



Notice of 28th Annual General Meeting

Notice is hereby given that the Twenty-Eighth Annual General Meeting of Shankara Building Products Limited will be held on Thursday, June 22, 2023 at 10.30 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, 2023 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, 2023 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, 2023 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, 2023 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 28th 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, 2023 and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a final dividend at the rate of ₹2.50/- (Rupees Two and Fifty Paise 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, 2023 and that the same be paid as recommended by the Board of Directors of the Company for the financial year ended March 31, 2023.

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 n(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."

Item No. 6- To re-appoint Mr. B. Jayaraman (DIN: 00022567) as an Independent 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 for reappointment of Mr. B. Jayaraman (DIN: 00022567), Independent, Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 14th August, 2023."

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."

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

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

**Place: Bengaluru
Date: May 11, 2023**





Notes:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 20/2020 and 10/2022 dated 5th May 2020 and 28th December 2022, respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”) facility on or before 30th September 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 28th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 28th AGM shall be the Registered Office of the Company.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out material facts under Item No.’s 2, 4, 5 and 6 of the Notice of the 28th 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 and, therefore, 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 28th 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 28th AGM through VC/OAVM facility and e-voting during the 28th AGM. Scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the 28th AGM on its behalf and to vote through e-voting or during the 28th AGM should be sent electronically through their registered email address to the Scrutinizer at cs.skannan@gmail.com with a copy

to evoting@kfintech.com and compliance@shankarabuildpro.com and since the 28th AGM is being held through VC/OAVM facility, the Route Map is not annexed to this Notice.

4. Dividend for the financial year ended March 31, 2023, as recommended by the Board of Directors of the Company, if approved at the 28th AGM by the Shareholders, payment of such dividend will be made within 30 days from the date of the 28th 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 Wednesday, June 14, 2023;

(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 Wednesday, June 14, 2023.

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 as amended, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the 28th AGM and a facility for those Members participating in the 28th AGM, to cast vote through e-voting system during the 28th 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 Wednesday, June 14, 2023.

6. KFin Technologies Limited (“KFin”), the Registrar & Transfer Agents (RTA) of the Company, will be providing the facility for voting through remote e-voting, for participation in the 28th AGM through VC/OAVM facility and e-voting during the 28th AGM.

7. In line with the MCA Circulars and SEBI Circulars, the Notice of the 28th AGM and Annual Report for the financial year 2023, will be available on the website of the Company at



www.shankarabuildpro.com on the websites of BSE Limited at www.bseindia.com, the National Stock Exchange of India Limited at www.nseindia.com and also on the website of KFin at <https://evoting.kfintech.com/>

8. Attendance of the Members participating in the 28th AGM through VC/OVAM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. In case of joint holders attending the 28th 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.

10. 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 Thursday, June 22, 2023.

11. 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.

12. The Register of Members and Share Transfer Books will remain closed from Thursday, June 15, 2023 to Thursday, June 22, 2023 (Inclusive of both days) for the purpose of the AGM.

13. Members are requested to notify the Registrar 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.

14. 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.

15. 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.

16. 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.

17. The Notice of the 28th 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 23 "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.

18. 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.



19. 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).

20. Members may also note that the Notice of the 28th AGM and the Annual Report 2022-23 will be available on the Company's website under <https://www.shankarabuildpro.com/>

21. Additional information, pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015, in respect of the Director seeking appointment/reappointment at the 28th AGM, forms part of this Notice.

22. 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.

23. 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 28th AGM by electronic means through e-voting. The facility of casting the votes by the members using an electronic voting system for the 28th 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 28th AGM and the Annual Report for the year 2022-23 (including therein the Audited Financial Statements for year 2022-23), are being sent only by email to the Members whose 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

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 https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx 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 Wednesday, June 14, 2023.
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/mobilereg/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 28th 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 Monday, June 19, 2023 from 9:00 A.M. (IST) to Wednesday, 21 June, 2023 (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 Wednesday, June 14, 2023 may cast their vote

electronically. The e-voting module will be disabled by KFin on Wednesday, June 21, 2023 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 28th 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 28th 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 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. Wednesday, June 14, 2023 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

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 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 Monday, June 19, 2023

