

SHRIRAM PROPERTIES LIMITED

CIN: L72200TN2000PLC044560

Registered Office: Lakshmi Neela Rite Choice Chamber, New No.9, Bazullah Road, T.Nagar, Chennai - 600017

Corporate Office: Shriram House, No.31, 2nd Main, T. Chowdaiah Road, Sadashivnagar, Bengaluru-560080.

Tel: 044-40014410 e-mail: cs.spl@shriramproperties.com

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given to the shareholders ("**Members**") of Shriram Properties Limited ("**Company**") that the 22nd (Twenty-Second) Annual General Meeting ("**AGM**"), will be held on Wednesday, September 28, 2022 at 11.00 A.M through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following business. This will be the first AGM of the Company after Initial Public Offer.

ORDINARY BUSINESS

1. TO APPROVE AND ADOPT THE AUDITED ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT :

- The Standalone Financial Statements of the Company which include the Audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditors thereon.
- The Consolidated Financial Statements of the Company which include the Audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Statutory Auditors thereon.

be and are hereby approved and adopted."

2. TO APPOINT A DIRECTOR IN THE PLACE OF MR. RAPHAEL DAWSON, WHO RETIRES BY ROTATION

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 152 and other applicable provisions of the Companies Act 2013 and Articles of Association of the Company, Mr. Raphael Dawson (DIN: 02108012) Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

3. TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITORS

To consider 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 Section 148 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, including any modifications (s)/amendment (s) or re-enactment thereof and of any other law for the time being in force, the consent of the members of the Company be and is hereby accorded for the payment of remuneration not exceeding ₹ 3,00,000/- (Rupees Three Lakhs only) plus reimbursement of out-of-pocket expenses and taxes in connection with the cost audit as may be applicable from time to time to M/s. SBK & Associates, Cost Accountants (Registration No: 000342), the Cost Auditors of the Company for the financial year 2022-2023.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters and to execute all such documents as may be required to give effect to aforesaid Resolution."

4. TO APPROVE THE REMUNERATION/COMMISSION PAYABLE TO THE INDEPENDENT DIRECTORS

To consider 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 149, 197 and 198 of the Companies Act, 2013 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (hereinafter referred as 'Act') and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), subject to the provisions of Articles of Association of the Company, and subject to any approvals, permissions of any / various authority(ies) as may be required, and pursuant to the recommendation

of Nomination and Remuneration Committee (“NRC”), and the Board of Directors (“Board”) of Shriram Properties Limited (“Company”), the approval of the shareholders be and is hereby accorded to pay the remuneration/commission to each Independent Director of the Company as detailed below in accordance with Sections 197, 198 read with Schedule V of the Act.

RESOLVED FURTHER THAT approval of the shareholders is hereby accorded for the payment of remuneration/commission payable of ₹10,00,000/- (Rupees Ten Lakhs only) to each of the Independent Director of the Company for the Financial Year 2021-22, as set out below:

	Position	Remuneration
1.	T.S. Vijayan	₹ 10 lakhs
2.	K.G. Krishnamurthy	₹ 10 lakhs
3.	Anita Kapur	₹ 10 lakhs
4.	R. Vaidyanathan	₹ 10 lakhs

RESOLVED FURTHER THAT the amount of total compensation to be paid to the Independent Director shall be exclusive of sitting fees paid to each Independent Director for every Board and Committee Meeting.

RESOLVED FURTHER THAT the Board and the NRC be and are hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, within the overall limits as set out herein, in accordance with applicable laws, and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein to give effect to the aforesaid resolutions, in accordance with applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, Mr. M. Murali, Chairman and Managing Director be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

5. TO APPROVE THE PROPOSED MATERIAL RELATED PARTY TRANSACTIONS LISTED UNDER ANNEXURE - I OF THE EXPLANATORY STATEMENT TO THIS NOTICE WITH BENGAL SHRIRAM HITECH CITY PRIVATE LIMITED (“BSHCPL”) FOR THE DURATION MENTIONED THEREIN.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the other applicable provisions, of the Companies Act, 2013, if any, read with the Rules made thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the members hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall

be deemed to include any Committee constituted/empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution):

