

Date: 29<sup>th</sup> March, 2022

To  
Department of Corporate services  
**BSE Limited**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, Phiroze Jeejeebhoy  
Towers, Dalal Street, Fort,  
Mumbai-400001  
**Scrip Code: - 540425**

To  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C-1,  
G Block, Bandra Kurla Complex,  
Bandra (E)  
Mumbai- 400051  
**Symbol- SHANKARA**

Dear Sir/ Madam

**Sub: Notice of the Extra- Ordinary General Meeting ("EGM").**

This is in continuation of our letter dated 24<sup>th</sup> March, 2022, we would like to inform you that the Extra Ordinary General Meeting ("EGM") of the Company is scheduled to be held on Wednesday, 20<sup>th</sup> April, 2022 at 11.30 A.M (IST) through Video Conference (VC) or Other Audio Visual Means (OAVM) pursuant to the General Circulars issued by the Ministry of Corporate Affairs and by the Securities and Exchange Board of India.

In this regard please find attached the Notice of the EGM. The same is made available on the Company's website at [www.shankarabuildpro.com](http://www.shankarabuildpro.com).

Please note that the Notice of the EGM will be sent only in electronic mode to the email addresses of the members which are registered with the Company/Registrar and Share Transfer Agent (RTA) and Depositories.

In compliance with the provisions of Companies Act, 2013, rules framed thereunder and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has fixed the following dates in connection with the EGM:

Cut-off date to vote on EGM resolutions	April 13, 2022
Commencement of e-voting	April 17, 2022 at 9.00 A.M (IST)
End of e-voting	April 19, 2022 at 5.00 P.M (IST)
EGM	April 20, 2022 at 11.30 A.M (IST)

This is for your information and record.

Thanking You  
Yours faithfully

**For Shankara Building Products Limited**



Ereena Vikram  
**Company Secretary & Compliance Officer**



**Registered Office :**  
G2, Farah Winsford, 133 Infantry Road,  
Bengaluru - 560 001. Karnataka  
Ph.: + 91- 080-40117777, Fax- +91-080-41119317

**Corporate Office :**  
No. 21/1 & 35-A-1, Hosur Main Road,  
Electronic City, Veerasandra, Bengaluru-560100  
Ph.: +91-080-27836955 | 080-27836244

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



## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the Members of **Shankara Building Products Limited** (“Company”) will be held on Wednesday, 20<sup>th</sup> April 2022, at 11.30 A.M (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), for which purpose the Registered office of the Company shall be deemed as the venue and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special business.

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### Item No. 1

#### **Increase of authorised share capital of the Company and alteration in the capital clause of the memorandum of association of the Company.**

*To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) including any amendment thereto or re-enactment thereof and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from the existing INR 25,00,00,000/- divided into 2,50,00,000 equity shares of INR 10/- each to INR 30,00,00,000/- divided into 3,00,00,000 equity shares of INR 10/- each, ranking pari passu in all respect with the existing equity shares of the Company as per the memorandum and articles of association of the company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Act, including any amendment thereto or re-enactment thereof and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by deleting the existing Clause V of the Memorandum of Association and substituting the following new clause as Clause V:

***“V. The Authorised Share Capital of the Company is INR 30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three crore) equity shares of INR 10/- (Rupees Ten Only) each.”***

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Ms. Ereena Vikram, Company Secretary & Compliance Officer and Mr. Alex Varghese, Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the relevant authorities as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

### Item No. 2

#### **Issuance of warrants convertible into equity shares to an entity not related to the promoters of the Company.**

*To consider and, if thought fit, to pass with or without modification, the following resolution to be passed as a Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Section 23 (1)(b), 42, and 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder (“Act”) read with Companies (Prospectus and



