

22nd March 2022

National Stock Exchange of India Limited The Listing Department Exchange Plaza, 5 th Floor Plot C 1 - G Block Bandra-Kurla Complex, Bandra (E) Mumbai 400 051 Scrip Code: SHRIRAMPPS	BSE Limited Dept of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 001 Scrip Code : 543419
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Dear Sirs

Sub: Disclosure of Voting Result - Postal Ballot Notice dated 14th February 2022

The Company had sought approval of the members of the Company through Postal Ballot-e-voting in respect of certain resolutions as stated in the Postal Ballot Notice submitted to the Exchanges on 16th February 2022

Details of voting result of the Postal Ballot, conducted through remote e-voting process, in respect of resolutions contained in the Postal Ballot Notice dated 14th February 2022, is enclosed in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with the Scrutinizer's Report on the e-voting.

All the above-mentioned resolutions were passed with the requisite majority on 18th March 2022 (the last date for e-voting).

We request you to take the above information on record.

Thanking you.

Regards

For SHRIRAM PROPERTIES LIMITED



D. SRINIVASAN
COMPANY SECRETARY
FCS 5550



Shriram Properties Limited

"Shriram House", No.31, Old No.192, 2nd Main Road, T Chowdaiah Road, Sadashivanagar, Bengaluru - 560080
T +91-80-40229999 | F +91-80-41236222 | Web: www.shriramproperties.com

Registered Office: Lakshmi Neela Rite Choice Chamber, New No.9, Bazullah Road, T. Nagar Chennai - 600 017

GST No: 29AAFCS5801D1ZI CIN No: L72200TN2000PLC044560

Details of Results of E-Voting and poll pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	
Name of the Company	SHRIRAM PROPERTIES LIMITED
Date of Declaration of Results of Postal ballot	March 22, 2022
Last Date of Receipt of Postal Ballot forms/e-voting	March 18, 2022
Total number of Shareholders as on Cut-off date	71959
No. of Shareholders Present in the meeting either in person or through proxy	
Promoters and Promoter Group	Not Applicable
Public:	
No of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group	
Public:	

Agenda-wise disclosure (to be disclosed separately for each agenda item)

ITEM NO. 1:		RATIFICATION OF THE SHRIRAM PROPERTIES LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) 2013:						
Resolution required: (Ordinary/Special)	Special Resolution							
Whether promoter/promoter group interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,74,58,070	4,74,58,064	100.00	4,74,58,064	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	4,74,58,070	4,74,58,064	-	4,74,58,064	-	100.00	-
Public Institutions	E-Voting	7,07,62,055	6,02,03,543	85.08	5,41,44,168	60,59,375	89.94	10.06
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	7,07,62,055	6,02,03,543	85.08	5,41,44,168	60,59,375	89.94	10.06
Public Non-Institutions	E-Voting	5,14,03,899	2,94,28,718	57.25	2,94,04,870	23,848	99.92	0.08
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	5,14,03,899	2,94,28,718	57.25	2,94,04,870	23,848	99.92	0.08
Total		16,96,24,024	13,70,90,325	80.82	13,10,07,102	60,83,223	95.56	4.44

D. Srinivasan



ITEM NO. 2:		<u>APPROVAL FOR GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANIES, ASSOCIATE AND GROUP UNDER SHRIRAM PROPERTIES LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) 2013.</u>						
Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/promoter group interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes -against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,74,58,070	4,74,58,064	100.00	4,74,58,064	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	4,74,58,070	4,74,58,064	100.00	4,74,58,064	-	100.00	-
Public Institutions	E-Voting	7,07,62,055	6,02,03,543	85.08	5,41,44,168	60,59,375	89.94	10.06
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	7,07,62,055	6,02,03,543	85.08	5,41,44,168	60,59,375	89.94	10.06
Public Non-Institutions	E-Voting	5,14,03,899	2,94,25,186	57.24	2,93,99,688	25,498	99.91	0.09
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	5,14,03,899	2,94,25,186	57.24	2,93,99,688	25,498	99.91	0.09
Total		16,96,24,024	13,70,86,793	80.82	13,10,01,920	60,84,873	95.56	4.44

