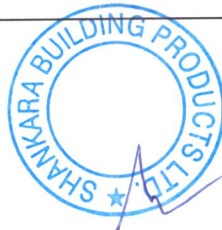


**COMPLIANCE REPORT**

It is hereby certified that the draft scheme of arrangement involving Shankara Building Products Limited (the “**Company**” or “**Demerged Company**”), Shankara Buildpro Limited (the “**Resulting Company**”) and their respective shareholders and creditors does not, in any way, violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) and the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June 2023 (“**SEBI Master Circular**”), including the following:

Sl. No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Complied Information pertaining to the unlisted entity involved in the scheme will be provided, in the explanatory statement, as per the format prescribed.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied Share entitlement ratio report as issued by the registered valuer is enclosed as part of this application.



**Registered Office :**  
G2, Farah Winsford, 133 Infantry Road,  
Bengaluru-560001. Karnataka  
Ph.: + 91- 080-40117777,

Page 1 of 3

**Corporate Office :**  
No. 21/1 & 35-A-1, Hosur Main Road,  
Electronic City, Veerasandra, Bengaluru-560100  
Ph.: +91-080-29910702 | 080-29910709



(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied  Certificate as received from the statutory auditors of the Company is enclosed as part of this application.
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	The Company will comply with the provisions of e-voting as per the Companies Act, 2013 and LODR Regulations as amended from time to time.  Provisions of Part (I)(A)(10)(b) of SEBI Master Circular are not applicable. In this regard, an undertaking by the Company stating the reasons for non-applicability as certified by the auditor and duly approved by the Board of the Company is enclosed with this application.

For, **Shankara Building Products Limited**

**Erena Vikram**  
Company Secretary & Compliance Officer



**Sukumar Srinivas**  
Managing Director  
DIN:01668064

Date: 18<sup>th</sup> December, 2023

Date: 18<sup>th</sup> December, 2023



Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Shankara Building Products Limited, Shankara Buildpro Limited and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.

For, **Shankara Building Products Limited**

A handwritten signature in blue ink, appearing to read 'Alex Varghese'.

**Alex Varghese**  
**Chief Financial Officer**

**Date: 18<sup>th</sup> December, 2023**



A handwritten signature in blue ink, appearing to read 'Sukumar Srinivas'.

**Sukumar Srinivas**  
**Managing Director**

**DIN:01668064**

**Date:18<sup>th</sup> December, 2023**