End of remote e-voting: At 5:00 p.m. (IST) on Wednesday, June 21, 2023

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
<p>1. User already registered for IDeAS facility: **</p> <p>i. URL: https://eservices.nsdl.com</p> <p>ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>iii. On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-voting”.</p> <p>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.</p>	<p>1. Existing user who have opted for Easi / Easiest **</p> <p>i. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>ii. Click on New System Myeasi.</p> <p>iii. Login with user ID and password.</p> <p>iv. Option will be made available to reach e-voting page without any further authentication.</p> <p>v. Click on e-voting service provider name to cast your vote.</p>
<p>2. User not registered for IDeAS e-Services</p> <p>i. To register click on link: https://eservices.nsdl.com (Select “Register Online for IDeAS”). or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>ii. Proceed with completing the required fields. **(Post registration completion, follow the process as stated in point no.1 above)</p>	<p>2. User not registered for Easi/Easiest</p> <p>i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii. Proceed with completing the required fields. **(Post registration is completed , follow the process as stated in point no.1 above)</p>



NSDL	CDSL
<p>3. First time users can visit the e-voting website directly and follow the process below:</p> <ul style="list-style-type: none">i. URL: https://www.evoting.nsd.com/ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.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.iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.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>3. First time users can visit the e-voting website directly and follow the process below:</p> <ul style="list-style-type: none">i. URL: www.cdslindia.comii. Provide demat Account Number and PAN No.iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.iv. After successful authentication, user will be provided links for the respective Electronic Service Provider (ESP) where the e-voting is in progress.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.

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.

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode:

Member will receive an e-mail from KFintech [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)] which includes details of E-Voting Event Number (“EVEN”), User ID and Password:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>

- ii. Enter the login credentials (i.e., User ID and Password). Your DP ID-Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting your vote.

- iii. After entering these details appropriately, click on ‘LOGIN’.

- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.



vi. On successful login, the system will prompt you to select the 'EVENT', i.e. **SHANKARA BUILDING PRODUCTS LTD.**

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under 'FOR/AGAINST' or, alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option 'ABSTAIN'. If you do not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

viii. Equity shareholders holding multiple demat accounts may choose the voting process separately for each demat accounts.

ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.

x. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your

vote. During the voting period, you can login any number of times till you have voted on the Resolution.

xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are 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 authorised representative (s) who are authorised to vote, to the Scrutinizer through e-mail ID cs.skannan@gmail.com with a copy marked to evoting@kfintech.com and to the Company at compliance@shankarabuildpro.com. The file scanned image of the Board Resolution should be in the naming format "Company Name, Event No."

xii. In case e-mail id of a Member is not registered with the Company/ Depository Participant(s), please follow the steps for registration as mentioned in note 23.

Upon registration, Member will receive an e-mail from Kfintech which includes details of E-Voting Event Number (EVEN), USER ID and password.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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, Wednesday, June 14, 2023 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 with a copy to evoting@kfintech.com and compliance@shankarabuildpro.com. The scanned image of the above mentioned documents should be in the naming format "Shankara Building Products Limited_ EVENT NO."

xiii. 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 "Important Note"

xiv. The Members can join the 28th AGM Thirty minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

xv. Up to 1000 members will be able to join the 28th 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.

xvi. Shareholders are encouraged to join the 28th 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.

xvii. 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.

xviii. 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



xix. 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. Wednesday, June 14, 2023 and who are attending the meeting and who have not already cast their vote(s) through remote e-voting.

xx. 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 Monday, June 19, 2023 at 10:00 A.M (IST) and will close on Wednesday, June 21, 2023 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 Monday, June 19, 2023 at 10.00 A.M (IST) to Wednesday, June 21, 2023 at 10:00 A.M (IST) 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 Wednesday, June 14, 2023.

