



## Notice of 27<sup>th</sup> Annual General Meeting

Notice is hereby given that the Twenty-Seventh Annual General Meeting of Shankara Building Products Limited will be held on Friday, July 22, 2022 at 10.15 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

### Ordinary Business:

**Item No.1- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with Report of Auditors thereon.**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company and to pass the following resolution as an **Ordinary resolution**:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with reports of the Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

**"RESOLVED FURTHER THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

**Item No. 2- To re-appoint Mr. RSV. Siva Prasad (DIN: 01247339) as a Director of the Company who retires by rotation.**

To re-appoint Mr. RSV. Siva Prasad (DIN: 01247339), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary resolution**:

**"RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013, Mr. RSV. Siva Prasad (DIN: 01247339), who retires by rotation at 27<sup>th</sup> Annual

General Meeting of the Company being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**RESOLVED FURTHER THAT** the Managing Director/Company Secretary of the Company be and are hereby authorized severally to complete necessary formalities as per the applicable provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015."

### Item No. 3- Declaration of Final Dividend

To declare a final dividend on equity shares for the financial year ended March 31, 2022 and to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a final dividend at the rate of ₹1/- (Rupee One only) per equity share of ₹10/- (Rupees Ten only) each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2022 and that the same be paid as recommended by the Board of Directors of the Company for the financial year ended March 31, 2022.

**RESOLVED FURTHER THAT** the Managing Director/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to foregoing resolution."

### Special Business:

**Item No. 4- To approve increase in remuneration of Mr. Sukumar Srinivas (DIN: 01668064), Managing Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) or any statutory modification(s) or re-enactment(s)



thereof and subject to the provisions of the Article of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to the revision in remuneration of Mr. Sukumar Srinivas (DIN: 01668064), Managing Director of the Company on the terms & conditions as set out in the explanatory statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/ re-enactment thereof, in the event of any loss or inadequacy of the profits during the financial year, the remuneration mentioned in the explanatory statement annexed to the Notice shall be paid as minimum remuneration.

**RESOLVED FURTHER THAT** the Managing Director/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to foregoing resolution.”

**Item No. 5-To approve increase in remuneration of Mr. C. Ravikumar (DIN: 01247347), Whole-time Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) or any statutory modification(s) or re-enactment(s) thereof and subject to the provisions of the Article of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to the revision in remuneration of Mr. C. Ravikumar (DIN: 01247347), Whole-time Director of the Company on the terms & conditions as set out in the explanatory statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/ re-enactment thereof, in the event of any loss or inadequacy of the profits during the financial year, the remuneration mentioned in the explanatory statement annexed to the Notice shall be paid as minimum remuneration.

**RESOLVED FURTHER THAT** the Managing Director/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to foregoing resolution.”

**By Order of the Board**

**For Shankara Building Products Limited**

**Ereena Vikram**  
Company Secretary  
& Compliance Officer  
Membership No: A33459

**Place: Bengaluru**  
**Date: May 16, 2022**



## Notes:

1. This AGM is convened through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) pursuant to General Circulars number 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/20 dated 05.05.2020, 28/2020 dated 17.08.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021 and 02/2022 dated 05.05.2022 issued by the Ministry of Corporate Affairs (MCA) and Circulars issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as ‘Circulars’), which allow the companies to hold AGMs through VC/ OAVM.

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts under Item No.’s 2, 4 and 5 of the Notice of the 27th AGM (“Notice”), is annexed hereto.

3. In terms of the MCA and the SEBI Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 27th AGM and hence the proxy form and attendance slip are not annexed to the Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting, for participation in the 27th AGM through VC/OAVM facility and e-voting during the 27th AGM. Scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the 27th AGM on its behalf and to vote through e-voting or during the 27th AGM should be sent electronically through their registered email address to the Scrutinizer at [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [compliance@shankarabuildpro.com](mailto:compliance@shankarabuildpro.com)

4. Dividend for the financial year ended March 31, 2022, as recommended by the Board of Directors of the Company, if approved at the 27th AGM by the Shareholders, payment of such dividend will be made within 30 days from the date of the 27th AGM as under:

(i) Beneficial Owners in respect of shares held in dematerialized form as per the data as may be

made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Thursday, July 14, 2022;

(ii) Shareholders in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Thursday, July 14, 2022.

