

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, Sadashivnagar, Bengaluru-560080  
Tel: 044-40014410; e-mail: [cs.spl@shriramproperties.com](mailto:cs.spl@shriramproperties.com); website: [www.shriramproperties.com](http://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 (the “**Company**”) pursuant to and in compliance with the Sections of 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”), Secretarial Standard-2 on General Meetings (the “**SS-2**”) read with General Circular No. 20/2021 dated December 08, 2021 General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 39/2020 dated December 31, 2020 (in continuation of Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 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 (the “**Listing Regulations**”) and pursuant to other applicable laws and regulations, the Company seeks approval of Members via postal ballot only by voting through electronic means for the following item:

**i. Approval for the proposed material related party transactions with the Subsidiaries and/or Joint Ventures of the Company and between subsidiaries and Joint ventures where holding company is not a party to the transaction listed in Annexure-I to the explanatory statement during the financial year 2025-2026 (“2025-26”)- Ordinary Resolution.**

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

2. Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto. The Postal Ballot Notice is also available on the website of the Company: <https://www.shriramproperties.com/company-announcements> and the website of the National Securities Depository Limited (“**NSDL**”) [www.evoting.nsdl.com](http://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.

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4. The Board of Directors (“**Board**”) at its meeting held on May 27, 2025 appointed Mr. P Sriram, (FCS: 4862 COP: 3310), failing him Ms. Nithya Pasupathy (FCS 10601 COP-22562) Partners of SPNP & Associates, Practicing Company Secretaries as Scrutinizer (“**Scrutinizer**”) for conducting the postal ballot through remote e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.
5. The remote e-voting period commences from Wednesday, **June 4, 2025 at 09:00 Hrs. and ends on Thursday July 3, 2025 at 17:00 Hrs. (“Ending Period”)**. In the event the resolutions as set out in the notice are assented to by the requisite majority by means of e-voting, they shall be deemed to have been passed, on the last date specified for voting i.e. **Thursday July 3, 2025**.
6. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (**FOR**) or dissent (**AGAINST**) through the remote e-voting process on or before the Ending Period. The remote e-voting will be blocked by NSDL immediately after the expiry of the Ending Period and voting beyond the Ending Period will not be accepted.
7. After completion of scrutiny of the votes, the Scrutinizer will submit his/her report to the Chairman & Managing Director of the Company or by 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 & Managing Director or by such person as authorised by him, within **two working days, i.e., on or before Monday, July 7, 2025** 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The results will also be displayed at the registered office of the Company.

#### RESOLUTION NUMBER 1:

**Approval for the proposed material related party transactions with the Subsidiaries and/or Joint Ventures of the Company and between subsidiaries and Joint ventures where holding company is not a party to the transaction listed in Annexure-I to the explanatory statement during the financial year 2025-2026 (“2025-26”)- Ordinary Resolution.**

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

*“**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the other applicable provisions, including applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the members hereby accord approval to*

**SHRIRAM PROPERTIES LIMITED**

CIN: L72200TN2000PLC044560



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*the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted/empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) during the financial year beginning on April 1, 2025 and ending on March 31, 2026, to carry out and/or continue to carry out material related party transactions with the subsidiary companies and/or joint ventures of the Company and between subsidiaries and Joint ventures where holding company is not a party to the transaction, in each case as are listed in Annexure-I to the explanatory statement attached to this Postal Ballot Notice, and to modify such material related party transactions subject to compliance with the policy on materiality of related party transaction of the Company, and to carry out all activities and actions required in connection with such material related party transactions in the ordinary course of business and at arm's length basis including but not limited to (i) granting of loan and charging of interest thereof; (ii) taking of loans and paying of interest thereof; (iii) investment / redemption of debentures and payment of interest/premium there on (iv) charging of overheads and other related transactions; (v) providing of guarantee/security and charging commission/fees there on, hypothecation of inventory/receivables, non-disposal undertaking, pledge of shares / investments, shortfall/ cost over-run undertaking, subordination of revenues, loans and advances, DM fees and any other receivables all as part of any new financing or refinancing transactions as well as their renewal or modification thereof with the same or any new lenders; and/or (vi) replacement of existing guarantees/securities or undertakings or other arrangement; (vii) sale or purchase of shuttering materials; (viii) sharing of services whether for a fee or not, as detailed in the explanatory statement, whether in an individual transaction or multiple transactions during the year 2025-26, within the limit described in the Explanatory Statement.*

