

SHRIRAM PROPERTIES LIMITED

CIN: L72200TN2000PLC044560

Regd Off: Lakshmi Neela Rite Choice Chamber, New No.9, Bazullah Road, T.Nagar, Chennai – 600017.

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

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

NOTICE TO THE SHAREHOLDERS POSTAL BALLOT NOTICE

Dear Shareholders,

1. Notice (“**Postal Ballot Notice**”) is hereby given to the shareholders (“**Members**”) of Shriram Properties Limited (“**Company**”) pursuant to and in compliance with Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”), Secretarial Standard-2 on General Meetings (the “**SS-2**”) 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 No. 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, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 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), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) issued under Regulation 101 (“**SEBI Circulars**”), Regulation 44 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and pursuant to other applicable laws and regulations, the Company seeks approval of Members via postal ballot only by voting through electronic means for the following item:

- i. Approval for the proposed material related party transaction with subsidiaries/joint ventures of the Company for the year 2023-2024. – **Ordinary Resolution**

The consent of the members is sought for the above proposal as contained in the resolution given in this Postal Ballot Notice.

2. Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto. The Postal Ballot Notice is also available on the website of the Company: <https://www.shriramproperties.com/company-announcements> and the website of the National Securities Depository Limited (“**NSDL**”) www.evoting.nsdl.com
3. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations; and (iii) MCA Circulars. The Company has provided remote e-voting facility to its members, to enable them to cast their votes electronically. The instructions for remote e-voting are appended to this Postal Ballot Notice.
4. The Board of Directors (“**Board**”) at its meeting held on May 29, 2023 appointed **Mr. P Sriram**, (FCS: 4862COP: 3310), failing him Ms. Nithya Pasupathy (FCS 10601 COP-22562) Partners of SPNP & Associates, Practicing Company Secretaries as Scrutinizer (“**Scrutinizer**”) for conducting the postal ballot through remote e-voting process in a fair

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and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.

5. The remote e-voting period commences from **Wednesday, June 14, 2023 at 09:00 Hrs. and ends on Thursday, July 13, 2023 at 17:00 Hrs. ("Ending Period")**. In the event the resolutions as set out in the notice are assented to by the requisite majority by means of e-voting, they shall be deemed to have been passed, on the last date specified for voting i.e. **Thursday, July 13, 2023**.
6. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (**FOR**) or dissent (**AGAINST**) through the remote e-voting process on or before the Ending Period. The remote e voting will be blocked by NSDL immediately after the expiry of the Ending Period and voting beyond the Ending Period will not be accepted.
7. After completion of scrutiny of the votes, the Scrutinizer will submit his/her report to the Chairman & Managing Director of the Company or any person authorised by him upon completion of the scrutiny of the votes cast through postal ballot only by voting through electronic means. The results of the postal ballot conducted through the remote e-voting process along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised by the Chairman, within **two working days**, i.e., **on or before Monday, July 17, 2023** at the corporate office of the Company at Bengaluru. The same will be displayed on the website of the Company: <https://www.shriramproperties.com/company-announcements> the website of NSDL: www.evoting.nsdl.com and also shall be communicated to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"), where the Company's equity shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

RESOLUTION NUMBER 1:

Approval for the proposed material related party transactions with the Subsidiaries and/or Joint Ventures of the Company listed in Annexure-I to the explanatory statement during the financial year 2023-2024 ("2023-24") – Ordinary Resolution.

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

***"RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the other applicable provisions, including applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder (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):*

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During the financial year beginning on April 1, 2023 and ending on March 31, 2024, carry out and/or continue to carry out material related party transactions with the subsidiary companies and/or joint ventures, in each case as are listed in Annexure-I to the explanatory statement attached to this Postal Ballot Notice, and to modify such material related party transactions 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 material related party transactions in the ordinary course of business including but not limited to (i) granting of loan and charging of interest thereof; (ii) taking of loans and paying of interest thereof; (iii) charging of overheads and other related transactions; (iv) providing of guarantee, non-disposal undertaking, pledge of shares / investments, shortfall/ cost overrun undertaking; subordination of revenues, loans and advances, DM fees and any other receivables; and/or (v) replacement of existing guarantees or undertakings or other arrangement (vi) Sharing of services whether for a fee or not and providing financial support on the behalf of the subsidiaries and Joint ventures - all as part of any new financing or refinancing transactions as well as their renewal or modification thereof with the same or any newlenders as detailed in the explanatory statement, whether in an individual transaction or multiple transactions during the year 2023-24, and on an arm's length basis within the limited described in the Explanatory Statement.

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 (subject to the policy on materiality of related party transactions formulated by the Company) and amend(subject to the policy on materiality of related party transactions formulated by the Company) 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
For **SHRIRAM PROPERTIES LIMITED**

D. Srinivasan
Company Secretary
FCS 5550
Place: Bengaluru

Date: May 29, 2023

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company became a listed company with effect from December 20, 2021 (“**Listing**”).