To carry out related party transactions listed in Annexure 1 of the notice and explanatory statement attached hereto in accordance with Section 102 of the Act (“Annexure 1”) for the duration mentioned therein, each of which are in the ordinary course of business, on an arm’s length basis and are repetitive in nature and include (i) the Company, acting as borrower/ co-borrower/ corporate guarantor for / with the subsidiary(ies) listed in Annexure 1 and vice versa, (ii) the Company granting loans to the subsidiaries listed in Annexure 1 and charging of interest thereon; (iii) the Company taking of loans and paying of interest thereof; (iv) charging of overheads and other related transactions; (v) providing of guarantee, non-disposal undertaking, pledge of shares/investments, shortfall/cost over-run undertaking; subordination of revenues, loans and advances, development management fees and any other receivables; and/or (vi) replacement of existing loans, guarantees or undertakings or other arrangement (vii) availing security for the loan obtained by the Company as borrower/ co-borrower/ corporate guarantor all as part of any new financing or refinancing transactions as well as their renewal or modification thereof with the same or any new lenders, whether in an individual transaction or multiple transactions during the period mentioned in Annexure 1, strictly within the limit (s) described therein, and to modify the same subject to compliance with the policy on materiality of related parties of the Company, and to carry out all activities and actions required in connection with such transactions in the ordinary course of business and on an arm’s length basis within the limits and to the subsidiaries listed in Annexure 1.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize, execute, modify and amend all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have been approved thereto expressly by the authority of this resolution.”

By order of the Board of Directors
Shriram Properties Limited

D. Srinivasan

Company Secretary

F5550

Date: August 12, 2022

Place: Bengaluru

Notes:

1. Pursuant to General Circular 2/2022 dated May 05, 2022 read with General Circular No. 20/2021 dated December 08, 2021 General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 39/2020 dated December 31, 2020 (in continuation of Circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, issued in view of the Covid-19 pandemic permitted the holding of AGM's through VC or OAVM without the physical presence of Members at a common venue.
2. In compliance with the provisions of the Act, Listing Regulations and MCA Circulars, the 22nd AGM of the Company is being held through VC / OAVM on September 28, 2022 at 11:00 AM. The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at Lakshmi Neela Rite Choice Chamber, New No.9, Bazullah Road, T.Nagar, Chennai - 600017.
3. In terms of the Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, additional information on Directors seeking appointment/ re-appointment is provided separately.
4. A Statement pursuant to the provisions of Section 102(1) of the Act relating to the special business to be transacted in the AGM is annexed to and forms part of this Notice.
5. GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE ABOVE REFERRED CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR THE APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
6. Since the AGM is being held through VC/OAVM, the Route Map is not attached to this Notice.
7. Voting through electronic means and participation at the Annual General Meeting.
8. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, listed companies are required to provide Members with the facility to exercise their votes at general meetings through electronic means. The Company has availed the services of National Securities Depository Limited ("NSDL") for providing the necessary remote e-Voting platform to the Members of the Company.
9. In compliance with the MCA Circular and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/ P/2022/6 dated May 13, 2022 Members may note that the Notice of the AGM along with the Annual Report 2022 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Depository Participants. Members may note that the Notice and Annual Report 2022 will be available on the Company's website www.shriramproperties.com, Websites of Stock Exchanges i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (<https://www.nseindia.com/>). website of agency, NSDL www.evoting.nsdl.com. However, in accordance with SEBI Circular Regulation 36 (1) (c) of the Listing Regulations, a hard copy of the Annual Report will be sent to those shareholders who request for the same.
10. The e-Voting period shall commence on **Sunday, September 25, 2022 at 9.00 A M and ends on Tuesday, September 27, 2022 at 5.00 P M**. Once the vote on a resolution is cast by a shareholder, it cannot be changed subsequently. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again.
11. Members who have acquired the shares of the Company after the dispatch of the Notice of AGM and whose names appear in the register of Members of the Company or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date i.e. **Friday, September 23, 2022** will be eligible to cast their vote through remote e-Voting.
12. The Board of Directors has appointed Mr. P Sriram, (Membership No. F4862, COP No. 3310) and in his absence Mrs. Nitya Pasupathy (Membership No. F10601 and COP No. 22562) Partners of SPNP & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the remote e-Voting and poll process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within two working days from the conclusion of the AGM, prepare a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company.
13. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of NSDL.
14. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
15. The details of the process and manner for remote e-Voting are explained herein below:

15.1. INSTRUCTIONS FOR E-VOTING

- (i) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the MCA Circulars, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.

