



Ref: SSFL/Stock Exchange/2023-24/050

Date: July 07, 2023

To
BSE Limited,
Department of Corporate Services
P. J. Towers, 25th Floor,
Dalal Street,
Mumbai - 400001

To
National Stock Exchange of India Limited,
Listing Department
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai - 400051

Dear Sir/Madam,

Sub: Newspaper Publication of information regarding Twentieth (20th) Annual General Meeting ("AGM") of the Company to be held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

Ref: Regulation 30 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Pursuant to Regulation 30 and 47 of the Listing Regulations and in compliance with various circulars issued by the Ministry of Corporate Affairs and SEBI, we hereby inform that the 20th AGM of Spandana Sphoorty Financial Limited ('the Company') is scheduled to be held on Tuesday, August 01, 2023, at 03:30 p.m. IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). Please find enclosed herewith copies of the newspaper advertisement published today i.e., July 07, 2023, in Financial Express and Nava Telangana, intimating the Members of the Company regarding the AGM. The Notice of the AGM of the Company and the Annual Report for the financial year 2022-23 will be sent in due course only in electronic mode to all the shareholders whose email addresses are registered with the Company/Registrar and Transfer Agent/Depository Participants. These documents would also be available on the Company's website at <https://spandanasphoorty.com/investors.php>.

Kindly take the same on record.

Thanking You,

Yours Sincerely,

For Spandana Sphoorty Financial Limited

Ramesh

Periasamy

Ramesh Periasamy

Company Secretary and Chief Compliance Officer

Digitally signed by Ramesh
Periasamy
Date: 2023.07.07 11:16:42
+05'30'

Encl: as above

Spandana Sphoorty Financial Limited

CIN - L65929TG2003PLC040648

Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City,

TSIC, Raidurg Panmaktha, Hyderabad - 500081, Telangana

Ph: +9140-45474750 | contact@spandanasphoorty.com | www.spandanasphoorty.com

SPANDANA SPOHOITY FINANCIAL LIMITED
CIN: L65929TG2003PLC06648
Registered Office: Galaxy, Wing B, 16th Floor, Plot No. 1, Sy.No.83/1, Hyderabad Knowledge City, TS/IC, Raidurg Panmaktha, Hyderabad, Ranga Reddy, Telangana-500081. Phone: +9140-45474750
E-mail: secretarial@spandanaspohorty.com Website: www.spandanaspohorty.com

NOTICE OF THE 20TH ANNUAL GENERAL MEETING

It is hereby given that the 20th Annual General Meeting (AGM) of the Members of Spandana Spohorty Financial Limited (the "Company") is scheduled to be held on Tuesday, August 01, 2023 at 03:30 P.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance of Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No.21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10 & 11/2022 dated December 28, 2022 ("MCA circulars") issued by the Ministry of Corporate Affairs issued from time to time and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 05, 2023 ("SEBI Circulars") (MCA Circulars and SEBI Circulars collectively referred as "Circulars"), to transact the businesses as set out in the Notice of the AGM.

In compliance with the said Circulars, the Notice of the AGM along with the Annual Report for FY 2022-23 (Annual Report) will be sent in due course only through electronic mode to those Members whose email ids are registered with the Company/ Registrar and Transfer agent (RTA) and Depository Participants (DP). The Notice of the AGM and Annual Report will also be made available on the Company's website at www.spandanaspohorty.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Company is providing the remote e-Voting facility before the AGM and e-Voting facility at the AGM to its Members to exercise their right to vote on all the resolutions as set out in the Notice and proposed to be transacted at the AGM by electronic means. The facility of casting votes will be provided by Kfin Technologies Limited (Kfin).

For Spandana Spohorty Financial Limited
Place: Hyderabad
Date: July 07, 2023
Ramesh Periasamy
Company Secretary and Chief Compliance Officer

Persistent Systems Limited
CIN: L73300PN1990PLC056696
Regd. Office : 'Bhageerath', 402 Senapati Bapat Road, Pune 411 016
Ph. No.: +91 (20) 6703 0000; Fax: +91 (20) 6703 0008
E-mail: investors@persistent.com; Website: www.persistent.com

Addendum to the NOTICE of the THIRTY-THIRD Annual General Meeting of the Members of Persistent Systems Limited to be held on Tuesday, July 18, 2023, at 1600 Hrs. (India Time) at Persistent Systems Limited, Senapati Bapat Road, Pune 411016, Bhageerath', 402 Video Conferencing (VC)/Other Audio-Visual Means (OAVM)

Dear Shareholder,
Persistent Systems Limited (the "Company") has issued a notice dated June 6, 2023 ("Notice of the AGM") for convening the THIRTY-THIRD Annual General Meeting of the Members of the Company on Tuesday, July 18, 2023, at 1600 Hrs. (India Time) at Persistent Systems Limited, Bhageerath', 402 Senapati Bapat Road, Pune 411 016, India, in-Person or through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) at the Members' best convenience. The Notice of the AGM has been dispatched to the Members on June 21, 2023, in due compliance with the provisions of the Companies Act, 2013 read with the relevant rules made thereunder.

