

**Date: February 13, 2025**

**To,**  
**BSE Limited**  
1st Floor, New Trading Ring,  
Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001  
**Scrip Code: 540425**

**To,**  
**National Stock Exchange of India Limited**  
'Exchange Plaza', C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051  
**Symbol: SHANKARA**

**Sub: Voting results of the meeting of the Equity Shareholders of Shankara Building Products Limited ("Company") held on Wednesday, February 12, 2025, pursuant to the order of the Hon'ble National Company Law Tribunal, Bengaluru Bench**

Dear Sir / Madam,

The voting results of the meeting of the Equity Shareholders of Shankara Building Products Limited ("Company") held on Wednesday, February 12, 2025 pursuant to the order of the Hon'ble National Company Law Tribunal, Bengaluru Bench, in the format prescribed under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizers Report on e-voting (remote e-voting and e-voting at the Meeting) are enclosed.

The said results are also being uploaded on the Company's website and on the website of the KFin Technologies Limited (K-Fin). The same are also being displayed at the Registered Office at: G-2 Farah Winsford, No. 133, Infantry Road, Bengaluru, Karnataka- 560 001.

You are requested to take the above on record.

**For and on behalf of Shankara Building Products Limited**

Digitally signed by ereena vikram  
DN: cn=ereena vikram c=IN o=Personal  
Date: 2025-02-13 10:38+05:30

**Ereena Vikram**  
**Company Secretary & Compliance officer**  
**Place: Bangalore**  
**Encl: As above**

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

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

Email :- [info@shankarabuildpro.com](mailto:info@shankarabuildpro.com) | CIN:L26922KA1995PLC018990, | Website : [www.shankarabuildpro.com](http://www.shankarabuildpro.com)

**Shankara Building Products Limited**

**Voting Results - Meeting of the Equity shareholders of Shankara Building Products Limited**

<b>Date of the Meeting:</b>	February 12, 2025
<b>Total no. of shareholders on record date:</b> (the cut-off date for determining shareholders entitled to vote - February 4, 2025)	32,850
<b>No. of shareholders present in the meeting either in person or through proxy</b> Promoters and Promoter Group: Public:	Not Applicable
<b>No. of shareholders attending the meeting through Video Conferencing:</b> Promoters and Promoter Group: Public:	4 40

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## Resolution

**Resolution for approval of the Shareholders of the Company for the Scheme of Arrangement amongst Shankara Building Products Limited and Shankara Buildpro Limited and their respective shareholders & creditors (Scheme) in accordance with the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013**

Resolution Required:							Special Resolution*			
Whether promoter / promoter group are interested in agenda / resolution?							No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-favour	No. of votes-Against	% of votes in favour on votes polled	% of votes against on votes polled	Votes Invalid	Votes Abstained
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	1,19,42,537	1,19,42,537	100.0000	1,19,42,537	0	100.0000	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0	0
	<b>Total</b>		1,19,42,537	100.0000	1,19,42,537	0	100.0000	0	0	0
Public Institutions	E-Voting	27,06,972	23,79,702	87.9101	23,79,702	0	100.0000	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0	0
	<b>Total</b>		23,79,702	87.9101	23,79,702	0	100.0000	0	0	0
Public non-institutions	E-Voting	95,99,817	23,82,074	24.8137	23,81,092	982	99.9588	0.0412	0	0
	Poll		70	0.0007	70	0	100.0000	0	0	0
	Postal Ballot		0	0	0	0	0	0	0	0
	<b>Total</b>		23,82,144	24.8144	23,81,162	982	99.9588	0.0412	0	0

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<b>Total</b>	<b>2,42,49,326</b>	<b>1,67,04,383</b>	<b>68.8860</b>	<b>1,67,03,401</b>	<b>982</b>	<b>99.9941</b>	<b>0.0059</b>	<b>0</b>	<b>0</b>
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\* Majority in number representing three-fourths in value of the Equity Shareholders casting their votes through e-voting.

The Resolution for approval of the Scheme of Arrangement amongst Shankara Building Products Limited (Demerged Company) and Shankara Buildpro Limited (Resultant Company) and their respective shareholders and creditors, as set out in the Notice dated January 10, 2025, has been passed by the Members by requisite majority, pursuant to Section 230(6) of the Companies Act, 2013, through remote e-voting and e-voting at the Meeting.

**For and on behalf of Shankara Building Products Limited**

Digitally signed by ereena vikram  
DN: cn=ereena vikram c=IN o=Personal  
Date: 2025-02-13 10:38+05:30

**Ereena Vikram**  
**Company Secretary & Compliance officer**  
**Place: Bangalore**

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**ND SATISH**

**Practising Company Secretary**

No. 160 "Abhyudaya" First floor,  
2<sup>nd</sup> Main, 10<sup>th</sup> Cross, Nrupattunganagar,  
NGEF layout, Nagarbhavi,  
Bangalore 560 072  
Mobile: 08971403035, 09480709752  
e-mail: cs.ndsatish@gmail.com  
Peer Review Certificate No. 1737/2022

## SCRUTINIZER'S REPORT

To,  
The Chairman,  
**Shri Varun S.**, Advocate & Legal Consultant,  
Vruksha Law Chambers, Ground Floor, Chitrapur Bhavan,  
15th Cross, 8th Main Road, Malleshwaram,  
Bengaluru 560 055