5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the SEBI (LODR) Regulations, 2015, read with the MCA Circulars and the SEBI Circulars, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the 27th AGM and a facility for those Members participating in the 27th AGM, to cast vote through e-voting system during the 27th AGM. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of Thursday, July 14, 2022.

6. KFin Technologies Limited (“KFin”), the Registrar & Transfer Agents (RTA) of the Company, will be providing the facility for participation in the 27th AGM through VC/OAVM and e-voting during the 27th AGM. The procedure and instructions for participating in the 27th AGM through VC/OAVM and remote e-voting at the 27th AGM are provided as part of this Notice.

7. In line with the MCA Circulars and SEBI Circulars, the Notice of the 27th AGM will be available on the website of the Company [www.shankarabuildpro.com](http://www.shankarabuildpro.com) on the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com), the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the website of KFin at <https://evoting.kfintech.com>.

8. Since the 27th AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

9. Attendance of the Members participating in the 27th AGM through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.



10. In case of joint holders attending the 27th AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members on Friday, July 22, 2022.

12. At the 24th AGM of the Company held on June 25, 2019, the Members approved the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration Number 004207S ) as the Statutory Auditors of the Company to hold office from the conclusion of the said Meeting till the conclusion of the 29th Annual General Meeting. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 07, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors.

13. The Register of Members and Share Transfer Books will remain closed from Friday, 15th July, 2022 to Friday, 22nd July, 2022 (inclusive of both days) for the purpose of the AGM.

14. Members are requested to notify the Register and Share Transfer Agent – KFin Technologies Limited, Selenium Tower B, Plot 31- 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, of any change in their address(es) to enable the Company to address future communications to their correct addresses including dividend matters.

15. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be:-

a. Change in their residential status on return to India for permanent settlement.

b. Particulars of their bank account maintained in India with complete name, branch, account type,

account number, IFSC Code, MICR No. and address of the bank.

16. Pursuant to SEBI circular No: SEBI /HO /MIRSD /DOP1 /CIR /P/2018/73 dated April 20, 2018 and notification No. SEBI/ LAD-NRO/GN/2018/24 dated June 08, 2018, the members are requested to take necessary steps to dematerialize shares that are held in physical form, as transfer of shares held in physical form is no longer permitted.

17. Pursuant to Clause 2 (h) of the Companies (Significant Beneficial Owners) Amendment Rules, 2019, individuals who hold a right or entitlement directly in the Company are requested to intimate the Company through a declaration in Form BEN-1.

18. The Notice of the 27th AGM, Annual Report and instructions for e-voting are being sent only through electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s)/ RTA. For members who have not registered their email addresses, please refer Clauses 24 "Instructions to shareholders for participating in the AGM through VC/OAVM and for e-voting" to this Notice for detailed instructions for registration. To support the "Green Initiative", shareholders who have not registered their email addresses are requested to register the same with their DP's in case the shares are held in electronic form and with the RTA in case the shares are held by them in physical form.

19. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

20. The Members who are yet to encash the earlier dividend warrants are advised to send requests for duplicate dividend warrants in case they have not received/ not encashed the



Dividend Warrants for any of the above mentioned financial year(s) and/ or send for revalidation the un-encashed Dividend Warrants still held by them, to the RTA of the Company.

Updation of Members' details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company /Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc.

Members holding shares in physical form are requested to furnish the above details to the Company or its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective Depository Participant (DP).

21. Members may also note that the Notice of the 27th AGM and the Annual Report 2021-22 will be available on the Company's website under [www.shankarabuildpro.com](http://www.shankarabuildpro.com).

22. Additional information, pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015, in respect of the Director seeking appointment/reappointment at the 27th AGM, forms part of this Notice.

23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository

Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit the PAN to the RTA, KFin.

#### **24. Instructions to the Members for attending the e-AGM through Video Conference:**

i. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members, the facility to exercise their right to vote on resolutions proposed to be considered at the 27th AGM by electronic means through e-voting. The facility of casting the votes by the members using an electronic voting system for the 27th AGM ("remote e-voting/ e-voting") will be provided by KFin Technologies Limited ("KFin")

ii. Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing situation, the Notice of the 27th AGM and the Annual Report for the year 2021-22 (including therein the Audited Financial Statements for year 2021-22), are being sent only by email to the Members who email addresses are registered with the Company / Depositories / RTA. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered with their DP or RTA for electronic and Physical folios respectively, in the manner stated below. For updation of dividend mandate, please send the details to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

Process for registration of email address for obtaining Annual Report (if not received by the Member) and/or obtaining user ID/ password for e-voting are stated as here under:

