

NOTICE TO THE MEMBERS

Notice is hereby given that the 23rd Annual General Meeting of the Members of Shankara Building Products Limited will be held at "The Lalit Ashok (an enterprise of Bharat Hotels Limited), Kumara Krupa High Grounds, Bengaluru - 560 001, India" on Tuesday June 12, 2018 at 3.00 p.m. to transact the following businesses:

Ordinary Business

To receive, consider and adopt

Item No. 1 - Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon

The Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with Reports of the Board of Directors and the Auditors thereon

Item No. 2 - Declaration of Dividend

To declare a dividend of ₹ 3.25/- per equity share of ₹ 10/- each for the financial year 2017-2018.

Item No. 3 - Re-appointment of Mr. RSV. Siva Prasad (DIN: 01247339) , as a Director, retiring by rotation

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. RSV. Siva Prasad (DIN: 01247339), who retires by rotation, be and is hereby re-appointed as a Director of the Company.

RESOLVED FURTHER THAT Directors be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution."

Special Business

ITEM No. 4 - To approve re-appointment of Mr. RSV. Siva Prasad (DIN: 01247339) as Whole-time Director of the Company and to approve revision in remuneration

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with

Schedule-V of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. RSV. Siva Prasad, as Whole-time Director of the Company with effect from 1st April, 2018 to 31st March, 2021.

"RESOLVED THAT pursuant to the provisions of Article of Association of the Company read with Section 196 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Mr. RSV. Siva Prasad, Whole-time Director, be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st April 2018.

Salary: ₹ 3,48,320/- (per month) with current perquisites and other statutory obligations.

RESOLVED FURTHER THAT all other terms and conditions as per the HR policy of the company be and is hereby applicable including Earned/Privilege leave, contribution to Provident Fund, Superannuation fund or annuity fund/Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. RSV. Siva Prasad, Whole-Time Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

ITEM No.5 - To approve re-appointment of Mr. Sukumar Srinivas (DIN: 01668064) as Managing Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**.

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of



Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sukumar Srinivas, as Managing Director of the Company with effect from 1st April, 2018 to 31st March, 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

ITEM No. 6 - To approve re-appointment of Mr. C. Ravikumar (DIN: 01247347) as Whole-time Director of the Company and to approve revision in remuneration

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Article of Association of Company of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. C. Ravikumar, as Whole-time Director of the Company with effect from 1st April, 2018 to 31st March, 2021.

"RESOLVED THAT pursuant to the provisions of Article of Association of the Company read with Section 196 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Mr. C. Ravikumar, Whole-time Director, be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st April 2018

Salary : ₹ 4,36,800/- (per month) with current prerequisites and other statutory obligations.

RESOLVED FRUTHER THAT all other terms and conditions as per the HR policy of the company be

and is hereby applicable including Earned/Privilege leave, contribution to Provident Fund, Superannuation fund or annuity fund/Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. C. Ravikumar, Whole-Time Director, is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

ITEM No. 7 - In compliance with relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to approve capital raising by the Company by way of issuance of securities through qualified institutions placement, private placement/public issue of equity, preferential issue, or through any mode and/ or a combination thereof, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), and section 42 of the Companies Act, 2013, and the rules framed thereunder.

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**

"RESOLVED THAT the approval of the Shareholders of the Company be and hereby accorded to create, issue, offer, and allot (including with provisions on firm and / or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of equity shares of the Company of face value INR 10 ("Equity Shares"), for cash, in one or more tranches, with or without green shoe option, for an aggregate amount up to INR 3,000 million (Rupees Three Thousand Million) by way of one or more public and / or private offerings, and / or on preferential allotment basis including qualified institutions placement ("QIP") in accordance with The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended

NOTICE TO THE MEMBERS

("SEBI ICDR Regulations"), or any combination thereof through issue of prospectus and / or placement document or any other permissible / requisite offer document, at a discount or premium to market price or prices permitted under applicable law, including an authority to retain oversubscription up to such percentage as may be permitted under applicable law, on such terms and conditions as decided by the Board in consultation with the book running lead managers, to eligible domestic / foreign investors, institutional investors, foreign portfolio investors, non-resident Indians, Indian public, individuals, companies / corporate bodies (whether incorporated in India or abroad), mutual funds, banks, insurance companies, pension funds, venture capital funds, financial institutions, trusts, qualified institutional buyers within the meaning of Regulation 2(1)(zd) of the SEBI ICDR Regulations, whether shareholders of the company or not, as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and / or intermediaries and / or other advisor(s) and as may be permitted under applicable law from time to time (the "Issue")."

