Shriram Properties
Homes that live in you

February 28, 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

Dear Sirs

Sub: Intimation regarding Dispatch of Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby submit the postal ballot notice ("Notice") along with the explanatory statement issued/sent to the Shareholders of the Company, for the following matters:

1. Approval for the payment of remuneration to Mr. M Murali, Chairman & Managing Director for the period April 1, 2023, to March 31, 2025 – Special Resolution.

In accordance with applicable laws and circulars issued by Ministry of Corporate Affairs, Securities Exchange Board of India, the said Notice is being sent electronically to all the Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Kfin Technologies Limited ("RTA"), Depositories as on Friday, February 24, 2023 ("Cut-Off Date").

This Notice is also available on the website of the Company i.e., https://www.shriramproperties.com/company-announcements and Agency NSDL https://www.evoting.nsdl.com/

The remote e-voting period shall commence on Wednesday, March 1, 2023 at 09:00 A.M. (IST) and ends on Thursday, March 30, 2023 at 05:00 P.M. (IST). The results of the voting shall be declared on or before Monday, April 3, 2023.

We request you to take the above information on record.

Thanking you.

Regards

For Shriram Properties Limited

Duraiswamy Srinivasan Digitally signed by Duraiswamy Srinivasan Date: 2023.02.28 14:40:59 +05'30'

D. Srinivasan
Company Secretary
FCS 5550

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 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 number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 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:

   1. Approval for the payment of remuneration to Mr. M Murali, Chairman & Managing Director for the period April 1, 2023, to March 31, 2025 – *Special 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 February 14, 2023 has appointed **Mr. P Sriram**, (FCS: 4862 COP: 3310), and/ or Ms 'Nithya Pasupathy (FCS 10601 COP-22562) Partners of SPNP Associates, Practicing Company Secretaries as the Scrutinizer (**"Scrutinizer**") for conducting the postal ballot through remote e-voting process in a fair 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, March 1, 2023 at 09:00 Hrs. and ends on Thursday, March 30, 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, March 30, 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 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, April 3, 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 payment of remuneration to Mr. M Murali, Chairman & Managing Director for the period from 1.4.2023 to 31.3. 2025.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to provisions of Sections 196 and 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 payment of remuneration to Mr. M. Murali, Chairman and Managing Director, as shown below, which shall be valid from April 1, 2023 to March 31, 2025, 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 Company's Group Insurance and medical plan
   d. Two club membership and the annual fee paid by the Company.
   e. Coverage under PF and Gratuity scheme

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

3. Profit linked pay/ commission, over and above the salary stated above, subject to availability of profit, as may be decided by the Nomination and Remuneration Committee from year to year.

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.

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 Chairman and 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."

By order of the Board of Directors
For SHRIRAM PROPERTIES LIMITED

D. Srinivasan
Company Secretary
FCS 5550
Place: Bengaluru
Date: February 14, 2023

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1:

The proposed remuneration to Mr. M Murali, Chairman & Managing Director is on the same terms as approved by the Shareholders, post Initial Public Offering, vide the Postal Ballot in March 2022 for a period of one year from April 1, 2022 to March 31, 2023. The one-year increase was within the 3-year term of remuneration, under Sec 197 read with Schedule V of the Companies Act 2013.

The proposed remuneration is for the remaining period of two years of tenure of appointment, without any change / increase in the remuneration.

Background:

Mr. M Murali was appointed as Managing Director of the Company for a period of 5 years from April 1, 2020, to March 31, 2025, and the remuneration payable was approved by the shareholders at the Annual General Meeting held on July 24, 2019, for a period of 3 years from April 1, 2020, to March 31, 2023 as Rs. 2 Crore per annum. The Nomination and Remuneration Committee (NRC) at their meeting held on February 14, 2022, has discussed and considered the various factors and modified the remuneration for one year (within the approved three-year remuneration period,) which the Board and Shareholders have approved the revised remuneration of Rs. 5 Cr per annum for the remaining period of one year, i.e. from April 1, 2022 to March 31, 2023.

Now, the proposal is for the payment or remuneration for the period of April 1, 2023 to March 31, 2025, the remaining period of two years of tenure of appointment.

The Nomination and Remuneration Committee (NRC) took into consideration at their meeting held on February 14, 2023 the following:

a. Mr. M Murali has developed the Company to be ranked to be in Top 5 Real Estate Companies in South India

b. Successful completion of the Company's Initial Public Offer, which was oversubscribed.

c. The confidence reposed by the investors in the leadership of Mr. M Murali, evidenced by the investment platform of Rs 500 Cr committed by ASK Investors Funds.

d. The expected growth of the Company and the responsibility that will be shouldered by him post Initial Public Offering and as a listed Company.