Physical Holding	Submit a request to KFin at <a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a> providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) for registering email address on or before Thursday July 14, 2022.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.



iii. In light of the MCA Circulars, shareholders who have not registered their email addresses and in consequence, the Notice & Annual Report could not be serviced, may temporarily get their email addresses registered with the Company's RTA-KFin, by clicking the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> and follow the registration process. Post successful registration of the email address, the shareholder would get a soft copy of the Notice & Annual Report and the procedure for e-voting along with the User ID and Password to enable e-voting for the 27th AGM. If you are already registered with KFin for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

iv. It is clarified that for permanent registration of email address, the members are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, India, by following due procedure.

v. Those members who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's RTA- KFin, to enable servicing of Notices / documents / Annual Reports and other communications electronically to their email address.

vi. The e-voting portal will open for voting on Tuesday, July 19, 2022 from 9:00 A.M. (IST) to Thursday, July 21, 2022 till 5:00 P.M. (IST), inclusive of both days. During this period, the members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date of Thursday, July 14, 2022 may cast their vote electronically. The e-voting module will be disabled by KFin on Thursday, July 21, 2022, post 5.00 P.M. (IST). Once vote on a resolution is cast by the member, members shall not be allowed to change it subsequently or cast the vote again.

vii. Mr. S. Kannan (Membership No. FCS 6261) M/s. S. Kannan and Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

viii. A member may participate in the 27th AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the meeting.

ix. The Scrutinizer shall unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the 27th AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him and declare the result of the voting forthwith.

x. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.shankarabuildpro.com](http://www.shankarabuildpro.com) and on the website of KFin <https://evoting.kfintech.com/> immediately after the declaration of result by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited, Mumbai.

xi. In case a person has become a Member of the Company after dispatch of the Notice but on or before the cut-of date for e-voting i.e. Thursday, July 14, 2022 he/she may obtain the User ID and Password in the manner stated below. Institutional/ Corporate shareholders may write to KFin at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

#### **INSTRUCTION FOR REMOTE E-VOTING IS AS FOLLOWS:**

In case of Physical Shareholders & Non-Individual (Physical / Demat):

If the mobile number of the Member is registered against Folio No. /DP ID Client ID, the Member may send SMS: MYEPWD E-voting Event number + Folio No. (in case of physical shareholders) / DP ID Client ID (in case of Demat shareholders) to 9212993399.



Example for NSDL	MYEPWD IN12345612345678
Example for CDSL	MYEPWD 1402345612345678
Example for Physical	MYEPWD XXX1234567890

a. If email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “forgot password” and enter Folio No. / DP ID Client ID and PAN to generate a password.

b. Member may call KFin toll free number 1-800-3094-001 for all e-voting related matters.

c. Member may send an email request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for all e-voting related matters. If the member is already registered with KFin e-voting platform, then he can use his existing User ID and password for casting the vote through remote e-voting.

**The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting: From 9:00 a.m. (IST) on Tuesday, July 19, 2022.

End of remote e-voting: At 5:00 p.m. (IST) on Thursday, July 21, 2022.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked by KFin upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

In case you are an individual shareholder, having shares in electronic / Demat mode then please refer to the e-voting procedure according to SEBI circular dated December 09, 2020.

**Login method for e-voting:**

As per the SEBI circular dated December 09, 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 address in their demat accounts in order to access e-voting facility.

NSDL	CDSL
<ol style="list-style-type: none"><li>1. User already registered for IDeAS facility: **<ol style="list-style-type: none"><li>i. URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li><li>ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li><li>iii. On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-voting”.</li><li>iv. Click on company name or e-voting service provider and you will be redirected to e-voting service provider website for casting the vote during the remote e-voting period.</li></ol></li></ol>	<ol style="list-style-type: none"><li>1. Existing user who have opted for Easi/Easiest **<ol style="list-style-type: none"><li>i. URL:<a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li><li>ii. Click on New System Myeasi.</li><li>iii. Login with user ID and password.</li><li>iv. Option will be made available to reach e-voting page without any further authentication.</li><li>v. Click on e-voting service provider name to cast your vote.</li></ol></li></ol>