Allotment of Securities) Rules, 2014 , as amended and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“**SEBI (ICDR)Regulations**”), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, (“Listing Regulations”), enabling provisions of the Memorandum and Article Articles of Association of the Company, applicable rules, notifications and circulars issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and Reserve Bank of India and such other acts/rules/regulations as may be applicable and subject to necessary approvals/consents, if any, from the competent statutory and/or regulatory authorities, as may be applicable or necessary including the Securities Exchange Board of India (“**SEBI**”), BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) and subject to such terms and condition(s), correction(s), change(s) and/or modification (s) as may be prescribed by any of the competent statutory and/or regulatory authorities while granting consent(s), permission(s) or approval(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**” which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to offer, issue and allot, from time to time in one or more tranches, up 14,00,000 (Fourteen Lakhs) Warrants , with each Warrant convertible into, or exchangeable for, one equity share of face value of Rs. 10 each (the “Equity Shares”) on preferential allotment basis at a price of Rs.750/- (Rupees Seven Hundred and Fifty Only), which is higher than the floor price as arrived at in accordance with Chapter V of ICDR Regulations, aggregating to Rs. 105,00,00,000/-, within a period of 18 (eighteen) months from the date of allotment of Warrants, to the following entity (“Proposed Allottee”), who is not a promoter or a member of the promoter group to the extent detailed below in such manner, and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of ICDR Regulations, or other applicable laws in this respect:

<b>Name of the Proposed Allottee</b>	<b>No. of Warrants</b>
APL Apollo Mart Limited, wholly owned subsidiary of APL Apollo Tubes Limited.	14,00,000 Warrants @ Rs. 750 per Warrant aggregating to Rs. 105,00,00,000/- convertible into equal number of equity share of face value of Rs. 10 each within a period of 18 months.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the ICDR Regulations the ‘Relevant Date’ for the purposes of determining the floor price for the issue of Warrants is 21<sup>st</sup> March, 2022 which is 30 (Thirty) days prior to the date of shareholders’ meeting to be held on 20<sup>th</sup> April, 2022.

**RESOLVED FURTHER THAT** the Warrants shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (fifteen) days from the date of passing of shareholders resolution to be held on 20<sup>th</sup> April, 2022 provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- The Warrants may be exercised by the Proposed Allottee at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants (“Tenor”);



- In the event the Proposed Allottee do not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- The Proposed Allottee shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Proposed Allottee;
- The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company;
- Upon exercise of the Warrants by the Proposed Allottee, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Proposed Allottee and entering the name of Proposed Allottee in the records of the Company as the registered owner of such Equity Shares;

The warrants to be issued and allotted pursuant to the Preferential Issue and the equity shares to be subsequently issued upon conversion shall be listed and traded on the Stock Exchanges as per prescribed timelines subject to receipt of necessary regulatory permissions and approvals as the case maybe;

- A Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares will be payable by the Proposed Allottee at the time of exercising the Warrants;
- The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authorities as the case may be or any modifications thereof;
- The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in (both for pre-allotment holding as well as the allotted securities) for such period as specified under Chapter V of SEBI ICDR Regulations relating to preferential issues;
- The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Proposed Allottee thereof any rights with respect to that of a shareholder(s) of the Company; and
- Until the Warrants are converted into equity shares, the Company shall treat Proposed Allottee as the absolute owner for all purposes without being affected by any notice to the contrary.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval



thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and the Equity Shares to be issued on exercise of the Warrants by the Proposed Allottee and utilisation of proceeds of this issuance and take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

### **Item No. 3**

#### **Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013.**

*To consider and, if thought fit, to pass with or without modification, the following resolution to be passed as a Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the of the Companies Act, 2013 and rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and as per the Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount up to which monies may be borrowed by the Board of Directors shall not exceed ₹500 Crores (Rupees Five Hundred Crore Only) at any time and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** the Board of Directors (the “Board”, which term shall be deemed to include any Committee if so authorized by the Board thereof) be and are hereby authorized to do such acts, deeds, things and execute all such documents and undertaking as may be necessary for giving effect to the above resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”



#### Item No. 4

### Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180(1) (a) of the Companies Act, 2013.

*To consider and, if thought fit to pass, with or without modification(s), the following resolution as Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, for the sum borrowed, subject to the limits approved/as may be approved by the members under Section 180(1)(c) of the Companies Act, 2013; on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders / Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board.

**RESOLVED FURTHER THAT** the securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Board and concerned Lenders / Institutions.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or officers authorised by it in this regard, be and is / are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company.”

Date : 24<sup>th</sup> March, 2022  
Place : Bengaluru

By Order of the Board  
Sd/-  
Ereena Vikram  
Company Secretary and Compliance Officer  
ACS Membership No: 33459



## Notes:

1. Pursuant to the General Circulars issued by the Ministry of Corporate Affairs and by the Securities and Exchange Board of India (SEBI), Companies are allowed to hold EGM through VC, without the physical presence of Shareholders at common venue. Hence, in compliance with the Circulars, the proposed EGM of the Company is being held through Video Conference.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under Item 1, 2, 3 and 4 of the Notice is annexed hereto. The relevant details, pursuant to SEBI( Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are also annexed.