**RESOLVED FURTHER THAT** *for the purpose of giving effect to the above, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize, execute, modify (subject to the policy on materiality of related party transactions formulated by the Company) and amend (subject to the policy on materiality of related party transactions formulated by the Company) all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise by the end and intent that they shall be deemed to have been approved thereto expressly by the authority of this resolution."*

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

**K. Ramaswamy**  
**Company Secretary & Compliance Officer**  
**A28580**  
**Place: Bengaluru**  
**Date: May 27, 2025**

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## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Company had to enter certain related party transactions for FY 25-26 as set out in Annexure-I with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations. Accordingly, the provisions pertaining to related party transactions are applicable pursuant to the Listing Agreement. In terms of Regulation 23 Listing Regulations, the shareholders' approval by means of an ordinary resolution is required for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis.

As per the proviso to Regulation 23((1) of the Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 (one thousand) crore or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

### **(i) Our Business Model**

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

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

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

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

### **(ii) Funding requirement**

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

(a) These SPV's are thinly capitalized hence:

- The Company lends the money by way of inter-corporate deposits payable on-demand basis to fund the project expenses.
- Sales & marketing expenses and general admin costs. The Company also incurs the common marketing cost which is cross charged to these entities;

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- Apart from development management & admin fees negotiated with the investors/joint venture partners; and
- The Company also pays the rates & taxes, and salary pay-outs through an online/net banking facility for better control and ease of operations which is reimbursed by these entities back-to-back.
- In order to fund the projects, the SPVs raise loans from NBFC/Banks/Financial Institutions/ Body Corporate for construction for which the Company is asked to give its Corporate Guarantee on behalf of the SPV to the lenders.

**(iii) Revenue Recognition:**

- (a) In accordance with Regulation 23 of the Listing Regulations, 10% (ten percent) of the annual consolidated turnover of the listed entity is the base for the determination of the material-related party transaction. Though the Company would have achieved a higher bookings/revenue collected, the Company could not recognize the revenue due to the Indian Accounting Standards 115, which prescribe the revenue to be recognized based on the project completion method upon receipt of an occupation certificate for respective projects.
- (b) The Company has achieved sales value of Rs.2,288 Crores for FY 2024-25. The consolidated turnover of the Company for FY 2024-25 was Rs 823.44 Crores .
- (c) Therefore, despite achieving its higher booking value in the financial year (“FY”) 2024-25, due to lower revenue recognition as per Indian Accounting Standards 115, the consolidated turnover of the Company for FY 2024-25 stood at Rs. 823.44 Crores against the total booking value of Rs. 2,288 Crores.
- (d) Accordingly, basis the audited financial statements of the Company as on March 31, 2025, the Company can enter into transactions of a value only up to Rs. 82.34 Crores which is 10% (ten percent) of the consolidated turnover of Rs 823.44 Crores in the FY 2025-26 with each of the related party, despite recording a robust booking value for FY 2024-25. Therefore, any transaction beyond the said limit of Rs. 82.34 Crores with any related party will require the approval of the Members.
- (e) The Company has adopted a joint development model for developing most of its residential and commercial properties, which entails setting up separate SPVs for signing a development agreement with the owner of the land parcels sought to be developed.
- (f) These SPVs are classified as joint ventures & associates entities under the Indian Accounting Standards 28 for the Company, which requires the Company to follow the equity method of accounting for consolidation, due to which the turnover (*Gross Sales*) of these SPVs (*JV projects*) does not get added in the Company’s consolidated turnover for accounting purpose.
- (g) Under the joint development model, the Company is required to invest only in the construction and marketing costs, either through equity or loan, thereby allowing it to be more capital efficient and achieving higher returns on investments in the projects, without investing large amounts of capital towards the purchase of land. Although it requires the Company to share revenue generated from such joint developments with the



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landowners, such a model allows the company to deploy its capital towards development expenses rather than spending money on buying land at expensive rates. It is for this reason that the Company has adopted this route to develop properties by merely incurring development costs and utilizing its expertise in project development with limited resources in a much more efficient manner. Accordingly, the majority of our projects are developed through separate SPVs in partnership with joint venture partners/ landowners.