ITEM NO. 3:		<u>APPROVAL RATIFICATION FOR OPTIONS IN FORCE WHICH HAVE BEEN GRANTED TO EMPLOYEES UNDER SHRIRAM PROPERTIES LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) 2013:</u>						
Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/promoter group interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes -against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,74,58,070	4,74,58,064	100.00	4,74,58,064	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot(if applicable)		-	0.00	-	-	0.00	0.00
	Total	4,74,58,070	4,74,58,064	0.00	4,74,58,064	-	100.00	0.00
Public Institutions	E-Voting	7,07,62,055	6,02,03,543	85.08	6,02,03,543	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot(if applicable)		-	0.00	-	-	0.00	0.00
	Total	7,07,62,055	6,02,03,543	85.08	6,02,03,543	-	100.00	0.00
Public Non-Institutions	E-Voting	5,14,03,899	2,94,27,394	57.25	2,94,00,141	27,253	99.91	0.09
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot(if applicable)		-	0.00	-	-	0.00	0.00
	Total	5,14,03,899	2,94,27,394	57.25	2,94,00,141	27,253	99.91	0.09
Total		16,96,24,024	13,70,89,001	80.82	13,70,61,748	27,253	99.98	0.02



ITEM NO. 4:		<u>RATIFICATION AND APPROVAL OF ARTICLE 43(b) OF THE ARTICLES OF ASSOCIATION</u>						
Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/promoter group interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,74,58,070	4,74,58,064	100.00	4,74,58,064	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot(if applicable)		-	0.00	-	-	0.00	0.00
	Total	4,74,58,070	4,74,58,064	0.00	4,74,58,064	-	100.00	0.00
Public Institutions	E-Voting	7,07,62,055	6,02,03,543	85.08	6,02,03,543	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot(if applicable)		-	0.00	-	-	0.00	0.00
	Total	7,07,62,055	6,02,03,543	85.08	6,02,03,543	-	100.00	0.00
Public Non-Institutions	E-Voting	5,14,03,899	2,94,27,144	57.25	2,94,09,312	17,832	99.94	0.06
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot(if applicable)		-	0.00	-	-	0.00	0.00
	Total	5,14,03,899	2,94,27,144	57.25	2,94,09,312	17,832	99.94	0.06
Total		16,96,24,024	13,70,88,751	80.82	13,70,70,919	17,832	99.99	0.01

ITEM NO. 5:		<u>APPROVAL FOR AN INCREASE IN REMUNERATION PAYABLE TO MR. M MURALI, CHAIRMAN & MANAGING DIRECTOR FROM 1.4.2022 TO 31.3.2023</u>						
Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/promoter group interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,74,58,070	4,74,58,064	100.00	4,74,58,064	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot(if applicable)		-	0.00	-	-	0.00	0.00
	Total	4,74,58,070	4,74,58,064	100.00	4,74,58,064	-	100.00	0.00
Public Institutions	E-Voting	7,07,62,055	4,36,74,654	61.72	3,73,07,033	63,67,621	85.42	14.58
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot(if applicable)		-	0.00	-	-	0.00	0.00
	Total	7,07,62,055	4,36,74,654	61.72	3,73,07,033	63,67,621	85.42	14.58
Public Non-Institutions	E-Voting	5,14,03,899	2,79,12,195	54.30	2,78,69,819	42,376	99.85	0.15
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot(if applicable)		-	0.00	-	-	0.00	0.00
	Total	5,14,03,899	2,79,12,195	54.30	2,78,69,819	42,376	99.85	0.15
Total		16,96,24,024	11,90,44,913	70.18	11,26,34,916	64,09,997	94.62	5.38





**REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING (POSTAL BALLOT)
BY THE SHAREHOLDERS OF SHRIRAM PROPERTIES LIMITED**

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

To

The Managing Director
SHRIRAM PROPERTIES LIMITED
Lakshmi Neela Rite Choice Chamber,
New No.9, Bazullah Road,
T.Nagar, Chennai – 600017

