DISCLOSURE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 AS ON MARCH 31, 2026

Sr. No.	Particulars	Details	
A.	**Disclosure in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time**	Disclosed in Notes to Accounts – Note 44 [Share Based Payment] to Standalone Financial Statements for the year ended March 31, 2026. (Disclosures are provided in accordance with Ind AS 102, Share based payment)	
B.	**Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20-Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time**	Diluted EPS for the year ended March 31, 2026, is disclosed in Note 31 (Earning per Share) of Standalone Financial Statements. Diluted earnings per share have been computed using weighted average number of shares and dilutive potential shares except where results would be anti-dilutive.	
C.	**Details related to ESOS**		
i.	Description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS	Shriram Properties Limited – Employee Stock Option Plan 2013	Shriram Properties Employee Stock Option Scheme 2025
	a) Date of shareholders' approval	September 30, 2013	September 26, 2025
	b) Total number of options approved under ESOP	27,43,738	85,17,645
	c) Vesting requirements	Vesting of Options will commence after a minimum period of 1 year from the date of Grant and may extend up to such period as the Nomination & Remuneration Committee, may, at its discretion, determine. The Vesting may occur in tranches, subject to the terms and conditions of Vesting, as may be stipulated by the Nomination and Remuneration Committee, in its discretion, and which will include performance appraisal of the employee and achievement of other performance milestones.	Vesting of Options will commence after a minimum period of 1 year from the date of Grant and may be extended up to 4 years, as per the discretion of the Nomination & Remuneration Committee. The Vesting may occur in tranches, subject to the terms and conditions of Vesting, as may be stipulated by the Nomination and Remuneration Committee, in its discretion, and which would be linked to individual and/or departmental and/or functional and/or the corporate performance as a whole and shall be accessed based on actual achievement by the Committee.

	d) Exercise price or pricing formula	The Nomination & Remuneration Committee shall from time to time fix the value of the Options. The value shall be the price at which the Options are purchased by the Employees or their nominees. The exercise price of options shall not be less than face value of equity share.	The exercise price per Option shall be the market price of the Shares of the Company discounted by such a percentage not exceeding 15% to be determined by the Nomination & Remuneration Committee from time to time on the date of Grant. Provided that the exercise price shall not be less than the face value of Shares of the Company as on date of grant. The specific exercise price shall be intimated to the Option grantee in the grant letter at the time of grant.
	e) Maximum term of options granted	Vesting will occur after a minimum of 1 year of grant of options and the vested options can be exercised within 5 years from the date of vesting.	Vesting will occur after a minimum of 1 year of grant of options and the vested options can be exercised within 5 years from the date of vesting or such other shorter period as may be prescribed by the Committee at time of grant.
	f) Source of shares (primary, secondary or combination)	Primary	Combination
	g) Variation in terms of options	No Variation	No Variation
ii.	Method used to account for ESOP - Intrinsic or fair value.	Fair value	Fair value
iii.	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not Applicable	Not Applicable
iv.	Option movement during the year (For each ESOS):		
	Particulars	**Details**	**Details**
	Number of options outstanding at the beginning of the period FY26	6,04,457	Not Applicable

	Number of options granted during FY26	2,11,040	Not Applicable
	Number of options forfeited / lapsed during FY26	-	Not Applicable
	Number of options vested during FY26	3,01,485	Not Applicable
	Number of options exercised during FY26	3,01,485	Not Applicable
	Number of shares arising as a result of exercise of options	3,01,485	Not Applicable
	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	₹ 30,14,850	Not Applicable
	Loan repaid by the Trust during FY26 from exercise price received	Not Applicable	Not Applicable
	Number of options outstanding at the end of FY26	5,14,012	Not Applicable
	Number of options exercisable at the end of FY26	-	Not Applicable
v.	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock		
vi.	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –		
	Parameters	**Details**	
	Senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Not Applicable	
	Parameters	**Details**	
	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Not Applicable	
	Parameters	**Details**	
	Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	Nil	
vii.	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	The employee compensation cost has been calculated using fair value method for options using the BlackScholes Merton Model.	Not Applicable

	a) The weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model	Weighted Average values of share price: ₹103.90-₹ 104.51 Exercise price- ₹ 10.00 Expected volatility- 11.40% Expected option life- 5 years 6 months Expected dividends- 0% Risk-free interest rate- 6.90%	Not Applicable
	b) The method used and the assumptions made to incorporate the effects of expected early exercise	Not Applicable	Not Applicable
	c) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Volatility is concluded based on the equity return of the peers for a duration similar to the term of the option	Not Applicable
	d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition	Yes. Based on Management's best estimate for the effects of non-transferability, exercise restrictions and behavioural considerations.	Not Applicable