The Company had to enter certain related party transactions for FY 23-24 as set out in Annexure-I with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations. Accordingly, provisions pertaining to related party transactions are applicable pursuant to the Listing. In terms of Regulation 23 Listing Regulations, the 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.

As per the proviso to Regulation 23((1) of the Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds rupees 1000 (one thousand) crore or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

(i) Our Business Model

The Company is engaged in the business of construction and development of real estate projects and derives revenue primarily from the construction and sale of residential units and the sale of plotted and other lands.

Unlike other business sectors, in real estate sector the landowners/lenders expect an exclusive special purpose vehicle (“**SPV**”) to implement the project for various reasons, like control over the cash flow, ring-fence the risk, tax efficiency, etc.

Since the Company is into real estate development, it has to ringfence the assets and liability for each project by way of forming various entities in the form of subsidiaries and joint ventures as per the requirement of lenders, investors, and Joint Development Agreements (“**JDA**”) partners.

These transactions are done in ordinary course of business and at arm’s length as certified by an Independent Chartered Accountants.

(ii) Funding requirement

The SPV implementing the project may be a 100% (one hundred percent) wholly owned subsidiary or mere subsidiary or a joint venture depending upon the corporate & financial structure agreed upon between the partners & lenders implementing each project.

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- (a) These SPV's are thinly capitalized hence:
- The Company lends the money by way of inter-corporate deposits payable on-demand basis to fund the project expenses.
 - Sales & marketing expenses and general admin costs. The Company also incurs the common marketing cost which is cross charged to these entities;
 - Apart from development management & admin fees negotiated with the investors/joint venture partners; and
 - The Company also pays the rates & taxes, and salary pay-outs through an online/net banking facility for better control and ease of operations which is reimbursed by these entities back-to-back.
 - In order to fund the projects, the SPVs raise loans from NBFC/Banks for construction for which the Company is asked to give its Corporate Guarantee on behalf of the SPV to the lenders.

(iii) Revenue Recognition:

- (a) In accordance with Regulation 23 of the Listing Regulations, 10% (ten percent) of the annual consolidated turnover of the listed entity is the base for the determination of the material-related party transaction. Though the Company would have achieved a higher bookings/revenue collected, the Company could not recognize the revenue due to the Indian Accounting Standards 115, which prescribe the revenue to be recognized based on the Project completion method upon receipt of an occupation certificate for respective projects.
- (b) Therefore, despite achieving its higher booking value in the financial year ("FY") 2022-23, due to lower revenue recognition as per Indian Accounting Standards 115, the consolidated turnover of the Company in FY 2022-23 stood at Rs. 6,744 million against the total booking value of Rs. 18,461 million. Whereas for FY 2021-22, the consolidated turnover was Rs.4315 millions
- (c) Accordingly, basis the audited financial statements of the Company as on March 31, 2023, the Company can enter into transactions of a value only up to Rs. 674 million (Rupees Sixty hundred and seventy four million) which is 10% (ten percent) of the consolidated turnover of Rs 6,744 million (Rupees Six thousand seven hundred and forty four million) in the FY 2023-24 with each of the related party, despite recording a robust booking value for FY 2022-23. Therefore, any transaction beyond the said limit of Rs. 674 million with any related party will require the approval of the Members.

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- (d) The Company has adopted a joint development model for developing most of its residential and commercial properties, which entails setting up separate SPVs for signing a development agreement with the owner of the land parcels sought to be developed.
- (e) These SPVs are classified as joint ventures & associates entities under the Indian Accounting Standards 28 for the Company, which requires the Company to follow the equity method of accounting for consolidation, due to which the turnover (*Gross Sales*) of these SPVs (*JV projects*) does not get added in the Company's consolidated turnover for accounting purpose.
- (f) Under the joint development model, the Company is required to invest only in the construction and marketing costs, either through equity or loan, thereby allowing it to be more capital efficient and achieving higher returns on investments in the projects, without investing large amounts of capital towards the purchase of land. Although it requires the Company to share revenue generated from such joint developments with the landowners, such a model allows the company to deploy its capital towards development expenses rather than spending money on buying land at expensive rates. It is for this reason that the Company has adopted this route to develop properties by merely incurring development costs and utilizing its expertise in project development with limited resources in a much more efficient manner. Accordingly, the majority of our projects are developed through separate SPVs in partnership with joint venture partners/ landowners.
- (g) In accordance with the development agreement(s) and the best interest of the Company, the Company has been providing various resources, including funds, to these SPVs, being group entities, in the ordinary course of business and at arms' length basis and pursuant to the approvals of the Audit Committee and Board obtained from time to time, as required under the Act and the Listing Regulations. The Company is required to enter into these transactions as a part of its day-to-day operations, in order to ensure timely execution of the projects being undertaken through the SPVs.
- (h) **Annexure-I** contains details of the transactions that the Company has entered into/ may enter into the following transactions with various SPVs, being related parties, during FY 2022-23 and 2023 -24 where the transactions are expected to exceed the threshold limits as prescribed under Regulation 23 of Listing Regulations. Please note that there are no transactions carried out with any entities controlled/operated by any of the directors/employees of SPL which fall within the definition of related party transactions.