Dear Sir,

**Sub: Report of Scrutinizer pursuant to passing of resolutions through (postal ballot)
remote e-voting –reg.**

I, P. Sriram, Practicing Company Secretary, (Membership No. FCS 4862 and Certificate of Practice No. 3310), Partner of SPNP & Associates, Practicing Company Secretaries, was appointed by the Board of Directors of Shriram Properties Limited, CIN: L72200TN2000PLC044560 (hereinafter referred as "the Company") as Scrutinizer for the purpose of scrutinizing the voting by postal ballot through remote e-voting and ascertaining the requisite majority on voting carried out in respect of the following resolutions as circulated in the Postal Ballot Notice dated February 14, 2022 pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and the relaxations and clarifications issued by Ministry of Corporate Affairs ("MCA") vide General Circulars No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 ("MCA Circulars"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'):



SPNP & ASSOCIATES
Practising Company Secretaries



No.10/28, II Floor, 3rd Cross Street, R.K. Nagar, Raja Annamalaipuram, Chennai - 600 028.
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- I. Ratification of the Shriram Properties Limited Employee Stock Option Plan (ESOP) 2013.
- II. Approval for grant of employee stock options to the employees of the subsidiary companies, associate and group under Shriram Properties Limited Employee Stock Option Plan (ESOP) 2013.
- III. Approval / Ratification for options in force which have been granted to employees under Shriram Properties Limited Employee Stock Option Plan (ESOP) 2013.
- IV. Ratification and Approval of Article 43(b) of the Articles of Association.
- V. Approval for an increase in remuneration payable to Mr. M Murali, Chairman & Managing Director from 1.4.2022 to 31.3.2023

As per the guidelines prescribed by the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and the approval of the shareholders was sought only by means of remote e- voting.

In accordance with the MCA Circulars and SEBI Listing Regulations, the Company had made necessary arrangements with National Securities Depository Limited (NSDL), the System provider for providing a system of recording votes of the shareholders electronically through remote e-voting and also organised through Kfin Technologies Private Limited, its Registrar and Share Transfer Agent (herein after referred as "RTA" or "Kfin") to setup the e-voting facility on the NSDL e-voting platform available on its website: <https://www.evotingindia.com/>

The Postal Ballot Notice was sent to the Members whose names appear in the List of Beneficial Owners received from National Securities Depository Limited ('NSDL') ('Depositories') as at the close of business hours on Friday, February 11, 2022 ('Cut-Off Date') whose e-mail addresses are registered with the RTA. Members whose e-mail addresses were not registered but mobile numbers are registered with RTA/Depositories, the weblink for downloading the Notice was sent through SMS.



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The Company through its RTA uploaded the resolutions together with explanatory statement on which e-voting was sought from the shareholders and for generating Electronic Voting Sequence Number (EVSN) by the system provider and also hosted the same in the website of the Company, <https://www.shriramproperties.com/corporate/investors/investor-updates/>

FURTHER, I REPORT THAT:

The Postal Ballot Notice dated February 14, 2022 were sent to 69210 shareholders vide electronic mode to their email addresses registered with the Depository participant, as per the data downloaded from the NSDL as on February 11, 2022. The Company has completed dispatch of Postal Ballot Notice through email on Monday, February 14, 2022.

The remote e-voting period commenced on Thursday, February 17, 2022 at 09.00 AM IST and was closed on Friday, March 18, 2022 at 5.00 PM (IST) for the Members exercising their vote through electronic voting. The remote e-voting module was disabled by NSDL for voting thereafter. All votes cast by e-voting through NSDL received upto Friday, March 18, 2022 at 5.00 PM being last date fixed by the Company for exercise of vote by electronic means, were considered for my scrutiny.

On scrutiny, I report that 660 Shareholders had exercised their vote through electronic voting (e-voting). The voting was reckoned in proportion to the paid-up value of the shares mentioned against the name of the Member in the Register of the Members on Friday, February 11, 2022.

