

# SHANKARA BUILDING PRODUCTS LIMITED

**Registered Office:** G2, Farah Winsford, 133 Infantry Road,  
Bengaluru-560001

**Corporate Office:** 21/1 & 35-A-1, Hosur Main Road, Electronic City Post, Veerasandra, Bengaluru  
- 560 100

**CIN:** L26922KA1995PLC018990

**Tel.:** +91 80-40117777, +91-080-27836955 Fax: +91 80-41119317

**Email:** compliance@shankarabuildpro.com, Website: www.shankarabuildpro.com

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## NOTICE OF THE POSTAL BALLOT

*[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]*

VOTING STARTS ON	VOTING ENDS ON
March 21, 2025 at 9:00 A.M	April 19, 2025 at 5:00 P.M

**Dear Members,**

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and various subsequent circulars issued, read with Circular No. 9/2024 dated September 19, 2024 (collectively **'MCA Circulars'**), to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot only, by voting through electronic means (**'remote e-voting'**) for the following resolution:

Resolution	<b>Appointment of Ms. Sujatha G (DIN: 10538207) as an Independent director.</b>
Nature of the Resolution	Special Resolution

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent ('RTA'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting. The detailed procedure for remote e-voting process forms part of the 'Notes' section of this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company has engaged the services of Kfin Technologies Limited ('Kfin') for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.shankarabuildpro.com](http://www.shankarabuildpro.com).

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on April 19, 2025. The remote e-voting facility will be disabled by Kfin immediately thereafter.

### **Special Business:**

#### **Item No. 1**

#### **Appointment of Ms. Sujatha G (DIN: 10538207) as an Independent director.**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED THAT** Ms. Sujatha G (DIN: 10538207), who was appointed as an Additional Director in the capacity of Independent Director (Non-Executive) with effect from March 14, 2025 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161 of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Ms. Sujatha G (DIN: 10538207), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from March 14, 2025 to March 13, 2030 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Ms. Sujatha G (DIN: 10538207) shall be entitled to receive the sitting fees/commission and out of pocket expenses as permitted to be received in the capacity of Non-Executive, Independent Director of the Company under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Managing Director/Company Secretary of the Company be and are hereby authorized severally to complete necessary formalities as per the applicable provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015."

**Registered Office:** G2, Farah Winsford  
133, Infantry Road, Bengaluru-560001

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

**CIN:**L26922KA1995PLC018990  
**Mail Id:** compliance@shankarabuildpro.com

Sd/-  
**Ereena Vikram**  
Company Secretary & Compliance Officer  
Membership No: A33459  
Place: Bengaluru  
Date: March 14, 2025

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice'). Details pursuant to Regulation 36(3) of Listing Regulations and SS-2, in respect of Director seeking appointment as Non-Executive Independent Director forms part of this Notice.

2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/Kfin Technologies Limited, the Company's Registrars and Transfer Agent ('RTA') as on Friday, 14th March, 2025 ('Cut-Off date') and whose email addresses are registered with the Company/ RTA/ Depositories or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.

3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non- registration of their email addresses with the Company/ RTA/Depositories) shall be entitled to vote in relation to the afore mentioned Resolutions in accordance with the process specified in this Notice.

4. The Company is pleased to provide remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 01 of this Notice.

5. The remote e-voting shall commence on Friday, March 21, 2025, at 9:00 a.m. (IST) and shall end on Saturday, April 19, 2025, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by Kfin for voting thereafter.

6. The Board of Directors has Mr S. Kannan Practicing Company Secretary, (Membership No FCS6261) has been appointed as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within the stipulated timelines. The Scrutinizer's decision on the validity of votes cast will be final.

8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.shankarabuildpro.com](http://www.shankarabuildpro.com), on the website of Kfin at <https://evoting.kfintech.com/> and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the notice-board at the Registered Office of the Company. The Resolutions, if passed by the requisite majority through Postal Ballot, will be

deemed to have been passed on the last date specified for remote e-voting i.e. on Saturday, April 19, 2025.