"RESOLVED FURTHER THAT the issue shall be undertaken pursuant to the provisions of Section 23, Section 42, Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, the rules issued thereunder, and other applicable provisions, if any (including any amendments, statutory modification(s) and / or reenactment thereof for the time being in force), all other applicable laws and regulations, the Foreign Exchange Management Act, 1999, and the rules and regulations issued thereunder, including any amendments, statutory modification(s) and / or re-enactment thereof, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India dated 28 August 2017, and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India, the Reserve Bank of India ("RBI"), BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE", and together with

BSE, the "Stock Exchanges") where the Equity Shares are listed, the Securities and Exchange Board of India ("SEBI") including the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or any other appropriate authority whether in India or abroad as may be applicable, and in accordance with the provisions of the memorandum of association and articles of association of the Company, and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI and the Stock Exchanges (hereinafter referred to as "Appropriate Authorities") as may be required, and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval consent, permission, sanction (as may be necessary)."

"RESOLVED FURTHER THAT in case of issue and allotment of Equity Shares by way of QIP in terms of Chapter VIII of the SEBI ICDR Regulations:

1. the allotment of the Equity Shares, shall be completed within 12 months from the date of resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
2. the Equity Shares issued shall rank pari passu in all respects including entitlement to dividend with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s);
3. the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
4. any issue of Equity Shares made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under SEBI ICDR Regulations (the "QIP Floor Price"). The Board may, however, at its absolute discretion, issue Equity Shares at a discount



of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;

5. the Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and

6. the total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, shall not exceed five times the net worth of the Company as per the audited Balance Sheet of the previous financial year or as may be permitted from time to time by the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT, the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, in accordance with applicable law, to dispose-off such of the Equity Shares that are not subscribed."

"RESOLVED FURTHER THAT, in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, or allotment of Equity Shares as described above, the Board or the relevant committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for the issuance of Equity Shares, issue price and discounts permitted under applicable law, premium amount on issue, if any, timing for issuance of such Equity Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary

or appropriate and to finalize, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

EREENA VIKRAM
Company Secretary & Compliance Officer

Date: May 10, 2018
Place: Bengaluru

NOTICE TO THE MEMBERS

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself / herself and a proxy need to be a member of the company. Proxies in order to be effective must be duly filled, stamped, signed and should be deposited at the Company's Registered Office not later than **FORTY-EIGHT HOURS** before the commencement of the meeting. Proxies submitted on behalf of the limited companies, societies, partnership firms, etc., must be supported by appropriate resolution/authority as applicable, issued on behalf of the appointing organization. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act proxy for any other person or member.
2. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("Act") setting out the material facts in respect of special businesses under item Nos. 4 to 7 is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the person seeking re-appointment as Director under Item No.3 of the Notice, are also annexed.
3. Members, Proxies and Authorized Representatives attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from June 10, 2018 to June 12, 2018 (both days inclusive).
5. The dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting, will be paid within **Thirty days**, to those members whose names stand registered on the Company's Register of Members.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Karvy Computershare Pvt. Ltd ("Karvy") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Karvy.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in 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 can submit their PAN details to Karvy.
7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Karvy for assistance in this regard.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Karvy, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes
9. In case of joint holders attending the 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. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.



