

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

Name of the Listed Entity: Shankara Building Products Ltd
Quarter Ending: 31st March, 2021

i. Composition Of Board Of Director

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | No |

ii. Composition Of Board Of Director

| Name of the Director | DIN | Category | Initial Date of Appointment | Date of Appointment | Date of cessation | Tenure | Date of Birth | No. of Directorship in listed entities including this listed entity | No of Independent Directorship in listed entities including this listed entity | No of memberships in Audit/Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity |
|----------------------|----------|--------------------------------|-----------------------------|---------------------|-------------------|--------|---------------|---|--|--|---|
| V. Ravichandar | 00634180 | Chairman, Independent Director | 09-Jul-2014 | 25-Jun-2019 | | 60 | 22-Feb-1957 | 1 | 1 | 2 | 0 |
| Sukumar Srinivas | 01668064 | Managing Director | 01-Apr-2013 | 01-Apr-2018 | | | 18-Sep-1960 | 1 | 0 | 1 | 0 |



| | | | | | | | | | | | |
|------------------|----------|---|-------------|-------------|--|----|-------------|---|---|---|---|
| Chandu Nair | 00259276 | Independent Director | 29-Jul-2015 | 29-Jul-2020 | | 60 | 20-Jan-1962 | 1 | 1 | 2 | 0 |
| B. Jayaraman | 00022567 | Independent Director | 14-Aug-2018 | 14-Aug-2018 | | 60 | 11-Jun-1954 | 1 | 1 | 1 | 1 |
| Jayashri Murali | 00317201 | Independent Director | 19-Mar-2015 | 19-Mar-2020 | | 60 | 20-Oct-1959 | 1 | 1 | 2 | 1 |
| C. Ravikumar | 01247347 | Executive Director | 01-Apr-2011 | 01-Apr-2018 | | | 01-May-1966 | 1 | 0 | 1 | 0 |
| RSV. Siva Prasad | 01247339 | Non-Executive; Non Independent Director | 01-Oct-2009 | 01-Jan-2021 | | | 01-Oct-1957 | 1 | 0 | 0 | 0 |

iii. Composition of Committees

a. Audit Committee

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------------------|------------------------|------------------|----------------|
| 1 | V. Ravichandar | Independent Director | Member | 31-Oct-2007 | |
| 2 | Sukumar Srinivas | Executive Director | Member | 19-Jun-2017 | |
| 3 | Chandu Nair | Independent Director | Member | 29-Jul-2015 | |
| 4 | B. Jayaraman | Independent Director | Chairperson | 09-Nov-2018 | |
| 5 | Jayashri Murali | Independent Director | Member | 17-Apr-2017 | |

b. Stakeholders Relationship Committee

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------------------|------------------------|------------------|----------------|
| 1 | Jayashri Murali | Independent Director | Chairperson | 19-Sep-2016 | |
| 2 | V. Ravichandar | Independent Director | Member | 19-Sep-2016 | |
| 3 | Chandu Nair | Independent Director | Member | 19-Sep-2016 | |
| 4 | C. Ravikumar | Executive Director | Member | 19-Jun-2017 | |



c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|----------------|----------------------|----------|------------------------|------------------|----------------|
| Not Applicable | | | | | |

d. Nomination and Remuneration Committee

| | |
|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------------------|------------------------|------------------|----------------|
| 1 | Chandu Nair | Independent Director | Chairperson | 17-Apr-2017 | |
| 2 | B. Jayaraman | Independent Director | Member | 09-Nov-2018 | |
| 3 | Jayashri Murali | Independent Director | Member | 29-Jul-2015 | |
| 4 | V. Ravichandar | Independent Director | Member | 31-Oct-2007 | |

iv. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present |
|---|---|-----------------------------------|-----------------------------|---|
| 09-Nov-2020 | 29-Jan-2021 | Yes | 7 | 4 |
| 30-Nov-2020 | 12-Feb-2021 | Yes | 6 | 4 |