9. A copy of this Notice is also available on the website of the Company at [www.shankarabuildpro.com](http://www.shankarabuildpro.com), the website of BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com), on which the equity shares of the Company are listed and on the website of Kfin at <https://evoting.kfintech.com/>.

10. The vote in this Postal Ballot cannot be exercised through proxy.

11. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their request to [cs@shankarabuildpro.com](mailto:cs@shankarabuildpro.com) from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.

13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

14. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: [www.shankarabuildpro.com](http://www.shankarabuildpro.com).

### Information at glance

Particulars	Notes
Cut-off date to determine those members who are eligible to vote on the resolution	Friday, March 14, 2025
Voting start date and time	Friday, March 21, 2025 at 9:00 A.M
Voting end date and time	Saturday, April 19, 2025 at 5:00 P.M
Date on which the resolution is deemed to be passed	Monday, April 21, 2025
Name, address and Contact details of Registrar and Share Transfer Agent	<p>Mr. SV Raju, Deputy Vice President, KFin Technologies Limited (formerly known as KFin Technologies Private Limited),</p> <p>Address: Selenium Tower B, Plot Nos. 31 &amp; 32, Financial District, Nanakramgula, Serilingamapally Mandal, Hyderabad-500 032 at <a href="http://evoting.kfintech.com">evoting.kfintech.com</a>,</p> <p>Toll Free No: 1800-309-4001.</p>
Name, address and contact details of e-voting service provider	<p>Mr. SV Raju, Deputy Vice President, KFin Technologies Limited (formerly known as KFin Technologies Private Limited),</p> <p>Address: Selenium Tower B, Plot Nos. 31 &amp; 32, Financial District, Nanakramgula, Serilingamapally Mandal, Hyderabad-500 032 at <a href="http://evoting.kfintech.com">evoting.kfintech.com</a>,</p> <p>Toll Free No: 1800-309-4001.</p>
Name and contact details for clarifications	<p>Ms. Ereena Vikram Company Secretary Shankara Building Products Limited No. 21/1 &amp; 35-A-1, Hosur Main Road, Electronic City, Veerasandra, Bengaluru South, Bengaluru, Karnataka, India – 560100</p> <p>Tel: 080-29910702; 080-29910709 Email: <a href="mailto:cs@shankarabuildpro.com">cs@shankarabuildpro.com</a></p>

## Shareholders Instructions for e-voting

The remote e-voting period begins Friday, March 21, 2025 at 9:00 A.M. (IST) and ends on Saturday, April 19, 2025 at 5:00 P.M. (IST) The remote e-voting module shall be disabled by Kfin for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e March 14, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being March 14, 2025.

### **INSTRUCTIONS FOR ATTENDING THE MEETING THROUGH VC/OAVM AND E-VOTING**

#### **1. THE PROCESS AND MANNER FOR REMOTE E-VOTING:**

In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Members are provided with the facility to cast their vote electronically, through the modes listed below, on resolution set forth in this Notice, by way of remote e-voting.

#### **A) Information and instructions for remote e-voting by Individual Shareholders holding shares of the Company in demat mode:**





Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL	<b>1. Members already registered for NSDL IDeAS facility;</b> i. Visit URL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> ii. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. iii. A new screen will prompt and you will have to enter your User ID and Password.

	<p>iv. Post successful authentication, click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page.</p> <p>v. Click on company name or e-Voting service provider name i.e., KFintech and you will be re-directed to KFintech website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>2. Members who have not registered for IDeAS facility, may follow the below steps;</b></p> <p>i. To register for IDeAS facility visit the URL at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>ii. Click on “<b>Register Online for IDeAS</b>” or for direct registration click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii. On completion of the registration formality, follow the steps provided above.</p> <p><b>3. Members may alternatively vote through the e-voting website of NSDL in the following manner;</b></p> <p>i. Visit the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></p> <p>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>iii. Members to enter User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code shown on the screen.</p> <p>iv. Post successful authentication, you will be redirected to NSDL IDeAS site wherein you can see e-Voting page.</p> <p>v. Click on company name or e-Voting service provider name i.e., KFintech and you will be redirected to KFintech website for casting your vote.</p> <p><b>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</b></p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  App Store       Google Play</div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Members already registered for Easi/ Easiest facility may follow the below steps;</b></p> <p>i. Visit the following URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>)</p>