- (ii) Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- (iii) The Members can join the AGM in the VC/OAVM mode 15 (Fifteen) 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 for 1000 (One-Thousand) Members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% (Two per-cent) 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 without restriction on account of first come first served basis.
- (iv) 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 Act.
- (v) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations, and the circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 5, 2020 the Company is providing the 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 agreed 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 a remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- (vi) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice and the Annual Report of this AGM have been uploaded on the website of the Company at <https://www.shriramproperties.com/corporate/investors/investor-updates/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and <https://www.nseindia.com/> respectively and on the website of NSDL (agency for providing the remote e-voting facility) i.e. www.evoting.nsdl.com.

15.2. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETINGS ARE AS UNDER: -

- (i) The remote e-voting period begins on Sunday, September 25, 2022, at 9.00 A M and ends on Tuesday, September 27, 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. Friday, September 23, 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 Friday, September 23, 2022.

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

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

Step 1: Access to the NSDL e-Voting system

- A) Login method for e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode

In terms of the SEBI circular dated December 9, 2020 on the 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 to access the 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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 & 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com 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.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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 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

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

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:

- a) 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 cs.spl@shriramproperties.com
- b) 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 cs.spl@shriramproperties.com. If you are an Individual shareholder 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.**
- c) Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- d) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 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.

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

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) 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.

- c) 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.
- d) 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:

- a) 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 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.
- b) Members are encouraged to join the Meeting through Laptops for a better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) 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 cs.spl@shriramproperties.com. The same will be replied by the Company suitably.
- f) Instructions for Shareholders/ Members to Speak during the AGM.

Any equity shareholder who is desirous to express his/her views or ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (Seven) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cs.spl@shriramproperties.com. Only those equity shareholders who have registered themselves as speaker will be allowed to express their views or ask questions at the meeting. The Company reserves the right to restrict the

number of speakers and number of questions depending on the availability as appropriate for the smooth conducting of the AGM.

INVESTOR SERVICING

16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.
18. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form
19. All Investor Queries/Complaints/Grievances may be addressed to the Secretarial Department at the Registered and Corporate Office of the Company or by sending an e-mail to cs.spl@shriramproperties.com. Members can also write to KFIN Technologies Limited, the Registrar and Share Transfer Agents of the Company, www.kfintech.com or send an e-mail to einward.ris@kfintech.com
20. All documents referred to in the accompanying Notice will be open for inspection at the Corporate Office and Registered Office of the Company during normal business hours on any working day till the date of the AGM between 10.00 A.M. to 12.00 noon from Monday to Friday, on all business days up to and including the date of the meeting.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3: To ratify the remuneration payable to the Cost Auditors.

The Board appointed SBK & Associates, Cost Accountants (Registration No: 000342), as Cost Auditors of the Company, in terms of Section 148 of the Act and fixed a sum of ₹3,00,000 (Rupees Three Lakhs) plus applicable taxes, excluding reimbursement of out-of-pocket expenses as remuneration payable to them for the financial year 2022-23. The remuneration, as recommended by the Audit Committee and approved by the Board is required to be ratified by the shareholders of the Company as per the requirements of the Companies (Audit and Auditors) Rules 2014 read with Section 148 of the Act. Hence, the resolution is being placed to the shareholder to be passed as an Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution for approval.

None of the Directors or the Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in passing the proposed Resolution.

Item No 4: To approve the remuneration/ commission payable to the Independent Directors.

Our Board has 4 Independent Directors and 3 Non-Executive Directors, who are entitled to remuneration as per the Companies Act 2013 and is determined as per Section 197, 198 read with Schedule V of the Act.

The amendment to Schedule V brought in by the Ministry of Corporate Affairs on 18th March 2021 enables the Company to pay remuneration to the Non-Executive Directors (NED) including the Independent Directors (ID), even in the case of loss or inadequacy of profit.