3. In compliance with MCA and SEBI Circulars, the notice of EGM is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company/ Depositories. Shareholders may note that the Notice will also be available on the Company's website [www.shankarabuildpro.com](http://www.shankarabuildpro.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin <https://evoting.kfintech.com/>

4. In terms of the MCA and the SEBI Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the Extra-Ordinary General Meeting ("EGM") and hence the proxy form and attendance slip are not annexed to the Notice. However, in pursuance of Section 113 of the Act, where a member is a body corporate such Members may appoint representative/s for the purpose of voting through remote e-voting, for participation in the Extra-Ordinary General Meeting ("EGM") through VC/OAVM facility and e-voting during the EGM. Scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the Extra-Ordinary General Meeting ("EGM") on its behalf and to vote through e-voting or during the EGM should be sent electronically through their registered email address to the Scrutinizer at [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [compliance@shankarabuildpro.com](mailto:compliance@shankarabuildpro.com).

5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI (LODR) Regulations, 2015, read with the MCA Circulars and the SEBI Circulars, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the Extra-Ordinary General Meeting ("EGM") and a facility for those Members participating in the Extra-Ordinary General Meeting ("EGM"), to cast vote through e-voting system during the Extra-Ordinary General Meeting. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of Wednesday, April 13, 2022.

6. KFin Technologies Limited ("KFin"), the Registrar & Transfer Agents (RTA) of the Company, will be providing the facility for participation in the Extra-Ordinary General Meeting ("EGM") through VC/OAVM and e-voting during the EGM. The procedure and instructions for participating in the Extra-Ordinary General Meeting through VC/OAVM and remote e-voting at the EGM are provided as part of this Notice.

7. In line with the MCA Circulars and SEBI Circulars, the Notice of the Extra-Ordinary General Meeting ("EGM") will be available on the website of the Company [www.shankarabuildpro.com](http://www.shankarabuildpro.com) on the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com), the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the website of KFin at <https://evoting.kfintech.com/>



8. Since the Extra-Ordinary General Meeting (“EGM”) will be held through VC/OAVM, the Route Map is not annexed to this Notice.

9. Attendance of the Members participating in the Extra-Ordinary General Meeting (“EGM”) through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. In case of joint holders attending the Extra-Ordinary General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members on Tuesday, April 19, 2022.

12. Members are requested to notify the RTA –KFin Technologies Limited, Selenium Tower B, Plot 31- 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, of any change in their address(es) to enable the Company to address future communications to their correct addresses including dividend matters.

13. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be:-

a. Change in their residential status on return to India for permanent settlement.

b. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable the Company to remit dividend to the said Bank Account directly.

14. Pursuant to SEBI circular No: SEBI /HO /MIRSD /DOP1 /CIR /P/2018/73 dated April 20, 2018 and notification No. SEBI/ LAD-NRO/GN/2018/24 dated June 08, 2018, the members are requested to take necessary steps to dematerialize shares that are held in physical form, as transfer of shares held in physical form is no longer permitted.

15. Pursuant to Clause 2 (h) of the Companies (Significant Beneficial Owners) Amendment Rules, 2019, individuals who hold a right or entitlement directly in the Company are requested to intimate the Company through a declaration in Form BEN-1.

16. The Notice of the Extra-Ordinary General Meeting (“EGM”) and instructions for e-voting are being sent only through electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s)/ RTA. For members who have not registered their email addresses, please refer Clauses 19 "Instructions to shareholders for participating in the EGM through VC/OAVM and for e-voting" to this Notice for detailed instructions for registration. To support the "Green Initiative", shareholders who have not registered their email addresses are requested to register the same with their DP's in case the shares are held in electronic form and with the RTA in case the shares are held by them in physical form.

17. Members may also note that the Notice of the Extra-Ordinary General Meeting (“EGM”) will be available on the Company's website under [www.shankarabuildpro.com](http://www.shankarabuildpro.com).

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit the PAN to the RTA, KFin.





