

May 29, 2024

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

Sub: Annual Secretarial Compliance Report for the Financial Year 2023-24

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024 duly certified by the Practicing Company Secretary.

We request you to take the above information on record.

Thanking you.

Regards

For Shriram Properties Limited

K Rama
Swamy

Digitally signed by
K Rama Swamy
Date: 2024.05.29
17:52:50 +05'30'

K. Ramaswamy

Company Secretary & Compliance Officer

ACS 28580

Shriram Properties Limited

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

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

CIN: L72200TN2000PLC044560 Email ID: cs.spl@shriramproperties.com



**SECRETARIAL COMPLIANCE REPORT OF SHRIRAM PROPERTIES LIMITED
FOR THE YEAR ENDED MARCH 31, 2024**

I, P Sriram, Partner of SPNP & Associates have examined:

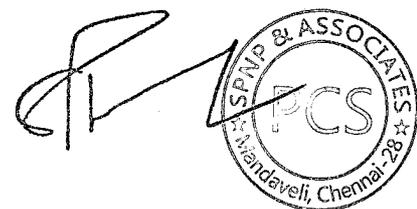
- (a) All the documents and records made available to us and explanation provided by **M/s. Shriram Properties Limited** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



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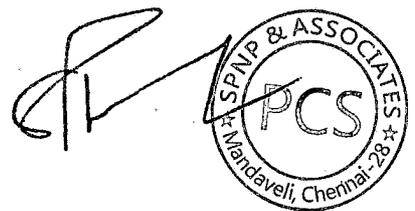
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snpnassociates@gmail.com # Phone: 044 4215 3510, 4320 1250, Mobile : 95660 33011



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - *(Not Applicable to the company during the review period)*;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *(Not Applicable to the company during the review period)*;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - *(Not Applicable to the company during the review period)*;
- (g) 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;

and circulars guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except for the followings:



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Sr. NO	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Actions Taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the practicing Company Secretary	Management Response	Remarks
1	The listed entity shall disclose to the Exchange(s), the outcome of Board Meeting, within 30 minutes of the closure of the meeting, held to consider the financial results.	Reg 30 of SEBI (LODR) Regulations 2015 read with sub para 4 of Para A Schedule III	Delay in filing of Board outcome	BSE Limited	Query received	Delay of 3 (Three) Minutes in filing of Outcome of the Board Meeting held for approval of financial results for the Quarter and Year ended March 2023.	Nil	Delay in filing of Board outcome for the Quarter and Year ended March 2023	The delay was due to unexpected technical glitch and natural situations outside the control of the company at the time of filing. The company has replied to the query mail and requested to condone the delay	It was noted that no further query was sought from BSE in this regard.
2	Change in Senior Management shall be disclosed to stock exchanges Within 24 hours (in case of resignation)	Reg 30 of SEBI (LODR) Regulations 2015 read with sub para 7 of Para A of Part A of Schedule III	Delay in intimation of resignation of Senior Management Personnel ("SMP")	BSE Limited	Query received	Resignation of SMP was intimated to the stock Exchange after 24 hours from the occurrence of the event.	Nil	Delay in intimation of resignation of Senior Management Personnel	The delay was due to ongoing efforts of the management to retain the SMP. The company has replied to the query mail and requested to condone the delay	It was noted that no further query was sought from BSE in this regard.

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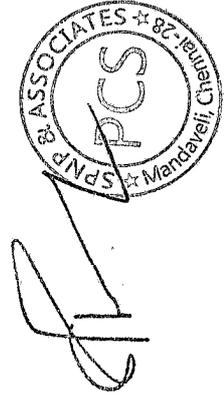
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations/Remarks of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2023	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	Options granted Without in-principal approval.	The Nomination and Remuneration Committee having issued 3,32,500 options to certain employees inadvertently without obtaining the in-principal approval of the stock exchange.	SEBI (SBEB & SE) Regulations, 2021.	<p>Deviations: Options granted without in-principal approval.</p> <p>Actions taken: None</p> <p>Penalty imposed: None</p>	The Company has filed condonation Application, to condone the Non-compliance. SEBI vide its letter dated August 30, 2023 had condoned the Non-compliance and advised the Company to be careful in future to avoid recurrences of such lapses.	The Company has placed the SEBI letter, before the Board for its Consideration, and the same was taken note on record.



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(c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	No observations/ remarks
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes	No observations/ remarks

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3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	No observations/ remarks
4	<p>Disqualification of Director:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	No observations/ remarks
5	<p>Details related to Subsidiaries of listed entities:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	No observations/ remarks



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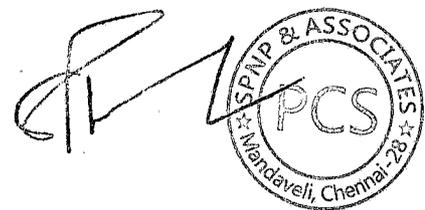


6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under LODR Regulations.</p>	Yes	No observations/ remarks
7	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	No observations/ remarks
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval has been obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.</p>	Yes	No observations/ remarks






<p>9</p>	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed there under.</p>	<p>Yes</p>	<p>No observations/ remarks</p>
<p>10</p>	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>Yes</p>	<p>No observations/ remarks</p>
<p>11</p>	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Actions taken against the listed entity/its Promoters/Directors/ Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity it's Promoters/Directors/ Subsidiaries either by SEBI or by Stock Exchanges are specified in last column.</p>	<p>Yes</p>	<p>No observations/ remarks</p>

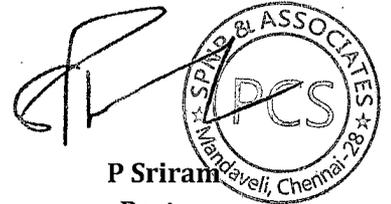


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12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	During the year under review, there was no resignation of statutory auditor from the listed entity or its material subsidiaries.
13	Additional Non-compliances, if any: Additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	Nil

for SPNP & ASSOCIATES



P Sriram
Partner

Practising Company Secretaries
Membership Number: 4862
Certificate of Practice Number: 3310
Peer Review Number: 1913/2022
UDIN: F004862F000441531

Date: 24/05/2024

Place: Chennai

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