- (h) In accordance with the development agreement(s) and the best interest of the Company, the Company has been providing various resources, including funds, to these SPVs, being group entities, in the ordinary course of business and at arms' length basis and pursuant to the approvals of the Audit Committee and Board obtained from time to time, as required under the Act and the Listing Regulations. The Company is required to enter into these transactions as a part of its day-to-day operations, in order to ensure timely execution of the projects being undertaken through the SPVs.
- (i) **Annexure-I** contains details of the transactions that the Company has entered into/ may enter into the following transactions with various SPVs, being related parties, during FY 2025-26 where the transactions are expected to exceed the threshold limits as prescribed under Regulation 23 of Listing Regulations. Please note that there are no transactions carried out with any entities controlled/operated by any of the directors/employees of SPL which fall within the definition of related party transactions.
- (j) In accordance with **Circular No. SEBI/HO/CFD/ PoD2/CIR/P/0155 dated November 11, 2024:**
  - (i) The summarized information provided by the Company has been reviewed by the Audit Committee
  - (ii) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)
  - (iii) Type, material terms and particulars of each proposed transaction are set out in Annexure-I.
  - (iv) The tenure of each proposed transaction is set out in Annexure-I.
  - (v) The value of each proposed transaction is set out in Annexure-I.
  - (vi) The percentage of the Company's annual consolidated turnover, for the financial year ending on March 31, 2025, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis) is set out in Annexure-I.

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- (vii) If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:
  - a) details of the source of funds in connection with the proposed transaction;
  - b) where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments,
    - nature of indebtedness;
    - cost of funds; and
    - tenure;
  - c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
  - d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.
- (viii) Justification as to why the transaction is in the interest of the Company is set out in Annexure-I.
- (ix) A copy of the valuation or other external party report, if any such report has been relied upon.
- (x) The percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed related party transaction on a voluntary basis is set out in Annexure-I.
- (k) All the Independent Directors, in the Audit Committee, have granted approval and have recommended the same for the approval of the Board for the related party transactions proposed to be entered into by the Company with SPVs for the financial year 2025-26. The Audit Committee has also noted that the said transactions with SPVs are on an arm's length basis and in the ordinary course of the Company's business.
- (l) Since all transactions between the Company and SPVs have been/ will be entered in the ordinary course of business and at arms' length basis, the provisions of Sec 188 (1) of the Companies Act, 2013 and the Rules made thereunder are not applicable on transactions between these entities.
- (m) In the financial year, 2025-26 the aforesaid transactions in aggregate at the individual SPV level are expected to exceed 10% of the last year's turnover, these transactions are therefore considered material-related party transactions as per Listing Regulations. In terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions entered /to be entered between the Company and SPVs , as amended from time to time.
- (n) **Members may please note that the above-related parties are subsidiaries/ associates/ joint ventures of SPL and none of them are owned by Promoters/ Members of the Promoter Group of SPL. The Promoters/ Members of the Promoter Group of SPL neither hold any direct interest/stake in the above-related parties nor intend to enter into any transactions with any of the above-related parties.**

**SHRIRAM PROPERTIES LIMITED**

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- (o) Further, pursuant to Regulation 23 of Listing Regulations, in respect of voting on this resolution, all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not.
- (p) In the light of above, all the Independent Directors of the Audit Committee Members and members of the Board of your Company in its meeting held on May 27, 2025, have approved the related party transactions listed out in Annexure-I along with the monetary limits that the Company can enter into with such related parties.
- (q) The policy on the material modification as approved by the Board is variation of 25% to the approved limit. The modified policy on Related Party Transaction is available on the Web page of the Company [www.shriramproperties.com/corporate/investors](http://www.shriramproperties.com/corporate/investors).

