



Notice of 31st Annual General Meeting

Notice is hereby given that the Thirty First Annual General Meeting of the members of Shankara Building Products Limited will be held on Thursday, June 18, 2026 at 11.00 A.M (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

Ordinary Business:

Item No.1 - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with Report of Auditors thereon.

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company and to pass the following resolution as an **Ordinary resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with reports of the Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

Item No.2 - To re-appoint Mr. Dhananjay Miralay Srinivas (DIN: 09108483) as a Director of the Company who retires by rotation.

To re-appoint Mr. Dhananjay Miralay Srinivas (DIN: 09108483), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013, Mr. Dhananjay Miralay

Srinivas (DIN: 09108483), who retires by rotation being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

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

Special Business

Item No.3 - Reappointment of Mr. Sukumar Srinivas (DIN: 01668064) as Managing Director of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including any statutory modifications or re-enactments thereof for the time being in force and based on the recommendation of Nomination and Remuneration Committee of the Company and subject to such sanctions as may be necessary, the consent of members be and is hereby accorded for re-appointment of Mr. Sukumar Srinivas (DIN: 01668064), as Managing Director ('MD') of the Company for a period of five years with effect from 01/04/2026 not liable to retire by rotation, upon the terms and conditions set out in the statement annexed to the Notice convening this meeting, including the remuneration, if any, to be paid on such terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement annexed to the Notice convening this Meeting.



RESOLVED FURTHER THAT Mr. Sukumar Srinivas (DIN:01668064) shall not be paid any remuneration, sitting fees, commission, perquisites or other monetary benefits during the tenure of his re-appointment as Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to foregoing resolution.”

Item No.4 - Appointment of Mr. Medepalli Eswara Rao (DIN: 11696395) as an Independent director.

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

“RESOLVED THAT Mr. Medepalli Eswara Rao (DIN: 11696395), who was appointed as an Additional Director in the capacity of Independent Director (Non-Executive) with effect from May 5, 2026 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in terms of Section 161 of the Companies Act, 2013 (“Act”) read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Medepalli Eswara Rao (DIN: 11696395) as an Independent Director of the Company, who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for appointment as an Independent Director of the Company, be and is hereby approved for a term of five consecutive years commencing from May 5, 2026 up to May 4, 2031 (both days inclusive), and he shall not be liable to retire by rotation.

Item No.5 - Amendment in the main object clause of the memorandum of association of the company.

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Registrar of Companies and such other approvals, consents and permissions as may be required from regulatory authorities, and approval of the members of the Company be and is hereby accorded to alter the existing Sub-Clause 5 of Clause III(A) of Main objects Clause of Memorandum of Association of the Company by substituting the same with the following new Clause:

“To carry on the business of transports, carriers and public carriers of goods, merchandise, commodities and articles of all kinds, whether by land, water, rail or road or by any other means of conveyance whatsoever, either in the Company's own name or otherwise; to undertake and carry on the business of courier and express delivery services, clearing and forwarding agents, warehouse keepers, freight agents and logistics agents for and on behalf of owners of goods, luggage, parcels, materials, articles, commodities and other movable property of all kinds and descriptions; to undertake and carry on the business of warehousing and storage of goods of all kinds including operating, managing, leasing and renting out and collecting of rentals and deposits and building of warehouses distribution centres and logistics parks and to provide value-added warehousing services including inventory management, packaging and order fulfilment services; and to carry on the business of offering end-to-end logistics solutions including supply chain management, freight forwarding, customs clearance and multimodal transportation and to provide technology-driven logistics platforms, warehouse management systems and transport management systems and to provide consultancy services in all the above-mentioned areas and to carry on the business of purchase, manufacture, supply ,



distribution, import, export, sale or to otherwise deal with electrical products, including but not limited to, lights, fans, cables, wires, switches and all kinds of electronics, including all kinds of kitchen items, and solar water heaters and all kinds of solar powered products and all varieties and types of paints and related products, including but not limited to chemical formulations, primer and metal paints, and all kind of construction material, including but not limited to cement, RMC and related aggregators, such as jelly and sand”.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company be altered accordingly to reflect the above insertion.

