, construction / development cost and other overheads incidental to the projects undertaken.



## SHRADDHA PRIME PROJECTS LIMITED

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Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and the estimated cost necessary to make the sale.

### **Provisions and Contingencies**

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

disclosure of contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

### **Impairment of Non-Financial Assets (excluding Inventories, Investment Properties and Deferred Tax Assets)**

Non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows; its cash generating units ('CGUs').

### **Financial Instruments**

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

#### **Financial Assets**

##### Initial recognition and measurement

The Company classifies its financial assets in the following measurement categories.

- those to be measured subsequently at fair value (either through Other Comprehensive Income, or through profit or loss)
- those measured at amortised cost

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

##### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

##### Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment if any, are recognised in the statement of profit or loss.

### Debt instruments at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company does not have any debt instruments which meets the criteria for measuring the debt instrument at FVTOCI.

### Debt instrument at FVTPL

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'Accounting Mismatch'). The Company has not designated any debt instrument at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

### Equity investments

All equity investments, except investments in subsidiaries and associates are measured at FVTPL. The Company may make an irrevocable election on initial recognition to present in Other Comprehensive Income any subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis.

All equity investments in subsidiaries, associates and joint ventures are measured at cost.

### Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and

either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

### Impairment of Financial Assets

The Company assess on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost and FVTOCI debts instruments. The impairment methodology applied depends on whether there has been significant increase in credit risk. For trade receivables, the Company is not exposed to any credit risk as the legal of residential and commercial units is handed over to the buyer only after all the installments are recovered.

For financial assets carried at amortised cost, the carrying amount is reduced and the amount of the loss is recognised in the statement of profit and loss. Interest income on such financial assets continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. Financial asset together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or decreased. If a write-off is later recovered, the recovery is credited to finance costs.

### **Financial Liabilities**

Initial recognition and measurement Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and in the case of financial liability not recorded at fair value through Profit and Loss net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities at fair value through profit or loss

Financial liabilities measured at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

### Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

### **Derecognition of Financial Liabilities**

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

### **Reclassification of Financial Assets and Financial Liabilities**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's management determines change in the business model as a result of external or internal changes which are significant to the Company's operations.

Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

### **Offsetting of Financial Instruments**

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

### **Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i) In the principal market for the asset or liability, or
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

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

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

### Cash and Cash Equivalents

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

### Revenue Recognition

The Company has applied five step model as set out in Ind AS 115 to recognise revenue in this Financial Statements. The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs; or
- The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Company's performance does not create an asset with an alternative use to the Company and the entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue is recognised either at point of time and over a period of time based on the conditions in the contracts with customers.

The specific revenue recognition criteria are described below:

#### (I) Income from Property Development

The Company has determined that the existing terms of the contract with customers does not meet the criteria to recognise revenue over a period of time. Revenue is recognized at point in time with respect to contracts for sale of residential and commercial units as and when the control is passed on to the customers which is linked to the application and receipt of occupancy certificate.

The Company provides rebates to the customers. Rebates are adjusted against customer dues and the revenue to be recognized. To estimate the variable consideration for the expected future rebates the company uses the "most-likely amount" method or "expected value method".

#### (II) Contract Balances

##### Contract Assets

The Company is entitled to invoice customers for construction of residential and commercial properties based on achieving a series of construction-linked milestones. A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the company performs by transferring goods or services to a customer before the payment is due, a contract asset is recognized for the earned consideration that is conditional. Any receivable which represents the Company's right to the consideration that is unconditional is treated as a trade receivable.

##### Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.



### (III) Sale of Materials, Land and Development Rights

Revenue is recognized at point in time with respect to contracts for sale of Materials, Land and Development Rights as and when the control is passed on to the customers.

### (IV) Interest Income

For all debt instruments measured at amortised cost. Interest income is recorded using the effective interest rate (EIR).

### Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable profit for the period. The tax rates and tax laws used to compute the amount are those that are enacted by the reporting date and applicable for the period.

### Deferred Tax

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for all deductible and taxable temporary differences arising between the tax bases of assets and liabilities and their carrying amount in financial statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of transaction.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date. Deferred tax asset in respect of carry forward of unused tax credits and unused tax losses are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. The Company recognizes deferred tax liabilities for all taxable temporary differences except those associated with the investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal tax during the specified period.