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

**(iv) Nature of concern or interest of Directors:**

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

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

**K. Ramaswamy**  
**Company Secretary & Compliance Officer**  
**A28580**  
**Place: Bengaluru**  
**Date: May 27, 2025**



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**Notes:**

1. Pursuant to Section 102 of the Act, read with Rule 22 of the Rules the Statement setting out material facts and reasons for the proposed resolution is appended hereto.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear on the register of members/list of beneficial owners, as received from National Securities Depositories Limited (**NSDL**) and Central Depository Services (India) Limited ("**CDSL**") on **Friday May 30, 2025**["**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. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
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.com](mailto:evoting@nsdl.com) to obtain a 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.com](mailto:evoting@nsdl.com).

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7. Members are requested that for permanent registration of their e-mail address, to register their email address, in respect of electronic holdings with their concerned Depository Participants.
8. Those Members who have already registered their e-mail addresses are requested to keep their email addresses validated with their Depository Participants / RTA to enable servicing of notices/documents / Annual Reports and other communications electronically to their email address 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, May 30, 2025**
12. The e voting commences at **09.00 Hrs. on Wednesday, June 4, 2025 at 09:00 Hrs. and ends on Thursday July 3, 2025 at 17:00 Hrs.** During this period, the Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting immediately thereafter.
13. Once the vote on the resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
14. All the documents referred to in the explanatory statement will be available for inspection at the Company's website at <https://www.shriramproperties.com/company-announcements> and/or Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of notice through email and up to the last date of e-voting, i.e., **Thursday July 3, 2025**.
15. The Scrutinizer will submit his/her report to the Chairman or the Company Secretary or any Director after completion of the scrutiny of the e-voting on or before **Monday, July 7, 2025**, The result of the voting by electronic means (along with the Scrutinizer's Report) will be announced on or before **Monday, July 7, 2025** 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>.

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16. The last date specified by the Company for e-voting being **Thursday July 3, 2025** 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, 2<sup>nd</sup> Main, T. Chowdaiah Road  
Sadashivanagar, Bangalore 560 080, TeL: 080- 4022 9999  
email : [cs.spl@shriramproperties.com](mailto: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](http://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.

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Corp. Office: Shriram House, No.31, 2nd Main Road, T Chowdaiah Road, Sadashivnagar, Bengaluru-560080  
Tel: 044-40014410; e-mail: [cs.spl@shriramproperties.com](mailto:cs.spl@shriramproperties.com); website: [www.shriramproperties.com](http://www.shriramproperties.com)

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"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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),</li> </ol>

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Tel: 044-40014410; e-mail: [cs.spl@shriramproperties.com](mailto:cs.spl@shriramproperties.com); website: [www.shriramproperties.com](http://www.shriramproperties.com)

	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>



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Tel: 044-40014410; e-mail: [cs.spl@shriramproperties.com](mailto:cs.spl@shriramproperties.com); website: [www.shriramproperties.com](http://www.shriramproperties.com)

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or 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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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Tel: 044-40014410; e-mail: [cs.spl@shriramproperties.com](mailto:cs.spl@shriramproperties.com); website: [www.shriramproperties.com](http://www.shriramproperties.com)

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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- 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.

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**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 to [spnpassociates@gmail.com](mailto:spnpassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://www.evoting.nsdl.com) to reset the password.

**SHRIRAM PROPERTIES LIMITED**

CIN: L72200TN2000PLC044560



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Tel: 044-40014410; e-mail: [cs.spl@shriramproperties.com](mailto:cs.spl@shriramproperties.com); website: [www.shriramproperties.com](http://www.shriramproperties.com)

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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Prajakta Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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](mailto: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](mailto: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.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



Material RPT Transaction - Transactions during a financial year, exceeds rupees 1000 crore (or) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower (i.e., 823.44 Cr)

(Amount in Rs. Crores)

