



# SHANKARA BUILDPRO LIMITED

THIS IS A PUBLIC ANNOUNCEMENT IN COMPLIANCE WITH SEBI CIRCULARS ONLY AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE TO SECURITIES NOR IS IT A PROSPECTUS ANNOUNCEMENT

CIN: U24311KA2023PLC179791; Registered and Corporate Office: No 21/1 & 35-A-1, Hosur Main Road, Electronic City, Veerasandra, Electronics City, Bangalore, Bangalore South, Karnataka, India, 560100; Contact Number: +91 080-29910702; 080-29910709; Contact Person: Mr. Sukumar Srinivas, Managing Director, E-mail: sbl.cs@shankarabuildpro.com; Website: https://shankarabuildpro.com/

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF SHAREHOLDERS OF SHANKARA BUILDPRO LIMITED

STATUTORY ADVERTISEMENT ("ADVERTISEMENT") ISSUED IN COMPLIANCE WITH PARA 5 OF PART II(A) OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") MASTER CIRCULAR NO. SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED JUNE 20, 2023, AS AMENDED FROM TIME TO TIME, READ WITH RULE 19(7) OF THE SECURITIES CONTRACTS (REGULATIONS) RULES, 1957, AS AMENDED FROM TIME TO TIME ('SCRR') PURSUANT TO GRANT OF RELAXATION BY SEBI VIDE ITS LETTER DATED DECEMBER 23, 2025 FROM THE APPLICABILITY OF RULE 19(2)(B) OF SCRR, PURSUANT TO SCHEME OF ARRANGEMENT AMONGST SHANKARA BUILDING PRODUCTS LIMITED AND SHANKARA BUILDPRO LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.

THIS PUBLIC ANNOUNCEMENT DOES NOT RELATE TO ANY ISSUANCE / SALE OF EQUITY SHARES. NO OFFER IS BEING MADE TO THE PUBLIC OR ANY OTHER CATEGORY OF INVESTORS PURSUANT TO THIS PUBLIC ANNOUNCEMENT, NOR IS IT SOLICITING AN OFFER TO BUY SECURITIES IN ANY JURISDICTION.

### ABOUT THE SCHEME

The National Company Law Tribunal, Bengaluru Bench, vide its order pronounced on 21st August 2025 has sanctioned the Scheme of Arrangement amongst Shankara Building Products Limited ("SBPL" or "Demerged Company") and Shankara Buildpro Limited ("SBL" or "Resulting Company" or "Company") and their respective shareholders and creditors under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme"). The Scheme became effective from 9th September 2025 with the appointed date being 1st April 2024. In accordance with the Scheme, Demerged Undertaking of SBPL has been demerged into, transferred to and vested with the Company on a going concern basis. In accordance with the said Scheme, the Company has allotted 1 equity share of INR 10/- each fully paid up for every 1 equity share of INR 10/- each fully paid up held in the Demerged Company as on the record date i.e. 24th September 2025. The Equity Shares of our Company shall be listed and admitted to trading on BSE and NSE. The Company has received in-principle approval for listing of shares from BSE and NSE.

Capitalized terms used but not defined herein have the meaning assigned to them in the Information Memorandum.

### 1. NAME AND ADDRESSES OF THE REGISTERED OFFICE AND CORPORATE OFFICE OF THE COMPANY

The name of the Company is Shankara Buildpro Limited. The Registered Office and Corporate Office of the Company is situated at No 21/1 & 35-A-1, Hosur Main Road, Electronic City, Veerasandra, Electronics City, Bangalore, Bangalore South, Karnataka, India, 560100.

### 2. DETAILS OF CHANGE IN NAME AND/OR OBJECT CLAUSE

Shankara Buildpro Limited was incorporated as "Shankara Buildpro Private Limited" on October 13, 2023, under the Companies Act, 2013 in the state of Karnataka vide Certificate of Incorporation dated October 13, 2023. Further, pursuant to conversion of our Company from private company into public company, the name of our Company was changed to "Shankara Buildpro Limited" vide Certificate of Incorporation dated November 30, 2023.

Further, there has been no change in the Object clause of the Company since incorporation.

### 3. CAPITAL STRUCTURE - PRE AND POST SCHEME OF ARRANGEMENT

The share capital of our Company, prior to the Effective date is set out below:

Particulars	Amount (in INR)
<b>Authorized Share Capital</b>	
3,00,00,000 Equity Shares of face value INR 10/- each	30,00,00,000
<b>Total</b>	<b>30,00,00,000</b>
Issued, Subscribed and paid-up share capital	
10,000 Equity Shares of face value INR 10/- each*	1,00,000
<b>Total</b>	<b>1,00,000</b>
<b>Securities Premium</b>	<b>Nil</b>

\*Entire Pre-Scheme issued, subscribed and paid-up capital is directly and through its nominees (100% legally and beneficially) held by SBPL. Prior to the Effective Date, SBPL was the promoter of the Company.