RESOLVED FURTHER THAT the Directors / Company Secretary of the Company be and are hereby severally authorized to sign, execute and file all necessary forms, applications, documents and returns with the Registrar of Companies and other statutory authorities as may be required, and to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to the aforesaid resolutions and to complete all formalities as required under the provisions of the Act.”

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

**Ramesh S
Company Secretary & Compliance Officer
Membership No: ACS 73558**

**Place : Bengaluru
Date : May 5, 2026**

Notes:

1) The 31st Annual General Meeting (“AGM”) of the Company is being held through VC/OAVM without the physical presence of the Members at a common venue, pursuant to the provisions of the Companies Act, 2013 (“Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and the Ministry of Corporate Affairs, Government of India (“MCA”) General Circular No. 09/2024 dated 19 September 2024, read with General Circular Nos. 20/2020 dated 5 May 2020, 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 02/2021 dated 13 January 2021, 02/2022 dated 5 May 2022 and

10/2022 dated 28 December 2022 (collectively referred to as “MCA Circulars”), and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023 (“SEBI Circular”).

2) The Company has availed the services of KFin Technologies Limited (“KFin”) for conducting the AGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the AGM (Insta Poll).

3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, as this AGM is being held through VC/OAVM, and physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for the AGM and therefore the Proxy Form and Attendance Slip is not annexed to this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4) The statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect of the business under Item Nos. 2 to 5 set out in this Notice and the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the persons seeking appointment / re-appointment as Director at the AGM, is annexed hereto.

5) Pursuant to above MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for F.Y. 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company’s website i.e. www.shankarabuildingproductsltd.com, websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Kfin, i.e. <http://evoting.kfintech.com>.

6) Shareholders whose email address is not



registered with the Company/RTA or with their respective Depository Participants are requested to register their e-mail address in the following manner:

- Shareholders holding shares in physical form can register their email id with the RTA by sending an email along with the KYC forms with supporting documents at einward.ris@kfintech.com.
- Shareholders holding shares in demat mode may update the e-mail address through their Depository Participant(s).

Shareholders may note that registration of email address and mobile number is mandatory while voting electronically and joining virtual meeting.

7) The Register of Members and Share Transfer Books of the Company will remain closed from

Thursday, June 11, 2026 to Thursday, June 18, 2026 (both days inclusive) for the purpose of Annual General Meeting.

8) Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/ update their KYC details including email address by submitting duly filled and signed Form ISR-1 at einward.ris@kfintech.com along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at www.shankarabuildingproductsltd.com and on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

9) Updating of mandate for receiving dividend directly in bank account through Electronic Clearing system:

Physical Holding	Send hard copies of the following details/ documents to the Registrar at, KFin Technologies Limited, Selenium Tower, B Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally Rangareddi, Hyderabad- 500032
	a) Form ISR-1 and ISR -2 along with supporting documents. The said forms can be accessed by following the link https://www.jswsteel.in/investors/downloads or and on the website of the RTA at https://ris.kfintech.com/clientservices/isc/isrforms.aspx
	b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents: i) Cancelled cheque in original; ii) Bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
	c) Self-attested copy of the PAN Card of all the holders; and
	d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company. Alternatively, Shareholders may reach out to RTA through web-portal https://ris.kfintech.com to refer to the process.
Demat Holding	Members holding shares in electronic form are requested to update their Electronic Bank Mandate with their respective DPs.



- Members are requested to note that, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. Accordingly, all unclaimed / unpaid dividends of the Company in respect of financial year 2018-19 have been transferred to the IEPF. Members who have not encashed their final dividend warrants for the FY 2018-19 or thereafter are requested to write to the Company's Registrar and Share Transfer Agent.

- Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, the shares in respect of such unclaimed dividends are also liable to be transferred to the designated Demat account of the Investor Education and Protection Fund (IEPF) Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

- We urge members to support environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com, to receive copies of the Annual Report 2025-26 in electronic mode. Members may follow the KYC process for registration of email ID to obtain the report and update of bank account details for the receipt of dividend. Shareholders may follow KYC steps as mentioned above for the registration of their email ID.

- In terms of the amended Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition, transfer of securities of listed companies shall not be processed unless the securities are held in dematerialized form with a Depository. In view of the above, members holding

shares in physical form are requested to consider converting their holdings to dematerialized form.

- As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.shankarabuildingproductsltd.com (under 'Investors' section). Members are requested to submit the said details to their depository participants ("DPs") in case the shares are held by them in electronic form and to KFin Technologies Limited in case the shares are held by them in physical form.

- With effect from 1 April 2020, the erstwhile dividend distribution tax (DDT) has been abolished and the dividend income is now taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. Shareholders are requested to refer to the applicable Finance Act, and amendments thereof for the prescribed rates for various categories.

- Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at an early date through email on compliance@shankarabuildpro.com. The same will be replied by the Company in due course.

- The recorded transcript of the AGM will be hosted on the website of the Company.

- SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (subsequently amended as on December 20, 2023 and August 4, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.



Online Application for Investor Query, Service Request & Grievance

Members are hereby notified that our RTA, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have launched an online application which can be accessed at <https://ris.kfintech.com> > Investor Services > Investor Support.

Members are requested to register / sign up, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

Senior Citizens - Investor Support

As part of the initiative, our RTA, in order to enhance investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com. Senior Citizens (above 60 years of age) must provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

KPRISM Mobile App (Android & iOS)

Mobile applications for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. Users are requested to download the application and register with the PAN number. Post verification, user can use

functionalities like – Check portfolio / holding, check IPO status / Demat / Remat, Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.

Instructions for remote e-voting:

a) Any person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on Wednesday, June 10, 2026 only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on Monday, June 15, 2026 at 9:00 a.m. IST and ends on Wednesday, June 17, 2026 at 5:00 p.m. IST. The remote e-voting module shall be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.

b) The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

c) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Kfin for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a shareholder using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Kfin.

d) In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9 December 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers ("ESPs"), thereby facilitating seamless authentication and convenience of participating in e-voting process.



The details of the process and manner for e-voting are explained hereinbelow:

A. Login method for e-voting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants (“DPs”) in

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

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility. Login method for Individual shareholders holding securities in demat mode is given below:





Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	A. Users registered for NSDL IDeAS facility Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period. B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote. C. By visiting the e-voting website of NSDL: 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the ‘Shareholder/Member’ section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.



	D. NSDL Speede Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSD Mobile App is available on    
--	---

Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with CDSL	A. Existing users who have opted for Easi/Easiest: 1.Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi 2.Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3.After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote. B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote. C. By visiting the e-voting website of CDSL: 1.The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2.After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.



Type of shareholders	Login method
Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)	1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider- KFinTech 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 respective websites.	
Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:	
Members facing any technical issue - NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free No.: 022 - 4886 7000 and 022 - 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

1. Initial password is provided in the body of the e-mail.
2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

4. After entering the details, click on LOGIN.
5. You will reach the password change menu wherein, you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT, i.e., 9732



8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.

10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.

11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at cs.skannan@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'SBPL_EVENT No.'

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1-800-309-4001 (toll free).

Information and instructions for Insta Poll:

- The facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll. This facility will be made available on the

Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. A "Vote" icon, will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote will be able to cast their vote by clicking on this icon.

- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker at <https://emeetings.kfintech.com> from Monday, June 15, 2026 (9.00 a.m. IST) to Wednesday, June 17, 2026 (5.00 p.m. IST). Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that, members' questions will be answered only if the shareholder continues to hold shares of the Company as of the cut-off date.

- Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF/JPG Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutiniser through e-mail at cs.skannan@gmail.com with a copy marked to KFin Technologies Limited at ramdas.g@kfintech.com.