### Presentation of Current and Deferred Tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in OCI, in which case, the current and deferred tax income/ expense are recognized in OCI. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax

liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

### Borrowing Costs

Borrowing costs that are directly attributable to real estate project development activities are inventorised / capitalized as part of project cost.

Borrowing costs are inventorised / capitalised as part of project cost when the activities that are necessary to prepare the inventory / asset for its intended use or sale are in progress. Borrowing costs are suspended from inventorisation / capitalisation when development work on the project is interrupted for extended periods and there is no imminent certainty of recommencement of work.

## SHRADDHA PRIME PROJECTS LIMITED

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All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

### Retirement and Other Employee Benefits

Retirement and other Employee benefits are accounted in accordance with Ind AS 19 – Employee Benefits.

#### a) Defined Contribution Plan

The Company contributes to a recognised provident fund for all its employees. Contributions are recognised as an expense when employees have rendered services entitling them to such benefits.

#### b) Gratuity (Defined Benefit Scheme)

The Company provides for its gratuity liability based on actuarial valuation as at the balance sheet date which is carried out by an independent actuary using the Projected Unit Credit Method. Actuarial gains and losses are recognised in full in the Other Comprehensive Income for the period in which they occur.

#### c) Compensated absences (Defined Benefit Scheme)

Liability in respect of earned leave expected to become due or expected to be availed within one year from the balance sheet date is recognized on the basis of undiscounted value of benefit expected to be availed by the employees. Liability in respect of earned leave expected to become due or expected to be availed beyond one year after the balance sheet date is estimated on the basis of actuarial valuation performed by an independent actuary using the projected unit credit method. Actuarial losses/gains are recognized in the statement of profit and loss in the year in which they arise.

### Business Combinations under Common Control

Business Combinations involving entities or business under common control are accounted for using the pooling of interest method.

Under pooling of interest method, the assets and liabilities of the combining entities or businesses are reflected at their carrying amounts after making adjustments necessary to harmonise the accounting policies. The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. The identity of the reserves is preserved in the same form in which they appeared in the financial statements of the transferor and the difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and amount of share capital of the transferor is transferred to capital reserves.

### Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year (after deducting preference dividends and attributable taxes) attributable equity shareholders to by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue and consolidation of equity shares. For the purpose of calculating diluted earnings per share, the net profit or loss for the year and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year (after deducting preference dividends and attributable taxes) attributable equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares

Note 2 :- Property, plant & equipments as on 31st March, 2022  
Tangible Assets

Details of Assets	Gross Block			Accumulated Depreciation				Net Block	
	As On 01st April, 2021	Additions	Deductions	Total	As On 01st April, 2021	For The Year	Deductions	As on 31st March, 2022	As At 31st March, 2021
<b>TANGIBLE ASSETS</b>									
Computers	44,000	-	44,000	-	41,800		41,800	-	2,200
Office equipments	30,102	-	30,102	-	22,597		22,597	-	7,505
Vehicles	561,346	-	561,346	-	533,279		533,279	-	28,067
	<b>635,448</b>	-	<b>635,448</b>	-	<b>597,676</b>	-	<b>597,676</b>	-	<b>37,772</b>
Figures of previous year	<b>2,132,294</b>	-	<b>1,463,263</b>	<b>669,031</b>	<b>1,464,806</b>	<b>18,269</b>	<b>851,816</b>	<b>667,488</b>	<b>37,772</b>

## SHRADDHA PRIME PROJECTS LIMITED

### Note 3 : Other Assets

Sr. No.	Particulars	Non-Current		Current	
		31st March, 2022	31st March, 2021	31st March, 2022	31st March, 2021
1	Advance tax/ tax deducted at Source (Net of Provision)	72,241	-		
2	Balance With revenue athrowities	-	44,619	171,012	208,964
	Other Loans and Advances				
3	Advance for goods / services	-	-	-	-
4	Considered Good	-	-	-	15,000
	<b>Total</b>	<b>72,241</b>	<b>44,619</b>	<b>171,012</b>	<b>223,964</b>

### Note 4 : Inventories\*

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Finished goods		612,314
2	Closing Work-in-Progress of Construction	95,874,598	
	Business		
	*Valued at lower of cost and net realizable value		
	<b>Total</b>	<b>95,874,598</b>	<b>612,314</b>