## 19. Instructions to the Members for attending the e-EGM through Video Conference:

i. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members, the facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting (“EGM”) by electronic means through e-voting. The facility of casting the votes by the members using an electronic voting system for the EGM (“remote e-voting/ e-voting”) will be provided by KFin Technologies Limited (“KFin”)

ii. Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing situation, the Notice of the Extra-Ordinary General Meeting (“EGM”), is being sent only by email to the Members whose email addresses are registered with the Company / Depositories / RTA. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered with their DP or RTA for electronic and physical folios respectively, in the manner stated below. For updation of dividend mandate, please send the details to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

Process for registration of email address for obtaining Extra-Ordinary General Meeting (“EGM”) Notice (if not received by the Member) and/or obtaining user ID/ password for e-voting are stated as here under:

Physical Holding	Submit a request to KFin at <a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a> providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) for registering email address on or before April 13, 2022.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

iii. In light of the MCA Circulars, shareholders who have not registered their email addresses and in consequence, the EGM Notice could not be serviced, may temporarily get their email addresses registered with the Company’s RTA- KFin, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and follow the registration process. Post successful registration of the email address, the shareholder would get a soft copy of the EGM Notice and the procedure for e-voting along with the User ID and Password to enable e-voting for the Extra-Ordinary General Meeting (“EGM”). If you are already registered with KFin for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

iv. It is clarified that for permanent registration of email address, the members are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s RTA, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, India, by following due procedure.

v. Those members who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company’s RTA- KFin, to enable servicing of Notices / documents / Annual Reports and other communications electronically to their email address.

vi. The e-voting portal will open for voting on Sunday, April 17, 2022 from 9:00 A.M. (IST) to Tuesday, April 19, 2022 till 05:00 P.M. (IST), inclusive of both days. During this period, the members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date of Wednesday April



13, 2022 may cast their vote electronically. The e-voting module will be disabled by KFin on Tuesday, April 19, 2022, post 5.00 P.M. (IST). Once vote on a resolution is cast by the member, members shall not be allowed to change it subsequently or cast the vote again.

vii. Mr. S. Kannan (Membership No. FCS 6261) M/s. S. Kannan and Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

viii. A member may participate in the Extra-Ordinary General Meeting (“EGM”) even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the meeting.

ix. The Scrutinizer shall unblock the votes cast through remote e-voting and shall make, not later than 2 working days of the conclusion of the EGM, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him and declare the result of the voting forthwith.

x. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.shankarabuildpro.com](http://www.shankarabuildpro.com) and on the website of KFin <https://evoting.kfintech.com/> immediately after the declaration of result by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited, Mumbai.

xi. In case a person has become a Member of the Company after dispatch of the Notice but on or before the cut-of date for e-voting i.e. Wednesday, April 13, 2022 he/she may obtain the User ID and Password in the manner stated below. Institutional/ Corporate shareholders may write to KFin at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).

### **Instruction for remote e-voting is as follows:**

In case of Physical Shareholders & Non-Individual (Physical / Demat):

If the mobile number of the Member is registered against Folio No. /DP ID Client ID, the Member may send SMS: MYEPWD E-voting Event number + Folio No. (in case of physical shareholders) / DP ID Client ID (in case of Demat shareholders) to 9212993399.

Example for NSDL	MYEPWD IN12345612345678
Example for CDSL	MYEPWD 1402345612345678
Example for Physical	MYEPWD XXX1234567890

a. If email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “forgot password” and enter Folio No. / DP ID Client ID and PAN to generate a password.

b. Member may call KFin toll free number 1-800-3094-001 for all e-voting related matters.

c. Member may send an email request to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) for all e-voting related matters. If the member is already registered with KFin e-voting platform, then he can use his existing User ID and password for casting the vote through remote e-voting.

### **The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting: From 9:00 a.m. (IST) on Sunday, April 17, 2022.

End of remote e-voting: At 5:00 p.m. (IST) on Tuesday, April 19, 2022.



The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked by KFin upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

In case you are an individual shareholder, having shares in electronic / Demat mode then please refer to the e-voting procedure according to SEBI circular dated December 09, 2020.

**Login method for e-voting:**

As per the SEBI circular dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-voting facility.