The summary of the remote e-voting is as per the attached **Annexure 1** and the results of the remote e-voting in respect of Item No: 1 to Item No: 5 are given hereunder:

SPECIAL RESOLUTION 1:

RATIFICATION OF THE SHRIRAM PROPERTIES LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) 2013:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and the rules made thereunder (‘the Act’), Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Memorandum and Articles of Association of the Company, and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively, “Applicable Laws”), including any statutory modification(s) or re-enactment(s) of the Applicable Laws, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such



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conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the Shriram Properties Limited Employee Stock Option Plan, 2013 ("ESOP Plan 2013"), which was approved and adopted by the members.

RESOLVED FURTHER THAT any Director of the Company, Mr. Gopalakrishnan J Executive Director & Group CFO, Mr. K. R. Ramesh Executive Director Operations, and Mr. D Srinivasan, Company Secretary be and are hereby severally authorized to do all such acts and deeds as are required for regulatory and legal compliance including filing any necessary forms with the Registrar of Companies and execution of all relevant documents as may be required in order to give effect to these resolutions."

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	660	137090325	100%
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	660	137090325	100%
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	563	131007102	95.56%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	563	131007102	95.56%
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	97	6083223	4.44%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	97	6083223	4.44%

RESULT: Total votes for Item No. 1 polled **FOR SPECIAL RESOLUTION** is 95.56% and the total votes polled **AGAINST SPECIAL RESOLUTION** is 4.44%



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SPECIAL RESOLUTION 2:

APPROVAL FOR GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANIES, ASSOCIATE AND GROUP UNDER SHRIRAM PROPERTIES LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) 2013.

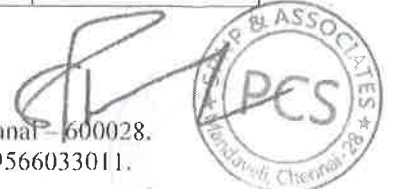
“**RESOLVED THAT** pursuant to section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (‘the Act’), and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively, ‘Applicable Laws’), including any statutory modification(s) or re-enactment(s) of the Applicable Laws, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded authorising the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to offer, grant and issue employee stock options (‘Options’) under the Shriram Properties Limited Employees Stock Option, 2013 (‘Shriram Properties ESOP Plan’) within the limit prescribed therein to or for the benefit of the employees including any director, whether whole-time or otherwise (other than the employee who is promoter or person belong to the promoter group, independent directors of the Company and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of subsidiary, associate and group company(ies) of the Company, as may be decided under the Shriram Properties ESOP Plan, exercisable into corresponding number of equity shares of face value of Rs.10/- (Rupees Ten only) each fully paid-up, where one employee stock option would convert in to one equity share upon exercise on such terms and in such manner as the Board/ Committee may decide in accordance with the provisions of the Shriram Properties ESOP Plan read with the provisions of the Applicable Laws.”

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	657	137086793	100%
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC	657	137086793	100%



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MODE			
Postal Ballot forms with "ASSENT" as SPECIAL RESOLUTION			
In Electronic Mode	543	131001920	95.56%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	543	131001920	95.56%
Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION			
In Electronic Mode	114	6084873	4.44%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	114	6084873	4.44%

RESULT: Total votes for Item No. 2 polled **FOR** SPECIAL RESOLUTION is 95.56% and the total votes polled **AGAINST** SPECIAL RESOLUTION is 4.44%

ORDINARY RESOLUTION 3:

APPROVAL/ RATIFICATION FOR OPTIONS IN FORCE WHICH HAVE BEEN GRANTED TO EMPLOYEES UNDER SHRIRAM PROPERTIES LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) 2013:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and the rules made thereunder ('the Act') and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively, "Applicable Laws"), including any statutory modification(s) or re-enactment(s) of the Applicable Laws, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to approve, and allot the 466,383 equity shares of Rs 10 each of the Company upon the exercise of 466,383 options which are fully vested under the Shriram Properties Limited Employees Stock Option, 2013 (**"Shriram**

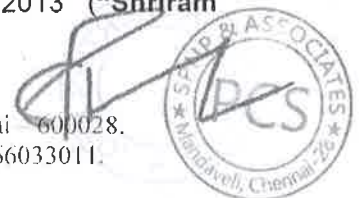


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Properties ESOP Plan”) and granted at an exercise price of Rs 10 per share, prior to initial public offering of the shares of the Company. The members hereby record, ratify, and affirm that the 466,383 vested options under the Shriram Properties ESOP Plan are currently in force.

