

**SECRETARIAL COMPLIANCE REPORT**  
of  
**SHANKARA BUILDING PRODUCTS LIMITED**  
For the year ended March 31, 2024  
*(Pursuant Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **SHANKARA BUILDING PRODUCTS LIMITED (CIN: L26922KA1995PLC018990)** (hereinafter referred as "the listed entity"/"the Company"), having its Registered Office at G-2 Farah Winsford, No.133, Infantry Road, Bangalore, Karnataka, India - 560001 Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

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)**,
- (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, 2024** ("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 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 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:

- I. (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 was required to convert the Share warrants into Equity shares within a period of 18 months from the date of allotment of Share warrants as	Regulation 162 of the SEBI (ICDR) Regulation on 2018 and as per point 2 of SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/94	There was a delay of 3 days in converting the Share warrants into Equity shares as per Regulation 162 of the SEBI (ICDR)	The National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE")	Fine	There was a delay of 3 days in converting the Share warrants into Equity shares as per Regulation 162 of the	Fine of INR 60,000/- each was imposed by the NSE and the BSE	There was a delay of 3 days in converting the Share warrants into Equity shares as per Regulation 162 of the SEBI (ICDR) Regulation 2018 and	The fine amount of INR 60,000/- each was duly paid to NSE and to BSE by the listed entity and	It was a onetime non-compliance and the fine was duly paid by the listed entity.

	<i>per the Regulation 162 of the SEBI (ICDR) Regulation 2018 and as per point 2 of SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/94</i>		<i>Regulation 2018 and as per point 2 of SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/94</i>			<i>SEBI (ICDR) Regulation 2018 and as per point 2 of SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/94</i>		<i>as per point 2 of SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/94 and thereby violated the above said regulation and SEBI circular.</i>	<i>due care is taken by the Board to comply with the SEBI Regulations and Circulars.</i>	
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(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	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	<i>The listed entity shall give two days prior intimation to stock exchange about declaration/recommendation of</i>	<i>Regulation 29(1)(e) and (2) of SEBI (LODR) Regulation, 2015</i>	<i>Two days prior Intimation about recommendation of dividend in the Board Meeting</i>	<i>National Stock Exchange of India Limited (NSE) and BSE Limited (BSE)</i>	<i>Fine</i>	<i>Not given two days prior Intimation as per Regulation 29(1)(e) and (2) Of SEBI</i>	<i>INR 10,000/- each by NSE and BSE</i>	<i>The listed entity has not given two days prior Intimation about Meeting of board of directors held on May</i>	<i>The fine of INR 10,000/- each was duly paid to</i>	<i>It was a onetime non-compliance and the fine was duly paid by the</i>

	<i>dividend pursuant to Regulation 29(1)(e) and (2) of SEBI (LODR) Regulation, 2015.</i>		<i>held on May 16, 2022 was not given by the Listed Entity to Stock Exchanges as per the Regulation 29(1)(e) and (2) of SEBI (LODR) Regulation, 2015.</i>			<i>(LODR) Regulation, 2015 about the Meeting of board of directors in which dividend was recommended.</i>		<i>16, 2022 in which dividend was recommended pursuant to Regulation 29(1)(e) and (2) Of SEBI (LODR) Regulation, 2015.</i>	<i>NSE and BSE by the listed entity and due care is taken to give intimation to Stock Exchanges in time.</i>	<i>listed entity.</i>
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Observations/ Remarks by PCS*</b>
<b>1.</b>	<b>Compliances with the following conditions while appointing/re-appointing an auditor:</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or	NA	There was no appointment or re-appointment or resignation of the Statutory Auditor in the listed entity during the Review Period.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the	NA	

	<p>auditor before such resignation, has issued the limited review/audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	
<b>2.</b>	<b>Other conditions relating to resignation of statutory auditor:</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the listed</p>	<p>NA</p> <p>NA</p>	<p>There was not such instance during the review period.</p>

	<p>entity /the Company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:   The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p>	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	There was no resignation of the Statutory Auditors during the Review Period.

III. I hereby report, that, during the review period the compliances status of the listed entity is appended as below:-

<i>Sr. No.</i>	<i>Particulars</i>	<i>Compliance Status Yes/No/NA</i>	<i>Observations/Remarks</i>
1.	<u>Secretarial Standard:</u>  The compliances of the listed entity are in accordance with the	Yes	

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status Yes/No/NA</b>	<b>Observations/Remarks</b>
	applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).		
2.	<b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"><li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</li><li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars /guidelines issued by SEBI.</li></ul>	Yes  Yes	
3.	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"><li>• The Listed entity is maintaining a functional website.</li><li>• Timely dissemination of the documents/ information under a separate section on the website.</li><li>• Web-links provided in annual corporate governance reports</li></ul>	Yes  Yes  Yes	



Sr. No.	Particulars	Compliance Status Yes/No/NA	Observations/Remarks
	under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.		
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Directors of the listed entity/the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	--
5.	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b></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><b><u>Preservation of Documents:</u></b></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</p>	Yes	

Sr. No.	Particulars	Compliance Status Yes/No/NA	Observations/Remarks
	under SEBI LODR Regulations, 2015.		
7.	<p><b><u>Performance Evaluation:</u></b></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>	Yes	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.
8.	<p><b><u>Related Party Transactions:</u></b></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><b><u>Disclosure of events or information:</u></b></p> <p>The listed entity has provided all the required disclosure(s) under</p>	Yes	

Sr. No.	Particulars	Compliance Status Yes/No/NA	Observations/Remarks
	Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  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.	No	There was a delay of 3 days in converting the Share warrants into Equity shares as per Regulation 162 of the SEBI (ICDR) Regulation 2018 and as per point 2 of SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/94 and National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) have imposed a fine of INR 60,000/- each on the listed entity.
12.	<b><u>Additional Non-compliances, if any:</u></b>  No any additional non-compliance observed for all SEBI	Yes	

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<i>Sr. No.</i>	<i>Particulars</i>	<i>Compliance Status Yes/No/NA</i>	<i>Observations/Remarks</i>
	regulations/circulars/ guidance notes etc.		

**Assumptions and Limitation of Scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**Place:** Bengaluru  
**Date:** 20/05/2024

**K. Jayachandran**  
**Company Secretary**  
**ACS No.: 11309/C P No.: 4031**  
**UDIN: A011309F000407287**  
**PR No: 784/2020**