- The new definition of “other Directors” includes NEDs and IDs (other than MD/WTD/Manager).
- Amendment to Schedule V allows a company to pay remuneration to NEDs and IDs in case of inadequacy of profit/loss.

In view of the increased role and responsibilities of the NEDs and IDs, the Board of Directors in their meeting on May 28, 2022, proposed remuneration of ₹ 10 lakhs for each NED and ID. The Non-Executive Directors nominated by the investors and promoters have confirmed their waiver of payment of sitting fee and remuneration payable to them.

Profile of Directors

Name of Director	Mr. T. S. Vijayan	Mrs. Anita Kapur	Mr. K. G. Krishnamurthy	Prof. R. Vaidyanathan
DIN	00043959	07902012	00012579	00221577
Age (in years)	69 Years	66 Years	66 Years	70 Years
Qualification	Bachelor's degree in science from the University of Kerala and a diploma in management from the Indira Gandhi National Open University.	Bachelor's degree in arts from Panjab University and a master's degree in arts from the Guru Nanak Dev University	Bachelor's degree in architecture from the Indian Institute of Technology, Kharagpur and a diploma in Administrative Management from the University of Bombay	Bachelor's degree in science from University of Madras and a master's degree in statistics from the Indian Statistical Institute. He was conferred the title of Fellow of the Indian Institute of Management, Calcutta in 1977
Experience	He has many years of experience in the insurance sector and was formerly the Chairman of Life Insurance Corporation of India. Subsequently, he was appointed as the Chairman of the Insurance Regulatory and Development Authority of India under the aegis of Department of Financial Services, Ministry of Finance, Government of India	She joined Indian Revenue Service in 1978, and has held various positions in Ministry of Finance, Government of India and retired as the Chairperson of the Central Board of Direct Taxes, Ministry of Finance, Government of India	He has over 38 years of experience in the real estate sector having been associated with Housing Development Finance Corporation Limited from October 22, 1980 to April 30, 2008. He has also held various leadership positions during his tenure with Housing Development Finance Corporation Limited	He retired as a professor of finance from the Indian Institute of Management, Bangalore after having served the institute since 1980
Remuneration sought to be paid	₹ 10 Lakhs	₹ 10 Lakhs	₹ 10 Lakhs	₹ 10 Lakhs
Terms and conditions of appointment	The proposal is for payment of remuneration to the Independent Directors. All of them are running their second term of 5 years.			
Justification for choosing the appointees as independent director	As stated above, the proposal is for payment of remuneration to the Independent Directors,			

Accordingly, the Board has reviewed the payment of remuneration to Independent Directors for the financial year 2021-22 and the Board of Directors has recommended a remuneration of ₹ 10 lakhs for each Independent Director for the financial year 2021-22, as mentioned hereinbelow.

S. No.	Name of the Independent Director	Remuneration
1.	T.S. Vijayan	₹ 10 lakhs
2.	K.G. Krishnamurthy	₹ 10 lakhs
3.	Anita Kapur	₹ 10 lakhs
4.	R. Vaidyanathan	₹ 10 lakhs

The amount of total remuneration to be paid to Independent Director shall be exclusive of sitting fees paid to each Independent Director for every Board and Committee Meeting.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor .

This statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The information on the Directors as required under Section II of Part II of Sch. V of the Companies Act 2013 and Secretarial Standards II are also provided below:

Name of Director	Mr. T. S. Vijayan	Mrs. Anita Kapur	Mr. K. G. Krishnamurthy	Prof. R. Vaidyanathan
Remuneration last drawn from the Company	No Remuneration drawn other than Sitting Fees and Commission			
Date of first appointment on the Board of Directors of the Company	November 14, 2018	November 14, 2018	November 14, 2018	December 13, 2018
Shareholding in the Company (as on the date of EGM notice)	Nil	Nil	Nil	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None	None	None	None
Number of Board Meetings attended during the financial year 2021-2022	8	8	8	8
List of Directorship held in the Companies	3	3	8	10
Membership/Chairmanship of Committees of Board of Directors or other Companies	1	4	7	13
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Brigade Enterprises Limited : ₹ 15 Lakhs Purvankar Limited – ₹ 16 Lakhs (2021) Sobha Limited – ₹ 17 Lakhs			
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	Nil	Nil	Nil	Nil

* Includes all committees in listed and unlisted public companies.