NSDL	CDSL
<p>1. User already registered for IDeAS facility: **</p> <p>i. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</p> <p>ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>iii. On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-voting”.</p> <p>iv. Click on company name or e-voting service provider and you will be redirected to e-voting service provider website for casting the vote during the remote e-voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest **</p> <p>i. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Click on New System Myeasi.</p> <p>iii. Login with user ID and password.</p> <p>iv. Option will be made available to reach e-voting page without any further authentication.</p> <p>v. Click on e-voting service provider name to cast your vote.</p>
<p>2. User not registered for IDeAS e-Services</p> <p>i. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> (Select “Register Online for IDeAS”).</p> <p>or</p> <p><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>ii. Proceed with completing the required fields.</p> <p>** (Post registration completion, follow the process as stated in point no.1 above)</p>	<p>2. User not registered for Easi/Easiest</p> <p>i. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>ii. Proceed with completing the required fields.</p> <p>** (Post registration is completed, follow the process as stated in point no.1 above)</p>
<p>3. First time users can visit the e-voting website directly and follow the process below:</p> <p>i. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>v. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>	<p>3. First time users can visit the e-voting website directly and follow the process below:</p> <p>i. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</p> <p>ii. Provide demat Account Number and PAN No.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>iv. After successful authentication, user will be provided links for the respective Electronic Service Provider (ESP) where the e-voting is in progress.</p> <p>v. Click on company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>



### **Individual Shareholders (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Please click on e-voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

#### **Important note:**

Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' option available at above mentioned website.

<b>Members facing any technical issue - NSDL</b>	<b>Members facing any technical issue - CDSL</b>
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	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. On successful login, the system will prompt the member to select the e-voting Event Number “EVENT” for “Shankara Building Products Limited”.

b. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date, Wednesday, April 13, 2022, under "FOR / AGAINST" or alternatively, member may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed their total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

c. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios/ demat accounts.

d. Voting must be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.

e. Members may then cast their vote by selecting an appropriate option and click on “SUBMIT”.

f. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once a member confirms, he/ she will not be allowed to modify. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

g. Upon confirmation, the message 'Vote cast successfully' will be displayed. Once you have confirmed your vote on the resolution, you cannot modify your vote.

h. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI. Etc.) are also 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 authorized representative(s), to the Scrutinizer at [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [compliance@shankarabuildpro.com](mailto:compliance@shankarabuildpro.com). The scanned image of the above mentioned documents should be in the naming format “Shankara Building Products Limited\_ EVENT NO.”

xii. Shareholders will be provided with a facility to attend the Meeting through VC/OAVM provided by KFin. Shareholders may access the same by <https://emeetings.kfintech.com/> and clicking “Video Conference” and access the Shareholders/ Members login by using the remote e-voting credentials. The link for Meeting will be available in Shareholder/ Members login where the EVENT and the name of the Company can be



selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned in point xi.

xiii. The Members can join the Extra-Ordinary General Meeting thirty minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

xiv. Up to 1000 members will be able to join the EGM on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Scrutinizer and Auditors etc.

xv. Shareholders are encouraged to join the EGM through Laptops with Google Chrome for better experience. Further shareholders will be required to switch on Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

xvi. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

xvii. System requirements for best VC/OAVM experience:

<b>Instrument Description</b>	<b>Instrument Description</b>
Cell phone	Android 6.0+ Google Chrome28+ Mozilla Firefox 24+ (Chrome doesn't bolster screen sharing on Android). iOS 12.2+ Mobile Safari/WebKit (iOS 11+) (Safari Mobile doesn't bolster screen sharing on iOS)
ioS PC/ Desktop	Google Chrome (Best suggested) Firefox, Safari, Internet Explorer, Edge Microsoft Edge 12+ Google Chrome 28+ Mozilla Firefox, 22+ Safari 11+. Desktop should have outside mic and webcam introduced

xviii. Voting at EGM held through VC/OAVM

a. Only those members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote earlier through remote e-voting are eligible to vote through e-voting during the EGM.

b. Members who have voted through remote e-voting will be eligible to attend the EGM.

c. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of EGM under Section 103 of the Companies Act, 2013.

d. Upon declaration by the Chairman about the commencement of e-voting at EGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the EGM, which will take them to the 'Instapoll' page.

e. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

f. The Company has opted to provide the same electronic voting system at the Extra-Ordinary General Meeting, as used during remote e-voting and the said facility shall be operational till all the resolutions proposed in the EGM notice are considered and voted upon at the meeting but not exceeding 30 minutes from the commencement of e-voting as declared by the Chairman at the EGM and can be used for voting



only by those Members who hold shares as on the cut-off date viz. Wednesday, April 13, 2022 and who are attending the meeting and who have not already cast their vote(s) through remote e-voting.