While considering the proposal the Committee also took note of the economic, financial situation of the Company and the challenges faced by the Company in the Industry. Further the Committee also noted that 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.

Having considered the capabilities and managerial ability of Mr. M Murali as the Chairman & Managing Director, NRC has unanimously recommended and approved the *continuation of the current remuneration of Rs 5 Cr per annum and the perquisites, as remuneration payable to him*

for the remaining period of appointment of two year period , i.e. April 1, 2023 to March 31, 2025 , which the Committee felt is commensurate with the size and operations of the company as compared with the peers and recommended passing of this resolution.

In terms of Section 196, read with 197 and Schedule V of the Companies Act, 2013, the remuneration payable to the Managing Director is subject to the approval of shareholders by way of Special Resolution.

Accordingly, the terms of appointment and the details on remuneration payable are set out in the Special Resolution.

In the event of any loss or inadequacy of the profit in the said three financial year, the remuneration (including perquisites) as set out above be paid to him as minimum remuneration, notwithstanding the overall remuneration payable may exceed the limits prescribed under the Section 197 and Schedule V of the Companies Act 2013.

The Nomination and Remuneration Committee is authorised to alter or amend the terms of appointment and the benefits within the overall remuneration as approved.

Reasons for inadequate profits:

The net loss arrived as per sec 197 of the Companies Act 2013, for the year ended 31.3.2022 is Rs 240 Mn.

The projects of the Company are in advanced stage of completion, which are expected to be completed in next two years. As per the Accounting Standards, in the Real Estate Industry, the Company recognises revenue only on completion of the project, i.e. on handing over of the completed apartments. Hence, the revenue recognition and consequential profits are booked in the books at the end of the projects. This is unique situation to our Real Estate Industry.

COVID pandemic also had a significant impact on the operations and revenue.

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

Steps Taken

During the current year FY23, more projects have received Occupancy Certificate and will be handed over to the customer, thereby come under revenue recognition.

The Company has also launched couple of plotted development projects, which will yield more revenue in the coming years.

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

The Company has entered into a platform arrangement with ASK Investment Managers to fund various projects up to Rs 5000 Mn. This will augur more project launches, in the years to come.

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

The Company has been refinancing and replacing high cost debts with new facilities with lower interest rates, which has brought down the cost of funding to much lower level.

The statement in terms of Section II of Part II of Schedule V of the Companies Act,2013 and Secretarial Standards - 2:
I. General Information

1.	Nature of Industry	Construction, development of residential projects including real estate
2.	Date or expected date of commencement of commercial production	20/03/2000
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators (Standalone)	Last audited for FY 31st March 2022 Total Income : Rs. 3,245.76 Mn. PBT : Rs. (524.15) Mn. PAT : Rs. (400.51) Mn
5.	Foreign investments or collaborations, if any.	The company has total convertible foreign currency investment in the form of equity shares with premium in Investment value of Rs. 778.14 Cr

I. Information about the appointee		
1.	Background details	Mr. M Murali aged 55 Years is Promoter and Chairman & Managing Director of the Company and is associated with the Company since March 2003. 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. Prior to being associated with the Company, he was the Director of Shriram Properties and Constructions, which undertook the development of a residential project named White House 1.
2.	Past remuneration	Rs. 5 Crore per annum (April 1, 2022 to March 31,2023)

3.	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.
4.	Job profile and his suitability	Chairman & Managing Director. a. Mr. M Murali has developed the Company to be ranked to be in Top 5 Real Estate Companies in South India b. Successful completion of the Company's Initial Public Offer, which was oversubscribed. c. The confidence reposed by the investors in the leadership of Mr. M Murali, evidenced by the investment platform of Rs 500 Cr committed by ASK Investors Funds. d. The expected growth of the Company and the responsibility that will be shouldered by him post Initial Public Offering and as a listed Company.
5.	Remuneration proposed	A. Basic salary of Rs. 5 Cr.(Rupees Five Crore only) per annum. B. Perquisites and allowances payable as per the Company's policy and existing rules. i. Free use of Car with driver with expenses and maintenance of the same. ii. Use of Telephone, mobile phone. iii. Coverage under Company's Group Insurance and medical plan. iv. Two club membership and the annual fee paid by the Company. v. Coverage under PF and Gratuity scheme. Provided, however, cost of personal use of car / long-distance personal phone call shall be borne by the managerial person.