RESOLVED FURTHER THAT the Board is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the Shriram Properties ESOP Plan and such equity shares shall rank pari-passu in all respects with the existing equity shares of the Company after the date of allotment.

RESOLVED FURTHER THAT any Director of the Company, Mr. Gopalakrishnan J Executive Director & Group CFO, Mr. K. R. Ramesh Executive Director Operations, Mr. D. Srinivasan, Company Secretary be and are severally authorized to do all such acts and deeds as are required for regulatory and legal compliance including filing any necessary forms with the stock exchanges, registrar of companies and execution of all relevant documents as may be required in order to give effect to these resolution.”

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	653	137089001	100%
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	653	137089001	100%
Postal Ballot forms with “ASSENT” as SPECIAL RESOLUTION			
In Electronic Mode	555	137061748	99.98%
In Physical Mode	NA	NA	NA
Total Postal Ballot with “ASSENT” in Physical & Electronic Mode	555	137061748	99.98%
Postal Ballot Forms with “DISSENT” as SPECIALRESOLUTION			
In Electronic Mode	98	27253	0.02%
In Physical Mode	NA	NA	NA
Total Postal Ballot with “DISSENT” in Physical & Electronic Mode	98	27253	0.02%

RESULT:Total votes for Item No. 3 polled **FOR ORDINARY RESOLUTION** is 99.98% and the total votes polled **AGAINST ORDINARY RESOLUTION** is 0.02%.



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SPECIAL RESOLUTION 4:

RATIFICATION AND APPROVAL OF ARTICLE 43(b) OF THE ARTICLES OF ASSOCIATION

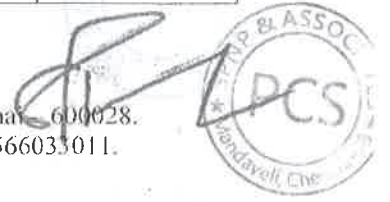
“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory modification(s) or amendment(s) or variation(s) or re-enactment(s) thereof, for the time being in force), and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s), as may be required, consent of the Shareholders of the Company be and is hereby accorded to the ratification and approval of Article 43(b) of the Articles of Association.

RESOLVED FURTHER THAT any Director of the Company, Mr. Gopalakrishnan J Executive Director & Group CFO, Mr. K. R. Ramesh Executive Director Operations, Mr. D. Srinivasan, Company Secretary be and are severally authorised to do all such acts and deeds as are required for regulatory and legal compliance including filing any necessary forms with the Stock Exchanges, Registrar of Companies and execution of all relevant documents as may be required in order to give effect to these resolutions.”

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	649	137088751	100%
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	649	137088751	100%
Postal Ballot forms with “ASSENT” as ORDINARY RESOLUTION			
In Electronic Mode	562	137070919	99.99%
In Physical Mode	NA	NA	NA
Total Postal Ballot with “ASSENT” in Physical & Electronic Mode	562	137070919	99.99%
Postal Ballot Forms with “DISSENT” as ORDINARY RESOLUTION			
In Electronic Mode	87	17832	0.01%
In Physical Mode	NA	NA	NA
Total Postal Ballot with “DISSENT” in Physical & Electronic Mode	87	17832	0.01%



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RESULT: Total votes for Item No. 4 polled **FOR** SPECIAL RESOLUTION is 99.99% and the total votes polled **AGAINST** SPECIAL RESOLUTION is 0.01%.