Sl No.	Name of the first party	Name of the related party and relationship	Nature of Concern & Interest & Share in Voting Rights of Shriram Properties Limited (SPL) & other JV Partner/Other Investors		Business Model	Type of the Proposed Transaction	Material terms and particulars of the proposed Transactions	Value of proposed transaction from 01 April 25 to 31 March 26 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 24-25 for proposed transaction FY 25-26	As a Percentage of Subsidiary/JVS Annual Turnover of FY 24-25 for proposed transaction FY 25-26	Details of the Sources of funds in connection with the proposed transactions	Secured/Unsecured & terms of payment	Application of fund	Justification
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)
1	Shriram Properties Limited	Bengal Shriram Hitech City Private Limited (BSHCPL)-Subsidiary	99.99%	0.01% (Held by Hindustan Motors Limited as per transaction document)	Profit Sharing	Loans & Advances Given	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 25 is Rs. 8.04 Crores	957 150	Repayable on Demand	18%	90%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding
						Borrowings Availed	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 25 is Nil	150		18%	90%				For Project development/ Business needs
						Interest on loans & advances (given & taken)	In accordance with the terms of ICD Agreement, Interest is charged at 14% p.a.	20		2%	12%				Interest rate is higher than Bank rate
						Guarantee given by SPL	Guarantee exposure as on 31 March 25 is Nil	200		24%	120%				As per terms of external borrowings
						Guarantee received by SPL	Guarantee exposure as on 31 March 25 is Rs. 20 Crores	200		24%	120%				As per terms of external borrowings
						Guarantee commission income	Guarantee commission is charged at 1% by SPL	5		1%	3%				At arms length rate recommended by Independent CA
						Guarantee commission expense	Guarantee commission is charged at 1% by Bengal Shriram Hitech City Private Limited	2		0%	1%				At arms length rate recommended by Independent CA
						Security received from BSHPL	Exposure as on 31 March 25 is Rs. 75 crores	200		24%	120%				As per terms of external borrowings
						Security fees	1% Security fees charged by BSHCPL for providing Security	5		1%	3%				At arms length rate recommended by Independent CA
						Reimbursement of expenses/ Passthrough/ taxes etc.	Expenses are pure reimbursements without any markup	15		2%	9%				Ease of operations and controls
						Purchase/sale of Mivan	At arm's length price	10		1%	6%				At arm's length price
2	Shriram Properties Limited	SPL Estates Private Limited (Step Down Subsidiary of Shriram Properties Limited (SPL)	99.99%	0.01% Economic Interest by Hindustan Motors Limited	Revenue Sharing & Profit Sharing	Loans & Advances Given	In accordance with the terms of ICD Agreement with SPL, total loan exposure as on 31 March 25 is Rs. 15.59 Crores	335 150	Repayable on Demand	18%	1863%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding
						Borrowings Availed	In accordance with the terms of ICD Agreement with SPL, total loan exposure as on 31 March 25 is Nil	150		18%	1863%				For Project development/ Business needs
						Interest on loans & advances (given & taken)	In accordance with the terms of ICD Agreement, Interest is charged at 14% p.a.	5		1%	62%				Interest rate is higher than Bank rate
						Guarantee commission fees charged	Guarantee commission at 1% charged by SPL	5		1%	62%				At arms length rate recommended by Independent CA
						Reimbursement of expenses/ Passthrough/ taxes etc.	Expenses are pure reimbursements without any markup	15		2%	186%				Ease of operations and controls
						Purchase/sale of Mivan	At arm's length price	10		1%	124%				At arm's length price