		C. Profit linked pay/ commission, over and above the salary stated above, subject to availability of profit, as may be decided by the Nomination and Remuneration Committee from year to year. 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 amended by the law from time to time , whichever is higher and as determined by the NRC and the Board.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	

Name of the Company	Prestige Estate Projects Limited	Sobha Limited	Brigade Enterprises Limited
Name of the Person	Mr. Irfan Razack	Mr. J C Sharma	Mr. M R Jaishankar
Profile of the position	Chairman & Managing Director	Vice Chairman & Managing Director	Chairman & Managing Director
Remuneration disclosed in Annual report of FY 2021-22	Rs. 6.40 Cr	Rs. 3.50 Cr.	Rs.12.03Cr
Size of the Company-Standalone **(Rs. In Mn.)**	Sales: 45,592 PAT: 9,473	Sales: 27,141 PAT: 1,128	Sales: 21,607 PAT: 3,088

7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other directors, if any.	There is no pecuniary relationship other than the remuneration drawn and Mr. Murali is not related to any Directors or KMP. Mr. Murali holds 1,39,006 equity shares of the Company

II. Other information:		
1.	Reasons of loss or inadequate profits	As per the Accounting Standards, in the Real Estate Industry, the Company recognises revenue only on completion of the project, i.e., on handing over of the completed apartments. Hence, the revenue recognition and consequential profits are booked in the books at the end of the projects. This is unique situation to our Real Estate Industry.

		To have an aggressive growth the company has ramped up the employee strength which has resulted in increased employee cost that resulted in adequacy of profit for the financial year ended March 2022.
2.	Steps taken or proposed to be taken for improvement	During the current year FY23, more projects have received Occupancy Certificate and will be handed over to the customer, thereby come under revenue recognition. The Company has also launched couple of plotted development projects, which will yield more revenue in the coming years. The Company has embarked on the Development Management model (DM Model) which provides high income and profitability. The Company has entered into a funding arrangement with ASK Investment Managers to fund various projects up to Rs 5000 Mn. This will augur more project launches, in the years to come. The Company has been refinancing and replacing high cost debts with new facilities with lower interest rates, which has brought down the cost of funding to much lower level. .
3.	Expected increase in productivity and profits in measurable terms	As on date the company together with its subsidiaries has a project pipeline of 51projects aggregating to 53 Mn.sq.ft. of estimated saleable area. Out of above project pipeline, 23 Mn.sq.ft of the ongoing projects, majority of which is already sold. These projects shall drive Company's sustainable growth in terms of sales volumes, revenues and profitability over the next 24-36 months while generating positive cashflows.
4.	Date of first appointment by the Board	March 30, 2003
5.	Number of Board Meetings attended during the year	All meetings (5)

6. Other Directorships, Memberships/Chairmanship of Committees of the Board

Name of the Company	Director	Committee Membership			
		CSR	Stakeholder	Finance & Risk	Nomination & Remuneration
Shriram Properties Limited	Y	Y	N	Y	N
Shriram Properties Holdings Private Limited	Y	N	N	N	N
Global Entropolis (Vizag) 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
SPL Builders Private Limited	Y	N	N	N	N
Bengal Shriram Hitech City Private Limited	Y	N	Y	N	Y
Y = Yes; N = No					

The Nomination and Remuneration Committee and the Board of Directors have recommended and approved the continuation of the current remuneration of Rs 5 Cr and Perquisites as remuneration proposed to be paid to Mr. M. Murali is commensurate with his duties and responsibilities as Chairman & Managing Director.

Therefore, it is recommended to consider the Special resolution set out in item No. 1 of the notice for approval.

Accordingly, the Board recommends the resolution as set out in this Postal Ballot Notice for approval of the Members.

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 except the Mr. M Murali, Chairman & Managing Director, in said resolution,

By order of the Board of Directors
For SHRIRAM PROPERTIES LIMITED

D. Srinivasan
Company Secretary
FCS 5550
Place: Bengaluru
Date: February 14, 2023

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 NSDL and Central Depository Services (India) Limited ("**CDSL**") on **Friday February 24, 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.

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 in future.

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 the Registered 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 Regulation 44 of the Listing Regulations and the MCA Circulars, 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, February 24, 2023**

12. The e-voting commences on **09.00 Hrs. Wednesday March 1, 2023 and ends on Thursday March 30, 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, March 30, 2023**.

15. The Scrutinizer will submit his report to the Chairman or the Company Secretary or any Director after completion of the scrutiny of the e-voting on or before Monday, April 3, 2023 The result of the voting by electronic means (along with the Scrutinizer's report) will be announced on or before Monday, April 3, 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 the Registered 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.

16. The last date specified by the Company for e-voting being Thursday March 30, 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 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 (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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning

Type of shareholders	Login Method
	the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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	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

Type of shareholders	Login Method
mode) login through their depository participants	e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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.

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 spnpassociates@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 on toll free no.: 1800 1020 990 and 1800 22 44 30 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.