

May 28, 2022

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

Sub: Annual Secretarial Compliance Report for the Financial Year 2021-22

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed Annual Secretarial Compliance Report dated May 28, 2022 for the Financial Year ended March 31, 2022, issued by Mr. Sriram P, Proprietor of P. Sriram & Associates (COP No. 3310 Membership No: 4862).

We request you to take the above intimation on record.

Thanking you.

Regards

For Shriram Properties Limited



D. Srinivasan
Company Secretary
FCS 5550



Shriram Properties Limited

"Shriram House", No.31, Old No.192, 2nd Main Road, T Chowdaiah Road, Sadashivanagar, Bengaluru - 560080

T +91-80-40229999 | F +91-80-41236222 | Web: www.shriramproperties.com

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

GST No: 29AAFCS5801D1ZI CIN No: L72200TN2000PLC044560



P Sriram & Associates
Practising Company Secretaries

**SECRETARIAL COMPLIANCE REPORT OF SHRIRAM PROPERTIES LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2022**

I, P. Sriram, Proprietor of P. Sriram & Associates have examined:

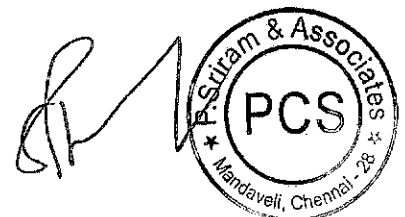
- All the documents and records made available to us and explanation provided by Shriram Properties Limited ("Company"),
- The filings/ submissions made by the Company to the stock exchanges,
- Website of the Company, i.e., www.shriramproperties.com,
- Other documents/ filings, as considered relevant, which were relied upon to make this certification,

from the date of listing i.e., December 20, 2021 to the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (*Not Applicable to the company during the review period*)
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (*Not Applicable to the company during the review period*);





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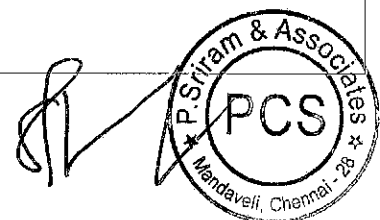
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- j) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

And based on the above examination, I hereby report that, during the Review Period:

- a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ remarks of the Practising Company Secretary
1.	Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015	Delay in compliance with amended Regulation 19(1)(c) of LODR -At least two-thirds of the directors shall be independent directors	<p>The Company was compliant with the Composition of Nomination and Remuneration Committee on the date of Prospectus i.e., December 13, 2021 and also on listing date i.e., December 20, 2021 and till December 31, 2021.</p> <p>The amendment by SEBI requiring 2/3rd Independent Directors in Nomination and Remuneration Committee was effective from January 1, 2022.</p> <p>This compliance was delayed until the Resignation of a Non-Executive Director on March 31, 2022.</p> <p>However, at the end of the Quarter i.e., March 31, 2022, it was observed that the Company has complied with the provisions</p>





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- b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the Company / its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g., fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any
1	BSE Limited	Delay in reconstitution of Nomination and Remuneration Committee as per Amendment	Rs. 1,80,000 plus GST	The Company is in the process of filing waiver application
2	National Stock Exchange of India Limited	Delay in reconstitution of Nomination and Remuneration Committee as per Amendment	Rs. 1,80,000 plus GST	The Company is in the process of filing waiver application






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- d) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the Secretarial Compliance report for the year ended March 31, 2022	Action taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
NIL				

For M/s. P. Sriram & Associates,



P. Sriram
Certificate of Practice No - 3310
Membership No-F 4862
UDIN: F004862D000308781
Peer Review No-S2011TN155200

Place: Chennai
Date: 28/05/2022