### Note 5 : Trade Receivables

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	<b><u>Outstanding for more than six months</u></b>		
	a) Secured, considered good	-	-
	b) Unsecured, considered good	-	-
	c) Doubtful	-	-
2	<b><u>Others</u></b>		
	a) Secured, considered good	-	60,181
	b) Unsecured, considered good	-	-
	c) Doubtful	-	-
	<b>Total</b>	<b>-</b>	<b>60,181</b>

### Note 6 : Cash and Bank Balances

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	<b><u>Cash and cash equivalent</u></b>		
	Balance With Bank		
	In Current Account	232,638	387,291
	Cash on hand	-	96,061
	<b>Total</b>	<b>232,638</b>	<b>483,352</b>

**Note 7 : Other Bank Balances**

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Deposits with more than 3 months but less than 12 months maturity period*	-	10,415,633
	<b>Total</b>	-	<b>10,415,633</b>
* Includes Interest accrued		-	835,675

**Note 8 : Short Terms Loans and Advances**

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Business Loan and Advances*	116,466,687	-
2	Deposits	500,000	-
	<b>Total</b>	<b>116,966,687</b>	-
*Business Loan and Advances are short term in nature and receivable on demand			

**Note 9 :- Share capital**

Particulars	31st March, 2022	31st March, 2021
<b>Authorised share capital</b>		
3,00,00,000 (PY 90,00,000) shares of Rs.10 each	<b>30,00,00,000</b>	<b>90,000,000</b>
<b>Issued, subscribed &amp; paid-up share capital</b>		
83,40,100 (PY 83,40,100) shares of Rs.10 each	<b>83,401,000</b>	<b>83,401,000</b>
<b>Share holding pattern and details</b>		
45,54,800 (PY 45,54,800) shares of Rs.10 each fully paid up	45,548,000	45,548,000
Share Forfeited Account	18,926,500	18,926,500
<b>Total Equity Share Capital</b>	<b>64,474,500</b>	<b>64,474,500</b>

Particulars	As At 31st March, 2022		As At 31st March, 2021	
	No. of Shares	Amount	No. of Shares	Amount
<u>Paid-up Equity Share Capital</u>				
At the beginning of the year	4,554,800	45,548,000	4,554,800	45,548,000
At the end of the year	4,554,800	45,548,000	4,554,800	45,548,000
<u>Share Forfeited Account</u>				
At the beginning of the year	1,892,650	18,926,500	1,892,650	18,926,500
At the end of the year	1,892,650	18,926,500	1,892,650	18,926,500

The Company has issued one class of ordinary shares at par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential accounts, in proportion to their shareholding.

## SHRADDHA PRIME PROJECTS LIMITED

### Shares held by promoters at the end of the year ending 31st March 2022

Sr. No.	Promoter Name	No. of Shares	% of total shares	Change %
1	Sudhir Mehta	3,391,239	74.45%	100%

### Shares held by promoters at the end of the year ending 31st March 2021

Sr. No.	Promoter Name	No. of Shares	% of total shares	Change %
1	O.J. Bansal	1,066,200	23.41%	100%
2	S.J. Bansal	714,500	15.69%	100%
3	S.O. Bansal	671,500	14.74%	100%
4	S.S Bansal	792,800	17.41%	100%

### Note 10: Other Equity

Particulars	31st March, 2022	31st March, 2021
Capital Reserve		
As Per Last Balance Sheet	715,334	715,334
Add: Addition during the Year	-	-
	715,334	715,334
General Reserve		
As Per Last Balance Sheet	37,000	37,000
Add: Addition during the Year	-	-
	37,000	37,000
Retained Earnings		
As Per Last Balance Sheet	(53,572,386)	(51,061,065)
add: Profit/loss) during the year	(3,093,973)	(2,511,321)
	(56,666,359)	(53,572,386)
<b>Total</b>	<b>(55,914,025)</b>	<b>(52,820,052)</b>

### Note 11 : Long Term Borrowings

Particulars	31st March, 2022	31st March, 2021
Director Loan	202,413,000	-
<b>TOTAL</b>	<b>202,413,000</b>	<b>-</b>

### Note 12 : Trade Payables

Particulars	31st March, 2022	31st March, 2021
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,126,874	52,994
<b>Total</b>	<b>2,126,874</b>	<b>52,994</b>

Note: Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2021, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material.



