

September 7, 2023

National Stock Exchange of India Limited The Listing Department Exchange Plaza, 5th 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 Sir/Madam,

Sub: Notice of 23rd Annual General Meeting (AGM) of the Company.

Pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the Notice convening the 23rd Annual General Meeting (AGM) of the Company to be held on Saturday, September 30, 2023, at 11:00 A.M. (IST) through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”).

The Company had fixed Monday, September 25, 2023, as the “Cut-off Date” for the purpose of determining the members eligible to participate in the remote e-voting or for e-voting at the Meeting.

The Annual Report for the FY23 (including Notice) is being sent through electronic mode to all members and is also available on the website of the Company at www.shriramproperties.com.

The Annual Report FY23 and the Business Responsibility and Sustainability Report is being filed with the Exchanges separately.

We request you to take the documents filed on record.

Thanking you.

Regards

For Shriram Properties Limited

D. Srinivasan
Company Secretary
FCS 5550

Encl: Notice of 23rd AGM

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

CIN:L72200TN2000PLC044560 Email Id:companysecretary@shriramproperties.com

SHRIRAM PROPERTIES LIMITED
CIN: L72200TN2000PLC044560

Registered Office: Lakshmi Neela Rite Choice Chamber, New No.9, Bazullah Road, T.Nagar, Chennai – 600017
 Corporate Office: Shriram House, No.31, 2nd Main, T. Chowdaiah Road, Sadashivnagar, Bengaluru-560080.
 Tel: 044-40014410 e-mail: cs.spl@shriramproperties.com

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 23rd (Twenty-Third) Annual General Meeting (“AGM”) of the Company will be held on Saturday, September 30, 2023 at 11.00 A.M through Video Conferencing / Other Audio Visual Means (VC/OAVM) to transact the following business. This will be the 2nd (Second) AGM of the Company after the Initial Public Offer.

ORDINARY BUSINESS

1. TO APPROVE AND ADOPT THE AUDITED ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

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

“RESOLVED THAT :

- a. the Standalone Financial Statements of the Company which include the Audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the financial year ended on that date and the Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditors thereon.
- b. the Consolidated Financial Statements of the Company which include the Audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Statutory Auditors thereon.

be and are hereby approved and adopted.”

2. TO APPOINT A DIRECTOR IN THE PLACE OF MR. MALAYAPPAN MURALI, (DIN 00030096) WHO RETIRES BY ROTATION

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

“RESOLVED THAT pursuant to the provision of Section 152 and other applicable provisions of the Companies Act 2013 and Articles of Association of the Company, Mr. Malayappan Murali (DIN: 00030096) Chairman & Managing Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

RESOLVED FURTHER THAT Mr. Malayappan Murali (DIN: 00030096) shall continue as Chairman and Managing Director of the Company on the terms and conditions of his appointment w.e.f April 1, 2020 for a period of 5 years from that date.

SPECIAL BUSINESS

3. TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITORS

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, including any modifications (s)/amendment (s) or re-enactment thereof and of any other law for the time being in force, the consent of the members of the Company be and is hereby accorded for the payment of remuneration not exceeding ₹0.30 million plus reimbursement of out of- pocket expenses and taxes in connection with the cost audit as may be applicable from time to time to M/s. SBK & Associates, Cost Accountants (Registration No: 000342), the Cost Auditors of the Company for the financial year 2023-2024.

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

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

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 197 and 198 of the Companies Act, 2013 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (hereinafter referred as ‘Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), subject to the provisions of Articles of Association of the Company, and subject to any approvals, permissions of any / various authority(ies) as may be required, and pursuant to the recommendation of Nomination and Remuneration Committee (“NRC”), and the Board of Directors (“Board”) of Shriram Properties Limited (“Company”), the approval of the shareholders be and is hereby accorded to pay the remuneration/commission to each Independent Director of the Company as detailed below in accordance with Sections 197, 198 read with Schedule V of the Act.