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- (i) In accordance with **Circular No. SEBI/HO/CFD/CMD1/CIR/P/202/662 dated November 22, 2021:**
- (i) The summarized information provided by the Company has been reviewed by the Audit Committee
- (ii) Type, material terms and particulars of each proposed transaction are set out in Annexure-I.
- (iii) The tenure of each proposed transaction is set out in Annexure-I.
- (iv) The value of each proposed transaction is set out in Annexure-I.
- (v) The percentage of the Company's annual consolidated turnover, for the financial year ending on March 31, 2023, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis) is set out in Annexure-I.
- (vi) Details of the source of funds, along with nature of indebtedness, cost of funds and tenure, applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security, and the purpose for which the funds will be utilized by the ultimate beneficiary of such funds is set out in Annexure-I.
- (vii) Justification as to why the transaction is in the interest of the Company is set out in Annexure-I.
- (viii) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed related party transaction on a voluntary basis is set out in Annexure-I.
- (j) All the Independent Directors, in the Audit Committee, have granted approval and have recommended the same for the approval of Board for the related party transactions proposed to be entered into by the Company with SPVs for the financial year 2023-24. The Audit Committee has also noted that the said transactions with SPVs are on an arm's length basis and in the ordinary course of the Company's business.
- (k) Since all transactions between the Company and SPVs have been/ 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 Rules made thereunder are not applicable on transactions between these entities.
- (l) In the financial year, 2023-24 the aforesaid transactions in aggregate at the individual SPV level are expected to exceed 10% of the last year's

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turnover, these transactions are therefore considered material-related party transactions as per Listing Regulations. In terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions entered /to be entered between the Company and SPVs , as amended from time to time.

- (m) Members may please note that the above-related parties are subsidiaries/ associates/ joint ventures of SPL and none of them are owned by Promoters/ members of the promoter group of SPL. The Promoters/ members of the promoter group of SPL 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.**
- (n) Further, pursuant to Regulation 23 of Listing Regulations, in respect of voting on this resolution, all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not.
- (o) In the light of above, all the Independent Directors of the Audit Committee Members and members of the Board of your Company in its meeting held on May 29, 2023, have approved the related party transactions listed out in Annexure-I along with the monetary limits that the Company can enter into with such related parties.
- (p) The policy on the material modification as approved by the Board is variation of 25% to the approved limit. The modified policy on Related Party Transaction is available in the Web page of the Company www.Shriramproperties.com/corporate/investors.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 1 of this Postal Ballot Notice for approval of the Members.

(iv) Nature of concern or interest of Directors:

None of the directors and/or key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

By order of the Board of Directors
For **SHRIRAM PROPERTIES LIMITED**

D. Srinivasan
Company Secretary
FCS 5550
Place: Bengaluru
Date: May 29, 2023

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Notes:

1. Pursuant to Section 102 of the Act, read with Rule 22 of the Rules the Statement setting out material facts and reasons for the proposed resolution is appended hereto.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear on the register of members/list of beneficial owners, as received from National Securities Depositories Limited (**NSDL**) and Central Depository Services (India) Limited ("**CDSL**") on **Friday June 9, 2023**["**Cut-off Date**"].
3. Any person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories/Registrar and Share Transfer Agent ("**RTA**"). The same may also be downloaded from the Company's website: <https://www.shriramproperties.com/company-announcements> and the website of NSDL.
4. Due to the threat posed by COVID-19 and as permitted vide the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. The Company expresses its inability to dispatch hard copy of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelope to the Members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the Members would take place through the remote e-Voting system only.
5. This Postal Ballot Notice is being sent by email only to those eligible Members who have already registered their e-mail address with the Depositories / Depository Participant / the Company's Registrar and Share Transfer Agent, KFin Technologies Limited / the Company or who will register their e-mail address with RTA by following the instructions provided below:

For Permanent Registration for demat shareholders: Please contact your Depository Participant ("**DP**") and register your email address details in your demat account, as per the process advised by your DP.

Note: Shareholders whose e-mail IDs are not registered may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned above, alternatively.

6. After successful submission of the e-mail address, NSDL will e-mail a copy of this Postal Ballot Notice along with the remote e-voting user ID and password, within 48 hours of successful registration of the e-mail address by the Member. In case of any queries, Members may write to evoting@nsdl.co.in.