- Only those Members / shareholders, who will be present in the AGM through Video Conference OAVM / facility and have not cast their vote through remote e-Voting are eligible to vote in the AGM. However, members who have voted through Remote e-Voting will be eligible to attend the AGM.

- In case of joint holders attending the AGM, 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.

Other Instructions:

- Mr. S. Kannan, Practicing Company Secretary, (Membership No. FCS 6261; C. P No. 13016) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and transparent manner.

The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the



AGM, thereafter unblock the votes cast through remote e-voting and submit, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.shankarabuildingproductsltd.com and also communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed, within two working days of the conclusion of the AGM.

The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.

The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection during the meeting in electronic mode and same may be accessed upon [login to https://evoting.kfintech.com](https://evoting.kfintech.com).

The recorded transcript of the forthcoming AGM on Thursday, June 18, 2026, shall be maintained by the Company and also be made available on the website of the Company www.shankarabuildpro.com.

Since the AGM will be held through VC / OAVM, Route Map is not annexed to this Notice.

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

Item No. 2

Mr. Dhananjay Miralay Srinivas (DIN: 09108483) has been associated with the Company for the past Six years. During this tenure, he has played a key role in driving strategic growth initiatives, strengthening business relationships, and expanding market presence. His contributions have significantly supported the Company's long-term objectives.

Committee Chairmanship & Membership:

He is a member in Risk Management Committee.

Shareholding in the Company:

As on the date of notice, Mr. Dhananjay Miralay Srinivas holds 81,050 equity shares in the Company. Mr. Dhananjay Miralay Srinivas is an immediate relative of Mr. Sukumar Srinivas, Managing Director of the Company. The Board recommends the Ordinary Resolution set forth in the Item No. 2 of the Notice for approval of the members.

Item No. 3

The Board of Directors of the Company, at its meeting held on February 10, 2026, upon the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Sukumar Srinivas (DIN: 01668064) as Managing Director of the Company for a further period of five years with effect from April 1, 2026, subject to the approval of the Members at the ensuing Annual General Meeting.

Mr. Sukumar Srinivas has been associated with the Company with 40+ years and has played a pivotal role in the growth and development of the Company. Under his leadership, the Company has achieved significant progress in the areas of business expansion, operational efficiency, financial performance, and strategic development.

The terms and conditions of re-appointment, including remuneration payable to Mr. Sukumar Srinivas are in accordance with the provisions of Sections 196, 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief profile and other disclosures as required under the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2) are provided in the Annexure to this Notice.

Committee Chairmanship & Membership:

He is a member in Audit Committee, Risk Management Committee and Corporate Social Responsibility Committee.



Shareholding in the Company:

As on the date of notice, Mr. Sukumar Srinivas holds 93,88,787 equity shares in the Company. Mr. Sukumar Srinivas is an immediate relative of Mr. Dhananjay Miralay Srinivas, Non-Executive and Non-Independent Director of the Company. The Board considers that the continued association of Mr. Sukumar Srinivas would be beneficial to the Company and accordingly recommends the Resolution set out at Item No. 3 of the Notice for approval of the Members as a Ordinary Resolution.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board at its meeting held on May 5, 2026 appointed Mr. Medepalli Eswara Rao as an Additional Director of the Company and also as Independent Director not liable to retire by rotation, for a term of five consecutive years, i.e., from May 5, 2026 upto May 4, 2031 (both days inclusive), subject to approval of the Shareholders by way of Special Resolution. In terms of Regulation 17(1C) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company is required to obtain the approval of Members for appointment of a director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The profile and specific areas of expertise of Mr. Medepalli Eswara Rao are provided as Annexure to this Notice. Mr. Medepalli Eswara Rao has also confirmed that he is in compliance of Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Institute of Corporate Affairs.

Mr. Medepalli Eswara Rao has given his declaration to the Board, inter alia, that

- (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations;
- (ii) is not restrained from acting as a Director by virtue of any order passed by SEBI or any such authority;
- (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director and;
- (iv) has confirmed that he is not aware of any

circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge his duties.