**Trade Payables Ageing schedule: As at 31st March,2022**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	2,126,874	-	-	-	2,126,874
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**Trade Payables Ageing schedule: As at 31st March 2021**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	52,994	-	-	-	52,994
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**Note 13 : Other Current Financial Liabilities**

Particulars	Non Current		Current	
	31st March, 2022	31st March, 2021	31st March, 2022	31st March, 2021
Employees Related Liabilities	-	-	-	157,800
<b>Total</b>	-	-	-	<b>157,800</b>

**Note 14 : Other Current Liabilities**

Particulars	Non Current		Current	
	31st March, 2022	31st March, 2021	31st March, 2022	31st March, 2021
Statutory Dues	-	-	135,710	12,593
<b>Total</b>	-	-	<b>135,710</b>	<b>12,593</b>

**Note 15 : Short Term Provisions**

Particulars	Non Current		Current	
	31st March, 2022	31st March, 2021	31st March, 2022	31st March, 2021
Provision for Gratuity	38	-	11,280	-
Other Provision	-	-	69,800	-
<b>Total</b>	<b>38</b>	-	<b>81,080</b>	-

## SHRADDHA PRIME PROJECTS LIMITED

### Note 16 : Revenue from operations

Sr. No.	Particulars	2021-22	2020-21
1	Sales of products	697,060	213,516
2	Job Work	-	210,000
	<b>Total</b>	<b>697,060</b>	<b>423,516</b>

#### 16.1 Dissegregation of revenue based on nature

Sr. No.	Particulars	2021-22	2020-21
1	Sales - Product	697,060	213,516
2	Job Work		210,000
	<b>Total</b>	<b>697,060</b>	<b>423,516</b>

#### 16.2 Revenue Based on Geography

Sr. No.	Particulars	2021-22	2020-21
1	Within India	697,060	423,516
	<b>Total</b>	<b>697,060</b>	<b>423,516</b>

### Note 17 : Other Income

Sr. No.	Particulars	2021-22	2020-21
	Interest Income	622,902	605,031
	Interest on income Tax Refund		4,874
	<b>Total</b>	<b>622,902</b>	<b>609,905</b>

### Note 18 : Cost of material consumed

Sr. No.	Particulars	2021-22	2020-21
1	Cost of Project	94,756,709	-
	<b>Total</b>	<b>94,756,709</b>	-

### Note 19 : Change in inventories

Sr. No.	Particulars	2021-22	2020-21	Increase/ Decrease
1	Inventories at the end of year			
	Finished Goods and Stock in Trade	-	612,314	612,314
	Project Work-in-Progress	95,874,596	-	(95,874,596)
		95,874,596	612,314	(95,262,282)
2	Inventories at the beginning of year			
	Finished Goods and Stock in Trade	612,314	646,706	34,392
	Project Work-in-Progress	-	-	-
		612,314	646,706	34,392

## SHRADDHA PRIME PROJECTS LIMITED

### Note 20 : Employment Benefit Expenses

Sr. No.	Particulars	2021-22	2020-21
1	Salaries, Wages and bonus*	1,067,351	1,756,600
2	Staff Welfare Expenses	-	900
	<b>Total</b>	<b>1,067,351</b>	<b>1,757,500</b>

\*Considered as Related Party Transaction. Refer to note no. 25 for related party disclosure.

### Note 21 : Other expenses

Sr. No.	Particulars	2021-22	2020-21
1	Power and Fuel	13,662	6,321
2	Repairs to Machinery	2,950	77,678
3	Insurance		6,197
4	Rent		101,000
5	Rates, Taxes & Fees	4,900	23,177
6	Legal & Professional Fess	3,067,372	177,452
7	Other Selling Expenses	520,882	40,000
8	Auditors' Remuneration	27,800	18,792
9	Listing Fees		300,000
10	Other Miscellaneous Expenses	199,704	280,275
11	Office Expenses	14,887	-
12	Bad Debt (Amount of Rs. 132.78 lacs out of provision for Doubtful Debts )	-	155,766
13	Loss on Sale of Property, Plant & Equipment	-	374,022
14	Allowance For Expected Credit Loss	-	96,101
	<b>Total</b>	<b>3,852,157</b>	<b>1,656,781</b>

