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## NOTICE

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the Members of Shankara Building Products Limited will be held on Tuesday, the 25<sup>th</sup> day of June, 2019 at 12.30 P.M. at "Radisson Blu Atria No. 1, Palace Road, Bengaluru- 560001" to transact the following businesses:

### Ordinary Business

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

To receive, consider and adopt the financial statements of the Company for the year ended 31<sup>st</sup> March, 2019 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, the Audited Profit and Loss Account for the year ended on that date and the Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and the Auditors thereon.

#### Item No. 2- Declaration of Dividend.

To declare a dividend of ₹1.50/- per equity share of ₹10/- each for the financial year 2018-2019.

#### Item No. 3 - Appointment of Mr. C. Ravikumar (DIN: 01247347) who retires by rotation and being eligible, offers himself for re-appointment as a Director.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. C. Ravikumar (DIN: 01247347), who retires by rotation, be and is hereby re-appointed as a Director of the Company.

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

#### Item No. 4 - Appointment of Statutory Auditor.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other

applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (Firms Registration No. 004207S), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 24<sup>th</sup> Annual General Meeting to be held in the year 2019 till the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company to be held in the year 2024 on such remuneration as may be fixed by the Board of Directors in consultation with the Auditors."

**RESOLVED FURTHER THAT** for the financial year 2019-20 a remuneration of ₹20,00,000/- (exclusive of applicable tax and out of pocket expenses and fees for certification work) as fixed by the Board of Directors be paid to the Auditors for conducting statutory Audit, Tax Audit and Limited review of quarterly results.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

### Special Business

#### Item No. 5- To re-appoint Mr. V. Ravichandar (DIN: 00634180) as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following Resolution 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, Mr. V. Ravichandar (DIN:00634180), 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 25<sup>th</sup> June, 2019.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**Item No. 6 - To appoint Mr. B. Jayaraman (DIN: 00022567 ) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and pursuant to the provisions of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification (s) or re-enactment thereof), the appointment of Mr. B. Jayaraman (DIN : 00022567), was appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years, from 14<sup>th</sup> August, 2018 be and is hereby approved.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board  
For Shankara Building Products Limited

Place: Bengaluru  
Date: 9<sup>th</sup> May, 2019

**Ereena Vikram**  
Company Secretary  
& Compliance Officer

### 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 not 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 Limited Companies, Societies, Partnership Firms, etc., must be supported by appropriate resolution / authority as applicable, issued on behalf of the appointing organisation. 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 as a proxy for any other person or member.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

2. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of special businesses under Item No. 4, Item No. 5 and Item No. 6 is annexed hereto.
3. Members / Proxies 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 Saturday, 22<sup>nd</sup> June, 2019 to Tuesday, 25<sup>th</sup> June, 2019 (both days inclusive) for the purpose of payment of dividend.
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:
  - a. as Beneficial Owners as at the end of business hours on Friday, 21<sup>st</sup> June, 2019 as per the list to

be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form

- b. as Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before, Friday, 21<sup>st</sup> June, 2019.
6. 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.
7. Members who have not yet encashed the dividend warrant (s) from the financial year ended 2017 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agent.
8. 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 Fintech 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.
9. 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. Pursuant to SEBI(Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated 8<sup>th</sup> June, 2018 the shareholders holding shares in physical form, in their own interest, are hereby requested to take necessary steps to dematerialize their shares as soon as possible to avoid any inconvenience in future for transferring those shares.
  10. 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.
  11. 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.
  12. As required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Directors retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting are given in the annexure to the Notice of the Annual General Meeting.
  13. Members, intending to require information about the Financial Accounts to be approved at the Meeting, are requested to inform the Company as least a week in advance of their intention to do so, so that the papers relating to thereto may be made available, if the Chairman permits such information to be furnished.
  14. The members / investors may send their complaints / queries, if any to the Company's Registrar and Share Transfer Agents or to the Company's designated email id viz.,  
cs@shankarabuildpro.com  
compliance@shankarabuildpro.com
  15. The Annual Report of the Company for the year ended 31<sup>st</sup> March, 2019 along with Notice, process and manner of Remote e-voting, Attendance Slip, Proxy form and Ballot form are being sent by e-mail to those Members who have registered their e-mail address with the Company or with their respective DP or Registrar and Share Transfer Agents of the Company.  
  