<b>NSDL</b>	<b>CDSL</b>
<p>2. User not registered for IDeAS e-Services</p> <p>i. To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> (Select "Register Online for IDeAS"). or <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb / IdeasDirectReg.jsp</a></p> <p>ii. Proceed with completing the required fields. **(Post registration completion, follow the process as stated in point no.1 above)</p> <p>3. First time users can visit the e-voting website directly and follow the process below:</p> <p>i. URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></p> <p>ii. Click on the icon "Login" which is available under 'Shareholder / Member' section.</p> <p>iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be redirected to NSDL Depository site where in you can see e-voting page.</p> <p>v. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period</p>	<p>2. User not registered for Easi/Easiest</p> <p>i. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>ii. Proceed with completing the required fields. **(Post registration is completed, follow the process as stated in point no.1 above)</p> <p>3. First time users can visit the e-voting website directly and follow the process below:</p> <p>i. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</p> <p>ii. Provide demat Account Number and PAN No.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>iv. After successful authentication, user will be provided links for the respective Electronic Service Provider (ESP) where the e-voting is in progress.</p> <p>v. Click on company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

### **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. Once login, you will be able to see e-voting option. Please click on e-voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website 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 above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. : 1800 1020 990 and 1800 22 44 30	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 022-23058738 or 22- 23058542-43.

a. On successful login, the system will prompt the member to select the e-voting Event Number "EVENT" for "Shankara Building Products Limited".

b. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date, Thursday, July 14, 2022 under "FOR / AGAINST" or alternatively, member may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed their total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

c. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios/ demat accounts.

d. Voting must be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.

e. Members may then cast their vote by selecting an appropriate option and click on "SUBMIT".

f. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a member confirms, he/ she will not be allowed to modify. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

g. Upon confirmation, the message 'Vote cast successfully' will be displayed. Once you have confirmed your vote on the resolution, you cannot modify your vote.

h. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI. Etc.) are also required to send scanned certified true copy (PDF/JPG

Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [compliance@shankarabuildpro.com](mailto:compliance@shankarabuildpro.com). The scanned image of the above mentioned documents should be in the naming format "Shankara Building Products Limited\_ EVENT NO."

xii. Shareholders will be provided with a facility to attend the Meeting through VC/OAVM provided by KFin. Shareholders may access the same by <https://emeetings.kfintech.com> and clicking "Video Conference" and access the Shareholders/ Members login by using the remote e-voting credentials. The link for Meeting will be available in Shareholder/ Members login where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned in point xi.

xiii. The Members can join the 27th AGM Thirty minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

xiv. Up to 1000 members will be able to join the 27th AGM on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.



xv. Shareholders are encouraged to join the 27th AGM through Laptops with Google Chrome for better experience. Further shareholders will be required to switch on Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

xvi. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

xvii. System requirements for best VC/OAVM experience:

Instrument Description	Instrument Description
Cell phone	Android 6.0+ Google Chrome28+ Mozilla Firefox 24+ (Chrome doesn't bolster screen sharing on Android). iOS 12.2+ Mobile Safari/WebKit (iOS 11+) (Safari Mobile doesn't bolster screen sharing on iOS)
ioS PC/ Desktop	Google Chrome (Best suggested) Firefox, Safari, Internet Explorer, Edge Microsoft Edge 12+ Google Chrome 28+ Mozilla Firefox, 22+ Safari 11+. Desktop should have outside mic and webcam introduced

**xviii. Voting at AGM held through VC/OAVM**

- a. Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote earlier through remote e-voting are eligible to vote through e-voting during the AGM.
- b. Members who have voted through remote e-voting will be eligible to attend the AGM.
- c. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of AGM under Section 103 of the Companies Act, 2013.
- d. Upon declaration by the Chairman about the commencement of e-voting at AGM, Members shall click on the "Vote" sign on the bottom corner of their video screen for voting at the AGM, which will take them to the 'Instapoll' page.
- e. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- f. The Company has opted to provide the same electronic voting system at the annual general meeting, as used during remote e-voting and the said facility shall be operational till all the resolutions proposed in the AGM notice are

considered and voted upon at the meeting but not exceeding 30 minutes from the commencement of e-voting as declared by the Chairman at the AGM and can be used for voting only by those Members who hold shares as on the cut-off date viz. Thursday, July 14, 2022 and who are attending the meeting and who have not already cast their vote(s) through remote e-voting.

