

SECRETARIAL COMPLIANCE REPORT
of
SHANKARA BUILDING PRODUCTS LIMITED
For the year ended March 31, 2023
(Pursuant Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors,
SHANKARA BUILDING PRODUCTS LIMITED
G-2, Farah Winsford, No.133, Infantry Road,
Bangalore - 560001, Karnataka.

I, **K. Jayachandran**, Company Secretary in Practice have examined:

- (a) all the documents and records made available to me and explanation provided by **SHANKARA BUILDING PRODUCTS LIMITED** (CIN: L26922KA1995PLC018990) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) the website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended *March 31, 2023* ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Listed Entity during the Review Period);
- (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Listed Entity during the Review Period);
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (f) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (g) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Listed Entity during the Review Period); and
- (i) The Securities and Exchange Board of India (Buyback of Securities), Regulations, 2018 (Not applicable to the Listed Entity during the Review Period).

and circulars/guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars, guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall give two days prior intimation to stock exchange about declaration/recommendation of dividend pursuant to Regulation 29(1)(e) and (2) of SEBI (LODR) Regulation, 2015.	Regulation 29(1)(e) and (2) of SEBI (LODR) Regulation, 2015	Two days prior Intimation about recommendation of dividend in the Board Meeting held on May 16, 2022 was not given by the Listed Entity to Stock Exchange as per the Regulation 29(1)(e) and (2) of SEBI (LODR) Regulation, 2015.	National Stock Exchange of India Limited (NSE) and BSE Limited (BSE)	Fine	Not given two days prior Intimation as per Regulation 29(1)(e) and (2) Of SEBI (LODR) Regulation, 2015 about the Meeting of board of directors in which dividend was recommended.	INR 10,000/- each by NSE and BSE	The listed entity has not given two days prior Intimation about Meeting of board of directors held on May 16, 2022 in which dividend was recommended pursuant to Regulation 29(1)(e) and (2) Of SEBI (LODR) Regulation, 2015.	The fine of INR 10,000/- each was duly paid to NSE and BSE by the listed entity.	It was a onetime non-compliance and the fine was duly paid by the listed entity.

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation/s/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA

- (c) I hereby certify that the listed entity has complied with the requirements as mentioned in 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of Statutory Auditors from listed entities and their material subsidiaries".

- (d) Additional affirmations as per the Circulars issued by Bombay Stock Exchange Limited ('BSE'), dated April 10, 2023 and National Stock Exchange of India Circular Ref No: NSE/CML/ 2023/21 dated March 16, 2023 are as follows:

Sr. No.	Particulars	Compliance Status Yes/No/NA	Observations/Remarks
1.	<u>Secretarial Standard:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	

<p>2.</p>	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars /guidelines issued by SEBI. 	<p>Yes</p> <p>Yes</p>	
<p>3.</p>	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	
<p>4.</p>	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	<p>Yes</p>	<p>--</p>

5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	<p>Yes</p> <p>Yes</p>	
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>Yes</p>	
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	<p>Yes</p>	<p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees once in a year as per the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.</p>
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.</p>	<p>Yes</p> <p>Yes</p>	

9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	No	<p>The listed entity has not given two days prior Intimation to Stock Exchange pursuant to Regulation 29(1)(e) and (2) of SEBI (LODR) Regulation, 2015 about the Meeting of board of directors in which dividend was recommended. The fine of INR 10,000/- each was imposed by the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and the Listed Entity has duly paid the fine of INR 10,000/- each to NSE and BSE.</p>

12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulations/circulars/guidance notes etc.	Yes	
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Place: Bengaluru
Date: 11/05/2023

K. Jayachandran
Company Secretary
ACS No.: 11309/C P No.: 4031
UDIN: A011309E000290379
Peer Review No: 784/2020