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7. Members are requested that for permanent registration of their e-mail address, to register their email address, in respect of electronic holdings with their concerned Depository Participants.
8. Those Members who have already registered their e-mail addresses are requested to keep their email addresses validated with their Depository Participants / RTA to enable servicing of notices/documents / Annual Reports and other communications electronically to their email address infuture.
9. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Tamil newspaper, each with wide circulation in the district, where theRegistered Office of the Company is situated, and also on the Company's website:<https://www.shriramproperties.com/company-announcements>
10. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Rules and Regulation44 of the Listing Regulations and the MCACirculars, the Company has provided e-voting facility only for its Members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members.
11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the Cut-off Date **Friday, June 9, 2023**
12. The e voting commences at **09.00 Hrs. on Wednesday June 14, 2023 and ends on Thursday July 13, 2023 at 17:00 Hrs.** During this period, the Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting immediately thereafter.
13. Once the vote on the resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
14. All the documents referred to in the explanatory statement will be available for inspection at the Company's website at <https://www.shriramproperties.com/company-announcements> and/or Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of notice through email and up to the last date of e-voting, i.e., Thursday July 13, 2023.
15. The Scrutinizer will submit his/her report to the Chairman or the Company Secretary or any Director after completion of the scrutiny of the e-voting on or before Monday, July 17, 2023. The result of the voting by electronic means (along with the Scrutinizer's Report) will be announced on or before Monday, July 17, 2023 through the website of the Company at <https://www.shriramproperties.com/company-announcements> and by way of intimation to the Stock Exchanges on which the Company is listed and will be displayed at theRegistered Office of the Company and NSDL website <https://www.evoting.nsdl.com/>, <https://www.bseindia.com/stock-share-price/shriram-properties-ltd/shrirampps/543419/corp-announcements/> and <https://www.nseindia.com/get-quotes/equity?symbol=SHRIRAMPPS>.

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16. The last date specified by the Company for e-voting being Thursday July 13, 2023 shall be the date on which the resolutions would be deemed to have been passed if approved by the requisite majority.
17. In the event the resolutions as set out in the notice are assented to by the requisite majority by means of e-Voting, they shall be deemed to have been passed at a General Meeting
18. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:

The Company Secretary, Shriram Properties Limited, 31, 2nd Main, T. Chowdaiah Road Sadashivanagar, Bangalore 560 080, TeL: 080- 4022 9999
email : cs.spl@shriramproperties.com

Registrar and Share Transfer Agent :
KFin Technologies Limited
Selenium Tower B, Plot Nos. 31 & 32 | Financial District
Nanakramguda |Serilingampally Mandal | Hyderabad - 500032 | India
P: +91 40 7961 5131 | M: +91 91774 01072
www.Kfintech.com

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 for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available

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Type of shareholders	Login Method
	<p>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.</p> <p>2. 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</p> <p>3. 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>





SHRIRAM PROPERTIES LIMITED

CIN: L72200TN2000PLC044560

Regd Off: Lakshmi Neela Rite Choice Chamber, New No.9, Bazullah Road, T.Nagar, Chennai – 600017.

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

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

Type of shareholders	Login Method
	<p style="text-align: center;">NSDL Mobile App is available on</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; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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	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

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

Type of shareholders	Login Method
	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 022 2499 7000 / 022 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

SHRIRAM PROPERTIES LIMITED

CIN: L72200TN2000PLC044560

Regd Off: Lakshmi Neela Rite Choice Chamber, New No.9, Bazullah Road, T.Nagar, Chennai – 600017.

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

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

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.**

SHRIRAM PROPERTIES LIMITED

CIN: L72200TN2000PLC044560

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

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.

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

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

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

SHRIRAM PROPERTIES LIMITED

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Corp. Office: Shriram House, No.31, 2nd Main Road, T Chowdaiah Road, Sadashivngar, Bengaluru-560080
Tel: 044-40014410; e-mail: cs.spl@shriramproperties.com; website: www.shriramproperties.com

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 spnassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
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 022 2499 7000 / 022 4886 7000 or send a request to 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:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs.spl@shriramproperties.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs.spl@shriramproperties.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Material RPT Transaction - Transactions during a financial year, exceeds rupees 1000 crore (or) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower (i.e., 674.4 Mn)
(Amount in Rs. Millions)

Sl No.	Name of the first party	Name of the related party and relationship	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	Value of proposed transaction from 01 April 23 to 31 March 24 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 22-23 for proposed transaction FY 23-24	As a Percentage of Subsidiary/JVS Annual Turnover of FY 22-23 for proposed transaction FY 23-24	Details of the Sources of funds in connection with the proposed transactions	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)
1	Shriram Properties Limited	Bengal Shriram Hitech City Private Limited - Subsidiary	99.99%	0.01% (Held by Hindustan Motors Limited as per transaction document)	Profit Sharing	Loans & Advances Given / Borrowings repaid	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Rs.2,128 millions	500	Repayable on Demand	7%	42%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding
						Borrowings Availed / Loan Repaid	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Nil	500		7%	42%				For Project development/ Business needs
						Interest on loans & advances (given & taken)	In accordance with the terms of ICD Agreement, Interest is charged at 15% p.a.	100		1%	8%				Interest rate is higher than Bank rate
						Issue of Debentures	Exposure as on 31 March 23 is Nil	2,000		30%	168%				At arms price as per valuation report
						Guarantee given	Guarantee exposure as on 31 March 23 is Nil	1,000		15%	84%				As per terms of external borrowings
						Guarantee commission income	Guarantee commission at 1% charged by SPL	50		1%	4%				At arms length rate recommended by Independent CA
						Security Received from BSHPL	Exposure as on 31 March 23 is Rs. 976 million	2,000		30%	168%				As per terms of external borrowings
						Security fees	1% Security fees charged by BSHCPL for providing Security	50		1%	4%				At arms length rate recommended by Independent CA
						Reimbursement of expenses/ Passthrough/ taxes etc.	Expenses are pure reimbursements without any markup	100		1%	8%				Ease of operations and controls

