
NOTICE TO THE MEMBERS

Notice is hereby given that the 22nd Annual General Meeting of the Members of Shankara Building Products Limited will be held at "Radisson Blu Atria No. 1, Palace Road, Bengaluru, Karnataka 560001" on Friday, July 21, 2017 at 11.00 a.m. 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 Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with Reports of the Board of Directors and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with Reports of Board of Directors and the Auditors thereon.

Item No.2- Declaration of Dividend.

To declare a dividend of ₹ 2.75/- per equity share of ₹.10/- each for the financial year 2016-2017.

Item No. 3- Re-appointment of Mr. C.Ravi Kumar (DIN: 01247347) , as a Director, retiring by rotation:

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

RESOLVED FURTHER THAT Directors be and are 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- To consider the ratification of M/s Haribhakti & Co., Chartered Accountant as statutory auditor of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of Haribhakti & Co. LLP, Chartered

Accountants, (Registration No.:103523W/W00048) as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the till the Conclusion of 24th Annual General Meeting to be held during calendar year 2019 (F.Y 2018-19) at such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

Special Business

Ordinary Resolution

Item No.5- Approval for revision in remuneration of Mr. Sukumar Srinivas, Managing Director.

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Article of Association of the Company read with Section 196 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Mr. Sukumar Srinivas, Managing Director, be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st April 2017

Salary Managing Director: ₹.9, 35,000 (Per month) with current perquisites and other statutory obligations.

RESOLVED FRUTHER THAT all other terms and conditions as per the HR policy of the company be and is hereby applicable including Earned/Privilege leave, contribution to Provident Fund, Superannuation fund or annuity fund/Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. Sukumar Srinivas, Managing Director, is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

RESOLVED FURTHER THAT Directors be and are hereby severally authorized to do all the acts, deeds



and things which are necessary to give effect to the above said resolution.”

Item No.6 -Approval for revision in remuneration of Mr. C. Ravi Kumar, Whole-Time Director.

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Article of Association of the Company read with Section 196 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Mr. C. Ravikumar, Whole-time Director, be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st April 2017

Salary Whole-time Director: ₹ 3,90,000 (Per month) with current perquisites and other statutory obligations.

RESOLVED FURTHER THAT all other terms and conditions as per the HR policy of the company be and is hereby applicable including Earned/Privilege leave, contribution to Provident Fund, Superannuation fund or annuity fund/Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr.C.Ravikumar, Whole-Time Director, is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

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

Item No. 7- Approval for revision in remuneration of Mr. RSV. Siva Prasad, Whole-Time Director.

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Article of Association of the Company read with Section 196 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)

subject to such other consents, approvals and permissions if any needed, remuneration of Mr. RSV. Siva Prasad, Whole-time Director, be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st April 2017

Salary Whole-time Director: ₹ 3,11,000 (per month) with current perquisites and other statutory obligations.

RESOLVED FRUTHER THAT all other terms and conditions as per the HR policy of the company be and is hereby applicable including Earned/Privilege leave, contribution to Provident Fund, Superannuation fund or annuity fund/Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. RSV. Siva Prasad, Whole-Time Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

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

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 to 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 48 **FORTY-EIGHT HOURS** before the commencement of the meeting. Proxies submitted on behalf of the 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 proxy for any other person or member.

NOTICE TO THE MEMBERS

2. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (“Act”) setting out the material facts in respect of special businesses under items Nos. 5 to 7 is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 3 of the Notice, are also annexed.

3. Members, Proxies and Authorised Representatives 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 July 19, 2017 to July 21, 2017 (both days inclusive).

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.

6. 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 Computershare 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.

7. 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.

8. 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.

9. 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.

10. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

12. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company’s website viz. www.shankarabuildpro.com.

13. To support the ‘Green Initiative’, Members who have not registered their e-mail addresses are requested to register the same with DPs / Karvy. Members are requested to provide their e-mail address and ensure that the same is also updated with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.



14. The route map showing directions to reach the venue of the twenty-second AGM is annexed.

15. 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 Computershare 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.

16. The board of directors 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

17. 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.

18. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility & Insta Voting facility.