The share capital of our Company, post the Effective date is set out below:

Particulars	Amount (in INR)
<b>Authorized Share Capital</b>	
3,00,00,000 Equity Shares of face value INR 10/- each	30,00,00,000
<b>Total</b>	<b>30,00,00,000</b>
Issued, Subscribed and paid-up share capital	
2,42,49,326 Equity Shares of face value INR 10/- each	24,24,93,260
<b>Total</b>	<b>24,24,93,260</b>
<b>Securities Premium</b>	<b>Nil</b>

### 4. SHAREHOLDING PATTERN GIVING DETAILS OF THE SHAREHOLDING OF PROMOTER, PROMOTER GROUPS AND GROUP COMPANIES:

The shareholding pattern of the Company, prior to allotment of Equity Shares under the Scheme is as under:

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held	Shareholding as a % of total no of shares (As a % of (A + B + C2))	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities (including warrants) (as a percentage of diluted share capital)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
								No. of Voting Rights eg: x	Class eg: y	Total					
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV) + (V) + (VI)	(VIII)	(IX)			(X)	(XI)	(XII)	(XIII)	(XIV)
(A) Promoter & Promoter Group (Refer Note 1 below)		7	10000	0	0	10000	100.00	10000	0	10000	0	100.00	0	0.00	0
(B) Public		0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
(C) Non-Promoter-Non-Public															
(C1) Shares underlying DRs		0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	NA
(C2) Shares held by Employees Trusts		0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	NA	0
<b>Total</b>		<b>7</b>	<b>10000</b>	<b>0</b>	<b>0</b>	<b>10000</b>	<b>100.00</b>	<b>10000</b>	<b>0</b>	<b>10000</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>

Note 1: 99.94% of the shares of the Company (i.e. 9,994 shares) were held by SBPL and 0.06% shares (i.e. 6 shares) were held by 6 nominees on behalf of SBPL, therefore, the no. of shareholders is indicated as 7 (seven)

The shareholding pattern of the Company, post allotment of Equity Shares under the Scheme is as under:

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held	Shareholding as a % of total no of shares (As a % of (A + B + C2))	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities (including warrants) (as a percentage of diluted share capital)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form	
								No. of Voting Rights eg: x	Class eg: y	Total						
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV) + (V) + (VI)	(VIII)	(IX)			(X)	(XI)	(XII)	(XIII)	(XIV)	
(A) Promoter & Promoter Group		4	9742537	0	0	9742537	40.18	9742537	0	9742537	40.18	0	40.18	0	0.00	9742537
(B) Public		28662	14506789	0	0	14506789	59.82	14506789	0	14506789	59.82	0	59.82	0	0.00	NA
(C) Non-Promoter-Non-Public		0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	0
(C1) Shares underlying DRs		0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	0
(C2) Shares held by Employees Trusts		0	0	0	0	0.00	0	0	0	0.00	0	0	0.00	NA	NA	0
<b>Total</b>		<b>28666</b>	<b>24249326</b>	<b>0</b>	<b>0</b>	<b>24249326</b>	<b>100.00</b>	<b>24249326</b>	<b>0</b>	<b>24249326</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>24249326</b>

### 5. NAMES OF TEN LARGEST SHAREHOLDERS OF THE COMPANY - NUMBER AND PERCENTAGE OF SHARES HELD BY EACH OF THEM, THEIR INTEREST.

The details of the ten largest shareholders of the Company as on the Record Date:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the paid-up share capital (%)
1.	Sukumar Srinivas	9388787	38.72%
2.	Franklin India Small Cap Fund	1071467	4.42%
3.	Marval Guru Fund	860000	3.55%
4.	Singularity Equity Fund I	460000	1.90%
5.	Ohana India Growth Fund	388915	1.60%
6.	Wellington Trust Company, National Association Multiple Common Trust Funds Trust, Emerging Markets Opportunities Portfolio	359907	1.48%
7.			