Information as required under Section II of Part II of Schedule V to the Companies Act, 2013 is being furnished hereunder:

I. General Information	
1. Nature of Industry	Construction, development of residential projects
2. Date or expected date of commencement of commercial production	March 28, 2000
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4. Financial performance based on given indicators (Standalone)	Last audited for FY March 31, 2022 Turnover : ₹ 3,245.76 million PBT : ₹ (524.15) million PAT : ₹ (400.51) million
5. Foreign investments or collaborations, if any.	The Company has total convertible foreign currency investment in the form of equity shares with premium in Investment value of ₹ 7,781.40 million

Note: Particulars of the Directors have been provided above, as common disclosure.

I. Other Information :

1. Reasons of loss or inadequate profit:

The Company has launched various projects which are progressing and has reasonable revenue recognition. The accounting standards allow revenue recognition only on completion and handover of possession.

COVID pandemic also had a significant impact on the operations and revenue, with nationwide as well as intermittent lock down.

To have aggressive growth the Company has ramped up the employee strength which has resulted in increased employee cost that resulted in the inadequacy of profit for the financial year ended March 2022

Steps taken or proposed to be taken for improvement:

More projects will come under revenue recognition, with aggressive progress for completion.

The Company has embarked on the Development Management model (DM Model) which provides high income and profitability.

The Company has also launched plotted developments which will yield more revenue in the coming years.

The Company has also reduced the average cost of interest burden on the debts and will continue the efforts.

The expected increase in productivity and profits in measurable terms:

As of March 31, 2022, the Company has a project pipeline of 51 projects aggregating to 51.3 msf of estimated saleable area.

Out of which 26 projects are ongoing and 25 projects are upcoming. With the above aggressive growth, the Company is expected to make reasonable progress and profitability.

The Board of Directors recommends passing of the resolutions set out under Item No. 4 through an Ordinary Resolution.

The Non-Executive Directors and Independent Directors may be deemed to be concerned or interested in the resolution.

None of the Directors or the Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in passing the proposed Resolution.

Item No. 5 : To approve the proposed material related party transactions listed under Annexure - I of the statement to this notice with Bengal Shriram Hitech City Private Limited (“BSHCPL”) for the duration mentioned therein

1. The Company is engaged in the business of real estate development and derives its revenues from the construction and sale of residential units and plotted lands. With a view to ringfence risks related to the project, the Company implements projects in separate Special Purpose Vehicles (“SPVs”) that are either Wholly Owned Subsidiaries, Subsidiaries and Joint Ventures, apart from implementing few projects at the Company level. For meeting project construction funding requirements, the Company borrows funds from financial institutions from time to time, and at times, also raises capital for general corporate purposes at the Company level. As part of the borrowing process, at times, the Company or its Subsidiaries are required to give additional security based on lenders’ assessments of any need for additional asset and/or cashflow cover requirements prior to the consummation of debt transactions. In such circumstances, the Company, on its own behalf or on behalf of its Subsidiaries and Joint Ventures, provides land or other project assets as additional security.
2. The Company has significant landbank in one of its Subsidiaries, viz., Bengal Shriram Hitech City Private Limited (“BSHCPL”), in which the Company owns 99.99% (Ninety Nine point Nine Nine Per-Cent) and the residual equity stake (0.01% (Point Zero One Per-Cent), or approximately 2,000 (Two Thousand) shares is held by Hindustan Motors Limited (“HML”). BSHCPL owns the title and development rights in 314 (Three Hundred and Fourteen) acres of land, in which the Company is developing the land, in the name of Shriram Grand City, at Uttarpara, Kolkata. Given the large land base, the Company uses this undeveloped land as additional security to lenders for certain loans raised by the Company and/or its Subsidiaries and Joint Ventures.
3. Given that HML holds the residual equity in BSHCPL which is a third-party, BSHCPL is not considered as a Wholly Owned Subsidiary and hence any transaction between BSHCPL and the Company or its Subsidiaries

and Joint Ventures are required to be treated as related party transaction. As per Regulation 23(4) of the Listing Regulations, all material related party transactions requires the prior approval of the shareholders, with all related parties being restricted from voting to approve such resolutions, regardless of whether they are related to a particular transaction or not.