Sl No.	Name of the first party	Name of the related party and relationship	Nature of Concern & Interest & Share in Voting Rights of Shriram Properties Limited (SPL) & other JV Partner/Other Investors		Business Model	Type of the Proposed Transaction	Material terms and particulars of the proposed Transactions	Value of proposed transaction from 01 April 25 to 31 March 26 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 24-25 for proposed transaction FY 25-26	As a Percentage of Subsidiary/JVS Annual Turnover of FY 24-25 for proposed transaction FY 25-26	Details of the Sources of funds in connection with the proposed transactions	Secured/Unsecured & terms of payment	Application of fund	Justification
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)
3	Shriram Properties Limited	Shrivision Towers Private Limited (STPL) - Joint Venture	50%	50% (Held by Garden City Group as a Landowners)	Revenue Sharing & Profit Sharing	Loans & Advances Given	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 25 is Rs. Nil	230 100	Repayable on Demand	12%	51%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding
						Borrowings Availed	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 25 is Rs. 3.57 Crores	100		12%	51%				For Project development/ Business needs
						Interest on loans & advances (given & taken)	In accordance with the terms of ICD Agreement, Interest is charged at 14% p.a.	5		1%	3%				Interest rate is higher than Bank rate
						Guarantee commission fees charged	Guarantee commission at 1% charged by SPL	5		1%	3%				At arms length rate recommended by Independent CA
						Reimbursement of expenses/ Passthrough/ taxes etc.	Expenses are pure reimbursements without any markup	20		2%	10%				Ease of operations and controls
4	Shriram Properties Limited	Shriprop Living Space Private Limited (SLSPL) - Joint Venture	51%	49% (Held by Garden City Group as a Landowners)	Profit sharing	Loans & Advances Given	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 25 is Rs. 26.26 Crores	250 100	Repayable on Demand	12%	82%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding
						Borrowings Availed	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 25 is Nil	100		12%	82%				For Project development/ Business needs
						Interest on loans & advances (given & taken)	In accordance with the terms of ICD Agreement, Interest is charged at 14% p.a.	10		1%	8%				Interest rate is higher than Bank rate
						Guarantee commission fees charged by SPL	Guarantee commission at 1% charged by SPL	5		1%	4%				At arms length rate recommended by Independent CA
						Reimbursement of expenses/ Passthrough/ taxes etc.	Expenses are pure reimbursements without any markup	25		3%	20%				Ease of operations and controls
						Purchase/Sale of Mivan	At arm's length price	10		1%	8%				At arms length price

SI No.	Name of the first party	Name of the related party and relationship	Nature of Concern & Interest & Share in Voting Rights of Shriram Properties Limited (SPL) & other JV Partner/Other Investors		Business Model	Type of the Proposed Transaction	Material terms and particulars of the proposed Transactions	Value of proposed transaction from 01 April 25 to 31 March 26 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 24-25 for proposed transaction FY 25-26	As a Percentage of Subsidiary/JVS Annual Turnover of FY 24-25 for proposed transaction FY 25-26	Details of the Sources of funds in connection with the proposed transactions	Secured/Unsecured & terms of payment	Application of fund	Justification
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)
5	Shriram Properties Limited	SPL Towers Private Limited - Joint Venture	51%	49% (Held by Garden City Group as a Landowners)	Revenue Sharing	Loans & Advances Given  Borrowings Availed  Interest on loans & advances (given & taken)  Guarantee commission fees charged by SPL  Reimbursement of expenses/ Passthrough/ taxes etc.  Admin & DM fees charged by SPL  Advance revenue share received  Purchase/Sale of Mivan	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 25 is Nil  In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 25 is Rs. 0.68 Crores  In accordance with the terms of ICD Agreement, Interest is charged at 14% p.a.  Guarantee commission at 1% charged by SPL  Expenses are pure reimbursements without any markup  In accordance with the terms of DM agreement  As per revenue sharing arrangement SPL is eligible for 5% of sale proceeds  At arm's length price	253 100  100  10  5  25  1  2  10	Repayable on Demand	12%  12%  1%  1%  3%  0%  0%  1%	146%  146%  15%  7%  37%  1%  3%  15%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding  For Project development/ Business needs  Interest rate is higher than Bank rate  At arms length rate recommended by Independent CA  Ease of operations and controls  To recover the cost of services provided, within the cap negotiated with Lenders/JVpartners/Strategic investors  As per terms negotiated with Lenders/JVpartners /Strategic investors  At arm's length price
6	Shriram Properties Limited	Shrivation Elevations Private Limited - Joint Venture	20%	80% (Economic interest held by ASK Real Estate Special Opportunities Fund IV)	Profit Sharing	Loans & Advances Given  Borrowings Availed  Interest on loans & advances (given & taken)  Guarantee & Pledge of Shares  Guarantee commission fees charged by SPL  Reimbursement of expenses/ Passthrough/ taxes etc.  Admin & DM fees charged by SPL  Purchase/Sale of Mivan	In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 25 is Rs. 24.97 crores  In accordance with the terms of ICD Agreement, total loan exposure as on 31 March 25 is Nil  In accordance with the terms of ICD Agreement, Interest is charged at 14% p.a.  Exposure as on 31 March 25 is Nil  Guarantee commission at 1% charged by SPL  Expenses are pure reimbursements without any markup  In accordance with the terms of DM agreement  At arm's length price	875 250  250  15  300  5  20  25  10	Repayable on Demand	30%  30%  2%  36%  1%  2%  3%  1%	0%  0%  0%  0%  0%  0%  0%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding  For Project development/ Business needs  Interest rate is higher than Bank rate  As per terms of external borrowings  At arms length rate recommended by Independent CA  Ease of operations and controls  To recover the cost of services provided, within the cap negotiated with Lenders/JVpartners/Strategic investors  At arm's length price