11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
12. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this notice and the annual report 2017-18 will also be available on the Company's website viz. www.shankarabuildpro.com.
13. To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with DPs / Karvy. Members are requested to provide their e-mail address and ensure that the same is also updated with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.
14. The route map showing directions to reach the venue of the twenty-third AGM is annexed.
15. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Pvt. Ltd, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
16. The board of directors has appointed Mr. S. Kannan of S Kannan and Associate, Practicing Company Secretaries (Firm No. S2017KR473100, Membership No. 13016) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
17. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
18. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide e-voting facility & insta voting facility.
19. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, June 8, 2018.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, June 8, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at AGM through insta voting.
20. The instructions for e-voting are as under:

Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, June 8, 2018, may obtain the User ID and password in the manner as mentioned below:

 - a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number plus Folio No. or DP ID Client ID to 9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Member may call Karvy's toll free number 1800-3454-001
 - d) Member may send an e-mail request to evoting@karvy.com.

NOTICE TO THE MEMBERS

If the member is already registered with Karvy 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) Saturday, June 9, 2018

End of remote e-voting: Up to 5.00 p.m. (IST) Monday, June 11, 2018

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

e) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.shankarabuildpro.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to BSE/NSE Limited.

f) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, June 12, 2018

Instructions and other information relating to remote e-voting:

A. In case of Members receiving Notice through mail:

a. Open e-mail and open PDF File viz. ".....pdf" with you client ID or folio No. as password. The said PDF File contains your user ID and password for e-voting. Please note that the password is an initial password.

b. Use the following URL for e-voting: From Karvy website: <https://evoting.karvy.com>

c. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.

d. Enter the login credentials. Your Folio No/DP ID Client ID will be your user ID.

e. After entering the details appropriately, click on LOGIN.

f. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall 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. The system will prompt you to change your password and update any contact details like mobile, email etc., on first login.

You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

g. You need to login again with the new credentials.

h. On successful login, the system will prompt you to select the EVENT i.e., Shankara Building Products Limited.

i. On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.

j. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.

k. Cast your vote by selecting an appropriate option and click on SUBMIT. 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, shareholders can login any number of times till they have voted on the Resolution.

l. Once the vote on the Resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

m. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with



attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [scrutinizer@mail id](mailto:scrutinizer@mail.id) with a copy marked to evoting@karvy.com.