For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that Annual report along with Notice, process and manner of remote e-voting, Attendance Slip and Proxy form will also be available on the Company's website viz.  
www.shankarabuildpro.com  
  
Members who are desirous to have a physical copy of Annual Report should send a request to the Company's e-mail id viz.,  
cs@shankarabuildpro.com/  
compliance@shankarabuildpro.com  
clearly mentioning their Folio number / DP and Client ID.
  16. Members are requested to attend the meeting along with the copy of the Annual Report, already sent to them.
  17. The Annual report of the Company circulated to the Members of the Company will be made available on the Company's website at www.shankarabuildpro.com and also on the website of Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and The National Stock Exchange of India Limited www.nseindia.com
  18. All documents referred in the accompanying Notice and Statement setting out material facts are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 12.00 noon upto Tuesday, June 25, 2019 being the date of the Annual General Meeting.

19. 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 DP.

20. 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 Fintech 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.
21. The Board of Directors at its meeting held on 9<sup>th</sup> May, 2019 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.
22. 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.
23. The Company has engaged the services of Karvy Fintech Private Limited ("Karvy") as the Agency to provide E-Voting facility & Insta Voting facility.
24. 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. 14<sup>th</sup> June, 2019.

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. 14<sup>th</sup> June, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at AGM through Insta Voting.

25. The instructions for e-voting are as under:

**1. In case of Remote E-voting**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Karvy Fintech Private Limited (KFPL) on all resolutions set forth in the Notice.

A. In case a Member receives an email from Karvy (for Members whose email IDs are registered with the Company/DP(s))

i. Use the following URL for e-voting: <http://evoting.karvy.com>

ii. Enter the login credentials. (i.e user ID and password). In case of physical folio, user ID will be **EVENT number 4538** followed by folio number. In case of Demat account, user ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing user ID and password for casting your vote.

iii. After entering these details, click on "LOGIN"

iv. 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.

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 Limited.

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 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.

viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.

ix. 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.

x. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xi. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority letter etc. together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer at email [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).

B. In case of Members receiving physical copy of Notice (for Members whose email IDs are not registered with the Company/DP(s)):

i. Remote E-Voting **Event Number 4538** user ID and password is provided in the Attendance Slip

ii. Please follow all steps from Sl. No. (i) to (xi) above to cast your vote by electronic means.

## 2. In case of voting by using Ballot Forms:

i. In terms of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Listing Regulations, the Company, in order to enable its Members, who do not have access to remote e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the Notice, is enclosing a Ballot Form along with Annual report.

ii. A Member desiring to exercise voting by using Ballot Form shall complete the enclosed Ballot Form

with assent (FOR) or dissent (AGAINST) and send it to the Scrutinizer, Mr. S. Kannan, Practicing Company Secretary, duly appointed by the Board of Directors of the Company, in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Members will also be accepted at the Registered Office of the Company.

iii. Duly completed and signed Ballot Forms shall reach the Scrutinizer on or before Friday, 21<sup>st</sup> June, 2019 (5.00 p.m. IST). The Ballot Forms received after the said date /time shall be strictly treated as if the reply from the Member has not been received.

iv. A Member can opt for only single mood of voting i. e either through remote e-voting or by Ballot Form. If a Member casts vote by both modes then voting done through remote e-voting shall prevail and vote by Ballot shall be treated as invalid. Members who have cast their vote by remote e-voting prior to the meeting may also attend the annual general meeting, however those Members are not entitled to cast their vote again in the annual general meeting.

## 3. Voting at AGM

The Members who have not cast their vote either electronically or through Ballot Form, can exercise their voting at the AGM. The Company will make necessary arrangements in this regard at the AGM venue.

## 4. Other Instructions:

i. In case of any queries, you may Help/FAQ section of <https://evoting.karvy.com> or contact Karvy ("KFPL") on Toll Free No.1800 345 4001.

ii. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).

iii. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m.(IST) Friday, 21<sup>st</sup> June, 2019

End of remote e-voting: Up to 5.00 p.m. (IST) Monday, 24<sup>th</sup> June, 2019

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.

iv. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 14<sup>th</sup> June, 2019 may obtain the login ID and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com).

v. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 14<sup>th</sup> June, 2019.

vi. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, within a period of not exceeding 48 hours from the conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or person authorized by the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.shankarabuildpro.com](http://www.shankarabuildpro.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited.

### **Statement setting out Materials Facts under Section 102 of the Companies Act, 2013**

#### **Item No. 4**

In terms of Section 139 (2) of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s. Haribhakti & Co. LLP, Chartered Accountants, Chennai (Firms Registration No. 103523W/W100048), will hold office until the conclusion of the ensuing Annual General Meeting and are not eligible for reappointment. The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 29<sup>th</sup> Annual General Meeting. The Board of Directors at its meeting held on 9<sup>th</sup> May, 2019 after considering the recommendations of the Audit and Risk Management Committee had recommended the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) as the e Statutory auditors of the company for the approval of the members.

The Audit and Risk Management Committee recommended M/S Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) as the Statutory Auditors of the Company for approval of the members.