#### 21.1 Auditor's remuneration

Sr. No.	Particulars	2021-22	2020-21
	Audit Fees	27,800	40,000
	<b>Total</b>	<b>27,800</b>	<b>40,000</b>

### Note 22 : Earning per share

Sr. No.	Particulars	2021-22	2020-21
1	Net profit after tax	(3,093,973)	(2,511,321)
2	Weighted average number of equity shares*	4,554,800	4,554,800
	Basic and Diluted Earning per share (face value of Rs.10/-fully paid)	(0.68)	(0.55)

\*Excluding Share Forfeited amount of Rs 189.27 Lacs

## SHRADDHA PRIME PROJECTS LIMITED

### Note 23: Gratuity and Other Post Employment Benefit Plans

#### 1.1 (a): Table Showing Changes in Present Value of Obligations:

Period	From: 01-04-2021 To: 31-03-2022
Present value of the obligation at the beginning of the period	0
Interest cost	0
Current service cost	11,318
Past Service Cost	0
Benefits paid (if any)	0
Actuarial (gain)/loss	0
Present value of the obligation at the end of the period	11,318

#### 1.2: Key results (The amount to be recognized in the Balance Sheet):

Period	As on: 31-03-2022
Present value of the obligation at the end of the period	11,318
Fair value of plan assets at end of period	0
Net liability/(asset) recognized in Balance Sheet and related analysis	11,318
Funded Status - Surplus/ (Deficit)	(11,318)

#### 1.3 (a): Expense recognized in the statement of Profit and Loss:

Period	From: 01-04-2021 To: 31-03-2022
Interest cost	0
Current service cost	11,318
Past Service Cost	0
Expected return on plan asset	(0)
Expenses to be recognized in P&L	11,318

#### 1.3 (b): Other comprehensive (income) / expenses (Remeasurement)

Period	From: 01-04-2021 To: 31-03-2022
Cumulative unrecognized actuarial (gain)/loss opening. B/F	0

#### 1.3 (c): Net Interest Cost

Period	From: 01-04-2021 To: 31-03-2022
Interest cost on defined benefit obligation	0
Interest income on plan assets	0
Net interest cost (Income)	0

## SHRADDHA PRIME PROJECTS LIMITED

### 2.1: Summary of membership data at the date of valuation and statistics based thereon:

Period	As on: 31-03-2022
Number of employees	1
Total monthly salary	45,000
Average Past Service(Years)	0.7
Average Future Service (yrs)	27.1
Average Age(Years)	30.9
Weighted average duration (based on discounted cash flows) in years	27
Average monthly salary	45,000
Expected Future Service taking into account Decrements (Years)	15

### 2.2: Actuarial assumptions provided by the company and employed for the calculations are

Discount rate	7.25 % per annum
Salary Growth Rate	5.00 % per annum
Mortality	IALM 2012-14
Withdrawal rate (Per Annum)	5.00% p.a.

### 2.3: Benefits valued:

Normal Retirement Age	58 Years
Salary	Last drawn qualifying salary
Vesting Period	5 Years of service
Benefits on Normal Retirement	$15/26 * \text{Salary} * \text{Past Service (yr)}$ .
Benefit on early exit due to death and disability	As above except that no vesting conditions apply
Limit	2000000.00

### 2.4: Current Liability (\*Expected payout in next year as per schedule III of the Companies Act, 2013) :

Period	As on: 31-03-2022
Current Liability (Short Term)*	38
Non Current Liability (Long Term)	11,280
Total Liability	11,318

### 2.5: Effect of plan on entity's future cash flows

#### 2.5 (a): Funding arrangements and funding policy

Not Applicable

#### 2.5 (b): Expected contribution during the next annual reporting period

The Company's best estimate of Contribution during the next year	17,029
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#### 2.5 (c): Maturity profile of defined benefit obligation: Weighted Average

Weighted average duration (based on discounted cash flows) in years	27
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## SHRADDHA PRIME PROJECTS LIMITED