Sl No.	Name of the first party	Name of the related party and relationship	Nature of Concern & Interest & Share in Voting Rights of Shriram Properties Limited (SPL) & other JV Partner/Other Investors		Business Model	Type of the Proposed Transaction	Material terms and particulars of the proposed Transactions	Value of proposed transaction from 01 April 25 to 31 March 26 for approval of audit committee and shareholders approval	Tenure of the Proposed Transaction	As a Percentage of SPL Consolidate Annual Turnover of FY 24-25 for proposed transaction FY 25-26	As a Percentage of Subsidiary/JVS Annual Turnover of FY 24-25 for proposed transaction FY 25-26	Details of the Sources of funds in connection with the proposed transactions	Secured/Unsecured & terms of payment	Application of fund	Justification
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)
7	Bengal Shriram Hitech City Private Limited - Subsidiary	SPL Estates Private Limited (Step Down Subsidiary of Bengal Shriram Hitech City Private Limited (BSHCPL)	99.99%	0.01% Economic Interest by Hindustan Motors Limited	Revenue Sharing & Profit Sharing	Loans & Advances Given  Borrowings Availed  Interest on loans & advances (given & taken)  Guarantee commission fees charged  Reimbursement of expenses/ Passthrough/ taxes etc.  Security fee  Revenue share receivable  Interest expense on security deposit  Sale/Purchase of Mivan	In accordance with the terms of ICD Agreement with BSHCPL, total loan exposure as on 31 March 25 is Rs. 27.29 Crores  In accordance with the terms of ICD Agreement with BSHCPL, total loan exposure as on 31 March 25 is Nil  In accordance with the terms of ICD Agreement, Interest is charged at 14% p.a.  1% Guarantee commission fees by BSHCPL  Expenses are pure reimbursements without any markup  1% security fee will be charged by BSHPL for providing security  Payable to BSHCPL in accordance with the terms of Development Agreement  For the year 31 March 2025 is Rs. 2.15 crores  At arm's length price	350 100  100 20 5 75 5 30 5 10	Repayable on Demand	12%  12% 2% 1% 9% 1% 4% 1% 1%	60%  60% 12% 3% 45% 3% 18% 3% 6%	Own Funds and Internal Accrual	Unsecured, Payable on demand	Project Development	For Project development, SPV needs funding  For Project development/ Business needs  Interest rate is higher than Bank rate  At arms length rate recommended by Independent CA  Ease of operations and controls  At arms length rate recommended by Independent CA  As per terms negotiated with Lenders/JVpartners/ Strategic investors  At arms length rate recommended by Independent CA  At arm's length price
8	Bengal Shriram Hitech City Private Limited	Shriprop Constructors Private Limited (Entities under common control of SPL)				Cross charge of Marketing expenses & other expenses	Expenses are pure reimbursements without any markup	10 10		1%	6%				At arm's length price
9	Bengal Shriram Hitech City Private Limited	Shriprop Homes Private Limited (Entities under common control of SPL)				Cross charge of Marketing expenses & other expenses	Expenses are pure reimbursements without any markup	10 10		1%	6%				At arm's length price
10	Bengal Shriram Hitech City Private Limited	Shriprop Living Space Private Limited (Entities under common control of SPL)				Cross charge of Marketing expenses & other expenses	Expenses are pure reimbursements without any markup	10 10		1%	6%				At arm's length price
11	Bengal Shriram Hitech City Private Limited	Shriprop Properties Private Limited (Entities under common control of SPL)				Security given  Security fee  Corporate Guarantee given  Guarantee commission income  Cross charge of Marketing expenses & other expenses	Exposure as on 31 March 25 is Rs. 150 crores  1% security fee will be charged by BSHPL for providing security  Exposure as on 31 March 25 is Nil  1% Guarantee commission fees by BSHCPL  Expenses are pure reimbursements without any markup	216 100 5 100 1 10		12%  1% 12% 0% 1%	60%  3% 60% 1% 6%				As per terms of external borrowings  At arm's length price  As per terms of external borrowings  At arm's length price  At arm's length price