RESOLVED FURTHER THAT approval of the shareholders is hereby accorded for the payment of remuneration/ commission payable of ₹1.50 million to each of the Independent Director of the Company for the Financial Year 2022-23, as set out below:

Sl No.	Name of the Director		Remuneration
1	Mr. T.S. vijayan	(DIN: 00043959)	₹1.50 million
2	Mr. K.G. Krishnamurthy	(DIN: 00012579)	₹1.50 million
3	Ms. Anita Kapur	(DIN: 07902012)	₹1.50 million
4	Prof. R Vaidyanathan	(DIN: 00221577)	₹1.50 million

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

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

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

5. TO APPROVE THE APPOINTMENT OF MR. ASHISH PRADEEP DEORA (DIN 00409254) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder, and Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashish Pradeep Deora (DIN: 00409254) who was appointed as an Additional Director (Non- Executive Non-Independent Director) by the Board, with effect from August 14, 2023, on the basis of recommendation of the Nomination & Remuneration Committee of the Company be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

By order of the Board of Directors
Shriram Properties Limited

Date: August 14, 2023
Place: Bengaluru

D. Srinivasan
Company Secretary
F5550

Notes:

1. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (the "SEBI Circulars:") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, permitted the holding of AGM's through VC or OAVM without the physical presence of Members at a common venue.
 2. In compliance with the provisions of the Act, Listing Regulations and MCA Circulars, the 23rd AGM of the Company is being held through VC / OAVM on Saturday, September 30, 2023 at 11.00 A.M. The proceedings of AGM are deemed to be conducted at the Registered Office of the Company situated at Lakshmi Neela Rite Choice Chamber, New No.9, Bazullah Road, T. Nagar, Chennai - 600017.
 3. In terms of the Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, additional information on Directors seeking appointment/ re-appointment is provided separately.
 4. A Statement pursuant to the provisions of Section 102(1) of the Act relating to the special business to be transacted in the AGM is annexed to and forms part of this Notice.
 5. GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE ABOVE REFERRED CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR THE APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
 6. Since the AGM is being held through VC /OAVM the Route Map is not attached to this Notice.
 7. Voting through electronic means and participation at the Annual General Meeting.
 8. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, listed companies are required to provide Members with the facility to exercise their votes at general meetings through electronic means.
- The Company has availed the services of National Securities Depository Limited ("NSDL") for providing the necessary remote e-Voting platform to the Members of the Company Dispatch of Annual Report through electronic mode.
9. In compliance with the MCA Circular and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/ P/2022/6 dated May 13, 2022 Members may note that the Notice of the AGM along with the Annual Report 2023 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Depository Participants as on Friday September 1, 2023. Members may note that the Notice and Annual Report 2023 will be available on the Company's website www.shriramproperties.com. Websites of Stock Exchanges i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited ([https:// www.nseindia.com/](https://www.nseindia.com/)) and website of agency, NSDL www.evoting.nsdl.com. However, in accordance with SEBI Circular Regulation 36 (1) (c) of the Listing Regulations, a hard copy of the Annual Report will be sent to those shareholders who request the same.
 10. The e-Voting period shall commence on Wednesday, September 27, 2023 at 9.00 A M and ends on Friday, September 29, 2023 at 5.00 P M. Once the vote on a resolution is cast by a shareholder, it cannot be changed subsequently. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again.
 11. Members who have acquired the shares of the Company after the dispatch of the Notice of AGM and whose names appear in the register of Members of the Company or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date i.e. Monday, September 25, 2023 will be eligible to cast their vote through remote e-Voting.
 12. The Board of Directors has appointed Mr. P Sriram, (Membership No. F4862, COP No. 3310) and in his absence Mrs. Nitya Pasupathy (Membership No. F10601 and COP No. 22562) Partners of SPNP & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the remote e-Voting and poll process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within three days from the conclusion of the AGM, prepare a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company.
 13. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company. www.shriramproperties.com., Websites of Stock Exchanges i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited ([https:// www.nseindia.com/](https://www.nseindia.com/)) and Website of agency, NSDL www.evoting.nsdl.com
 14. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 25, 2023.