**xix. Speaker Registration during Meeting session:**

- a. Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com> and clicking on the tab 'Speaker Registration' and mentioning their registered email id, mobile number and city, during the period starting from Wednesday, July 20, 2022 at 10:00 A.M. (IST) and will close on Thursday, July 21, 2022 at 10:00 A.M. (IST). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM and the maximum time per speaker will be restricted to 3 minutes.
- b. Members who want to get their pre-recorded video uploaded for display during the AGM of the



Company, can also upload the same by visiting <https://emeetings.kfintech.com> and uploading their video in the 'Speaker Registration' tab, during Wednesday, July 20, 2022 to Thursday, July 21, 2022, subject to the condition that size of such video should be less than 50 MB.

c. The Company reserves the right to restrict the number of speakers and display of videos uploaded by the Members depending on the availability of time for the AGM. Please note that questions of only those Members will be entertained/considered who are holding shares of Company as on the cut-off date viz Thursday, July 14, 2022.

d. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/video/howitworks.aspx>.

e. Members who need technical or other assistance before or during the AGM can contact KFin by sending email at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001 (toll free). For any other kind of support/assistance related to the AGM, members can also contact KFin Technologies Limited at 1800 309 4001.

#### **xx. Post your Question:**

The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFin. On successful login, select 'Post Your Question' option which will be opened from Wednesday, July 20, 2022 at 10 A.M (IST) to Thursday, July 21, 2022 at 10.00 A.M (IST).

xxi. In case of any queries related to e-voting/ participation in the AGM, you may refer to the Frequently Asked Questions (FAQ's) and e-voting user manual available in the "Downloads" section of <https://evoting.kfintech.com/> or contact KFin Technologies Limited at 1800 309 4001 (Toll Free).

#### **Statement setting out Material Facts under Section 102 of the Companies Act, 2013**

##### **Item No. 2**

Mr. RSV. Siva Prasad (DIN: 01247339) is a Science Graduate from Andhra University and a Masters' Degree in science in Zoology from the Bhopal

University. He also holds a Diploma in Business Management from the Rajendran Prasad Institute of Communication Studies, Bombay. He has been associated with the Company since 1995, having joined as a senior manager, and has total 39 years of experience in the field of sales. Prior to joining our Company, he was associated with Shivmoni Steel Tubes Limited.

#### **Committee Chairmanship & Membership: Nil**

#### **Shareholding in the Company:**

As on the date of notice, Mr. RSV. Siva Prasad holds 55,150 equity shares in the Company.

He is not related to any Director or Key Managerial Personnel of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. RSV. Siva Prasad is, directly or indirectly concerned or interested, financially or otherwise, to the extent of his shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set forth in the Item No. 2 of the Notice for approval of the members.

#### **Item No. 4**

Mr. Sukumar Srinivas (DIN:01668064), was re-appointed as Managing Director of the Company by the Board at its Meeting held on 29th January, 2021 for a period of five years from April 1, 2021. The same was subsequently approved by the members at the Annual General Meeting on 29th July, 2021.

Based on the recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors (hereinafter referred to as 'the Board') at its meeting held on May 16, 2022 considered and approved the remuneration as mentioned below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof.

#### **a. Salary:**

Salary of ₹1,31,94,720/- (Rupees One Crore Thirty One Lakh Ninety Four Thousand Seven Hundred and Twenty only) per annum.

**b. Perquisites and Allowances:**

- i. Contribution to Provident Fund not exceeding 12% of the salary.
- ii. Gratuity as per the rules of the Company.
- iii. Any other terms and conditions as per the employment agreement between the Company and Mr. Sukumar Srinivas.  
(The perquisites and allowances are included in the above mentioned salary).

**c. Minimum remuneration:**

In the event of any loss or inadequacy of the profits during the financial year, the remuneration mentioned above shall be paid as minimum remuneration.

d. The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013, which permits the company to pay overall managerial remuneration upto 10% of net profit to Managing director/ Whole Time Director/Manager in any financial year with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration as it may deem fit and as may be acceptable to Mr. Sukumar Srinivas, subject to the same not exceeding the limits specified under Section 197, Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time or any statutory modification(s) or re-enactment thereof;

In view of the provisions of Section 196, 197 and Section 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

Except Mr. Sukumar Srinivas, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**Item No. 5**

Mr. C. Ravikumar (DIN:01247347), was re-appointed as Whole-time Director of the Company by the Board at its Meeting held on 29th January, 2021 for

a period of five years from April 1, 2021. The same was subsequently approved by the members at the Annual General Meeting on 29th July, 2021.

Based on the recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors (hereinafter referred to as 'the Board') at its meeting held on May 16, 2022 considered and approved the remuneration as mentioned below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof.