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(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)
12	Bengal Shriram Hitech City Private Limited	Shriprop Structures Private Limited (Entities under common control of SPL)				Security given  Security fee  Corporate Guarantee given  Guarantee commission income  Cross charge of Marketing expenses & other expenses	Exposure as on 31 March 25 is Nil  1% security fee will be charged by BSHPL for providing security  Exposure as on 31 March 25 is Nil  1% Guarantee commission fees by BSHCPL  Expenses are pure reimbursements without any markup	131 60 1 60 1 10		7% 0% 7% 0% 1%	36% 0% 36% 0% 6%				As per terms of external borrowings  At arm's length price  As per terms of external borrowings  At arm's length price  At arm's length price
13	Bengal Shriram Hitech City Private Limited	Shriram Upscale Spaces Private Limited (Entities under common control of SPL)				Cross charge of Marketing expenses & other expenses	Expenses are pure reimbursements without any markup	10 10		1%	6%				At arm's length price
14	Bengal Shriram Hitech City Private Limited	Shrivision Elevations Private Limited (Entities under common control of SPL)				Security given  Security fee  Corporate Guarantee given  Guarantee commission income  Cross charge of Marketing expenses & other expenses	Exposure as on 31 March 25 is Nil  1% security fee will be charged by BSHPL for providing security  Exposure as on 31 March 25 is Nil  1% Guarantee commission fees by BSHCPL  Expenses are pure reimbursements without any markup	212 100 1 100 1 10		12% 0% 12% 0% 1%	60% 1% 60% 1% 6%				As per terms of external borrowings  At arm's length price  As per terms of external borrowings  At arm's length price  At arm's length price
15	Bengal Shriram Hitech City Private Limited	SPL Palms Developers Private Limited (Entities under common control of SPL)				Cross charge of Marketing expenses & other expenses	Expenses are pure reimbursements without any markup	10 10		1%	6%				At arm's length price
16	Bengal Shriram Hitech City Private Limited	SPL Towers Private Limited (Entities under common control of SPL)				Cross charge of Marketing expenses & other expenses	Expenses are pure reimbursements without any markup	10 10		1%	6%				At arm's length price
17	SPL Towers Private Limited	SPL Palms Developers Private Limited (Entities under common control of SPL)				Purchase/Sale of Mivan	At arm's length price	5 5		1%	7%				At arm's length price
18	Shrivision Elevations Private Limited	Shriprop Properties Private Limited (Entities under common control of SPL)				Cross charge of Marketing expenses & other expenses	At arm's length price	5 5		1%	0%				At arm's length price



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(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)
19	Shrivision Elevations Private Limited	Shriprop Structures Private Limited (Entities under common control of SPL)				Cross charge of Marketing expenses & other expenses	At arm's length price	5 5		1%	0%				At arm's length price
20	SPL Towers Private Limited	Shriprop Properties Private Limited (Entities under common control of SPL)				Cross charge of Marketing expenses & other expenses	At arm's length price	5 5		1%	7%				At arm's length price
21	SPL Towers Private Limited	Shriprop Structures Private Limited (Entities under common control of SPL)				Cross charge of Marketing expenses & other expenses	At arm's length price	5 5		1%	7%				At arm's length price
22	Shriprop Living Space Private Limited	Shriprop Properties Private Limited (Entities under common control of SPL)				Cross charge of Marketing expenses & other expenses	At arm's length price	5 5		1%	4%				At arm's length price
23	Shriprop Living Space Private Limited	Shriprop Structures Private Limited (Entities under common control of SPL)				Cross charge of Marketing expenses & other expenses	At arm's length price	5 5		1%	4%				At arm's length price
24	SPL Estates Private Limited	Shriprop Properties Private Limited (Entities under common control of SPL)				Purchase/sale of mivan	At arm's length price	5 5		1%	62%				At arm's length price