

**Date: February 12, 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: Summary of proceedings of the meeting of the Equity Shareholders of Shankara Building Products Limited (the "Company") held on Wednesday, February 12, 2025, at 11.00 AM (IST) through Video Conferencing /Other Audio-Visual Means ("VC/OAVM") pursuant to the order of the Hon'ble National Company Law Tribunal, Bengaluru Bench.**

Dear Sir / Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), we enclose herewith the summary of proceedings of the meeting of Equity Shareholders of the Company held on **Wednesday, February 12, 2025**, at 11.00 AM (IST) through Video Conferencing /Other Audio-Visual Means ("VC/OAVM") pursuant to the order of the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT") dated December 18, 2024 ("NCLT Order"), for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement amongst Shankara Building Products Limited and Shankara Buildpro Limited and their respective shareholders and creditors ("Scheme"), the details of which were given in the Notice dated January 10, 2025.

The meeting of Equity Shareholders commenced at 11:00 A.M. and concluded at 11:30 A.M.

Please note that the results of the remote e-voting and e-voting during the meeting and the Scrutinizer's Report on the same shall be submitted separately.

You are requested to take the above on record.

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

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

**Summary of proceedings of the meeting of the Equity Shareholders of Shankara Building Products Limited (the “Company”) held on Wednesday, February 12, 2025, at 11.00 AM (IST) through Video Conferencing /Other Audio-Visual Means (“VC/OAVM”) pursuant to the order of the Hon'ble National Company Law Tribunal, Bengaluru Bench**

**A. Date, Time and Venue of the Meeting**

A Meeting of the Equity Shareholders of the Company was held on **Wednesday, February 12, 2025, at 11.00 AM (IST)** through Video Conferencing /Other Audio-Visual Means (“VC/OAVM”) pursuant to the order of the Hon'ble National Company Law Tribunal, Bengaluru Bench.

**B. Proceedings in brief**

**Shri Varun S.**, Advocate & Legal Consultant, who was appointed as Chairperson of the Meeting by the aforesaid order of NCLT, chaired the meeting (“**Chairperson**”) of the Equity Shareholders of the Company. Ms. Ereena Vikram, Company Secretary of the Company assisted the Chairperson in conducting the said meeting.

The Company Secretary of the Company welcomed the Chairperson, Scrutinizer, Directors and Equity Shareholders present at the meeting. She informed the Equity Shareholders that the meeting was being held through VC/ OAVM, pursuant to the order passed by the Hon'ble NCLT and in compliance with the circulars issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India.

The Company Secretary also provided various details to the Equity Shareholders with respect to Questions-and-Answers session, remote e-voting, e-voting at the meeting, etc. The Equity Shareholders were informed that pursuant to the order of the Hon'ble NCLT, **Shri ND Satish**, Company Secretary, was appointed as the Scrutinizer to scrutinize the process of remote e-voting and e-voting at the meeting.

The requisite quorum being present, the Chairperson called the Meeting to order.

**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



On the request of the Chairperson, **Mr. Sukumar Srinivas**, the Managing Director of the Company, addressed the Equity Shareholders present at the meeting and briefed them by providing background, rationale and salient features of the Scheme of Arrangement between Shankara Building Products Limited and Shankara Buildpro Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. With the permission of the Equity Shareholders, Notice convening the meeting was taken as read.

Thereafter, the Chairperson requested the Scrutinizer for the orderly conduct of the e-voting at the meeting, and authorized M/s Ereena Vikram, Company Secretary of the Company, to receive and declare the voting results.

The given below agenda item, as per the Notice, were commended for Members' consideration and approval through the e-voting system:

*“Approval of proposed Scheme of Arrangement between Shankara Building Products Limited (“Demerged Company”) and Shankara Buildpro Limited (“Resultant Company”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.”*

The Chairperson informed the Equity Shareholders that the results of e-voting shall be disseminated on or before close of business hours on Friday, 14 February 2025 to the stock exchanges where the equity shares of the Company are listed and also be uploaded on the websites of the Company and KFin Technologies Limited (“KFin”) as the agency for providing the platform for both remote e-voting prior to the Meeting and e-voting during the Meeting, and also be displayed at the Company's Registered Office at Office at: G-2 Farah Winsford, No. 133, Infantry Road, Bengaluru, Karnataka- 560 001.

### **C. Voting by Equity shareholders**

The Company had provided remote e-voting facility to its Equity Shareholders to cast their votes electronically on the proposed resolution set out in the Notice of the meeting from 09:00 A.M. (IST) on Friday, February 7, 2025, to 05:00 P.M. (IST) on Tuesday, February 11, 2025.

Further, the facility to vote on the resolution through e-voting at the meeting was also made available from 11:00 A.M. to 11:30 A.M. to those Equity Shareholders who participated in the meeting but had not cast their votes earlier through remote e-voting.

**D. Results of e-voting (remote e-voting and e-voting at the Meeting)**

Details of voting results as required under Regulation 44(3) of the LODR Regulations along with the Scrutinizers Report will be submitted separately.

The meeting then concluded with a vote of thanks by the Chairperson.

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

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**Ereena Vikram**  
**Company Secretary & Compliance officer**