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Particulars	Note No	As at 30-06-2025	As at 31-03-2025	As at 31-03-2024
(c) Other current assets	17	41.15	19.01	-
<b>Total current assets</b>		<b>1,270.68</b>	<b>1,195.35</b>	<b>0.01</b>
<b>Total Assets</b>		<b>1,329.77</b>	<b>1,253.72</b>	<b>0.02</b>
<b>II EQUITY AND LIABILITIES</b>				
Equity				
(a) Equity Share capital	18	0.01	0.01	0.01
(b) Share capital pending allotment	18 (ii)	24.25	24.25	-
(c) Other Equity	19	441.31	432.75	(0.02)
<b>Total Equity</b>		<b>465.57</b>	<b>457.01</b>	<b>(0.01)</b>
Liabilities				
(1) Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	20	1.79	2.40	-
(ia) Lease Liabilities	21	1.25	1.34	-
(ii) Other financial liabilities	22	0.01	0.01	-
<b>Total Non-current liabilities</b>		<b>3.05</b>	<b>3.75</b>	<b>-</b>
(2) Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	24	114.39	52.70	-
(ia) Lease Liabilities	25	0.39	0.44	-
(ii) Trade payables:-	26			-
(A) total outstanding dues of micro enterprises and small enterprises and		31.22	24.34	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		680.17	686.03	-
(iii) Other financial liabilities	27	11.95	10.49	0.03
(b) Other current liabilities	28	14.68	16.35	-
(c) Provisions	29	1.23	0.84	-
(d) Current Tax Liabilities(Net)	23(b)	7.12	1.77	-
<b>Total current liabilities</b>		<b>861.15</b>	<b>792.96</b>	<b>0.03</b>
<b>Total liabilities</b>		<b>864.20</b>	<b>796.71</b>	<b>0.03</b>
<b>Total Equity and Liabilities</b>		<b>1,329.77</b>	<b>1,253.72</b>	<b>0.02</b>

The above Statement should be read with the basis of preparation, Material Accounting Policies, statement of Restated Adjustments to the Restated Financial Statements and other explanatory notes to the Restated Financial Statements.

#### RESTATED STATEMENT OF PROFIT AND LOSS

(Rupees in Crores except Share data and as stated)

Particulars	Note No	For the Period ended 30-06-2025	For the Year ended 31-03-2025	For the period 13-10-2023 to the period ended on 31-03-2024
I Revenue From Operations	30	1,568.14	5,267.38	-
II Other Income	31	0.11	1.27	-
<b>III Total Income (I+II)</b>		<b>1,568.25</b>	<b>5,268.65</b>	<b>-</b>
<b>IV Expenses</b>				
(a) Purchases of Stock-in-Trade		1,523.75	5,038.38	-
(b) Changes in inventories of Stock-in-Trade	32	(38.70)	(35.29)	-
(c) Employee benefits expense	33	13.47	50.44	-
(d) Finance costs	34	9.04	42.27	-
(e) Depreciation and amortization expense	35	1.95	8.02	-
(f) Other expenses	36	16.97	63.76	0.03
<b>Total expenses (IV)</b>		<b>1,526.48</b>	<b>5,167.58</b>	<b>0.03</b>
<b>V Profit before exceptional items and tax (III-IV)</b>		<b>41.77</b>	<b>101.07</b>	<b>(0.03)</b>
<b>VI Exceptional items</b>				
<b>VII Profit before tax [V+VI]</b>		<b>41.77</b>	<b>101.07</b>	<b>(0.03)</b>
<b>VIII Tax expense:</b>	23(a)			
(1) Current tax		10.28	23.93	-
(2) Tax relating to earlier years		0.07	(0.10)	-
(3) Deferred tax		(0.65)	(0.92)	(0.01)
Total Tax Expense		9.70	22.91	(0.01)
<b>IX Profit for the year (VII-VIII)</b>		<b>32.07</b>	<b>78.16</b>	<b>(0.02)</b>
<b>X Other Comprehensive Income</b>				
<b>A Items that will not be reclassified to profit or loss</b>				
(i) Re-measurements of the defined benefit plans	43(b)	(0.02)	0.14	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.01	(0.04)	-
<b>Total A</b>		<b>(0.01)</b>	<b>0.10</b>	<b>-</b>
<b>B Items that will be reclassified to profit or loss</b>		-	-	-
<b>Total B</b>		-	-	-
<b>Total Other Comprehensive Income (A+B)</b>		<b>(0.01)</b>	<b>0.10</b>	<b>-</b>
<b>XI Total Comprehensive Income for the year (IX+X)</b>		<b>32.06</b>	<b>78.26</b>	<b>(0.02)</b>
<b>XII Earning per equity share: [Face value Rs.10 per share]</b>	37			
(1) Basic (in Rs.)*		13.23	32.23	(20.85)
(2) Diluted (in Rs.)*		13.23	32.23	(20.85)

#### \*Not annualised for the quarter

The above Statement should be read with the basis of preparation, Material Accounting Policies, statement of Restated Adjustments to the Restated Financial Statements and other explanatory notes to the Restated Financial Statements.