Item Nos. 6, 7, 8, and 9 of the Special Businesses from the Notice of the AGM pertain to seeking approval of the Members for the amendments in the 'Persistent Employee Stock Option Scheme 2014' ("PESOS 2014") and 'Persistent Systems Limited - Employee Stock Option Plan 2017' ("ESOP 2017"). In the Explanatory Statement of Notice of the AGM, 'Point No (d) Requirements of vesting and period of vesting' provides the vesting criterion approved by the Committee and Board for the fresh pool of Options under these Schemes.

However, Members may note that for greater alignment with the Members' interests and to bring more clarity on the vesting criteria under both these schemes, the Committee and Board on July 5, 2023, considered it more appropriate to revise the original disclosure provided in the Explanatory Statement to Item Nos. 6, 7, 8, and 9, by way of an amendment to the Notice of the AGM through this 'Addendum to the Notice of the AGM' ("Addendum").

The key revisions are as under:

(1) In respect of PESOS 2014, making the percentage of performance-based vesting to 100% (as compared to 50% time-based and 50% performance-based proposed earlier); and

(2) defining the specific Company's Performance-based criteria for both schemes.

The details of the revision form part of this Addendum and the Members are requested to kindly take note of the same.

This Addendum shall form an integral part of the Notice of the AGM which has already been circulated to the Members of the Company and on and from the date hereof, the Notice of the AGM shall always be read in conjunction with this Addendum. This Addendum will also be available on the website of the Company (www.bseindia.com), the National Stock Exchange of India Ltd. (www.nseindia.com) and on the website of the Company at <https://www.persistent.com/wp-content/uploads/2023/07/Addendum-to-the-AGM-Notice-2023.pdf>

All other contents of the Notice of the AGM including the Special Resolutions as proposed in Item Nos. 6, 7, 8, and 9 save and except as modified or supplemented by this Addendum, shall remain unchanged.

Addendum to the Explanatory Statement for Item Nos. 6, 7, 8, and 9 of the Notice of the AGM

As a change to the information under 'Point No. (d) of the Explanatory Statement for Item Nos. 6, 7, 8, and 9 of the Special Businesses, on Page No. 22 of the Notice of the AGM regarding the Vesting Criterion approved by the Committee and Board for the fresh pool of Options under the Features of the PESOS 2014 and ESOP 2017, the explanation on Point No. (d) shall be substituted as under:

Existing Disclosure under Point No. (d) Requirements of vesting and period of vesting

In addition to this, the Committee may also specify certain performance parameters, detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest.

Currently, the Vesting Criteria approved by the Committee and Board for the fresh pool of Options under both Schemes are as below:

- 50% of the Options granted shall have time-based vesting; and
- 50% of the Options granted shall have performance-based vesting

The attainment of performance parameters would be a mandatory condition for the vesting of Options under both Schemes as determined by the Committee from time to time. The Performance parameters will include revenue growth, earnings growth, individual performance, etc. The Committee may vary the weightages depending on business requirements.

Amended Disclosure under Point No. (d) Requirements of vesting and period of vesting

In addition to this, the Committee and the Board have specified the following vesting criteria for the fresh pool of options under PESOS 2014:

- 100% of the options granted under PESOS 2014 shall have performance-based vesting;
- As regards the Company's Performance Based Criteria:
 - The revenue growth of the Company is at least 12% per annum based on the immediately preceding financial year for any vesting; and
 - The EPS growth of the Company is at least 12% per annum based on the immediately preceding financial year for any vesting;
- In addition to the above performance criteria for the Company, the individual performance of the eligible employee will also be considered.

Whereas, the Committee and the Board have specified the following vesting criteria for the fresh pool of options under ESOP 2017:

- 50% of the options granted under ESOP 2017 shall have time-based vesting;
- 50% of the options granted under ESOP 2017 shall have performance-based vesting as regards the Company's Performance Based Criteria:
 - The Revenue growth of the Company is at least 12% per annum based on the immediately preceding financial year for any vesting;
 - The EPS growth of the Company is at least 12% per annum based on the immediately preceding financial year for any vesting; and
 - The individual performance of the eligible employee will also be considered.