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COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
Shriram Properties Limited
Regd. Off- Lakshmi Neela, Rite Choice Chamber, New No. 9
Bazullah Road, T. Nagar, Chennai – 600017.

We, SPNP Associates, Practicing Company Secretaries have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on 26th September 2025 by the members of **M/s. Shriram Properties Limited** (hereinafter referred to as 'the Company'), having **CIN: L72200TN2000PLC044560** and having its registered office at Lakshmi Neela Rite Choice Chamber New No.9 - Bazullah Road, T. Nagar, Chennai-600017.

This Certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year 2025- 26.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Employee Stock Option Scheme including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

It is our responsibility to certify whether the Company has complied with the applicable provisions of the regulations and the resolutions passed during the year ended 31st March 2026, in implementing the Employee Stock Option Scheme on the basis of information compiled or collated by the Management and the accounting and other relevant supporting records and documents provided to us for our examination.

SPNP & ASSOCIATES PCS Mandaveli, Chennai-28

SPNP & ASSOCIATES
Practising Company Secretaries
No.10/28, II Floor, 3rd Cross Street, R.K. Nagar, Raja Annamalaipuram, Chennai - 600 028.
spnpassociates@gmail.com # Phone: 044 4215 3510, 4320 1250, Mobile: 95660 33011

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Verification:

For the limited purpose of certifying the Employee Stock Option Scheme, we have examined the documents related to the Scheme like member's resolutions dated 26th September,2025 , Board resolutions dated 12th August,2025 and 12th November,2025 , the Nomination and Remuneration Committee resolution dated 12th August,2025 Circular resolution dated 17th September,2025 , Shriram's Employee Stock Option Plan (ESOP) 2013 and Shriram Properties Employee Stock Option Scheme 2025 ("ESOS 2025") read with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Scheme(s) received from/furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolutions passed at the General Meeting(s);
5. Minutes of the meetings of the Nomination and Remuneration Committee;
6. Relevant Accounting Standards as prescribed by the Central Government;
7. Detailed terms and conditions of the scheme as approved by Nomination and Remuneration Committee;
8. Bank Statements towards Application money received under the scheme(s);
9. Exercise Price/Pricing formula;
10. Statement filed with the recognized stock exchanges(s) in accordance with Regulation 10 of these Recognized Stock Exchange in accordance with Regulation 10 of these Regulations.
11. Disclosure by the Board of Directors.
12. Relevant provisions of the Regulations of, Companies Act, 2013 and Rules made thereunder.

Certification:

The Company has listed its shares during the year 2021-2022 and the provisions pursuant to listing obligations as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021 and other applicable laws were duly complied.

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During the period under review, the Board of Directors of the Company approved and allotted 3,01,485 equity shares with a face value of Rs.10 each on September 18, 2025, under the Shriram Properties Limited Employee Stock Option Plan (ESOP), 2013. The allotment was made to eligible employees upon exercise of stock options granted to them in accordance with the terms of the said ESOP scheme.

Further, at its meeting held on 12th August,2025, the Board of Directors adopted the Shriram Properties Employee Stock Option Scheme 2025 ("ESOS 2025") based on the recommendation of the Nomination and Remuneration Committee and the same was approved by the shareholders in the AGM held on 26th September 2025.

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the Employee Stock Option Scheme in compliance with applicable provisions and regulations.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For SPNP & ASSOCIATES

P Sriram
Partner
Membership Number: 4862
Certificate of Practice Number: 3310
Peer Review Number: 1913/2022
UDIN: F004862H000899954

Date: 21-07-2026
Place: Chennai

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