19. 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. Friday, July 14, 2017

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. Friday, July 14, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at AGM through Insta Voting.

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

Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, July 14, 2017, may obtain the User ID and password in the manner as mentioned below:

a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number plus Folio No. or DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX1234567890

b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c) Member may call Karvy's toll free number 1800-3454-001

d) Member may send an e-mail request to evoting@karvy.com.

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

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

Commencement of remote e-voting: From 9.00 a.m. (IST) Tuesday, July 18, 2017

End of remote e-voting: Up to 5.00 p.m. (IST) Thursday, July 20, 2017

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.

e) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.suryavanshi.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to BSE Limited.

f) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, July 21, 2017

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Instructions and other information relating to remote e-voting:

A. In case of Members receiving Notice through mail:

- a. Open e-mail and open PDF File viz. ".....pdf" with you client ID or folio No. as password. The said PDF File contains your user ID and password for e-voting. Please note that the password is an initial password.
- b. Use the following URL for e-voting: From Karvy website: <http://evoting.karvy.com>
- c. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- d. Enter the login credentials. Your Folio No/DP ID Client ID will be your user ID.
- e. After entering the details appropriately, click on LOGIN.
- f. 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.
- g. You need to login again with the new credentials.
- h. On successful login, the system will prompt you to select the EVENT i.e., Shankara Building Products Limited.

B. In case of members receiving notice through post/courier:

- (i) Initial password is provided, as below, in the attendance slip of the AGM.

EVEN (E Voting Event Number)	User ID	Password
3107		

i. On the voting page, enter the number of shares 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.

j. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.

k. 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.

l. Once the vote on the Resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

m. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@mail.id with a copy marked to evoting@karvy.com.

n. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd at Tel No. 1800 345 4001 (toll free).



(ii) Please follow all steps mentioned above to cast your vote by electronic means.

By Order of the Board of Directors
For Shankara Building Products Limited

EREENA VIKRAM

Company Secretary & Compliance Officer

Date: June 19, 2017

Place: Bengaluru

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4

This explanatory statement is provided though strictly not required as per Section 102 of the Act. Haribhakti & Co. LLP, Chartered Accountants, (Registration No.:103523W/W00048) were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on July 9, 2014, to hold office till the Conclusion of 24th Annual General Meeting to be held during calendar year 2019 (F.Y 2018-19),

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every Annual General Meeting.

Accordingly, ratification of the members is being sought for appointment of statutory auditors as per the proposal contained in the Resolution set out at item no. 4 of the Notice.

The Board commends the Resolution at item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 4 of the Notice.

Item No.5

The Company has completed the annual performance appraisal of all the employees of the company including senior management. In view of this there is a revision in the salary of all the employees for the FY 2017-18. Hence the Board of Directors is requesting your approval for the revise in the remuneration of Managing Director.

None of the Directors are interested or concerned in this resolution.

Item No.6

Mr. C Ravikumar 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 29 years of experience in the steel pipes and building products industry. In view of this the Board of Directors is requesting your approval for the revise in the remuneration of Mr. C.Ravi Kumar, Whole-Time Director.

None of the Directors are interested or concerned in this resolution.

Item No.7

Mr. RSV Sivaprasad is an Executive Director of our Company. He has been associated with our Company since 1995, having joined as a senior manager, and has 34 years in the field of sales. He was appointed as a director of the Company in 2001. In view of this the Board of Directors is requesting your approval for the revise in the remuneration of Mr. RSV. Sivaprasad, Whole-Time Director.

None of the Directors are interested or concerned in this resolution.

By Order of the Board of Directors
For Shankara Building Products Limited

EREENA VIKRAM

Company Secretary & Compliance Officer

Date: June 19, 2017

Place: Bengaluru



Details of Director Seeking Re-appointment at the Annual General Meeting

Particulars	Mr. C. Ravi Kumar
Date of Birth	May 1, 1966
Date of Appointment	April 4, 2011
Qualifications	Bachelor degree in science from Bengaluru University.
Expertise in specific functional area	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 29 years of experience in the steel pipes and building products industry
Directorship held in other public companies (excluding foreign companies and Section 8 companies)	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Number of shares held in the Company	72,400

Route Map of AGM Venue :