	<p>iii. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.</p> <p>iv. Click on Company name or e-voting service provider name i.e. KFintech to cast your vote.</p> <p><b>2. Members who have not registered for Easi/Easiest facility, may follow the below steps;</b></p> <p>i. To register for Easi/Easiest facility visit the URL at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></p> <p>ii. On completion of the registration formality, follow the steps mentioned above.</p> <p><b>3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below:</b></p> <p>i. Visit the following URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>ii. Enter the demat account number and PAN</p> <p>iii. Enter OTP received on mobile number and email registered with the demat account for authentication.</p> <p>iv. Post successful authentication, the member will receive links for the respective e-voting service provider i.e. KFintech where the e-voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>1. Members may alternatively log-in using the credentials of the demat account through their Depository Participant(s) registered with NSDL/CDSL for the e-voting facility.</p> <p>2. On clicking the e-voting icon, members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication.</p> <p>3. Members may then click on Company name or e-voting service provider name i.e. KFintech and will be redirected to KFintech website for casting their vote.</p>

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants' website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- During the voting period, shareholders / members can login any number of time till they have voted on the resolution(s) for a particular "Event".

### Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type Helpdesk details	Login type Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

### A) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode:

Member will receive an e-mail from Kfintech [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)] which includes details of E-Voting Event Number ("EVEN"), User ID and Password:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e., User ID and Password). Your DP ID-Client ID will be your User ID. However, if you are already registered with Kfin for e-voting, you can use your existing User ID and Password for casting your vote.
- iii. After entering these details appropriately, click on 'LOGIN'
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password should 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 (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you 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, alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option 'ABSTAIN'. If you do not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Equity shareholders holding multiple demat accounts may choose the voting process separately for each demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
  - x. 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, you can login any number of times till you have voted on the Resolution.
  - xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s) who are authorised to vote, to the Scrutiniser through e-mail ID [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and to the Company at [cs@shankarabuildpro.com](mailto:cs@shankarabuildpro.com). The file scanned image of the Board Resolution should be in the naming format "Company Name, Event No."
  - xii. In case e-mail id of a Member is not registered with the Company/ Depository Participant(s), please follow the steps for registration as mentioned below.
    - a) Upon registration, Member will receive an e-mail from Kfintech which includes details of E-Voting Event Number (EVEN), User Id and password.
    - b) Please follow all steps from aforesaid (B) (i) to (xi) above to cast your vote by electronic means.
  - xiii. A person, whose name is recorded in the register of equity shareholder or in the register of beneficial owners maintained by the depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting.
  - xiv. Shareholders holding securities in demat mode who become equity shareholder after dispatch of the Notice of the Meeting but on or before the Cut-Off Date, i.e., Friday, March 14, 2025, may obtain User ID and Password in the manner as mentioned below:

- I. If the mobile number of the equity shareholder is registered against DP ID-Client ID, the Member may send SMS: MYEPWD<SPACE> DP ID-Client ID to +91 9212993399.

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

- II. If email address of the equity shareholder is registered against DP ID-Client ID, then on the home page of <https://evoting.kfintech.com>, the equity shareholder may click 'Forgot Password' and enter DP ID-Client ID and PAN to generate a password.

- III. Equity shareholders may send an e-mail request to <https://evoting.kfintech.com>. If the equity shareholder is already registered with the KFinTech's e-voting platform, then such equity shareholder can use his/her existing User ID and Password for casting the vote through remote e-voting.
  - IV. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com>. For any grievances related to e-voting, please contact Mr. SV Raju, Deputy Vice President, KFin Technologies Limited (formerly known as KFin Technologies Private Limited), Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramgula, Serilingamapally Mandal, Hyderabad-500 032 at [evoting.kfintech.com](https://evoting.kfintech.com), Toll Free No: 1800-309-4001.
2. The remote e-voting period commences on Friday, March 21, 2025 at 9:00 AM IST and ends Saturday, April 19, 2025 at 5:00 PM IST (both days inclusive). During this period, the Members of the Company may cast their votes by remote e-voting in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, being Friday, March 14, 2025 will be entitled to cast their votes by remote e-voting.
  3. The voting rights of the equity shareholder shall be in proportion to their shareholding of the paid up equity share capital of the Company as on Cut-Off Date, i.e., Friday, March 14, 2025.
  4. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