**xix. Speaker Registration during Meeting session:**

a. Members, who would like to express their views or ask questions during the EGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com> and clicking on the tab 'Speaker Registration' and mentioning their registered email id, mobile number and city, during the period starting from Monday, April 18, 2022 10:00 A.M. (IST) and will close on Tuesday, April 19, 2022 at 10:00 A.M. (IST). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the EGM and the maximum time per speaker will be restricted to 3 minutes.

b. Members who want to get their pre-recorded video uploaded for display during the EGM of the Company, can also upload the same by visiting <https://emeetings.kfintech.com> and uploading their video in the 'Speaker Registration' tab, during Monday, April 18, 2022 to Tuesday, April 19, 2022, subject to the condition that size of such video should be less than 50 MB.

c. The Company reserves the right to restrict the number of speakers and display of videos uploaded by the Members depending on the availability of time for the EGM. Please note that questions of only those Members will be entertained/considered who are holding shares of Company as on the cut-off date viz Wednesday, April 13, 2022.

d. A video guide assisting the members attending EGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/video/howitworks.aspx>.

e. Members who need technical or other assistance before or during the EGM can contact KFin by sending email at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001 (toll free). For any other kind of support/assistance related to the EGM, members can also contact KFin Technologies Limited at 1800 309 4001.

f. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the EGM.

xx. In case of any queries related to e-voting/ participation in the EGM, you may refer to the Frequently Asked Questions (FAQ's) and e-voting user manual available in the "Downloads" section of <https://evoting.kfintech.com/> or contact KFin Technologies Limited at 1800 309 4001 (Toll Free).



## Explanatory Statement under Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated 24<sup>th</sup> March, 2022 for convening the Extra Ordinary General Meeting of the shareholders of the Company, and shall be taken as forming part of the Notice.

### Item No. 1

With a view to facilitate the Company's proposal to raise funds through issuance and allotment of warrants which can be exercised into equity shares of the Company on a preferential basis, and in order to create adequate headroom for subsequent issuance of equity shares/warrants, it is proposed to increase the existing authorized capital of the Company from the existing INR 25,00,00,000/- divided into 2,50,00,000 equity shares of INR 10/- each to INR 30,00,00,000/- divided into 3,00,00,000 equity shares of INR 10/- each.

Consequently, Clause V of the Memorandum of Association of the Company would also require alteration so as to reflect the increased authorised share capital. Pursuant to the provisions of the Companies Act, 2013, the consent of the shareholders of the Company is required for the proposed increase in the authorized share capital and alteration of the memorandum of association of the Company. Accordingly, the Board of Directors of the Company seeks the approval of shareholders of the Company for the same by way of an ordinary resolution. A draft copy of the altered Memorandum of Association can be inspected by the members before the meeting at Registered Office of the Company.

None of the directors and key managerial personnel of the Company/ their relatives are in any way, concerned or interested in this resolution, except to the extent of their shareholding in the Company.

The Board recommends the resolution set forth in item No. 1, as an Ordinary Resolution for the approval of the shareholders.

### Item No. 2

The Board of Directors of the Company ("Board"), at its meeting held on 24<sup>th</sup> March, 2022 considered a proposal to raise funds and, subject to applicable law and approval of the shareholders of the Company, approved the issue of the warrants to APL Apollo Mart Limited ("Acquirer"), wholly owned subsidiary of APL Apollo Tubes Limited, an entity which presently does not qualify as a promoter or member of the promoter group of the Company, by way of a preferential allotment on a preferential basis.

Upto 14,00,000 Warrants, each carrying a right to subscribe to one Equity Share per Warrant, at a price of Rs. 750/- per Warrant ("Warrant Price"), aggregating to Rs. 105,00,00,000/-.