### **Shankara Building Products Limited**

Registered office: G2 Farah Winsford,  
No.133, Infantry Road, Bengaluru 560 001

Dear Sir,

**Sub: Scrutinizer's Report on the results of voting at Meeting of Equity Shareholders of Shankara Building Products Limited ("Demerged Company/ Applicant Company No.1"/ "Company") held on Wednesday, 12 February 2025 at 11.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), pursuant to directions of the Hon'ble National Company Law Tribunal ("NCLT"), Bengaluru Bench, vide order dated December 18, 2024.**

I, N.D Satish, Practising Company (FCS-10003), having address at No.160, Abhyudaya First Floor, 2nd Main, 10th Cross, Nrupattunganagar, NGEF Layout, Nagarbhavi, Bangalore 560072, duly appointed as Scrutinizer by NCLT vide order dated 18<sup>th</sup> December, 2024 for the Meeting of Equity Shareholders of the Company for the purpose of scrutinizing the e-voting held prior to the Meeting of Equity Shareholders ('remote e-voting') and electronic voting ('e-voting') at the Meeting of Equity Shareholders held on Wednesday, February 12, 2025 at 11:00 A.M. (IST) held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of the Securities and





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Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) hereby furnish my Report to you.

1. I have been appointed as the scrutinizer to scrutinize the voting process at the said NCLT convened Meeting of Equity Shareholders of the Company held virtually for the purpose of considering the Scheme of Arrangement amongst Shankara Building Products Limited (Demerged Company) and Shankara Buildpro Limited (Resulting Company) and their respective Shareholders and Creditors under Sections 230-232 and other applicable provisions of the Act ("**Scheme**").
2. The notice of Meeting of Equity Shareholders has been sent to the Shareholders in respect of the below mentioned resolution passed at the Meeting of Equity Shareholders of the Company:
  - a. through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
  - b. through Registered Post to those Members whose email addresses are not registered and with the Company.
3. The notice of the Meeting along with the statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to the Equity Shareholders on 10 January 2025 in respect of the below mentioned resolution proposed at the Meeting of Equity Shareholders:

**"RESOLVED THAT** in accordance with the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, circulars and notifications made thereunder and the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), read with the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June 2023 issued by the SEBI and other circulars/guidelines issued by SEBI as may be applicable to the scheme of arrangement from time to time, the observation letters dated 1<sup>st</sup> July 2024 and 6<sup>th</sup> July 2024 issued by BSE Limited







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and National Stock Exchange of India Limited respectively and other relevant provisions of the Income-tax Act, 1961 and rules made thereunder and all other provisions of the applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association of the Company, and subject to the approval of the Hon'ble NCLT and such other approvals as may be necessary or as may be directed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Arrangement amongst Shankara Building Products Limited and Shankara Buildpro Limited and their respective shareholders & creditors ("**Scheme**") be and is hereby approved.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to





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authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/ required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme."

4. The e-voting facility both for remote e-voting and e-voting at the Meeting of Equity Shareholders were provided by KFin Technologies Limited ("KFin").
5. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for five days from 9.00 A.M. (IST) on Friday, 7 February 2025 and ended at 5.00 P.M. (IST) on Tuesday, 11 February 2025. Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.
6. The shareholders present at the Meeting of Equity Shareholders through VC/OAVM voted through e-voting facility at the Meeting provided by KFin at the Meeting of Equity Shareholders.
7. The Members holding Equity Shares as on the "cut-off date" i.e., the Tuesday, 4 February 2025 were entitled to vote on the Resolution proposed in the Notice calling the Meeting of Equity Shareholders.







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8. After the conclusion of e-voting at the Meeting of Equity Shareholders, the votes cast under remote e-voting and votes cast through e-voting at Meeting of Equity Shareholders were unblocked on Wednesday, February 12, 2025 at 11:46 A.M.(IST) in presence of two witnesses, Ms. Meghana H.L. and Mr. Sriram who are not in the employment of the Company as prescribed under sub-rule 3 (xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes cast there under were counted.

Names of witnesses	Signatures
Meghana H.L.	
Kishore N.	

9. Thereafter, the details containing *inter alia*, the list of the members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of KFin i.e <https://evoting.kfintech.com> and based on such reports.
10. The quorum fixed for the Meeting was as per section 103 of the Companies Act, 2013. The meeting was attended by 44 (forty-four) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). Since the said quorum was present, the Meeting of Equity Shareholders was duly called to order.
11. Based on the report generated from the e-voting portal of KFin the results of the remote e-voting and e-voting at Meeting of Equity Shareholders are as under:





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Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the Meeting of Equity Shareholders (Instapoll)		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	103	16703331	2	70	105	16703401	99.9941
Dissent	6	982	0	0	6	982	0.0059
<b>Total</b>	<b>109</b>	<b>16704313</b>	<b>2</b>	<b>70</b>	<b>111</b>	<b>16704383</b>	<b>100</b>

12. Based on the foregoing, the Resolution as proposed in the Notice of the NCLT Convened Meeting shall be deemed to have been approved on the date of the NCLT Convened Meeting of Equity Shareholders of the Company i.e., 12 February 2025 with a majority of Equity Shareholders exercising voting rights representing three-fourths in value in shares held by them and voted in favour through remote e-voting or by way of e-voting at the meeting. The Chairman may accordingly declare the result of the Meeting of Equity Shareholders.

13. The electronic data and all other relevant records relating to remote e-voting and e-voting at the meeting of Equity Shareholders were handed over to the Company Secretary of the Company for safe keeping.

Thanking You.

Yours sincerely,

ND Satish  
Scrutinizer  
Company Secretary  
UDIN: F010003F003924254



Date: 12 February 2025  
Place: Bengaluru