**The process for registration / updation of email address with Kfintech for receiving the Notice of Postal Ballot and login ID and password for e-voting is as under:**

- a) Visit the link: <http://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
- b) Select the Company name viz. Shankara Building Products Limited.
- c) Enter the DP ID & Client ID and PAN details.
- d) Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.
- e) Enter your email address and mobile number.
- f) The system will then confirm the email address for receiving this NCLT convened meeting Notice.

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

### **Item No. 1**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board at its meeting held on March 14, 2025 appointed Ms. Sujatha G (DIN: 10538207) as an Additional Director of the Company and also as Independent Director not liable to retire by rotation, for a term of five years, i.e., from March 14, 2025 upto March 13, 2030 (both days inclusive), subject to approval of the Shareholders by way of Special Resolution. In terms of Regulation 17(1C) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company is required to obtain the approval of Members for appointment of a director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The profile and specific areas of expertise of Ms. Sujatha G (DIN: 10538207) are provided as Annexure to this Notice. Ms. Sujatha G (DIN: 10538207) has also confirmed that she is in compliance of Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Institute of Corporate Affairs.

Ms. Sujatha G (DIN: 10538207) has given her declaration to the Board, inter alia, that

(i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations;

(ii) is not restrained from acting as a Director by virtue of any order passed by SEBI or any such authority;

(iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director and:

(iv) has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge her duties.

In the opinion of the Board, Ms. Sujatha G (DIN: 10538207) is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the management.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Sujatha G (DIN: 10538207) on the Board of the Company and accordingly the Board recommends the appointment of Ms. Sujatha G (DIN: 10538207) as an Independent Director as proposed in the Special Resolution set out at Item No. 1 of the accompanying Notice for approval by the Shareholders.

Annexure to the Notice

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT**

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Director	Ms. Sujatha G
Date of Birth	28 May, 1976
Date of first appointment on Board	Friday, March 14, 2025
Brief Profile/Experience/ Expertise/Skills in specific functional area	<p>Ms. Sujatha G is a Chartered Accountant in Practice, Cost Accountant, LLB and Graduate in B.Sc. Mathematics.</p> <p>Ms. Sujatha G is a proprietor with expertise in Direct Taxes and specialization in GST for Clubs, Associations and Real estate sector. Ms. Sujatha G is founder partner of multi-disciplinary legal &amp; Taxation firm with a 25 member team.</p> <p>Recognized as one of the “100 Powerful Women in Finance “ by Womenovator (2024-25).</p> <p>Ms. Sujatha G was the first women President of KSCAA (Karnataka State Chartered Accountants Association) in the 67 years.</p>
Qualifications	<ul style="list-style-type: none"> <li>• Chartered Accountant</li> <li>• Certification in GST, Global Outsourcing , RERA, Interanal Audit, U.S Taxation</li> <li>• LLB- SJR College of Law</li> <li>• MBA-ICAI</li> <li>• Cost Accountant-ICMA</li> <li>• B.Sc- Mathematics, University of Madras</li> </ul>
Terms and conditions of appointment/ re-appointment	As per appointment letter.
Details of remuneration sought to be paid	Nil
Remuneration last drawn by such person, if applicable	Sitting Fee will be paid as decided by the Board
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not inter se related to any other Director or Key Managerial Personnel.
Number of Meetings of the Board attended during the year	-
Directorship held in other companies	Coralmetrix Advisory Private Limited

Membership/ Chairmanship of committees of other companies*	-
Shareholding in the Company	-

*\* The Companies in which the Director holds position of Director as on the date of meeting and is a member of that Company's Audit Committee/Stakeholders committee and Other Committee is taken into consideration. Companies include listed as well as unlisted entities.*