

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, 2020

i. Composition Of Board Of Director

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

Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	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	Executive Director	01-Apr-2013	01-Apr-2018			18-Sep-1960	1	0	1	0



Chandu Nair	00259276	Independent Director	29-Jul-2015	29-Jul-2015		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. Ravi Kumar	01247347	Executive Director	01-Apr-2011	01-Apr-2018			01-May-1966	1	0	1	0
RSV. Siva Prasad	01247339	Executive Director	01-Oct-2009	01-Apr-2018			01-Oct-1957	1	0	0	0

ii. 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	V.Ravichandar	Independent Director	Member	19-Sep-2016	
2	Chandu Nair	Independent Director	Member	19-Sep-2016	
3	Jayashri Murali	Independent Director	Chairperson	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	V.Ravichandar	Independent Director	Member	31-Oct-2007	
2	Chandu Nair	Independent Director	Chairperson	17-Apr-2017	
3	B.Jayaraman	Independent Director	Member	09-Nov-2018	
4	Jayashri Murali	Independent Director	Member	29-Jul-2015	

iii. 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
11-Nov-2019	05-Feb-2020	Yes	7	4
	13-Mar-2020	Yes	6	4



Company Remarks	
Maximum gap between any two consecutive (in number of days)	85

iv. 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	11-Nov-2019	05-Feb-2020	Yes	5	4
Nomination & Remuneration Committee		05-Feb-2020	Yes	4	4
Audit Committee		13-Mar-2020	Yes	5	4

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	85

v. 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: **N/A**

Date: 14th April, 2020

Place: Bangalore

For Shankara Building Products Limited



Company Secretary & Compliance Officer

ANNEXURE II

I. Disclosure on website in terms of Listing Regulations			
Sr. No	Item	Compliance Status (Yes/No/NA)	Website
1.	Details of business	Yes	www.shankarabuildpro.com
2.	Terms and conditions of appointment of independent directors	Yes	www.shankarabuildpro.com
3.	Composition of various committees of board of directors	Yes	www.shankarabuildpro.com
4.	Code of conduct of board of directors and senior management personnel	Yes	www.shankarabuildpro.com
5.	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.shankarabuildpro.com
6.	Criteria of making payments to non-executive directors	Yes	www.shankarabuildpro.com
7.	Policy on dealing with related party transactions	Yes	www.shankarabuildpro.com
8.	Policy for determining 'material' subsidiaries	Yes	www.shankarabuildpro.com
9.	Details of familiarization programs imparted to independent directors	Yes	www.shankarabuildpro.com
10.	Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes	www.shankarabuildpro.com
11.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes	www.shankarabuildpro.com
12.	Financial results	Yes	www.shankarabuildpro.com
13.	Shareholding pattern	Yes	www.shankarabuildpro.com
14.	Details of agreements entered into with the media companies and/or their associates	Not Applicable	www.shankarabuildpro.com
15.	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
16.	New name and the old name of the listed entity	Not Applicable	www.shankarabuildpro.com
17.	Advertisements as per regulation 47 (1)	Yes	www.shankarabuildpro.com



18.	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes	www.shankarabuildpro.com
19.	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.shankarabuildpro.com
20.	As per other regulations of the LODR:		www.shankarabuildpro.com
21.	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.shankarabuildpro.com
22.	Materiality Policy as per Regulation 30	Yes	www.shankarabuildpro.com
23.	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.shankarabuildpro.com
24.	It is certified that these contents on the website of the listed entity are correct.	Yes	www.shankarabuildpro.com

II Annual Affirmations			
Sr. No	Particulars	Regulation	Compliance status (Yes/No /NA)
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2.	Board composition	17(1), 17(1A) & 17(1B)	Yes
3.	Meeting of Board of directors	17(2)	Yes
4.	Quorum of Board meeting	17(2A)	Yes
5.	Review of Compliance Reports	17(3)	Yes
6.	Plans for orderly succession for appointments	17(4)	Yes
7.	Code of Conduct	17(5)	Yes
8.	Fees/compensation	17(6)	Yes
9.	Minimum Information	17(7)	Yes
10.	Compliance Certificate	17(8)	Yes
11.	Risk Assessment & Management	17(9)	Yes
12.	Performance Evaluation of Independent Directors	17(10)	Yes



13.	Recommendation of Board	17(11)	Yes
14.	Maximum number of directorship	17A	Yes
15.	Composition of Audit Committee	18(1)	Yes
16.	Meeting of Audit Committee	18(2)	Yes
17.	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18.	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19.	Meeting of nomination & remuneration committee	19(3A)	Yes
20.	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
21.	Meeting of stakeholder relationship committee	20(3A)	Yes
22.	Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
23.	Meeting of Risk Management Committee	22	Not Applicable
24.	Vigil Mechanism	22	Yes
25.	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27.	Approval for material related party transactions	23(4)	Not Applicable
28.	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
30.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31.	Annual Secretarial Compliance Report	24(A)	Yes
32.	Alternate Director to Independent Director	25(1)	Not Applicable
33.	Maximum Tenure	25(2)	Yes
34.	Meeting of independent directors	25(3) & (4)	Yes
35.	Familiarization of independent directors	25(7)	Yes
36.	Declaration from Independent Director	25(8) & (9)	Yes
37.	D & O Insurance for Independent Directors	25(10)	Yes
38.	Memberships in Committees	26(1)	Yes
39.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes



40.	Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
41.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:		
Sr. No	Particulars	Compliance Status (Yes/No/NA)
1.	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Date: 14th April, 2020
Place: Bangalore

For Shankara Building Products Limited



Ereena Vikram
Company Secretary & Compliance Office