4. In the ordinary course of business, the Company and/ or its Subsidiaries may raise funds for their projects and at times, may have to provide additional security in the form of land owned by BSHCPL for such projects, as additional security even during the current financial year.

It is in this context, the Company intends to secure authorization from shareholders for securing/providing BSHCPL's land as additional security, for any of the loans / guarantees proposed to be raised by the Company, as a borrower or co-borrower or corporate guarantor for any future loans to be obtained by the Company or its Subsidiaries, subject to the approval of the Board.

5. Annexure - I contains details of the related party transactions that the Company proposes to enter into pursuant to receipt of shareholders (either on its own or through various Subsidiaries being related parties), during the period mentioned therein where the transactions are expected to exceed the threshold limits as prescribed under Regulation 23 of Listing Regulations.
6. Please note that there are no transactions carried out with any entities controlled/operated by any of the Promoters, Directors, Employees of the Company which fall within the definition of related party transactions.
7. In accordance with Circular No. SEBI/HO/CFD/CMD1/ CIR/P/202/662 dated November 22, 2021 a summary of the information provided by the Company to the Audit Committee at its meeting held on August 12, 2022 in connection with the related party transactions set out in Annexure 1.
8. As per Regulation 23(2) all related party transactions require the prior approval of the Audit Committee. Accordingly, all the Independent Directors, in the Audit Committee of the Company, have granted approval for the transactions listed in Annexure 1, in its meeting held on August 12, 2022, along with the overall monetary limits. The Audit Committee has also noted that the said transactions with SPVs are on an arm's length basis, repetitive in nature, and in the ordinary course of the Company's business.
9. Since all transactions between the Company and SPVs will be entered in the ordinary course of business and at arms' length basis, the provisions of Sec 188 (1) of the Companies Act, 2013 and the applicable rules made thereunder are not applicable on transactions between these entities.
10. The aforesaid transactions in aggregate at the individual SPV level are expected to exceed 10% (Ten Per-Cent) of the previous financial year's turnover, the proposed related party transactions are therefore are considered as material-related party transactions as per Listing Regulations. In terms of Regulation 23 of Listing Regulations, the approval of members is required for the related party transactions identified in Annexure 1.

11. Members may please note that the above-stated related parties are Subsidiaries/ Associates/ Joint Ventures of the Company and none of them are owned by Promoters/ Members of the Promoter Group of the Company. The Promoters/ Members of the Promoter Group of the Company neither hold any direct interest/ stake in the above-related parties nor intend to enter into any transactions with any of the above-related parties.
12. Further, pursuant to Regulation 23(4) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the related party transactions, irrespective of whether the entity or person is a party to the particular transaction or not.
13. The related party transactions entered into will be disclosed periodically to the respective stock exchanges on which the equity shares of the Company are listed and in the financial statements.
14. The policy on the material modification as approved by the Board is a variation of 25% (Twenty Five Per-Cent) to the approved limit. The modified policy on related party transactions is available in the Web page of the Company www.shriramproperties.com/corporate/investors.
15. As per terms of Regulation 23 of Listing Regulations shareholders' approval by means of an Ordinary Resolution is required for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis. Hence, approval of the shareholders is being sought for the said related party transaction(s) proposed to be entered.
16. None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution. The Board of Directors recommends passing the resolution as set out in item no. 5 of this Notice as an Ordinary Resolution
17. The details of proposed related party transaction to be entered by the Company are appended to this Statement as Annexure - I.
- All documents referred to in the accompanying Notice will be open for inspection at the Corporate Office and Registered Office of the Company during normal business hours on any working day till the date of the AGM between 10.00 A.M. to 12.00 noon from Monday to Friday, on all business days up to and including the date of the meeting.