Accordingly, the revised vesting criteria for PESOS 2014 and ESOP 2017 are summarized in the below table:

	PESOS 2014	ESOP 2017
Grant/Exercise Price	Equal to the face value of shares i.e., INR 10 per Option	Equal to the value being at a discount of 15% (fifteen percent) from the Market Price (as defined in the SEBI SBEBS Regulations) within the meaning of the plan
Time-based vesting	0%	50%
Performance-based vesting	100%	50%
Revenue Growth Threshold	At least 12% per annum	At least 12% per annum
EPS Growth Threshold	At least 12% per annum	At least 12% per annum
Individual Performance Criteria	Applicable	Applicable

Consent of the members is being sought by way of special resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and as per Regulations 6 and 7 of the SEBI SBEBS Regulations.

The details relating to the other proposals in the AGM Notice are unchanged.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in this resolution, except to the extent they may be lawfully granted options under PESOS 2014.

The Board of Directors recommends the resolutions at Item Nos. 6, 7, 8, and 9 for the approval of the Members as Special Resolutions.

In light of the above, you are requested to accord your approval to the Special Resolutions as set out in Item Nos. 6, 7, 8, and 9 of the Notice of the AGM.

By the order of the Board of Directors
For Persistent Systems Limited
Amir Atre
Place : Pune
Date : July 6, 2023
Company Secretary
ICSI Membership No.: ACS 20507

This is only an advertisement for information purposes only and it is not for publication, distribution or release directly or indirectly outside India. This is not an announcement for an offer document. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated June 30, 2023 (the "Letter of Offer" or "LOF") filed with the BSE Limited ("BSE" / "Stock Exchange") and the Securities and Exchange Board of India ("SEBI").



Please scan this QR code to view the Letter of Offer



SHRADDHA PRIME PROJECTS LTD
CONSTRUCTING VALUE

SHRADDHA PRIME PROJECTS LIMITED (FORMERLY KNOWN AS TOWA SOKKI LIMITED)

Our Company was originally incorporated on March 10, 1993 as a public limited company with the name "Towa Sokki Limited" under the erstwhile Companies Act, 1956, and were granted the certificate of incorporation by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Subsequently, the equity shares of our Company were listed on the BSE Limited on June 3, 1996. In year 2021, pursuant to the acquisition of control under the Share Purchase Agreement dated February 17, 2021 and the open offer by the SEBI Takeover Regulations, Mr. Sudhir Balu Mehta, belonging to Shraddha Group, acquired the control of our Company. Subsequently, on July 19, 2021 the name of our Company was changed to "Shraddha Prime Projects Limited" and our Company by way of special resolution dated August 25, 2021 changed our registered office from the state of Gujarat to state of Maharashtra and the same was approved by an order of Regional Director, RoC Mumbai. For further information, please refer the chapter "General Information" on page 44 of the Letter of Offer ("LOF").

Registered Office: A-309, Kanara Business Centre SH Limited, Link Road, Laxmi Nagar, Ghatkopar (East), Mumbai - 400 075. Contact Person: Mrs. Neha Bharat Chhatbar, Company Secretary & Compliance Officer; Tel: 022 21646000; E-mail: shraddhaprimeprojects@gmail.com; Website: www.shraddhaprimeprojects.in

OUR PROMOTER: MR. SUDHIR BALU MEHTA

FOR PRIVATE CIRCULATION TO ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ONLY

RIGHTS ISSUE OF UP TO 16,625,020 EQUITY SHARES WITH A FACE VALUE OF ₹10/- EACH ("RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹30 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹20 PER RIGHTS EQUITY SHARE) FOR AN AMOUNT AGGREGATING UP TO ₹4,987.50 LAKHS ON RIGHTS BASIS IN THE RATIO OF 365 RIGHTS EQUITY SHARES FOR EVERY 100 FULLY PAID-UP EQUITY SHARES HELD BY THE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. MONDAY, JULY 3, 2023. THE ISSUE PRICE IS THREE TIMES OF THE FACE VALUE OF THE RIGHTS EQUITY SHARES.

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY

ISSUE OPENS ON:
MONDAY,
JULY 10, 2023

LAST DATE FOR ON
MARKET RENUNCIATION*
WEDNESDAY, JULY 19, 2023

ISSUE CLOSES ON**
MONDAY,
JULY 24, 2023

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.
**Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

ASBA*

Simple, Safe, Smart way of making an application - Make use of it!!!

*Applications supported by blocked amounts (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

Facilities for Application in the Issue

(i) ASBA Facility;

In accordance with Regulation 77A of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details refer to "Terms of the Issue - Process of making an application in the Issue" on page 166 of the LOF.