SI No.	Name of the first party	Name of the related party and relationship	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	Value of proposed transaction from 01 April 23 to 31 March 24 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 22-23 for proposed transaction FY 23-24	As a Percentage of Subsidiary/JVS Annual Turnover of FY 22-23 for proposed transaction FY 23-24	Details of the Sources of funds in connection with the proposed transactions	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)
2	Shriram Properties Limited	SPL Estates Private Limited (Step Down Subsidiary of Bengal Shriram Hitech City Private Limited (BSHCPL)	99.99%	0.01% Economic Interest by Hindustan Motors Limited	Revenue Sharing & Profit Sharing	Loans & Advances Given / Borrowings repaid Borrowings Availed / Loan Repaid Interest on loans & advances (given & taken) Guarantee given Guarantee commission fees charged Reimbursement of expenses/ Passthrough/ taxes etc.	In accordance with the terms of ICD Agreement with SPL, total loan exposure as on 31 March 23 is Rs. 7 millions In accordance with the terms of ICD Agreement with SPL, total loan exposure as on 31 March 23 is Nil In accordance with the terms of ICD Agreement, Interest is charged at 15% p.a. Guarantee exposure as on 31st March 2023 Rs. 750 million for Loan taken by SPL estates from Arka Fin Cap Limited Guarantee commission at 1% charged by SPL Expenses are pure reimbursements without any markup	100 100 30 2,000 50 100	Repayable on Demand	1% 1% 0% 30% 1% 1%	174% 174% 52% 3475% 87% 174%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding For Project development/ Business needs Interest rate is higher than Bank rate As per terms of external borrowings At arms length rate recommended by Independent CA Ease of operations and controls

SI No.	Name of the first party	Name of the related party and relationship	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	Value of proposed transaction from 01 April 23 to 31 March 24 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 22-23 for proposed transaction FY 23-24	As a Percentage of Subsidiary/JVS Annual Turnover of FY 22-23 for proposed transaction FY 23-24	Details of the Sources of funds in connection with the proposed transactions	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)
3	Shriram Properties Limited	Shriprop Properties Private Limited (SPPL) - Joint Venture	100% Share holding & 27.71% (economic Interest)	73.29% economic interest by DRI India Co. Limited as a Strategic Investor	Profit Sharing	Loans & Advances Given / Borrowings repaid Borrowings Availed / Loan Repaid Interest on loans & advances (given & taken) Guarantee given Guarantee commission fees charged Reimbursement of expenses/ Passthrough/ taxes etc. Admin & DM fees charged	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Rs. 668 million In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Nil In accordance with the terms of ICD Agreement, Interest is charged at 15% p.a. Guarantee exposure as on and 31 March 23 is Nil Guarantee commission at 1% charged by SPL Expenses are pure reimbursements without any markup In accordance with the terms of DM agreement	1000 500 250 2000 50 150 150	Repayable on Demand	15% 7% 4% 30% 1% 2% 2%	38% 19% 10% 76% 2% 6% 6%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding For Project development/ Business needs Interest rate is higher than Bank rate As per terms of external borrowings At arms length rate recommended by Independent CA Ease of operations and controls To recover the cost of services provided, within the cap negotiated with Lenders/JV partners/Strategic investors

SI No.	Name of the first party	Name of the related party and relationship	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	Value of proposed transaction from 01 April 23 to 31 March 24 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 22-23 for proposed transaction FY 23-24	As a Percentage of Subsidiary/JVS Annual Turnover of FY 22-23 for proposed transaction FY 23-24	Details of the Sources of funds in connection with the proposed transactions	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)
4	Shriram Properties Limited	Shrivision Towers Private Limited (STPL) - Joint Venture	50%	50% (Held by Garden City Group as a Landowners)	Revenue Sharing & Profit Sharing	Loans & Advances Given / Borrowings repaid Borrowings Availed / Loan Repaid Interest on loans & advances (given & taken) Reimbursement of expenses/ Passthrough/ taxes etc. Admin & DM fees charged	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Nil In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Rs. 109 million In accordance with the terms of ICD Agreement, Interest is charged at 15% p.a. Expenses are pure reimbursements without any markup In accordance with the terms of DM agreement	1000 500 200 150 50	Repayable on Demand	15% 7% 3% 2% 1%	190% 95% 38% 29% 10%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding For Project development/ Business needs Interest rate is higher than Bank rate Ease of operations and controls To recover the cost of services provided, within the cap negotiated with Lenders/JV partners/Strategic investors