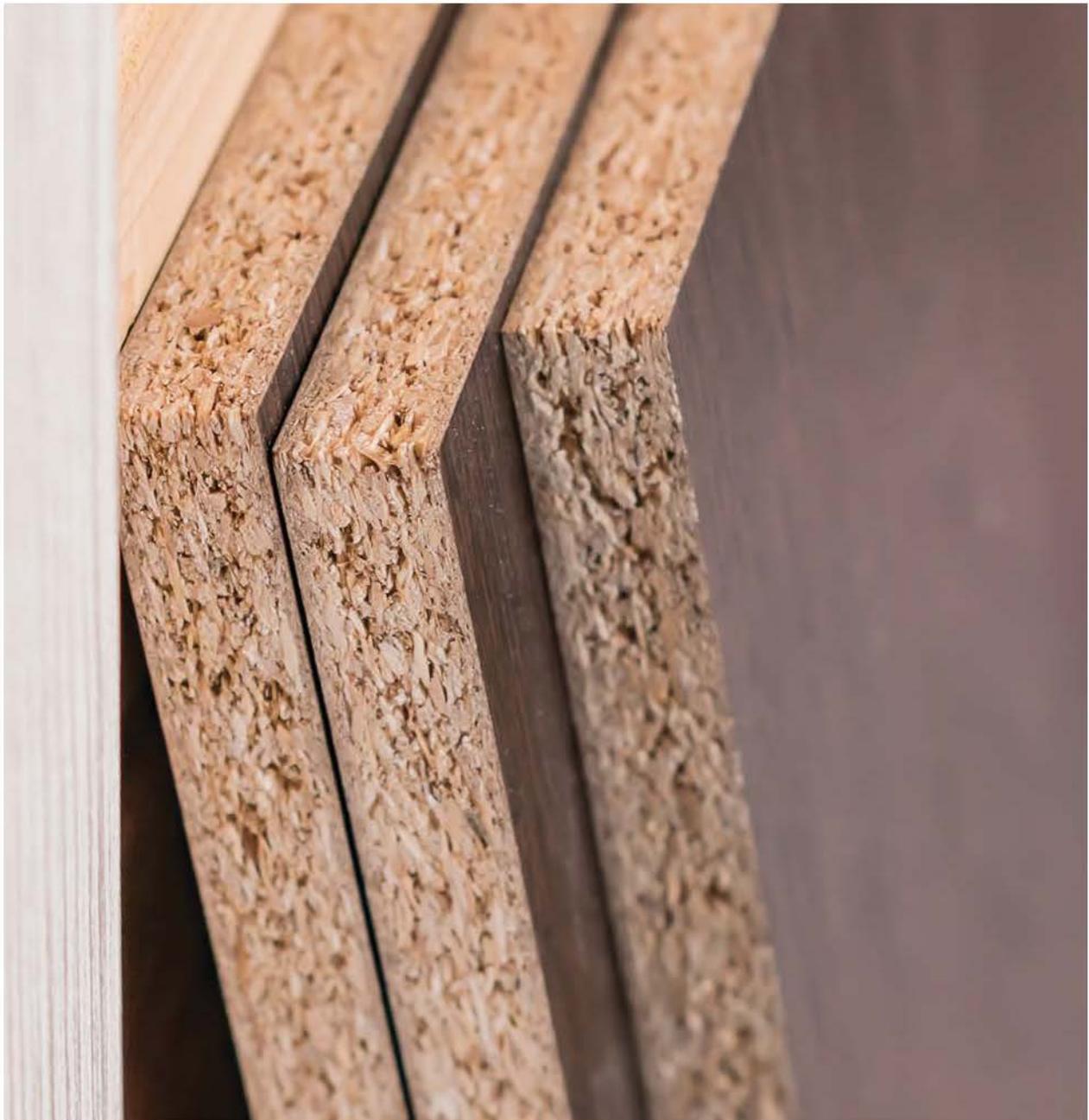
n. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd at Tel No. 1800 345 4001 (toll free).

B. In case of members receiving notice through post/courier:

(i) Initial password is provided, as below, in the attendance slip of the AGM.

EVEN (E- Voting Event Number)	User ID	Password
3759		

(ii) Please follow all steps mentioned above to cast your vote by electronic means.



EXPLANATORY STATEMENT

Item No. 4

The Board of Directors at its meeting held on 30th January, 2018 re-appointed Mr. RSV. Siva Prasad (DIN No. 01247339) as Whole-time Director of the Company with effect from April 1, 2018 for a period of three years on the basis of recommendation of Nomination & Remuneration Committee and subject to approval of shareholders.

Mr. RSV Siva Prasad is an Executive Director of our Company. He has been associated with our Company since 1995, having joined as a senior manager, and has 34 years in the field of sales. He was appointed as a director of the Company in 2001. In view of this the Board of Directors is requesting your approval for the revise in the remuneration of Mr. RSV. Siva Prasad, Whole-Time Director.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this resolution.

Item No. 5

The Board of Directors at its meeting held on 30th January, 2018 re-appointed Mr. Sukumar Srinivas (DIN No. 01668064) as Managing Director of the Company with effect from April 1, 2018 for a period of three years on the basis of recommendation of Nomination & Remuneration Committee and subject to approval of shareholders.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this resolution.

Item No. 6

The Board of Directors at its meeting held on 30th January, 2018 re-appointed Mr. C. Ravikumar (DIN No. 01247347) as Whole-time Director of the Company with effect from April 1, 2018 for a period of three years on the basis of recommendation of Nomination & Remuneration Committee and subject to approval of shareholders.

Mr. C Ravikumar is an Executive Director of our Company. He has been associated with our Company since 1995, having joined as a senior manager. He was appointed as a director of the Company in 2001. He has 29 years of experience in

the steel pipes and building products industry. In view of this the Board of Directors is requesting your approval for the revise in the remuneration of Mr. C.Ravi Kumar, Whole-Time Director.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this resolution.