#### RESTATED STATEMENT OF CASH FLOWS

(Rupees in Crores except Share data and as stated)

Particulars	For the Period ended 30-06-2025	For the Year ended 31-03-2025	For the period 13-10-2023 to the period ended on 31-03-2024
<b>Cash flow from operating activities</b>			
Profit before tax	41.77	101.07	(0.03)
<b>Adjustments to reconcile profit before tax to net cash flow:</b>			
Depreciation and amortization expense	1.95	8.02	-
Loss on sale of property, plant & equipment	0.00	0.01	-
Profit on sale of property, plant & equipment \ Investment property	(0.00)	(0.04)	-
Gain on termination of lease	-	(0.11)	-
Unwinding of interest income on rental deposits	(0.06)	(0.35)	-
Adjustment pursuant to scheme of arrangement	(23.50)	(16.87)	-
Interest income	(0.01)	(0.23)	-
Write off of Inventory	-	-	-
Write off of property, plant and equipment	-	0.01	-
Interest expense	9.00	41.80	-
Interest on Lease liability	0.04	0.23	-
Interest on Income Tax	-	0.24	-
Bad Debts written off	0.00	2.23	-
Payables written back	-	(0.31)	-
Provision for employee benefits	0.39	0.44	-
Loss Allowance for doubtful trade receivables	2.23	3.53	-
<b>Operating profit before working capital changes</b>	<b>31.81</b>	<b>139.67</b>	<b>(0.03)</b>
Adjustments for:			
(Increase) / Decrease in inventories	(38.72)	(33.69)	-
(Increase) / Decrease in trade receivable	(26.44)	(142.14)	-
Decrease/ (Increase) in loans and other financial assets	0.07	(0.44)	-
Decrease/ (Increase) in other current assets	(22.14)	11.77	-
Decrease/ (Increase) in other non-current assets	(0.01)	0.08	(0.00)
(Decrease)/ Increase in trade payables	1.02	125.34	-
(Decrease)/ Increase in other financial liabilities	1.46	1.10	0.03
(Decrease)/ Increase in other current liabilities	(1.67)	(6.71)	-
(Decrease)/Increase in provisions	0.00	0.00	-
<b>Cash flow from/(used in) operations</b>	<b>(54.62)</b>	<b>94.98</b>	<b>(0.00)</b>
Income taxes paid	(5.03)	(26.74)	-
<b>Net cash flows from/(used in) operating activities (A)</b>	<b>(59.65)</b>	<b>68.24</b>	<b>(0.00)</b>
<b>Cash flow from investing activities</b>			
Consideration paid for purchase of property, plant & equipment (Including capital work-in-progress,capital advances and investment property)	(1.03)	(8.58)	-
Purchase of software (Including intangible assets under development)	(0.81)	(1.76)	-
Proceeds from sale of property, plant & equipment / Investment property	0.00	0.15	-
(Purchase)/proceeds from maturity of bank deposits/ unclaimed dividend	(0.04)	(0.17)	-
Interest receipt	0.01	0.23	-
<b>Net cash flows from/(used in) investing activities (B)</b>	<b>(1.87)</b>	<b>(10.13)</b>	<b>-</b>
<b>Cash flow from financing activities</b>			
Proceeds from issuance of Equity share capital	-	-	0.01
Principal element of lease payments	(0.14)	(1.20)	-

Particulars	For the Period ended 30-06-2025	For the Year ended 31-03-2025	For the period 13-10-2023 to the period ended on 31-03-2024
Interest on Lease liability	-	(0.04)	(0.23)
Repayment of term loans	-	(2.81)	(10.70)
Current Borrowings availed/ (repaid)	-	63.89	(9.60)
Interest paid	-	(9.00)	(41.95)
<b>Net cash flows from/(used in) financing activities (C)</b>	<b>51.90</b>	<b>(63.68)</b>	<b>0.01</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(9.62)</b>	<b>(5.57)</b>	<b>0.01</b>
<b>Cash and cash equivalents - at the beginning of the year / period</b>	<b>22.03</b>	<b>0.01</b>	<b>-</b>
<b>Pursuant to Scheme of Arrangement (Refer note 1.1)</b>	-	<b>27.59</b>	<b>-</b>
<b>Cash and cash equivalents - at the end of the year / period</b>	<b>12.41</b>	<b>22.03</b>	<b>0.01</b>

The above Statement should be read with the basis of preparation, Material Accounting Policies, statement of Restated Adjustments to the Restated Financial Statements and other explanatory notes to the Restated Financial Statements.

#### 11. LATEST RESTATED AUDITED FINANCIALS ALONG WITH NOTES TO ACCOUNTS AND ANY AUDIT QUALIFICATIONS

The restated financial information for the quarter ended June 30, 2025, year ended March 31, 2025 and March 31, 2024, have been provided in Point no 10 above. There are no audit qualifications for the period. The restated financial information along with notes are also available on Investors page of the Company's website i.e. at <https://shankarabuildpro.com/>.

#### 12. CHANGE IN ACCOUNTING POLICIES IN LAST THREE FINANCIAL YEARS AND THEIR EFFECT ON PROFITS AND RESERVES

There has been no change in accounting policies of the Company.

#### 13. SUMMARY TABLE OF CONTINGENT