Please note that subject to SCBSs complying with the requirements of SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCBSs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCBSs on their own account using ASBA facility, each such SCBS should have a separate account in its own name with any other SEBI registered SCBS(s). Such account shall be used solely for the purpose of making an Application in this issue and clear demarcated funds should be available in such account for such an Application.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense escrow account (namely, "SHRADDHA PRIME PROJECTS LIMITED (AIFED)") opened by our Company, for the Resident Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Resident Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings. Resident/eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e. Monday, July 3, 2023 are requested to provide relevant details (such as copies of self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares) not later than two Working Days prior to the Issue Closing Date, in their demat to be eligible to apply for this Issue. Such Resident Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

In accordance with the SEBI Rights Issue Circulars, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE INVESTORS TO THE RIGHTS EQUITY SHARES AND INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, PLEASE SEE THE SECTION ENTITLED "TERMS OF THE ISSUE - PROCESS OF MAKING AN APPLICATION IN THE ISSUE" ON PAGE 166 OF THE LETTER OF OFFER.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): An investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCBSs, prior to making the Application. Investors desiring to make an Application in the Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCBS or online/electronic Application through the website of the respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCBS, via the electronic mode, for blocking funds in the ASBA account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of Banks which have been recognised by SEBI to act as SCBS for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=RecognisedFI=yes&intmid=34>.

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THE ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE "TERMS OF THE ISSUE - ALLOTMENT ADVICE OR REFUND/UNBLOCKING OF ASBA ACCOUNTS" BEGINNING ON PAGE 181 OF THE LETTER OF OFFER.

APPLICATION ON PLAIN PAPER: An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCBS for authorising such SCBS to block Application Money in the said bank account maintained with the same SCBS. Applications on plain paper will not be accepted from any address outside India. Alternatively, Eligible Equity Shareholders may also use the Application Form available online on the websites of our Company, the Registrar to the Issue, the Stock Exchange to provide requisite details.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCBS before the Issue Closing Date and should contain the following particulars:

- Name of our Issuer; • Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); • Registered Folio Number/ DP and Client ID No.; • Number of Equity Shares held as on Record Date; • Allotment option preferred - only Demat form; • Number of Rights Equity Shares entitled to; • Number of Rights Equity Shares applied for; • Number of Additional Rights Equity Shares applied for, if any; • Total number of Rights Equity Shares applied for within the Right Entitlements; • Total amount paid at the rate of ₹30 per Rights Equity Share; • Details of the ASBA Account such as the account number, name, address and branch of the relevant SCBS; • In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCBS with which the account is maintained; • Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN for the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants; • Authorisation to the Designated Branch of the SCBS to block an amount equivalent to the Application Money in the ASBA Account; • Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCBS); • Additionally, all such Applicants are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"); I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in, or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who, the Registrar or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/ We not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

OVERSEAS SHAREHOLDERS: Our Company will dispatch this Letter of Offer, the Abridged Letter of Offer, Rights Entitlement Letter and Application Form (the "Offering Materials") to such Shareholders who have provided an address in India for the service

REGISTRAR TO THE ISSUE

RCMC

RCMC First Floor, Okhla Industrial Area, Phase II, New Delhi-110020. Tel No.: 011 35020465/66; Mobile No.: 8527695125
Website: www.rcmcdelhi.com; E-mail ID: investor.services@rcmcdelhi.com; Contact Person: Ravinder Dua
SEBI Registration No: INR00000429

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mrs. Neha Bharat Chhatbar
A-309, Kanara Business Centre Premises CS Limited, Link Road, Laxmi Nagar, Ghatkopar (East), Mumbai - 400 075.
E-mail: shraddhaprimeprojects@gmail.com; Tel. No.: 022 21646000

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-issue or post-issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCBS, giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/first holder, folio number or demat account, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCBS where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see "Terms of the Issue" beginning on page 166 of the Letter of Offer.

For SHRADDHA PRIME PROJECTS LIMITED
On behalf of the Board of Directors

Sd/-
Neha Bharat Chhatbar
Company Secretary and Compliance Officer

Place: Mumbai
Date: July 06, 2023

SHRADDHA PRIME PROJECTS LIMITED is proposing, subject to market conditions and other considerations, to make a rights issue of its Equity Shares, and has filed the Letter of Offer with BSE Limited and the Securities and Exchange Board of India on July 06, 2023. The LOF is available on the website of SEBI at www.sebi.gov.in, the websites of the Stock Exchange at www.bseindia.com, the Company's website at www.shraddhaprimeprojects.in and the website of the Registrar at www.rcmcdelhi.com. Potential investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the LOF, including the section titled "Risk Factors" beginning on Page 25 of the LOF, for details on the nature of the investment. This announcement does not constitute an offer or sale of securities in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the U.S. Securities Act, or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and that will contain detailed information about the Company and management, as well as financial statements. However, no public offering of securities is being made in the United States.