Item No.7

Pursuant to Sections 23, 42, 62(1)(c) of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other law for the time being in force, approval of members is required to be obtained by a special resolution for making any further issue of Equity Shares or Securities to any person(s) other than the existing members of the Company.

The special resolution contained at item number 7 of the Notice relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, including by way of a qualified institutions placement to be subscribed by all eligible investors, including eligible domestic / foreign investors, institutional investors, foreign portfolio investors, non-resident Indians, Indian public, individuals, companies / corporate bodies (whether incorporated in India or abroad), mutual funds, banks, insurance companies, pension funds, venture capital funds, financial institutions and trusts, who are QIBs as defined under the SEBI ICDR Regulations and who are authorised to invest in the Equity Shares of the Company as per extant rules / regulations / guidelines, as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are members of the Company in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price, at a discount or premium to market price or prices permitted under applicable law on such terms and conditions as may be deemed appropriate by the Board / Committee in accordance with applicable law and shall retain the discretion to determine the categories of Investors to



whom the issue, offer, and allotment shall be made. The Board may retain over subscription up to such percentage as may be permitted by appropriate authorities, on such terms and conditions as decided by the Board in consultation with the book running lead managers appointed for such capital raising activities.

The Company is engaged in the business of retail trade of home improvement and building products in several states and union territories across India, and caters to a large customer base across various end-user segments in urban and semi-urban markets. The Company requires adequate capital to meet the needs of its growing business. Accordingly, it is thought prudent for the Company to have enabling approvals from the shareholders to raise further capital for meeting the needs of its growing business.

This special resolution enables the Board to issue Equity Shares for an aggregate amount of up to INR 3,000 million (Rupees Three Thousand Million) ("Issue Proceeds"). The Board shall issue Equity Shares pursuant to this special resolution and utilize such Issue Proceeds at its absolute discretion towards, inter alia, meeting expenditure in relation to setting up of new stores, refurbishment of existing stores, setting up of warehouses, setting up of value added processing facilities, meeting working capital requirements of the Company, strategic acquisition or takeover and / or other general corporate purposes.

The special resolution also seeks to empower the Board or committee thereof to issue Equity Shares by way of QIP to QIBs in accordance with the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013 and rules thereunder, amended from time to time. The pricing of the Equity Shares that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be determined subject to such price not being less than the QIP Floor Price.

Further, the Board may also offer a discount of not more than five percent or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board or the committee thereof decides to open the proposed issue in accordance with applicable law. The allotment of Equity Shares shall be completed within a period of 12 months from the date on which the shareholders pass this special resolution.

The Board, at its meeting held on May 10, 2018, has accorded its approval for raising of funds by the Company through issue of Equity Shares, subject to members' approval and such other approvals as may be required under the applicable laws.

The Board accordingly commends the resolution of the accompanying Notice for your approval.

The directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies / institutions in which they are Directors or members and to the extent of their equity holdings in the Company, if any.

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

EREENA VIKRAM
Company Secretary & Compliance Officer

Date: May 10, 2018
Place: Bengaluru



Details of Director seeking re-appointment at the Annual General Meeting

Particulars	Mr. RSV. Silva Prasad
Date of Birth	October 1, 1957
Date of Appointment	October 1, 2009
Qualifications	He holds a bachelors' degree in science from the Andhra University, and a masters' degree in science in zoology from the Bhopal University and diploma in business management from the Rajendra Prasad Institute of Communication Studies, Bombay
Expertise in specific functional area	He has been associated with our Company since 1995, having joined as a senior manager, and has 35 years in the field of sales. He was appointed as a director of our Company in 2001. Prior to joining our Company, he was associated with Shivmoni Steel Tubes Ltd in 1982. He is currently a member of the Hyderabad Tube Association and has held positions in various capacities in the association.
Directorship held in other public companies (excluding foreign companies and Section 8 companies)	Nil
Memberships / Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Number of shares held in the Company	61,550

Website: www.shankarabuildpro.com

Route Map of AGM Venue :