The Audit and Risk Management Committee recommended M/S Sundaram & Srinivasan, Chartered Accountants, Chennai based on its standing for 76 years.

The proposed Auditors shall hold office for a period of five consecutive years from the conclusion of the 24<sup>th</sup> Annual General Meeting till the conclusion of 29<sup>th</sup> Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors.

M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Act.

They have further confirmed that they are not disqualified to be appointed as the Statutory auditors in terms of the Act, and the Rules made thereunder. Pursuant to Section 139 of the Act, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai as the Statutory auditors of the Company on a proposed fee of Rs. 20,00,000 (Rupees Twenty Lakh only) for the financial year ending 31<sup>st</sup> March 2020.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

#### **Item No. 5**

Mr. V. Ravichandar (DIN: 00634180) was appointed as 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 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. V. Ravichandar as 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. V. Ravichandar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received declarations from Mr. V. Ravichandar 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. V. Ravichandar, 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. 5 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. 5 of the Notice for approval by the members.

#### **Item No. 6**

Mr. B. Jayaraman (DIN: 00022567) was appointed as an Additional Director-Non-Executive, Independent Director of the Company on the Board of the Company pursuant to the provisions of 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force). He holds office till the conclusion of the next Annual General Meeting and subject to the approval of the members in 24th Annual General Meeting, for appointment as a Director (Independent Director) of the Company, not liable to retire by rotation, for a tenure of five years commencing from 14th August, 2018.

Details of Mr. B. Jayaraman are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

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 Ordinary 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

Place: Bengaluru  
Date: 9th May, 2019



## Annexure to AGM Notice

Details of the Directors seeking appointment at the 24<sup>th</sup> Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Details	Mr. C. Ravikumar	Mr. B. Jayaraman	Mr. V. Ravichandar
Director Identification Number	01247347	00022567	00634180
Date of Birth/Age	01-05-1966	11-06-1954	22-02-1957
Date of Appointment on the Board	01-04-2018	14-08-2018	09-07-2014
Qualification	Bachelor Degree in Science from Bangalore University	Chartered Accountant	Bachelor degree in Mechanical Engineering from Birla Institute of Technology and Science, Pilani and a Post Graduate Diploma in Business Management from IIM, Ahmedabad
Brief Profile and nature of their expertise in specific functional area	He 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 32 years of experience in the steel pipes and building products industry. He is currently a member of the Karnataka Pipe Dealers Association.	A Chartered Accountant, with 37 years of experience in various aspects of Finance and Business. He started his career in 1976 and worked in various leadership positions in Financial Management, Business Strategy and as a Profit Centre Head. Has wide experience in Merger & Acquisitions, Internal Financial Control and ERP System Implementation.	He has been associated with the Company since 2007 and has 36 years of experience in the consulting industry. He is currently the chairman and managing director of Feedback Business Consulting Services Private Limited which he joined in 1988. He was associated with Robert Bosch (India) Limited, Bengaluru as head, market research and pricing from 1981 - 1988 and with Shriram Refrigeration Industries, Hyderabad, as a R&D engineer from 1978-1979.
Directorship held in other companies	<ol style="list-style-type: none"> <li>1. Vishal Precision Steel Tubes &amp; Strips Pvt. Ltd</li> <li>2. Centurywells Roofing India Pvt. Ltd</li> <li>3. Shankara Meta-Steels India Pvt. Ltd</li> <li>4. Shankara Holdings Pvt. Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. Texmex Cuisine India Private Limited</li> <li>2. Texmex Cuisine and Carnival India Pvt. Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. Feedback Business Consulting Services Pvt. Ltd</li> <li>2. Chennai International Centre</li> </ol>



Memberships/Chairmanships of committees across all companies	Stakeholder Relationship Committee- Member	<ol style="list-style-type: none"> <li>1. Audit &amp; Risk Management Committee- Chairman</li> <li>2. Nomination &amp; Remuneration Committee- Member</li> <li>3. Corporate Governance Committee- Member</li> <li>4. Whistle Blower Committee- Member</li> </ol>	<ol style="list-style-type: none"> <li>1. Audit &amp; Risk Management Committee- Member</li> <li>2. Nomination &amp; Remuneration Committee- Member</li> <li>3. Whistle Blower Committee - Member</li> <li>4. Stakeholder Relationship Committee - Member</li> </ol>
Shareholding of the Director in the Company	72,500	Nil	Nil

*As per amended Regulation 36 of the Listing Regulations, details of Chairmanship/Membership of Audit Committee and Stakeholder's Relationship Committee are provided.*

*Directorships in foreign companies, membership in governing councils, chambers and other bodies, Partnership in firms etc., are not provided*

*The aforesaid Directors are not related to any other Director.*

## Route Map