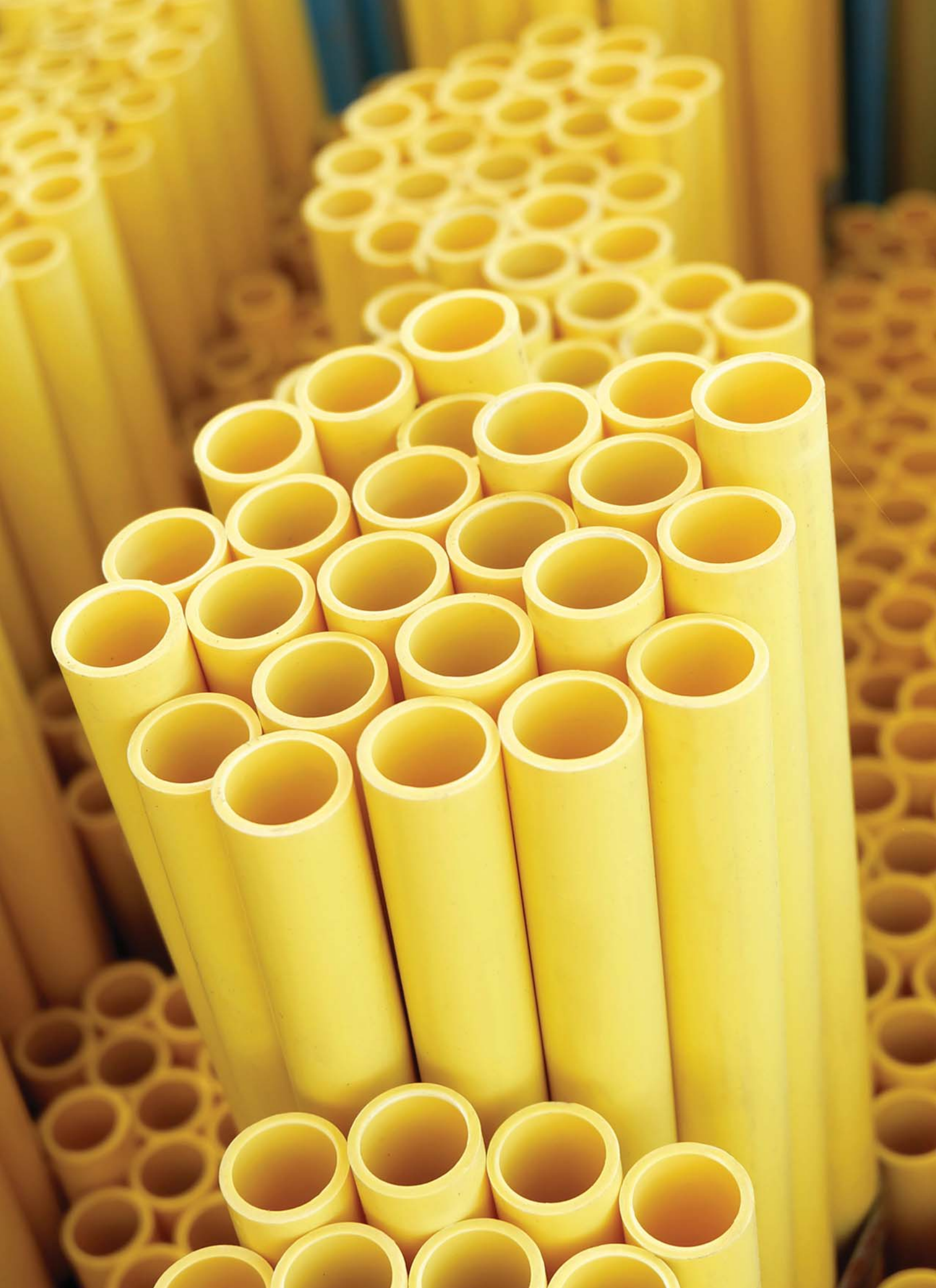
d. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/video/howitworks.aspx>

e. Members who need technical or other assistance before or during the AGM can contact KFin by sending email at emeetings@kfintech.com 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.

xxi. 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 Monday, June 19, 2023 at 10:00 A.M. (IST) to Wednesday, June 21, 2023 at 10:00 A.M (IST).

xxii. 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 40 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 35,773 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 April 25, 2023 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 ₹1,38,54,456/- (Rupees One crore Thirty Eight Lakh Fifty Four Thousand Four Hundred and Fifty Six 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 April 25, 2023 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. Fixed Salary:

Salary of ₹67,67,773/- (Rupees Sixty Seven Lakh Sixty Seven Thousand Seven Hundred and Seventy Three Only) per annum.