### 2.5 (d): Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations.

01 Apr 2022 to 31 Mar 2023	38
01 Apr 2023 to 31 Mar 2024	2
01 Apr 2024 to 31 Mar 2025	2
01 Apr 2025 to 31 Mar 2026	2
01 Apr 2026 to 31 Mar 2027	152
01 Apr 2027 Onwards	11,122

### 2.6: Projection for next period:

Best estimate for contribution during next Period	17,029
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2.7: Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Period	As on: 31-03-2022
Defined Benefit Obligation (Base)	11,318 @ Salary Increase Rate : 5%, and discount rate :7.25%
Liability with x% increase in Discount Rate	10,068; x=1.00% [Change (11)% ]
Liability with x% decrease in Discount Rate	12,837; x=1.00% [Change 13% ]
Liability with x% increase in Salary Growth Rate	12,857; x=1.00% [Change 14% ]
Liability with x% decrease in Salary Growth Rate	10,033; x=1.00% [Change (11)% ]
Liability with x% increase in Withdrawal Rate	11,145; x=1.00% [Change (2)% ]
Liability with x% decrease in Withdrawal Rate	11,421; x=1.00% [Change 1% ]

### Note 24 : Financial Instruments

Fair Value Measurement Hierarchy

As at March 31, 2022

Particulars	Carrying amount				Fair Value Measurement Hierarchy			
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Investments	-	-	-	-	-	-	-	-
Trade Receivables	-	-	-	-	-	-	-	-
Cash and Cash Equivalents	-	-	232,638	232,638	-	-	232,638	232,638
Bank Balance other than (iii) above	-	-	-	-	-	-	-	-
Loans and Advances	-	-	116,966,687	116,966,687	-	-	116,966,687	116,966,687
Other Financial Assets	-	-	-	-	-	-	-	-
<b>Total Financial Assets</b>	-	-	<b>117,199,326</b>	<b>117,199,326</b>	-	-	<b>117,199,326</b>	<b>117,199,326</b>



## SHRADDHA PRIME PROJECTS LIMITED

Financial Liabilities								
Non-Current Borrowings	-	-	-	-	-	-	-	-
Current Borrowings	-	-	-	-	-	-	-	-
Trade Payables	-	-	2,126,874	2,126,874	-	-	2,126,874	2,126,874
Other Financial Liabilities	-	-	202,413,000	202,413,000	-	-	202,413,000	202,413,000
<b>Total Financial Liabilities</b>	-	-	<b>204,539,874</b>	<b>204,539,874</b>	-	-	<b>204,539,874</b>	<b>204,539,874</b>

As at March 31, 2021

Particulars	Carrying amount				Fair Value Measurement Hierarchy			
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Investments	-	-	-	-	-	-	-	-
Trade Receivables	-	-	60,181	60,181	-	-	60,181	60,181
Cash and Cash Equivalents	-	-	483,352	483,352	-	-	483,352	483,352
Bank Balance other than (iii) above	-	-	10,415,633	10,415,633	-	-	10,415,633	10,415,633
Loans and Advances	-	-	-	-	-	-	-	-
Other Financial Assets	-	-	-	-	-	-	-	-
<b>Total Financial Assets</b>	-	-	<b>10,959,166</b>	<b>10,959,166</b>	-	-	<b>10,959,166</b>	<b>10,959,166</b>
Financial Liabilities								
Non-Current Borrowings	-	-	-	-	-	-	-	-
Current Borrowings	-	-	-	-	-	-	-	-
Trade Payables	-	-	52,994	52,994	-	-	52,994	52,994
Other Financial Liabilities	-	-	157,800	157,800	-	-	157,800	157,800
<b>Total Financial Liabilities</b>	-	-	<b>210,794</b>	<b>210,794</b>	-	-	<b>210,794</b>	<b>210,794</b>

The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below:

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities;

**Level 2:** Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

**Level 3:** Inputs based on unobservable market data.

## SHRADDHA PRIME PROJECTS LIMITED

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### Valuation Methodology :

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

- a) Fair valuation of Financial Assets and Liabilities with short-term maturities is considered as approximate to respective carrying amount due to the Short Term maturities of these Instrument.
- b) The fair value is determined by using the valuation model/technique with observable inputs and assumptions.
- c) The fair value of Forward Foreign Exchange contracts is determined using observable forward exchange rates and yield curves at the balance sheet date.
- d) All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.
- e) The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

### Note 25

#### Financial Risk Management

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

#### Interest rate risk

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

#### Credit risk

Credit Risk is the risk that a customer or counterparty to a Financial Instrument fails to perform or pay the amounts due causing financial loss to the Company. Credit Risk arises from Company's outstanding receivables from Customers.