**a. Salary:**

Salary of ₹61,72,803/- (Rupees Sixty One Lakh Seventy Two Thousand Eight Hundred and Three only) per annum.

**b. Perquisites and Allowances:**

- i. Contribution to Provident Fund not exceeding 12% of the salary.
- ii. Gratuity as per the rules of the Company.
- iii. Any other terms and conditions as per the employment agreement between the Company and Mr. C. Ravikumar.  
(The perquisites and allowances are included in the above mentioned salary).

**c. Minimum remuneration:**

In the event of any loss or inadequacy of the profits during the financial year, the remuneration mentioned above shall be paid as minimum remuneration.

d. The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013, which permits the company to pay overall managerial remuneration upto 10% of net profit to Managing director/ Whole Time Director/Manager in any financial year with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration as it may deem fit and as may be acceptable to Mr. C. Ravikumar, subject to the same not exceeding the limits specified under Section 197, Schedule V to the Companies Act, 2013 or such other limits as



may be prescribed from time to time or any statutory modification(s) or re-enactment thereof;

In view of the provisions of Section 196, 197 and Section 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

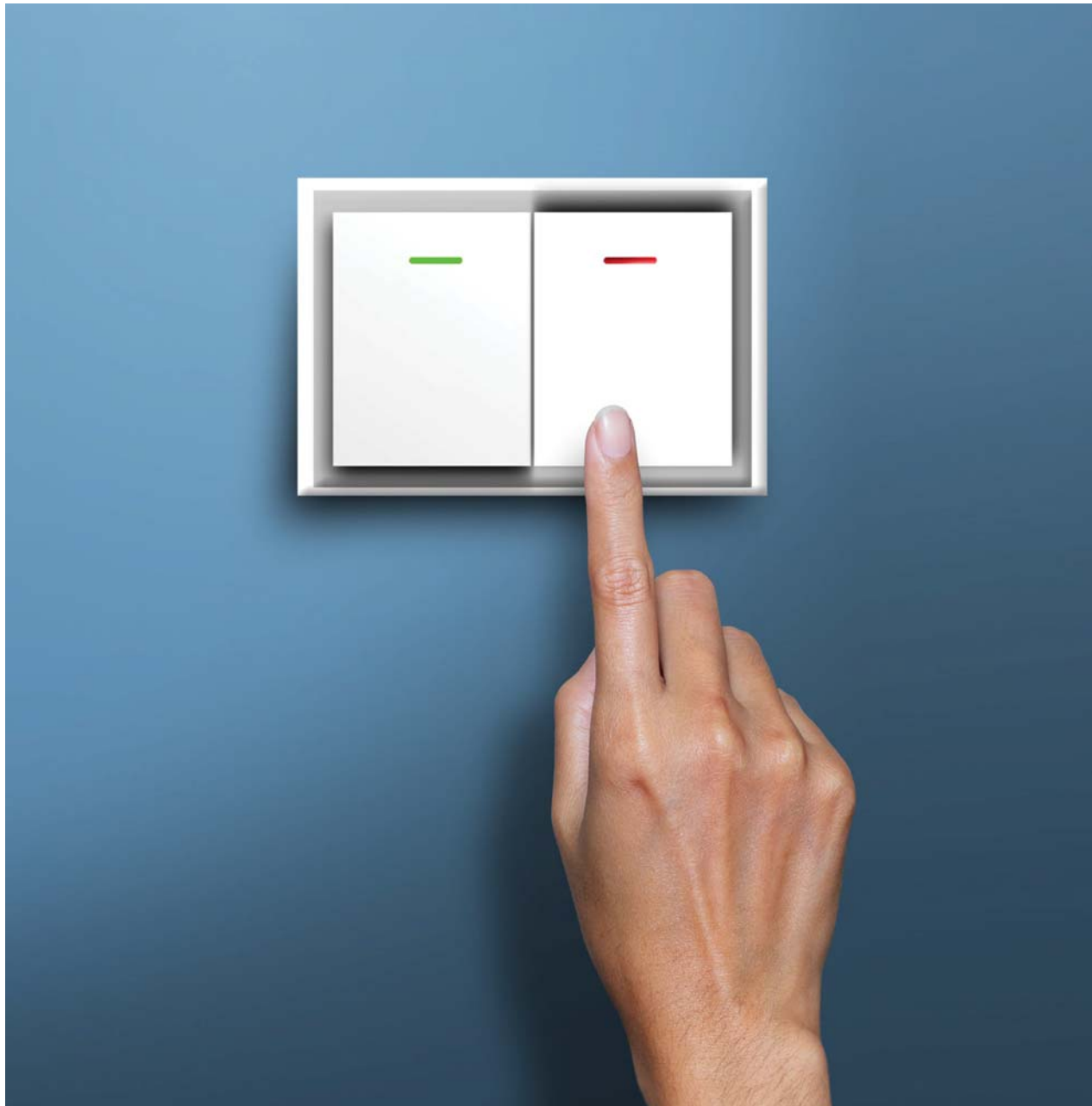
Except Mr. C. Ravikumar, none of the Directors and Key Managerial Personnel of the Company and