SI No.	Name of the first party	Name of the related party and relationship	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	Value of proposed transaction from 01 April 23 to 31 March 24 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 22-23 for proposed transaction FY 23-24	As a Percentage of Subsidiary/JVS Annual Turnover of FY 22-23 for proposed transaction FY 23-24	Details of the Sources of funds in connection with the proposed transactions	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)
5	Shriram Properties Limited	Shriprop Living Space Private Limited (SLSP) - Joint Venture	51%	49% (Held by Garden City Group as a Landowners)	Profit sharing	Loans & Advances Given / Borrowings repaid	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Nil	500	Repayable on Demand	7%	0%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding
						Borrowings Availed / Loan Repaid	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Rs. 587 million	500		7%	0%				For Project development/ Business needs
						Interest on loans & advances (given & taken)	In accordance with the terms of ICD Agreement, Interest is charged at 15% p.a.	100		1%	0%				Interest rate is higher than Bank rate
						Guarantee given	Guarantee given as on 31 March 23 is Rs. 2250 millions	2500		37%	0%				As per terms of external borrowings
						Guarantee released	Nil	2250		33%	0%				As per terms of external borrowings
						Guarantee commission fees charged by SPL	Guarantee commission at 1% charged by SPL	50		1%	0%				At arms length rate recommended by Independent CA
						Reimbursement of expenses/ Passthrough/ taxes etc.	Expenses are pure reimbursements without any markup	250		4%	0%				Ease of operations and controls
						Admin & DM fees charged by SPL	In accordance with the terms of DM agreement	100		1%	0%				To recover the cost of services provided, within the cap negotiated with Lenders/JV partners/Strategic investors

Sl No.	Name of the first party	Name of the related party and relationship	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	Value of proposed transaction from 01 April 23 to 31 March 24 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 22-23 for proposed transaction FY 23-24	As a Percentage of Subsidiary/JVS Annual Turnover of FY 22-23 for proposed transaction FY 23-24	Details of the Sources of funds in connection with the proposed transactions	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)
6	Shriram Properties Limited	SPL Towers Private Limited - Joint Venture	51%	49% (Held by Garden City Group as a Landowners)	Revenue Sharing	Loans & Advances Given / Borrowings repaid	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Rs. 532 million	500	Repayable on Demand	7%	803%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding
						Borrowings Availed / Loan Repaid	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Nil	500		7%	803%				For Project development/ Business needs
						Interest on loans & advances (given & taken)	In accordance with the terms of ICD Agreement, Interest is charged at 15% p.a.	150		2%	241%				Interest rate is higher than Bank rate
						Guarantee & Pledge of Shares	Guarantee given as on 31 March 23 is Rs. 1550 millions	1500		22%	2409%				As per terms of external borrowings
						Guarantee released	Nil	1550		23%	2490%				As per terms of external borrowings
						Guarantee commission fees charged by SPL	Guarantee commission at 1% charged by SPL	50		1%	80%				At arms length rate recommended by Independent CA
						Reimbursement of expenses/ Passthrough/ taxes etc.	Expenses are pure reimbursements without any markup	150		2%	241%				Ease of operations and controls
						Admin & DM fees charged by SPL	In accordance with the terms of DM agreement	100		1%	161%				To recover the cost of services provided, within the cap negotiated with Lenders/JV partners/Strategic investors
						Advance revenue share received	As per revenue sharing arrangement SPL is eligible for 5% of sale proceeds	60		1%	96%				As per terms negotiated with Lenders/JV partners/Strategic investors

SI No.	Name of the first party	Name of the related party and relationship	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	Value of proposed transaction from 01 April 23 to 31 March 24 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 22-23 for proposed transaction FY 23-24	As a Percentage of Subsidiary/JVS Annual Turnover of FY 22-23 for proposed transaction FY 23-24	Details of the Sources of funds in connection with the proposed transactions	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)
7	Shriram Properties Limited	SPL Housing Projects Private Limited - Joint Venture	20%	80% (Held by ASK)	Profit sharing	Loans & Advances Given / Borrowings repaid	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Rs. 7 million	100	Repayable on Demand	1%	0%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding
						Borrowings Availed / Loan Repaid	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Nil	100		1%	0%				For Project development/ Business needs
						Interest on loans & advances (given & taken)	In accordance with the terms of ICD Agreement, Interest is charged at 15% p.a.	50		1%	0%				Interest rate is higher than Bank rate
						Redemption of Debentures	Exposure as on 31 March 23 is Nil	500		7%	0%				As per terms of the proposed transaction document
						Guarantee commission fees charged by SPL	Guarantee commission at 1% charged by SPL	50		1%	0%				At arms length rate recommended by Independent CA
						Reimbursement of expenses/ Passthrough/ taxes etc.	Expenses are pure reimbursements without any markup	150		2%	0%				Ease of operations and controls
						Admin & DM fees charged by SPL	In accordance with the terms of DM agreement	200		3%	0%				To recover the cost of services provided, within the cap negotiated with Lenders/JV partners/Strategic investors