15. The details of the process and manner for remote e-Voting are explained herein below:

15. 1. INSTRUCTIONS FOR E-VOTING

- (i) In terms of the MCA Circulars and SEBI Circulars, physical attendance of the Members to the AGM venue is not required and general meeting will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.
- (ii) Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there and cast their votes through e-voting.
- (iii) The Members can join the AGM in the VC/OAVM mode 15 (Fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 (One-Thousand) Members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% (Two per cent) or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (iv) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (v) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations, and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, and the Circulars issued

Step 1: Access to the NSDL e-Voting system

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

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

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

by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 5, 2020, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has agreed with the National Securities Depository Limited ("NSDL") to facilitate voting through electronic means, as the authorized agency. The facility of casting votes by a Member using a remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL

- (vi) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice and the Annual Report of this AGM have been uploaded on the website of the Company at <https://www.shriramproperties.com>. Websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and <https://www.nseindia.com/> respectively and on the website of NSDL (agency for providing the remote e-voting facility) i.e. www.evoting.nsdl.com.

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

- (i) The remote e-voting period begins on Wednesday, September 27, 2023 at 9.00 A M and ends on Friday, September 29, 2023 at 5.00 P M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (off date) i.e. Monday, September 25, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Monday, September 25, 2023.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS users can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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Type of shareholders	Login Method
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 the company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or join 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 abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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 e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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.
- 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, 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.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to

the Scrutinizer by e-mail to spnpassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 2499 7000 / 022 4886 7000 or send a request to (Name of NSDL Official) at 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:

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs.spl@shriramproperties.com.
- b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs.spl@shriramproperties.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- c) Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- d) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in DEMAT mode are allowed to vote through their DEMAT account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their DEMAT account in order to access e-Voting facility.

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

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

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

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

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

INVESTOR SERVICING

1. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form.
2. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.
3. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form.
4. All Investor Queries/Complaints/Grievances may be addressed to the Secretarial Department at the Registered and Corporate Office of the Company or by sending an e-mail to cs.spl@shriramproperties.com. Members can also write to KFIN Technologies Limited, the Registrar and Share Transfer Agents of the Company, www.kfintech.com or send an e-mail to einward.ris@kfintech.com.
5. All documents referred to in the accompanying Notice will be open for inspection at the Corporate Office and Registered Office of the Company during normal business hours on any working day till the date of the AGM between 10.00 A.M. to 12.00 noon from Monday to Friday, on all business days up to and including the date of the meeting.
6. As required by SEBI Master Circular, investors are advised to note that the portals of e-voting service provider will have the documents/disclosures made by the Company in the webpage of the Company and the website of Stock Exchanges. The e-voting service provider webpage will provide necessary link for accessing the information and also the report of the proxy advisors, which may enable you to make your decision for voting on the resolutions submitted.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 2

PART I-A: PROFILE OF DIRECTOR(S) SEEKING REAPPOINTMENT-(RETIREMENT BY ROTATION AS A DIRECTOR)