their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

**By Order of the Board  
For Shankara Building Products Limited**

**Ereena Vikram  
Company Secretary & Compliance Officer  
Membership No: A33459**

**Place: Bengaluru  
Date: May 16, 2022**





## Annexure to the Notice

### DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT IN 27th ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Director	Mr. RSV. Siva Prasad
Date of Birth	01.10.1957
Date of first appointment on Board	01.10.2009
Brief Profile/Experience/ Expertise/Skills in specific functional area	<p>He has been associated with our Company since 1995, having joined as a Senior Manager. He was appointed as a director of our Company in 2001 and have experience in Product Planning, SKUs monitoring and Operations.</p> <p>Prior to joining our Company, he was associated with Shivmoni Steel Tubes Limited in 1982.</p>
Qualifications	<p>Mr. RSV. Siva Prasad is a Science Graduate from Andhra University and a Masters' Degree in science in Zoology from the Bhopal University. He also holds a Diploma in Business Management from the Rajendran Prasad Institute of Communication Studies, Bombay.</p>
Terms and conditions of appointment/ re-appointment	As per appointment letter.
Details of remuneration sought to be paid	Nil
Remuneration last drawn by such person, if applicable	Sitting Fee
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not inter se related to any other Director or Key Managerial Personnel.
Number of Meetings of the Board attended during the year	6
Directorship held in other companies	Taurus Value Steel & Pipes Private Limited, Telangana
Membership/ Chairmanship of committees of other companies*	Nil
Shareholding in the Company	55,150

\* The Companies in which the Director holds position of Director as on the date of meeting and is a member of that Company's Audit Committee/Stakeholders committee is taken into consideration. Companies include listed as well as unlisted entities.



**Statement containing additional information as required in Schedule V of the Companies Act, 2013:**

**Mr. Sukumar Srinivas, Promoter and Managing Director**

**a. General Information**

**1. Nature of industry:**

Shankara Building Products Limited is a leading organized retailer of home improvement and

building products in India, Operating under the brand name '**Shankara Buildpro**'.

**2. Date or expected date or of commencement of Commercial production:**

The Company has commenced its commercial operations in the year 1995.

**3. Financial performance based on given indicators:**

**As per Audited Standalone Financial results:**

(₹ in Crores)

Particulars	2021-22	2020-21
Total revenue	2,331.15	1,962.89
Total expenses	2,294.86	1,949.42
Profit before tax	36.29	13.97
Profit after tax	27.24	9.98

**4. Foreign investments or Collaborations:**

There are no foreign investments or collaborations in existence as on March 31, 2022.

**b. Information about the appointee:**

**1. Background details:**

Mr. Sukumar Srinivas is 61 years of age and is a Commerce Graduate University of Madras, and a Post Graduate Diploma in Business Management from the Indian Institute of Management, Ahmedabad.

**2. Past remuneration:**

The remuneration of Mr. Sukumar Srinivas has been approved by the Members at the 26th Annual General Meeting of the Company approved a total remuneration of ₹1,25,66,400/- (Rupees One Crore Twenty Five Lakh Sixty Six Thousand and Four Hundred only). However considering the financial position of the Company, Mr. Sukumar Srinivas voluntarily offered to take a pay cut in Financial Year 2021-22. He has been paid a remuneration of ₹31, 41,600/- (Rupees Thirty One Lakh Forty One Thousand and Six Hundred Only).