Sl No.	Name of the first party	Name of the related party and relationship	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	Value of proposed transaction from 01 April 23 to 31 March 24 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 22-23 for proposed transaction FY 23-24	As a Percentage of Subsidiary/JVS Annual Turnover of FY 22-23 for proposed transaction FY 23-24	Details of the Sources of funds in connection with the proposed transactions	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)
8	Shriram Properties Limited	Shrivision Elevations Private Limited - Proposed Joint Venture	30%	70% (Proposed to be held by ASK)	Profit Sharing	Loans & Advances Given / Borrowings repaid	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Rs. 47 million	500	Repayable on Demand	7%	0%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding
						Borrowings Availed / Loan Repaid	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 23 is Nil	50		1%	0%				For Project development/ Business needs
						Interest on loans & advances (given & taken)	In accordance with the terms of ICD Agreement, Interest is charged at 15% p.a.	100		1%	0%				Interest rate is higher than Bank rate
						Investment in Debentures	Exposure as on 31 March 23 is Nil	500		7%	0%				At arms length price as per valuation report
						Interest on Debentures	As per the terms of agreement, interest is charged at 15 - 20% p.a.	100		1%	0%				As per terms of external borrowings
						Guarantee & Pledge of Shares	Exposure as on 31 March 23 is Nil	2180		32%	0%				As per terms of external borrowings
						Guarantee commission fees charged by SPL	Guarantee commission at 1% charged by SPL	50		1%	0%				At arms length rate recommended by Independent CA
						Reimbursement of expenses/ Passthrough/ taxes etc.	Expenses are pure reimbursements without any markup	150		2%	0%				Ease of operations and controls
						Admin & DM fees charged by SPL	In accordance with the terms of DM agreement	250		4%	0%				To recover the cost of services provided, within the cap negotiated with Lenders/JV partners/Strategic investors

Sl No.	Name of the first party	Name of the related party and relationship	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	Value of proposed transaction from 01 April 23 to 31 March 24 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 22-23 for proposed transaction FY 23-24	As a Percentage of Subsidiary/JVS Annual Turnover of FY 22-23 for proposed transaction FY 23-24	Details of the Sources of funds in connection with the proposed transactions	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)
9	Bengal Shriram Hitech City Private Limited - Subsidiary	SPL Estates Private Limited (Step Down Subsidiary of Bengal Shriram Hitech City Private Limited (BSHCPL))	100%	0.01% Economic Interest by Hindustan Motors Limited	Revenue Sharing & Profit Sharing	Loans & Advances Given / Borrowings repaid Borrowings Availed / Loan Repaid Interest on loans & advances (given & taken) Guarantee given Guarantee released Guarantee commission fees charged Reimbursement of expenses/ Passsthrough/ taxes etc. Security given Security given, released Security fee Revenue share receivable Interest expense on security deposit Sale/Purchase of Mivan	In accordance with the terms of ICD Agreement with BSHCPL, total loan exposure as on 31 March 23 is Rs. 144 millions In accordance with the terms of ICD Agreement with BSHCPL, total loan exposure as on 31 March 23 is Nil In accordance with the terms of ICD Agreement, Interest is charged at 15% p.a. By BSHCPL for Rs. 750 million Loan taken from Arka Fin Cap Limited Nil 1% Guarantee commission fees by BSHCPL Expenses are pure reimbursements without any markup Exposure as on 31 March 23 is Rs. 600 million Exposure as on 31 March 23 is Nil 1% security fee will be charged by BSHPL for providing security Payable to BSHCPL in accordance with the terms of Development Agreement For the year 31 March 2023 is Rs. 32 million At arm's length price	200 200 60 2000 750 50 50 2000 750 50 200 50 50	Repayable on Demand	3% 3% 1% 30% 11% 1% 1% 30% 11% 1% 3% 1% 1%	17% 17% 5% 168% 63% 4% 4% 168% 63% 4% 17% 4% 4%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding For Project development/ Business needs Interest rate is higher than Bank rate As per terms of external borrowings As per terms of external borrowings At arms length rate recommended by Independent CA Ease of operations and controls As per terms of external borrowings As per terms of external borrowings At arms length rate recommended by Independent CA As per terms negotiated with Lenders/JV partners/Strategic investors At arms length rate recommended by Independent CA At arm's length price