The Company's exposure to Credit Risk is influenced mainly by the individual characteristics of each Customer. Credit Risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of the Customers, to whom the Company grants credit in accordance with the terms and conditions and in ordinary course of its business.

The Company monitors each Loan and advance given and makes any specific provision, as and when required.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of Trade Receivables and Loans and Advances.

#### Liquidity risk

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

Particulars	March 31, 2022	March 31, 2021
Cash and Cash Equivalents	232,638	483,352
Bank Balance other than above	-	10,415,633
<b>Total</b>	<b>232,638</b>	<b>10,898,985</b>

## SHRADDHA PRIME PROJECTS LIMITED

### Capital Risk Management

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

Particulars	March 31, 2022	March 31, 2021
Net Financials Debt	202,413,000	-
Total Equity	8,560,475	11,654,448

The Company's has total owned funds of Rs.85,60,475 (PY Rs.1,16,54,448) with financials debt of Rs.20,24,13,000. This financials debt is obtained to meet the business interest and any capital risk, it may face in future. Further, This financials debt is raised from the new promoter of the company and it is for the benefit of the company.

### Foreign Currency Risk

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

### Note 26

Since the tax expenses for the year ended 31.03.2022 is NIL (PY is NIL) and there are no deferred tax assets / liability, effective tax rate reconciliation has not been furnished.

### Note 27 : Segment Reporting

Segment Information is presented in respect of the Company's key operating segments. The operating segments are based on the Company's Management and Internal Reporting Structure.

The Company's Managing Director has been identified as the Chief Operating Decision Maker ('CODM'), since he is responsible for all major decisions with respect to the preparation and execution of Business Plan, preparation of Budget, Planning, alliance, Joint Venture, Merger and Acquisition, and expansion of any new facility.

Board of Directors review the operating results of its new Line of Segment i.e. "Construction of Residential Complex/Dwellings" business at Company level to assess its performance. Accordingly, there is only one reportable segment for the Company which is "Construction of Residential Complex/Dwellings" after the change of management. Further, a disclosure have been provided in Note 16.1 and 16.2 of Revenue from operation regarding the discontinued operations. Hence, no specific disclosures have been made for the new line of business which is "Construction of Residential Complex/Dwellings" after the change of management as it is the only segment.

### Note 28 : Corporate Social Responsibility Expenditure (CSR)

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

### Note 29 : Contingent Liabilities & Capital Commitments:

Particulars	March 31, 2022	March 31, 2021
Contingent Liabilities & Capital Commitments not provided	-	-
Estimated amount of Committed Contracts (Net of Advances)	-	-

## SHRADDHA PRIME PROJECTS LIMITED

### Note 30 : Disclosure of Related Parties

Names of related parties and description of relationship :

Sr. No.	Name	Relation
1	Sudhir Mehta	Managing Director
2	Omprakash Bansal	Managing Director
3	Somesh Bansal	CFO
4	S J Bansal	Whole Time Director
5	Krati Patel	Company Secretary
6	Avni Chouhan	Company Secretary
7	Mital Mehta	Spouse of Managing Director
8	Bansal Instruments	Director is having a significant control/influence
9	Padmagriha Heights	Director is having a significant control/influence
10	Shraddha Landmark Private Limited	Director is Director