SPECIAL RESOLUTION 5:

APPROVAL FOR AN INCREASE IN REMUNERATION PAYABLE TO MR. M MURALI, CHAIRMAN & MANAGING DIRECTOR FROM 1.4.2022 TO 31.3. 2023

RESOLVED THAT pursuant to provisions of Section 196, 197, read with Section 178 and rules made thereunder read with Schedule V of the Companies Act, 2013 ("Act") including any statutory modifications or re-enactment thereof, for the time being in force, read with the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015) (collectively, the "Applicable Laws") the consent and approval of the shareholders be and is hereby accorded for the increase in remuneration payable to Mr. M. Murali, Chairman and Managing Director as below which shall be valid from 1st April 2022 to 31st March 2023, based on the recommendation and approval of the Nomination and Remuneration Committee, and the Board of directors of the Company.

1. Basic salary of Rs. 5 Cr (Rupees Five Crore only) per annum.
2. Perquisites and allowances payable as per the Company's policy and existing rules
 - a) Free use of Car with driver with expenses and maintenance of the same,
 - b) Use of Telephone, mobile phone,
 - c) Coverage under PF and Gratuity scheme
 - d) Two club membership and the annual fee paid by the Company
 - e) Coverage under PF and Gratuity scheme
3. Profit linked pay/ commission as may be decided by the Nomination and Remuneration Committee from year to year.

Provided, however, cost of personal use of car / long-distance personal phone call shall be borne by the managerial person.

Provided, however, the overall remuneration shall not exceed 5% of the net profit of the Company (including the amount of remuneration paid as stated in above) or up to such ceiling as may be provided under the Act, whichever is higher and as determined by the Nomination and Remuneration Committee and the Board, in accordance with the Applicable Laws.



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RESOLVED FURTHER THAT in the event of any loss or inadequacy of the profit, the remuneration (including perquisites) as set out above be paid to him as minimum remuneration, notwithstanding that the overall remuneration so payable may exceed the limits prescribed under the Section 196, 197, read with Section 198 and Schedule V of the Act.

RESOLVED FURTHER THAT subject to the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. M. Murali shall not be liable to retire by rotation during his tenure as Managing Director.

RESOLVED FURTHER THAT the Board of Directors and any Committee thereon be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT any Director and Mr. D Srinivasan, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including the filing of necessary forms with the Registrar of Companies and such other authorities as may be required."

Details	No. of Shareholders	No. of votes	Percentage (%)
Total Postal Ballot Forms Received by:			
Electronic Mode	656	119044913	100%
Physical Mode	NA	NA	NA
Less: Invalid Postal Ballot forms	NA	NA	NA
NET VALID POSTAL BALLOT IN PHYSICAL & ELECTRONIC MODE	656	119044913	100%
Postal Ballot forms with "ASSENT" as ORDINARY RESOLUTION			
In Electronic Mode	452	112634916	94.62%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "ASSENT" in Physical & Electronic Mode	452	112634916	94.62%
Postal Ballot Forms with "DISSENT" as ORDINARY RESOLUTION			
In Electronic Mode	204	6409997	5.38%
In Physical Mode	NA	NA	NA
Total Postal Ballot with "DISSENT" in Physical & Electronic Mode	204	6409997	5.38%

RESULT: Total votes for Item No. 5 polled **FOR SPECIAL RESOLUTION** is 94.62% and the total votes polled **AGAINST SPECIAL RESOLUTION** is 5.38%.



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RESULT OF THE REMOTE E-VOTING:

The **Ordinary resolution No. 3** set out in the Notice of the postal ballot requires that the votes cast in favour shall be simple majority than the votes cast against the resolution by the members so entitled and voting.

I report that the said Ordinary Resolution has been passed by the shareholders with requisite majority.

The **Special Resolution Nos. 1, 2, 4 and 5** set out in the Notice of the postal ballot requires that the votes cast in favour of the resolution shall not be less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.

I report that the said Special Resolutions has been passed by the shareholders with requisite majority.



(P. Sriram)
Practicing Company Secretary
Certificate of Practice No:3310
Membership No: FCS 4862
UDIN:F004862C003015111

Date: 22.03.2022
Place:Chennai

For Shriram Properties Limited

M. Murali
Chairman and Managing Director