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

Name of the Director	Malayappan Murali.
Age	56.
Date of First Appointment	March 30, 2003.
Qualifications	Civil Engineer. He has completed the Executive Education Fast Track General Management Programme conducted by Indian Institute of Management, Bangalore. Owner/President Management Programme conducted by the Harvard Business School, Massachusetts. USA.
Experience	36 Years
Inter-se relationship with other Directors/ Key Managerial Personnel	Promoter, Chairman and Managing Director Not related to any Director or Key Managerial Personnel of the Company.
Board Position held	Chairman and Managing Director.
Number of shares held in individual capacity	Directly 1,39,006 Shares (0.08%) Mr. M. Murali together with other Promoters, Shriram Properties Holdings Private Ltd and Shriram Group Executive Welfare Trust hold about 28% of the Equity of the Company.
Terms and Conditions of Appointment/Re-Appointment	5 Years with effect from April 1, 2020.
Expertise in specific functional areas	Mr. Murali, as Chairman & Managing Director has been entrusted with the overall responsibility of achieving the business goals and targets. As a leader he will guide the management team of the Company in operational functions.
Number of Board meeting attended during the Financial year 2022-23	Five (100%)
Details of Remuneration	₹50.00 million per annum, as approved by the Shareholders by Special Resolution vide Postal Ballot e-voting passed on March 30, 2023 for a period from April 1, 2023 to March 31, 2025.
Directorship and Membership of Committees of the Board held in other Listed Companies	Nil.
Recognition or awards	He has received South India's Real Estate Leadership Lifetime Achievement Award for Outstanding Contribution to the Real Estate Sector in September 2018 and the award for Managing Director. of the Year from Times Network National Awards for Marketing Excellence in July, 2018. In 2021, Our Company was awarded the Business Leadership 2021 Award for Brand Excellence in Construction and Real Estate by Feather Touch. In 2022, the Company won awards for affordable housing, best Organization Development, Great Place to work (GPTW) etc. Mr. Murali has been adjudged as Most Enterprising CMD by the Times Group of ET.

Other Directorships, Memberships/Chairmanship of Committees of the Board

Name of the Company	Director	Committee Membership			
		CSR	Stakeholder	Finance & Risk	Nomination & Remuneration
Shriram Properties Holdings Private Limited	Y	N	N	N	N
Shriram Properties Limited	Y	Y	N	Y	N
Global Entropolis (Vizag) Private Limited	Y	N	N	N	N
Bengal Shriram Hitech City Private Limited	Y	N	N	N	N
SPL Builders Private Limited	Y	N	N	N	N
HD Medical Services (India) Private Limited	Y	N	N	N	N
NAFA General Partners Private Limited	Y	N	N	N	N

Y = Yes; N = No

The Board of Directors recommends the Ordinary Resolution for approval.

None of the Directors or the Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in passing the proposed Resolution, other than Mr. M Murali, the appointee.

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

The Board appointed M/s. SBK & Associates, Cost Accountants (Registration No: 000342), as Cost Auditors of the Company, in terms of Section 148 of the Act and fixed a sum of ₹0.30 million plus applicable taxes, excluding reimbursement of out-of-pocket expenses as remuneration payable to them for FY24.

The remuneration, as recommended by the Audit Committee and approved by the Board is required to be ratified by the shareholders of the Company as per the requirements of the Companies (Audit and Auditors) Rules 2014 read with Section 148 of the Act. Hence, the resolution is being placed to the shareholder to be passed as an Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution for approval.

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

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

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

As per Section 197 of the Companies Act 2013, as amended on March 18, 2021, Non-Executive Directors (including the Independent Directors) of the Company can be paid incentive/ commission not exceeding 1% of the Standalone Net Profit of the Company as computed under Sec 198. Where there is no adequate profit or in case of loss, the remuneration payable is prescribed under Schedule V based on the Effective Capital. Schedule V of the Companies Act 2013, allows payment of remuneration, and commission to the Non-Executive Directors (including Independent Directors) in the case of inadequacy of profit, with the approval of the Shareholders by way of Ordinary /Special Resolution.

The Net Profit computed under Sec 198 of the Companies Act 2013 based on the audited standalone financials for the

year ended March 31, 2023, is a loss of ₹77.51 million. Hence, the remuneration of Non-Executive Directors has to be determined based on the Effective Capital Structure of the Company as per Schedule V of the Act. The Effective Capital of SPL is arrived at ₹9751.68 million as on March 31, 2023, and based on this the NEDs /IDs are eligible to get ₹3.10 million for each for the year 2022-23.

Mr. Raphael Dawson, Non Executive Director on the Board, being a Nominee Director of WSI / WSQ Mauritius has waived the sitting fee and any remuneration/ commission payable.