*"The above price is higher than the floor price that has been arrived at in terms of Regulation 164(1) considering the relevant date as 21<sup>st</sup> March, 2022 and in terms of Regulation 166A considering the valuation report dated 24<sup>th</sup> March, 2022 issued by M/s Sundae Capital Advisors Private Limited (CIN: U65990DL2016PTC305412; Address: 3<sup>rd</sup> Floor, C-11, Community Centre, Janak Puri New Delhi-110058), a registered valuer ("Valuation Report"), in accordance with Chapter V of the ICDR Regulations as amended from time to time."*



The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

**1. Objects of the Preferential Allotment:**

The proceeds of the issue will be utilized for expansion plan, working capital gap requirements, and other general corporate purposes of the Company.

**2. The total number of warrants to be issued:**

Upto 14,00,000 Warrants, each carrying a right to subscribe to one Equity Share per Warrant, at a price of Rs. 750/- per Warrant ("Warrant Price"), aggregating to Rs. 105,00,00,000/-.

**3. Relevant Date:**

In accordance with the provisions of SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determination of the price of the equity shares to be issued and allotted shall be the date 30 (thirty) days prior to the date of passing of this Special Resolution by the Members of the Company or in the case where "Relevant Date" falls on weekend/ holidays, the day preceding the weekend/holidays, will be reckoned to be the Relevant Date. Accordingly, March 21, 2022 has been identified as the relevant date.

**4. Pricing of Preferential Issue:**

Warrant Exercise Price i.e. Rs.750/- has been determined taking into account the floor price calculated in accordance with Regulation 164(1) of the ICDR Regulations and also taking into account the price determined as per the valuation report dated 24<sup>th</sup> March, 2022 issued by M/s Sundae Capital Advisors Private Limited, a registered valuer ("Valuation Report") in terms of Regulation 166A of the ICDR Regulations as the holding of the allottee upon conversion will lead to more than 5% of fully diluted capital. The exercise price above is higher than higher of the above two prices.

**5. Basis on which the price has been arrived at:**

The warrants are issued at the price calculated based on the formula as per the ICDR guidelines. A certificate to that effect has been issued by the M/s Sundae Capital Advisors Private Limited registered valuer.

**6. Amount proposed to be raised by the Company by way of the Preferential Issue:**

In aggregate, the Company proposes to raise an amount of Rs. 105,00,00,000/- (One Hundred and Five Crores Only) by way of Preferential Issue of 14,00,000 Warrants at an exercise price of Rs. 750.00 per warrant.

**7. Intention of Promoters/Directors/Key Managerial Personnel to subscribe to the offer:**

None of the Promoters, Directors or Key Managerial Personnel intends to subscribe to the proposed issue.





**8. The name of the proposed allottee, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control:**

Sl.No	Name of the Proposed Allottee	Category/Class of Subscriber	Pre Issue % holding		Number of Warrants proposed to be allotted	Post Issue % holding	
			No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
1	APL Apollo Mart Limited	Public -Non Promoter	10,00,000	4.38	14,00,000	24,00,000	9.90%

The proposed allottee is a wholly owned subsidiary of APL Apollo Tubes Limited. Other than the said holding company there is no other beneficial owner or persons in control of the proposed allottee. The proposed allottee is not a promoter or member of the promoter group of the issuer and the said status will not change pursuant to the allotment of shares upon conversion of the warrants under the proposed issue.

Further, there will be no change in control of the issuer pursuant to the allotment of shares upon conversion of the warrants under the proposed issue.

**9. The pre-issue and post-issue shareholding pattern of the Company:**

Please refer to the Annexure-1 to this Notice for details.

**10. Proposed time within which the allotment shall be completed:**

As required under the Regulation 170 of the ICDR Regulations, the Company shall complete the allotment of warrants as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s), as the case may be.

**11. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment has been made to any person as of the date of this Notice.

**12. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in management or control of the Company pursuant to the issue of the equity shares after conversion from the warrants.



**13. The percentage of post preferential issue capital that may be held by the allottee(s) is as under:**

Please refer to Paragraph 8 above.

**14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable.

**15. Lock-in-period:**

The proposed allotment of the warrants and later equity shares upon exercising the rights attached to the warrants shall be subject to a lock-in as per the requirements of the ICDR Regulations.

**16. Principal terms of assets charged as securities:**

None.

**17. Auditor's certificate:**

A certificate from Practicing Company Secretary certifying that the issue of warrants in accordance with requirements of the ICDR Regulations is being made available on the website of the company at [www.shankarabuildpro.com](http://www.shankarabuildpro.com).