Sl No.	Name of the first party	Name of the related party and relationship	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	Value of proposed transaction from 01 April 23 to 31 March 24 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 22-23 for proposed transaction FY 23-24	As a Percentage of Subsidiary/JVS Annual Turnover of FY 22-23 for proposed transaction FY 23-24	Details of the Sources of funds in connection with the proposed transactions	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)
10	Bengal Shriram Hitech City Private Limited	Fellow Subsidiaries and JV's as per Exhibit A				Security given Security Fees / Guarantee commission Corporate Guarantee given	Exposure as on 31 March 23 is Rs.1054.41 million 1% security / Guarantee fee will be charged by BSHPL for providing security Exposure as on 31 March 23 is Nil	4000 100 4000		59% 1% 59%	336% 8% 336%				As per terms of external borrowings At arms length rate recommended by Independent CA As per terms of external borrowings
11	Shriprop Living Space Private Limited	Fellow Subsidiaries and JV's as per Exhibit A				Loans & Advances Given / Borrowings repaid Borrowings Availed / Loan Repaid Interest on loans & advances (given & taken) Purchase of Mivan Sale of Mivan	In accordance with the terms of ICD Agreement entered between parties In accordance with the terms of ICD Agreement entered between parties In accordance with the terms of ICD Agreement, Interest is charged at 15% p.a. At arms length price At arms length price	500 100 60 50 50	Repayable on Demand	7% 1% 1% 1% 1%	0% 0% 0% 0% 0%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding For Project development/ Business needs Interest rate is higher than Bank rate At arm's length price At arm's length price

Sl No.	Name of the first party	Name of the related party and relationship	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	Value of proposed transaction from 01 April 23 to 31 March 24 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 22-23 for proposed transaction FY 23-24	As a Percentage of Subsidiary/JVS Annual Turnover of FY 22-23 for proposed transaction FY 23-24	Details of the Sources of funds in connection with the proposed transactions	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)
12	Shrivision Towers Private Limited	Fellow Subsidiaries and JV's as per Exhibit A				<p>Borrowings Availed / Loan Repaid</p> <p>Loans & Advances Given / Borrowings repaid</p> <p>Interest on loans & advances (given & taken)</p>	<p>In accordance with the terms of ICD Agreement</p> <p>In accordance with the terms of ICD Agreement</p> <p>In accordance with the terms of ICD Agreement, Interest is charged at 15% p.a.</p>	<p>1,000</p> <p>500</p> <p>150</p>	<p>Repayable on Demand</p>	<p>15%</p> <p>2%</p>	<p>190%</p> <p>29%</p>	<p>Own Funds and Internal Accrual</p>	<p>Unsecured, Payable on demand</p>	<p>Project Development</p>	<p>For Project development, SPV needs funding</p> <p>For Project development/ Business needs</p> <p>Interest rate is higher than Bank rate</p>
13	SPL Towers Private Limited	Fellow Subsidiaries and JV's as per Exhibit A				<p>Loans & Advances Given / Borrowings repaid</p> <p>Borrowings Availed / Loan Repaid</p> <p>Interest on loans & advances (given & taken)</p> <p>Purchase of Mivan</p> <p>Sale of Mivan</p>	<p>In accordance with the terms of ICD Agreement</p> <p>In accordance with the terms of ICD Agreement</p> <p>In accordance with the terms of ICD Agreement, Interest is charged at 15% p.a.</p> <p>At arms length price</p> <p>At arms length price</p>	<p>500</p> <p>500</p> <p>100</p> <p>50</p> <p>50</p>	<p>Repayable on Demand</p>	<p>7%</p> <p>7%</p> <p>1%</p> <p>1%</p> <p>1%</p>	<p>806%</p> <p>806%</p> <p>161%</p> <p>81%</p> <p>81%</p>	<p>Own Funds and Internal Accrual</p>	<p>Unsecured, Payable on demand</p>	<p>Project Development</p>	<p>For Project development, SPV needs funding</p> <p>For Project development/ Business needs</p> <p>Interest rate is higher than Bank rate</p> <p>At arm's length price</p> <p>At arm's length price</p>

SI No.	Name of the first party	Name of the related party and relationship	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	Value of proposed transaction from 01 April 23 to 31 March 24 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 22-23 for proposed transaction FY 23-24	As a Percentage of Subsidiary/JVS Annual Turnover of FY 22-23 for proposed transaction FY 23-24	Details of the Sources of funds in connection with the proposed transactions	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)
<p>Exhibit A</p> <p>Shrivision Homes Private Limited Shriprop Developers Private Limited SPL Shelters Private Limited Shriprop Homes Private Limited Shriprop Projects Private Limited Global Entropolis (Vizag) Private Limited Shriprop Constructors Private Limited Shriprop Structures Private Limited SPL Constructors Private Limited Shriprop Builders Private Limited Shriram Living Space Private Limited Shriram Upscale Spaces Private Limited Shrivision Elevations Private Limited Suvilas Realities Private Limited Bengal Shriram Hitech City Private Limited SPL Estates Private Limited SPL Realtors Private Limited SPL Towers Private Limited Shriprop Living Space Private Limited Shriprop Hitech City Private Limited SPL Housing Projects Private Limited Shriprop Properties Private Limited Shrivision Towers Private Limited</p>															