In view of the increased role and responsibilities of the Independent Directors, the Board of Directors in their meeting on May 29, 2023 have proposed remuneration of ₹1.50 million for each the Independent Directors.

Accordingly, the Board has reviewed the payment of remuneration to Independent Directors for the financial year 2022-23 and recommended a remuneration of ₹1.50 million for each of the Independent Directors for the financial year 2022-23, as mentioned herein below.

S. No.	Name of the Independent Director	Remuneration
1.	Mr. T. S. Vijayan	₹1.50 million
2.	Mr. K. G. Krishnamurthy	₹1.50 million
3.	Ms. Anita Kapur	₹1.50 million
4.	Prof. R. Vaidyanathan	₹1.50 million

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

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

Accordingly, the Company seeks the approval of the shareholders by way of an ordinary resolution to pay incentive / commission / remuneration to the Independent Directors of the Company by up to ₹1.50 million per Director for FY23.

This explanatory statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details required under Secretarial Standards – II in relation to the appointment as Directors and/or fixation of remuneration of Directors and the information as required thereon.

Profile of Directors

Name of Director	Mr. T. S. Vijayan	Mrs. Anita Kapur	Mr. K. G. Krishnamurthy	Prof. R. Vaidyanathan
DIN	00043959.	07902012.	00012579.	00221577.
Age (in years)	70 Years.	67 Years.	67 Years.	71 Years.
Qualification	Bachelor's degree in Science from the University of Kerala and a Diploma in Management from the Indira Gandhi National Open University.	Bachelor's degree in Arts from Panjab University and a Master's degree in Arts from the Guru Nanak Dev University.	Bachelor's degree in Architecture from the Indian Institute of Technology, Kharagpur and a Diploma in Administrative Management from the University of Bombay.	Bachelor's degree in Science from the University of Madras and a Master's degree in Statistics from the Indian Statistical Institute. He was conferred the title of Fellow of the Indian Institute of Management, Calcutta in 1977.
Experience	He has many years of experience in the insurance sector and was formerly the Chairman of Life Insurance Corporation of India. Subsequently, he was appointed as the Chairman of the Insurance Regulatory and Development Authority of India under the aegis of the Department of Financial Services, Ministry of Finance, Government of India.	She joined the Indian Revenue Service in 1978 and has held various positions in the Ministry of Finance, Government of India and retired as the Chairperson of the Central Board of Direct Taxes, Ministry of Finance, Government of India.	He has over 38 years of experience in the real estate sector having been associated with Housing Development Finance Corporation Limited from October 22, 1980 to April 30, 2008. He has also held various leadership positions during his tenure with Housing Development Finance Corporation Limited.	He retired as a Professor of finance from the Indian Institute of Management, Bangalore after having served the institute since 1980.
Remuneration sought to be paid	₹1.50 million	₹1.50 million	₹1.50 million	₹1.50 million
Terms and conditions of appointment	The proposal is for payment of remuneration to the Independent Directors. All of them are running their second term of 5 years.			
Justification for choosing the appointees as independent director	As stated above, the proposal is for payment of remuneration to the Independent Directors.			
Remuneration last drawn from the Company	No remuneration drawn other than sitting fees and commission, as approved. The Independent Directors were paid a commission / remuneration of ₹1.00 million each for FY22.			
Date of first appointment on the board of directors of the Company	14/11/2018	14/11/2018	14/11/2018	13/12/2018
Shareholding in the Company (as on the date of AGM notice)	Nil	Nil	Nil	Nil
Relationship with other directors, managers and other key managerial personnel of the Company	None	None	None	None
Number of board meetings attended during FY23	5	5	5	5
List of directorship held in the Companies Membership/Chairmanship of Committees of Board of Directors or other Companies	As detailed below*			
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	Nil	Nil	Nil	Nil
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Independent Directors are paid commission/ remuneration, apart from sitting fee, as detailed below: Brigade Enterprises Limited - ₹2.00 million per Director. Sobha Limited - ₹2.00 million per Director.			