| | |
|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 59 |



v. **Meeting of Committees**

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present |
|---|--|---|--|-----------------------------|---|
| Audit Committee | 09-Nov-2020 | | Yes | 5 | 4 |
| Audit Committee | | 29-Jan-2021 | Yes | 5 | 4 |
| Audit Committee | | 12-Feb-2021 | Yes | 5 | 4 |
| Nomination & Remuneration Committee | 30-Nov-2020 | | Yes | 4 | 4 |
| Nomination & Remuneration Committee | | 29-Jan-2021 | Yes | 4 | 4 |
| Corporate Social Responsibility Committee | | 11-Feb-2021 | Yes | 3 | 2 |

| | |
|--|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 80 |

vi. **Related Party Transactions**

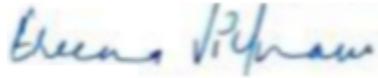
| Subject | Compliance status (Yes/No/NA) | Remark |
|--|-------------------------------|--------|
| Whether prior approval of audit committee obtained | Yes | |
| Whether shareholder approval obtained for material RPT | Not Applicable | |
| Whether details of RPT entered into pursuant to omnibus approval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



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:

Signature :



Name :

Ereena Vikram

Designation :

Company Secretary & Compliance Officer



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| Item | Compliance status (Yes/No/NA) | Website |
|--|----------------------------------|--------------------------|
| As per regulation 46(2) of the LODR: | | |
| Details of business | Yes | www.shankarabuildpro.com |
| Terms and conditions of appointment of independent directors | Yes | www.shankarabuildpro.com |
| Composition of various committees of board of directors | Yes | www.shankarabuildpro.com |
| Code of conduct of board of directors and senior management personnel | Yes | www.shankarabuildpro.com |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | www.shankarabuildpro.com |
| Criteria of making payments to non-executive directors | Yes | www.shankarabuildpro.com |
| Policy on dealing with related party transactions | Yes | www.shankarabuildpro.com |
| Policy for determining 'material' subsidiaries | Yes | www.shankarabuildpro.com |
| Details of familiarization programs imparted to independent directors | Yes | www.shankarabuildpro.com |
| Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances | Yes | www.shankarabuildpro.com |
| Contact information of the designated officials of the listed entity who are responsible for | Yes | www.shankarabuildpro.com |
| Financial results | Yes | www.shankarabuildpro.com |
| Shareholding pattern | Yes | www.shankarabuildpro.com |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | |
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes | www.shankarabuildpro.com |
| New name and the old name of the listed entity | Not Applicable | |
| Advertisements as per regulation 47 (1) | Yes | www.shankarabuildpro.com |
| Credit rating or revision in credit rating obtained by the entity for all its outstanding | Yes | www.shankarabuildpro.com |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a | Yes | www.shankarabuildpro.com |
| As per other regulations of the LODR: | | |
| Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | www.shankarabuildpro.com |
| Materiality Policy as per Regulation 30 | Yes | www.shankarabuildpro.com |
| Dividend Distribution policy as per Regulation 43A (as applicable) | Yes | www.shankarabuildpro.com |
| It is certified that these contents on the website of the listed entity are correct. | Yes | www.shankarabuildpro.com |



| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
|---|--------------------------|--|
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1), 17(1A) & 17(1B) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Quorum of Board meeting | 17(2A) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Recommendation of Board | 17(11) | Yes |
| Maximum number of directorship | 17A | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Quorum of Nomination and Remuneration Committee meeting | | Yes |
| Meeting of nomination & remuneration committee | | Yes |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2) and | Yes |
| Meeting of stakeholder relationship committee | | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Not Applicable |
| Meeting of Risk Management Committee | | Not Applicable |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(1A),(5),(6),(7) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transactions | 23(4) | Not Applicable |
| Disclosure of related party transactions on consolidated basis | 23(9) | Yes |



| | | |
|---|---------------------|----------------|
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & | Yes |
| Annual Secretarial Compliance Report | | Yes |
| Alternate Director to Independent Director | 25(1) | Not Applicable |
| Maximum Tenure | | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Declaration from Independent Director | 25(8) & (9) | Yes |
| D & O Insurance for Independent Directors | 25(10) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non- Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Signature

:

Name

:

Ereena Vikram

Designation

:

Company Secretary & Compliance Officer