By order of the Board of Directors
Shriram Properties Limited

Regd Off: Lakshmi Neela Rite Choice
Chamber, New No.9, Bazullah Road,
T.Nagar, Chennai - 600017.
Tel: 044-40014410
e-mail: cs.spl@shriramproperties.com

D. Srinivasan
Company Secretary
F5550

Date: August 12, 2022
Place: Bengaluru

PART I-A: PROFILE OF DIRECTOR(S) SEEKING APPOINTMENT / REAPPOINTMENT:

In Addition to the information provided pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings following details are disclosed:

Name of the Director	Mr. Raphael Dawson
Age	63
Date of First Appointment	March 14, 2014
Qualifications	MS (Business)
Experience	More than 35 years
Inter-se relationship with other Directors/ Key Managerial Personnel	None of the Directors and /or Key Managerial Persons of the Company and their relatives are related to Mr. Raphael Dawson
Board Position held	Non-Executive Nominee Director
Number of shares held	NA
Terms and Conditions of Appointment/Re-Appointment	Retirement by rotation
Expertise in specific functional areas	PE investment, Finance & Accounts and Business strategy
Details of Remuneration	NA
Directorship and Membership of Committees of the Board held in other Listed Companies	NA
Directorships held in other Public Limited Companies	Nil

By order of the Board of Directors
Shriram Properties Limited

Regd Off: Lakshmi Neela Rite Choice
Chamber, New No.9, Bazullah Road,
T.Nagar, Chennai - 600017.
Tel: 044-40014410
e-mail: cs.spl@shriramproperties.com

D. Srinivasan
Company Secretary
F5550

Date: August 12, 2022
Place: Bengaluru

ANNEXURE 1 TO AGENDA NO.5 FORMING PART OF STATEMENT UNDER SEC. 102 OF THE COMPANIES ACT 2013

₹ In Millions

SI No.	Name of the related party and relationship (SPL) & other JV Partner/Other Investors	Nature of Concern & Interest & Share in Voting Rights of Shriram Properties Limited (SPL) & other JV Partner/Other Investors	Business Model	Type of the Proposed Transaction	Material terms and particulars of the proposed Transactions from Sep 2022 to Sep 2023	Value of Proposed Transaction for FY 2022-23 for approval of Audit Committee and Shareholders	Tenure of the Proposed Transaction	As a Percentage of SPL Annual Turnover of FY 21-22 for proposed transaction	As a Percentage of Subsidiary/ Consolidate JV S Annual Turnover of FY 21-22 for proposed transaction	Sources of fund	Secured/Unsecured terms of payment	Application of fund	Justification			
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)	(q)
1	Bengal Shriram Hitech City Private Limited - Subsidiary	99.99% Shares held by Hindustan Motors Limited as per transaction document)	Equity ownership	Mortgage of Land as additional Security by Bengal Shriram Hitech City Private Limited	Loans with sanctioned amount of upto ₹ 5,000 millions to be availed by Shriram Properties Limited on its own account as borrower or co-borrower or as Corporate Guarantor to its subsidiaries - as shown in Exhibit A	5,000	Over a period of 3 to 5 years	116%	1,547%	Not applicable	Secured	Project Development	for Business development			
					Guarantee to the extent of Loan upto ₹ 5,000 millionson to Shriram Properties Limited on its own account as borrower or co-borrower or as Corporate Guarantor to its subsidiaries - as shown in Exhibit A	5,000	Over a period of 3 to 5 years	116%	1,547%	Not applicable	Secured	Project Development	for Business development			
					Guarantee Commission of 1% and 1% Security fees to be charged by BSHPL at Arms Legnth Basis to Shriram Properties Limited or to its subsidiaries -as shown in Exhibit A	100	Over a period of 3 to 5 years	2%	31%	Not applicable	Unsecured	Project Development	At arms length rate recommended by Independent CA			

Exhibit A

SPL ownership
1 Global Entropolis (Vizag) Private Limited 100%
2 Shriprop Builders Private Limited 100%
3 Shriprop Homes Private Limited 100%
4 Shriprop Projects Private Limited 100%
5 Spl Estates Private Limited 99.99%
6 Spl Shelters Private Limited 100%

By order of the Board of Directors
Shriram Properties Limited

D. Srinivasan
Company Secretary
F5550

Regd Off: Lakshmi Neela Rite Choice Chamber, New No.9, Bazullah Road, T.Nagar, Chennai – 600017.
Tel: 044-40014410
e-mail: cs.spl@shriramproperties.com

Date: August 12, 2022
Place: Bengaluru