**3. Recognition or awards:**

During his tenure as the Managing Director, the company had bagged many prestigious awards like:

- Exxaro- Best Sales in all Products in 2021-22.
- Orientbell-Simplu Unstoppable in FY 2021-22.
- Jaquar Group-Highest Value Growth Shower Enclosures-Platinum Category FY 2018-19.
- Parryware- Best Retail Management in FY 2019.
- Star Performer (II) – Karnataka and Andhra Pradesh for ERW Pipes and Tubes by Jindal Pipes Limited and Maharashtra Seamless Limited.
- Kamdhenu Steel- Best Channel Partner Award.

**4. Job profile and his suitability:**

Mr. Sukumar Srinivas is a Promoter and Managing Director of our Company. He has been associated with our Company since incorporation and has 39 years of experience in the building products industry. Under the leadership of Mr. Sukumar Srinivas, the Company has achieved various milestones and enhanced the stakeholder's value.

**5. Remuneration proposed:**

As stated in the Explanatory Statement at Item No. 4 of this Notice.

**6. Comparative remuneration:**

Mr. Sukumar Srinivas has as served on the Board of the Company since inception. His strategic directions have led the Company from its profile of the nascent stage and have propelled its growth. He has streamlined the business process operations of the Company and has been the strategic management personnel. The proposed remuneration of Mr. Sukumar Srinivas is in line with the industry levels and is commensurate with the size of the Company and nature of its business.

**7. Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any:**

Apart from the remuneration paid to the Managing Director as stated above and their respective shareholding held directly or indirectly in the Company, Mr. Sukumar Srinivas do not have any pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel.

**As per Audited Standalone Financial results:**

(₹ in Crores)

Particulars	2021-22	2020-21
Total revenue	2,331.15	1,962.89
Total expenses	2,294.86	1,949.42
Profit before tax	36.29	13.97
Profit after tax	27.24	9.98

**4. Foreign investments or Collaborations:**

There are no foreign investments or collaborations in existence as on March 31, 2022.

**b. Information about the appointee:****1. Background details:**

Mr. C. Ravikumar is 56 years of age and is a science graduate from Bangalore University.

**8. Other Information:****Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

Due to Covid-19 pandemic, the financial performance was affected in Q1 FY 22. However the Management through effective cost control has achieved good financial year ending March 31, 2022.

**Mr. C. Ravikumar, Whole-time Director****a. General Information****1. Nature of industry:**

Shankara Building Products Limited is a leading organized retailer of home improvement and building products in India, Operating under the brand name '**Shankara Buildpro**'.

**2. Date or expected date or of commencement of Commercial production:**

The Company has commenced its commercial operations in the year 1995.

**3. Financial performance based on given indicators:****2. Past remuneration:**

The remuneration of Mr. C. Ravikumar has been approved by the Members at the 26th Annual General Meeting of the Company. He has been paid a remuneration of ₹58,35,155/- (Rupees Fifty Eight Lakh Thirty Five Thousand One Hundred and Fifty Five Only).





### 3. Recognition or awards:

Mr. C. Ravikumar played a vital role as the Whole-time Director. During his tenure the Company has bagged many prestigious awards like:-

- a. Qutone Innovation & More-Outstanding Channel Partner for the year 2022-23.
- b. Johnson- Best Emerging Dealer in Bangalore in FY 2015-16.
- c. Tata Steel Tubes SBU 'Star Performer – Irrigation' Award by in FY 2012.
- d. Astral -Certificate of excellence for winning a place in the Platinum Tier in FY 2009.

### 4. Job profile and his suitability:

Mr. C. Ravikumar is a Whole-time Director of our Company. He has been associated with our Company since 1995, having joined as a senior manager. He has 35 years of experience in the steel pipes and building products industry. He is currently a member of the Karnataka Pipe Dealers Association.

### 5. Remuneration proposed:

As stated in the Explanatory Statement at Item No. 5 of this Notice.

### 6. Comparative remuneration:

Mr. C. Ravikumar has as served on the Board of the Company since 2011. The proposed remuneration of Mr. C. Ravikumar is in line with the industry levels and is commensurate with the size of the Company and nature of its business.

### 7. Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any:

Apart from the remuneration paid to the Whole-time Director as stated above and their respective shareholding held directly or indirectly in the Company, Mr. C. Ravikumar do not have any pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel.

### 8. Other Information:

#### Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

Due to Covid-19 pandemic, the financial performance was affected in Q1 FY 22. However the Management is confident to achieve financial performance in the forthcoming years.

**By Order of the Board  
For Shankara Building Products Limited**

**Ereena Vikram  
Company Secretary & Compliance Officer  
Membership No: A33459**

**Place: Bengaluru  
Date: May 16, 2022**