### Transactions with related parties for the year ended March 31, 2022

Sr. No.	Particulars	2021-22	2020-21
1	<b>Rent</b>		
	Somesh Bansal	36,000	101,000
	Mital Mehta	360,000	-
		<b>396,000</b>	101,000
2	<b>Salary</b>		
	Omprakash Bansal	150,000	540,000
	S J Bansal	150,000	540,000
	Krati Patel	405,000	-
	Avni Chouhan	80,000	226,600
	Somesh Bansal	-	450,000
		<b>785,000</b>	<b>1,756,600</b>
3	<b>Loan Taken</b>		
	Sudhir Mehta	214,113,000	-
	Omprakash Bansal	5,000	-
	Somesh Bansal	5,000	-
		<b>214,123,000</b>	-
4	<b>Loan Repaid</b>		
	Sudhir Mehta	11,700,000	-
	Omprakash Bansal	5,000	-
	Somesh Bansal	5,000	-
		<b>11,710,000</b>	-
5	<b>Advance given</b>		
	Shraddha Landmark Private Limited	10,500,000	-
	Padmagriha Heights	33,372,605	-
		<b>43,872,605</b>	-
6	<b>Sale of Goods</b>		
	Bansal Instruments	658,760	-
		<b>658,760</b>	-

## SHRADDHA PRIME PROJECTS LIMITED

### Note 31 : Ratio Analysis

	Ratio Analysis	Numerator	Denominator	31-Mar-22	31-Mar-21
1	<b>Current Ratio</b>	<b>Current Assets</b>	<b>Current Liabilities</b>	90.99	52.80
2	<b>Debt Equity Ratio</b>	<b>Total Liabilities</b> Total Outside Liabilities	<b>Sharholder's Equity</b> Total Shareholders Equity	23.65	-
3	<b>Debt Service Coverage Ratio</b>	<b>Net Operating Income</b>	<b>Debt Service</b>		
		Net Profit after tax + non-cash operating expenses like depreciation and other amortizations + Finance Cost + other adjustments like loss on sale of fixed assets, etc.	Current Debt Obligation (Interst + Installments)	(0.02)	-
4	<b>Return on Equity Ratio</b>	<b>Profit for the period</b>	<b>Avg. Shareholders Equity</b>		
		Net Profit after taxes - preference dividend (if any)	(Beginning shareholders' equity + Ending shareholders' equity) ÷ 2	(0.68)	(0.55)
5	<b>Inventory Turnover Ratio</b>	<b>Cost of Goods sold</b>	<b>Average Inventory</b>		
		(Opening Stock + Purchases) – Closing Stock	(Opening Stock + Closing Stock)/2	-	-
6	<b>Trade Receivables Turnover Ratio</b>	<b>Net Credit Sales</b>	<b>Average Trade Receivables</b>		
		Cerdit Sales	(Beginning Trade Receivables + Ending Trade Receivables) / 2	23.17	2.61
7	<b>Trade Payables Turnover Ratio</b>	<b>Total Purchases</b>	<b>Average Trade Payables</b>		
		Annual Net Credit Purchases	(Beginning Trade Payables + Ending Trade Payables) / 2	0.58	0.63
8	<b>Net Capital Turnover Ratio</b>	<b>Net Sales</b>	<b>Average Working Capital</b>		
		Total Sales - Sales Return	Current Assets - Current Liabilities	0.00	0.04
9	<b>Net Profit Ratio</b>	<b>Net Profit</b>	<b>Net Sales</b>		
		Profit After Tax	Sales	(4.44)	(5.93)
10	<b>Return on Capital employed</b>	<b>EBIT</b>	<b>Capital Employed</b>		
		Profit before Interest and Taxes	Total Assets - Current Liabilities	(0.36)	(0.22)
11	<b>Return on Investment</b>	<b>Return/Profit/Earnings</b>	<b>Investment</b>	(0.31)	(0.19)

## SHRADDHA PRIME PROJECTS LIMITED

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### Note 32

It is to be noted that the company have entered into partnership agreement in accordance with Indian Partnership Act, 1932 in Shree Krishna Rahul Developers, Padhmagriha Heights and Shree Mangesh Constructions after the Balance Sheet date i.e. March 31, 2022.

### Note 33

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

Notes 1 to 33 are integral part of these Financial Statements

As per our report of even date  
**For Vishwas & Associates**  
**Chartered Accountants**  
**FRN:- 143500W**

**For & On Behalf of the Board**

**Vishwas Kalal**  
**(Proprietor)**

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

**Rajesh Mehta**  
**(Director)**  
**DIN : 02982220**

**Neha Chhatbar**  
**(Company Secretary)**

**Dhruv Mehta**  
**(CFO)**

**Place:- Mumbai**  
**Date:-26.05.2022**

**Place:- Mumbai**  
**Date:- 26.05.2022**



