

**Quarterly Compliance Report on Corporate Governance**  
**(Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. Name of Listed Entity      - **Shankara Building Products Limited**  
2. Quarter ending               - **31st December, 2018**

| <b>Composition of Board of Directors</b> |          |                                                                        |                     |                   |        |                                                                    |                                                                     |                                                                          |
|------------------------------------------|----------|------------------------------------------------------------------------|---------------------|-------------------|--------|--------------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------|
| Name of the Director                     | DIN      | Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee) | Date of Appointment | Date of cessation | Tenure | No of Directorship in listed entities including this listed entity | No of memberships in Audit/ Stakeholder Committee(s) including this | No of post of Chairperson in Audit/ Stakeholder Committee held in listed |
| V.Ravichandar                            | 00634180 | Chairperson-Independent Director                                       | 09-Jul-2014         |                   | 53     | 1                                                                  | 2                                                                   | 0                                                                        |
| Sukumar Srinivas                         | 01668064 | Managing Director-Executive Director                                   | 01-Apr-2018         |                   |        | 1                                                                  | 1                                                                   | 0                                                                        |
| Chandu Nair                              | 00259276 | Independent Director                                                   | 29-Jul-2015         |                   | 41     | 1                                                                  | 2                                                                   | 0                                                                        |
| Jayashri Murali                          | 00317201 | Independent Director                                                   | 19-Mar-2015         |                   | 45     | 1                                                                  | 2                                                                   | 1                                                                        |
| B. Jayaraman                             | 00022567 | Independent Director                                                   | 14-Aug-2018         |                   | 4      | 1                                                                  | 1                                                                   | 1                                                                        |
| C. Ravi Kumar                            | 01247347 | Executive Director                                                     | 01-Apr-2018         |                   |        | 1                                                                  | 1                                                                   | 0                                                                        |
| RSV. Siva Prasad                         | 01247339 | Executive Director                                                     | 01-Apr-2018         |                   |        | 1                                                                  | 0                                                                   | 0                                                                        |



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## II. Composition of Committees

| <b>Audit Committee</b> |                      |                      |                        |
|------------------------|----------------------|----------------------|------------------------|
| Sr. No.                | Name of the Director | Category             | Chairperson/Membership |
| 1.                     | B. Jayaraman         | Independent Director | Chairperson            |
| 2.                     | Jayashri Murali      | Independent Director | Member                 |
| 3.                     | Chandu Nair          | Independent Director | Member                 |
| 4.                     | Sukumar Srinivas     | Executive Director   | Member                 |
| 5.                     | V.Ravichandar        | Independent Director | Member                 |

| <b>Stakeholders Relationship Committee</b> |                      |                      |                        |
|--------------------------------------------|----------------------|----------------------|------------------------|
| Sr. No.                                    | Name of the Director | Category             | Chairperson/Membership |
| 1                                          | C. Ravi Kumar        | Executive Director   | Member                 |
| 2                                          | Jayashri Murali      | Independent Director | Chairperson            |
| 3                                          | Chandu Nair          | Independent Director | Member                 |

| <b>Risk Management Committee</b> |                      |          |                        |
|----------------------------------|----------------------|----------|------------------------|
| Sr. No.                          | Name of the Director | Category | Chairperson/Membership |
| Not Applicable                   |                      |          |                        |

| <b>Nomination and Remuneration Committee</b> |                      |                      |                        |
|----------------------------------------------|----------------------|----------------------|------------------------|
| Sr. No.                                      | Name of the Director | Category             | Chairperson/Membership |
| 1                                            | B. Jayaraman         | Independent Director | Member                 |
| 2                                            | Jayashri Murali      | Independent Director | Member                 |
| 3                                            | Chandu Nair          | Independent Director | Chairperson            |



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| <b>III. Meeting of Board of Directors</b>           |                                                     |                                                             |
|-----------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
| 14-Aug-2018                                         | 09-Nov-2018                                         | 86                                                          |

| <b>IV. Meeting of Committees</b> |                                                             |                                             |                                                             |                                                             |
|----------------------------------|-------------------------------------------------------------|---------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|
| Name of the committee            | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Date(s) of meeting of the committee in the previous quarter |
| Audit Committee                  | 09-Nov-2018                                                 | Yes                                         | 09-Nov-2018                                                 | 86                                                          |

| <b>V. Related Party Transactions</b>                                                                   |                               |
|--------------------------------------------------------------------------------------------------------|-------------------------------|
| Subject                                                                                                | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained                                                     | Not Applicable                |
| Whether shareholder approval obtained for material RPT                                                 | Not Applicable                |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Not Applicable                |



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**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name** : **Ereena Vikram**  
**Designation** : **Company Secretary & Compliance Office**



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