* Includes all committees in listed and unlisted public companies.

List of Directorships Membership/Chairmanship of Committees of Board of Directors of other companies:

1. Mr. T. S. Vijayan

Sl. No	Name of the Company	Directorship	Committee Memberships				
			Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee	Finance and Risk Committee	CSR Committee
1	Shriram Properties Limited	Yes	Chairman	Member	Member	Member	-
2	Muthoot Microfin Limited	Yes	Member	Member	-	-	-
3	Kerala Infrastructure Fund Management Limited	Yes	Member	-	-	-	-

2. Ms. Anita Kapur

Sl. No	Name of the Company	Directorship	Committee Memberships					Others - 1.Special Committee on Frauds/ 2.Committee of Directors
			Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee	Finance and Risk Committee	CSR Committee	
1	Shriram Properties Limited	Yes	Member	-	-	-	Chairperson	-
2	Indus Towers Limited	Yes	Chairperson	Member	Chairperson	Chairperson	-	-
3	Airtel Payments Bank Limited	Yes	Member	Chairperson	-	-	-	1.Member/ 2.Member

3. Mr. K. G. Krishnamurthy

Sl. No	Name of the Company	Directorship	Committee Memberships				
			Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee	Finance and Risk Committee	CSR Committee
1	Shriram Properties Limited	Yes	Member	Member	Chairman	-	-
2	Ajmera Realty & Infra India Limited	Yes	-	Member	-	-	-
3	Vascon Engineers Limited	Yes	Chairman	Chairman	Chairman	-	-
4	MMK Toll Road Private Limited	Yes	-	-	-	-	-
5	Booker India Private Limited	Yes	-	-	-	-	-
6	Indiabulls Real Estate Limited	Yes	-	Member	-	-	-
7	Puravankara Limited	Yes	Member	Member	-	-	-
8	JM Financial Credit Solutions Limited	Yes	Member	-	-	-	-
9	Meerut Budaun Expressway Limited	Yes	-	-	-	-	-
10	Fiora Online Limited	Yes	-	-	-	-	-

4. Prof R. Vaidyanathan

Sl. No	Name of the Company	Directorship	Committee Memberships				
			Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee	Finance and Risk Committee	CSR Committee
1	Shriram Properties Limited	Yes	Member	Chairman	-	Chairman	Member
2	Indian Gas Exchange Limited	Yes	Chairman	Member	-	-	-
3	General Optics (Asia) Limited	Yes	-	-	-	-	-
4	Global Entropolis (Vizag) Private Limited	Yes	-	-	-	-	Member
5	Bengal Shriram Hitech City Private Limited	Yes	Chairman	Member	Member	-	Chairman
6	Shriram Asset Management Company Limited	Yes	Chairman	Member	Chairman	-	-
7	Shriprop Projects Private Limited	Yes	-	-	-	-	-
8	Shriprop Builders Private Limited	Yes	-	-	-	-	Member
9	Ticker Limited	Yes	-	-	-	-	-

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

General Information	
1. Nature of Industry	Construction and development of residential projects including real estate.
2. Date or expected date of commencement of commercial production	March 28, 2000
3. In the case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus	NA.
4 A. Financial performance based on given indicators (Standalone)	Last audited for FY March 31, 2023 Turnover : ₹1,348.82 million PBT : ₹525.78 million PAT : ₹503.39 million Net profit as per Sec 198 ₹ (77.51 million).
4B. Financial performance based on given indicators (Consolidated)	Last audited for FY March 31, 2023 Turnover : ₹6,744.03 million PBT : ₹715.55 million PAT : ₹682.50 million
5. Foreign investments or collaborations, if any.	The company has total convertible foreign currency investment in the form of equity shares with a premium in Investment value of ₹7,781.40 million received before IPO.

I. Other Information :

1. Reasons for loss or inadequate profit:

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

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

To have aggressive growth, the Company has ramped up the employee strength which has resulted in increased employee cost.