b. Variable Salary:

If the Company achieve an EBITDA of 3.5% on Steel Products, Mr. C. Ravikumar, Whole-time Director will be eligible for an incentive of Rs. 10,00,000 (Rupees Ten Lakh Only) per annum. The eligibility for the variable salary will commence once the threshold of 3% EBITDA is crossed and will be paid proportionately depending on actual achievement.

c. Perquisites and Allowances:

- i. Contribution to Provident Fund not exceeding 12% of the salary.
- ii. Gratuity as per the rules of the Company.
- iii. Leave with full pay as per the rules of the Company, with encashment of unavailed leave being allowed.
- iv. 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).

d. 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.

e. 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.

Item No. 6

Mr. B. Jayaraman (DIN: 00022567) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as an Independent Director of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149 (10) and 149 (11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors has recommended reappointment of Mr. B. Jayaraman as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company not liable to retire by rotation.



Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. B. Jayaraman is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has also received declarations from Mr. B. Jayaraman that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Except Mr. B. Jayaraman, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

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

**Ereena Vikram
Company Secretary & Compliance Officer
Membership No: A33459
Place: Bengaluru
Date: May 11, 2023**



Annexure to the Notice

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT IN 28th 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	5
Directorship held in other companies	Taurus Value Steel & Pipes Private Limited, Telangana
Membership/ Chairmanship of committees of other companies*	Nil
Shareholding in the Company	35,773

Name of Director	Mr. B. Jayaraman
Date of Birth	11.06.1954
Date of first appointment on Board	14.08.2018
Brief Profile/Experience/ Expertise/Skills in specific functional area	<p>He is a Chartered Accountant, All India rank holder, with 40+ years of experience in various aspects of Finance and Business. He was a member of Karnataka State Council of CII for 7 years during which time headed the Tax and Economic Affairs panel and for last 2 years the Environment panel.</p> <p>Prior to joining our Company, he was a CFO in Ingersoll-Rand India Ltd, a public company listed on Bombay Stock Exchange.</p>
Qualifications	Chartered Accountant
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	7
Directorship held in other companies	Chairmanship – 2
Membership/ Chairmanship of committees of other companies*	Membership - 3
Shareholding in the Company	Nil

** 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 and Other 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

As per Audited Standalone Financial results:

(₹ in crores)

Particulars	2022-23	2021-22
Total revenue	4,043.53	2,331.15
Total expenses	3,967.28	2,294.86
Profit before tax	76.25	36.29
Profit after tax	57.02	27.24

4. Foreign investments or Collaborations:

There are no foreign investments or collaborations in existence as on March 31, 2023.

b. Information about the appointee:

1. Background details:

Mr. Sukumar Srinivas is 62 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 27th Annual General Meeting of the Company approved a total remuneration of ₹1,31,94,720/- (Rupees One Crore Thirty One Lakh Ninety Four Thousand Seven Hundred and Twenty only).

3. Recognition or awards:

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

a. Best Emerging Corporate- Trade instituted by CNBC, CRISIL and ICICI Bank Limited.

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:

b. Best Retailer of Building Products and Material in Times Business Award 2022.

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 40+ 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. 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.

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:

The Management through effective cost control has achieved good financial year ending March 31, 2023.

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:

As per Audited Standalone Financial results:

(₹ in crores)

Particulars	2022-23	2021-22
Total Income	4,043.53	2,331.15
Total expenses	3,967.28	2,294.86
Profit before tax	76.25	36.29
Profit after tax	57.02	27.24

4. Foreign investments or Collaborations:

There are no foreign investments or collaborations in existence as on March 31, 2023.

b. Information about the appointee:

1. Background details:

Mr. C. Ravikumar is 57 years of age and is a science graduate from Bangalore University.

2. Past remuneration:

The remuneration of Mr. C. Ravikumar has been approved by the Members at the 27th Annual General Meeting of the Company. He has been paid a remuneration of ₹61,72,803/- (Rupees Sixty One Lakh Seventy Two Thousand Eight Hundred and Three 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:-

Best Retailer for Building Products and Materials from Times Business Award 2022.

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 36+ 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:

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 11, 2023**