**18. Report of a registered valuer:**

Valuation Report issued by the registered valuer valuing the equity share of the company is being made available on the website of the company at [www.shankarabuildpro.com](http://www.shankarabuildpro.com).

The Board of Directors of the Company believes that the proposed preferential issue is in the interest of the Company and its Members. Accordingly, consent of the members is being sought for the Special Resolution as set out at Item No. 2 of the Notice.

**19. Undertaking:**

a. The Proposed Allottee has confirmed that it has not sold any shares of the company during the 90 trading day's period prior to the relevant date.

b. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.

c. None of the directors of the Company are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) of the SEBI (ICDR) Regulations are not applicable.

d. None of the Company's directors are fugitive economic offenders, as defined under the SEBI (ICDR) Regulations.

e. The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI (ICDR) Regulations. If the amount payable on account of the



re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested in this resolution, except to the extent of their shareholding in the Company.

Date : 24<sup>th</sup> March, 2022  
Place : Bengaluru

By Order of the Board  
Sd/-  
Ereena Vikram  
Company Secretary and Compliance Officer  
ACS Membership No: 33459



## ANNEXURE-1

### Shareholding Pattern of the Company before and after the Preferential Issue

Sl. No	Category of shareholder	Pre-Issue		Post-Issue	
		No. of Shares Held	% of Shares Held	No. of Shares Held	% of Shares Held
<b>A Shareholding Pattern of the Promoter and Promoters' Group</b>					
1.	Individuals/Hindu Undivided Family	1,17,39,337	51.37	1,17,39,337	48.41
2.	Bodies Corporate	1,66,200	0.73	1,66,200	0.69
	<b>Total of A</b>	<b>1,19,05,537</b>	<b>52.10</b>	<b>1,19,05,537</b>	<b>49.10</b>
<b>B Shareholding Pattern of the Public Shareholder</b>					
1.	Mutual Funds	8,41,218	3.68	8,41,218	3.46
2.	Alternative Investment Fund	1,08,311	0.47	1,08,311	0.45
3.	Foreign Portfolio Investors	19,98,964	8.75	19,98,964	8.24
5.	Non-Resident Indian	37,865	0.17	37,865	0.16
6.	Non Resident Indian Non Repatriable	29,503	0.13	29,503	0.12
7.	Clearing Members	1,69,502	0.74	1,69,502	0.70
8.	Trusts	80,061	0.35	80,061	0.33
9.	Resident Individuals	45,53,167	19.93	45,53,167	18.78
10.	Hindu Undivided Family	3,11,225	1.36	3,11,225	1.28
11.	Bodies Corporate	28,13,973	12.32	42,13,973	17.38
	<b>Total of B</b>	<b>1,09,43,789</b>	<b>47.90</b>	<b>1,23,43,789</b>	<b>50.90</b>
	<b>Grand Total of A+B</b>	<b>2,28,49,326</b>	<b>100</b>	<b>2,42,49,326</b>	<b>100</b>

\*As on March 25, 2022 and the above shareholding pattern has been arrived on the assumption that the entire 14,00,000 share warrants proposed to be issued would be converted into Equity Shares.

Item No. 3 & 4

In terms of the provision of Section 180(1) (c) and 180 (1) (a) of the Companies Act, 2013 (the "Act"), the powers to borrow in excess of the limits of paid-up share capital, free reserves and securities premium account and create security on such borrowings can be exercised by the Board of Directors only with the consent of the Members obtained by way of special resolution.

It is therefore proposed to increase the borrowing limits from ₹350/- (Rupees Three Fifty Crore) to ₹500/- Crore (Rupees Five Hundred Crore Only) or aggregate of paid-up capital, free reserves and securities premium of the Company, whichever is higher and to create charge/mortgage/hypothecation on the Company's properties upto the said limit.

Approval of the Members is therefore being sought, to borrow money upto ₹ 500/- Crore (Rupees Five Hundred Crore only) or the aggregate of the paid-up-capital, free reserve and securities premium



account of the Company, whichever is higher, and to create charge /mortgage/hypothecation on the Company's properties upto the said limit.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out in item No. 3 & 4 of the Notice for approval by the Members.

Date : 24<sup>th</sup> March, 2022  
Place : Bengaluru

By Order of the Board  
Sd/-  
Ereena Vikram  
Company Secretary and Compliance Officer  
ACS Membership No: 33459