Steps taken or proposed to be taken for improvement:

During the year and in next year, more projects will come under revenue recognition, with aggressive progress for completion., enabling improved profitability.

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

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

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

The expected increase in productivity and profits in measurable terms:

As of March 31, 2023, the Company has a project pipeline of 51 projects aggregating to 53 Msf. of estimated saleable area.

Out of the above project pipeline, 23 Msf. of the ongoing projects, the majority of which is already sold. These projects shall drive the Company's sustainable growth in terms of sales volumes, revenues and profitability over the next 24-36 months while generating positive cashflows.

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

None of the Directors or the Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in passing the proposed resolution, other than the Independent Directors(Non-Executive).

Item No. 5 : Appointment of Mr. Ashish Pradeep Deora (DIN 00409254) as a Non-Executive Non-Independent Director

As required under Section 160 of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Nomination & Remuneration Committee of the Board, at their meeting held on August 14, 2023 has reviewed and recommended the appointment of Mr. Ashish Pradeep Deora (DIN 00409254) as an Additional Director on the Board of the Company, and further his candidature has been recommended by the Committee to the Shareholders for his appointment as Non-Executive Non-Independent Director at the forthcoming Annual General Meeting.

Mr. Ashish Pradeep Deora, will hold office till the conclusion of the forthcoming Annual General Meeting. As required under the Companies Act 2013 and Regulation 17 of the Listing Regulations, his appointment has to be approved by the Shareholders.

Pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, the profile of Mr. Ashish Pradeep Deora is provided below:

Name of the Director	Mr. Ashish Pradeep Deora.
DIN	DIN 00409254.
Date of birth, Age	January 20, 1975, 48 Years
Date of the first appointment	August 14, 2023.
Qualification(s)	B Com from St. Xavier’s College, Kolkata. Completed a Corporate Restructuring Mergers and Acquisitions (CRMA) program and Owner/President Management Program (OPM) from Harvard Business School.
Detailed profile including skills and capabilities	Mr. Ashish is a firm believer of technology, innovation and entrepreneurship. Mr. Ashish is the founder of Aurum Ventures, the parent company of Aurum RealEstate and Aurum PropTech. With 7 Msf. under development. Aurum RealEstate is one of the premium real estate developers in Mumbai Metropolitan Region with a presence in Southern, Western Suburbs and Navi Mumbai developing a portfolio of Luxury Residences, Premium Housing, IT- Special Economic Zones, Integrated Townships and Retail Developments. Through his public company, Aurum PropTech, is building the largest Integrated PropTech Ecosystem in India. Under his able leadership, the company today stands tall with over 90,000+ shareholders, 700+ team members, 10+ products and a geographical reach in 15+ cities across India.
Nature of expertise in Specific functional areas	Over the last 2 decades, Mr. Ashish has built several businesses and created immense value in multiple industries ranging from Mining to Telecom, Aviation and Renewable Energy.
Terms and conditions of appointment and proposed remuneration to be paid	Non-Executive Non Independent Director.
Shareholding in the Company including as a beneficial owner	2,44,38,685 through beneficial ownership
Number of Board meetings attended during tenure	Appointed as an Additional Director on August 14, 2023.
Number of Committee Meetings attended during Tenure	NA
Directorship held in other companies / listed entities	Nil
Details of listed entities from which resigned in the past three years	Nil
Membership/ Chairmanship of Committee across all public companies other than the Company (SPL)	Nil
Relationship with Directors & KMP inter-se	Nil

The Board of Directors recommends passing of the Ordinary Resolution set out under Item No. 5.

Mr. Ashish Pradeep Deora, Non-Executive Director may be deemed to be concerned or interested in the resolution.

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

By order of the Board of Directors

Shriram Properties Limited

D. Srinivasan

Company Secretary
F5550

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

Tel: 044-40014410

e-mail: cs.spl@shriramproperties.com

Date: August 14, 2023

Place: Bengaluru