In the opinion of the Board, Mr. Medepalli Eswara Rao is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Medepalli Eswara Rao on the Board of the Company and accordingly the Board recommends the appointment of Mr. Medepalli Eswara Rao as an Independent Director as proposed in the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Shareholders.

Item No. 5

The Board of Directors of the Company, with a view to strengthening the Company's strategic focus and positioning it to capitalize on the significant growth opportunities in the logistics and supply chain sector, has proposed to amend the Main Objects Clause of the Memorandum of Association of the Company to specifically include and emphasize warehousing and logistics activities. The proposed amendment will enable the Company to undertake and expand its presence in the development, operation and management of warehousing infrastructure, including warehouses, distribution centres and to provide value-added services such as inventory management, packaging, order processing and fulfilment. The Board believes that a focused entry and expansion into the warehousing and logistics segment will provide the Company with access to high-growth, asset-backed and recurring revenue opportunities. The proposed amendment is intended to provide the Company with greater operational flexibility and to align its object clause with its long-term growth strategy.

The alteration of the Memorandum of Association requires approval of the Members by way of a Special Resolution in accordance with the provisions of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company. The Board accordingly recommends the Special Resolution for approval of the Members.



Annexure to the Notice

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

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

Name of Director	Mr. Dhananjay Miralay Srinivas
Date of Birth	10/08/1995
Date of first appointment on Board	16/05/2025
Brief Profile/Experience/Expertise/Skills in specific functional area	Mr. Dhananjay Miralay Srinivas (DIN: 09108483) has been associated with the Company for the past six years. During this tenure, he has played a key role in driving strategic growth initiatives, strengthening business relationships, and expanding market presence. His contributions have significantly supported the Company's long-term objectives.
Qualifications	Bachelor of Arts, legal studies from University of Massachusetts, Amherst. eMDP from Indian Institute of Management, Kozhikode.
Terms and conditions of appointment/ re-appointment	As per appointment letter.
Details of remuneration sought to be paid	Nil
Remuneration last drawn by such person, if applicable	₹30,00,000 per annum
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Immediate Relative of Mr. Sukumar Srinivas, Managing Director of the Company.
Number of Meetings of the Board attended during the year	Nil
Directorship held in other companies	Shankara Buildpro Limited Taurus Value Steel & Pipes Private Limited Purple Splash Materials Private Limited
Membership/ Chairmanship of committees of other companies*	Risk Management Committee
Shareholding in the Company	81,050

*The Board of Directors, at its meeting held on October 9, 2025, redesignated Mr. Dhananjay Miralay Srinivas (DIN: 09108483) from Whole-Time Director to Non-Executive Director (liable to retire by rotation), with effect from October 9, 2025. Accordingly, he is not eligible for remuneration.



Name of Director	Mr. Sukumar Srinivas
Date of Birth	18/09/1960
Date of first appointment on Board	01/04/2013
Brief Profile/Experience/Expertise/Skills in specific functional area	Mr. Sukumar Srinivas has nurtured the Company since its inception. With a career spanning 40+ years in the building products industry, his vision and leadership have been the driving forces behind our success.
Qualifications	Bachelor's degree in Commerce from Loyola College, Chennai, affiliated with the University of Madras, and a Post Graduate Diploma in Business Management from the prestigious Indian Institute of Management, Ahmedabad (IIMA).
Terms and conditions of appointment/ re-appointment	As per appointment letter. Date of Reappointment- April 1, 2026 Term: 5 Years commencing from April 1 2026 to March 31, 2031 (both days inclusive).
Details of remuneration sought to be paid	Nil
Remuneration last drawn by such person, if applicable	₹1,17,81,000 (per annum)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Immediate Relative of Mr. Dhananjay Miralay Srinivas, Non-Executive and Non-Independent Director of the Company.
Number of Meetings of the Board attended during the year	8
Directorship held in other companies	Shankara Buildpro Limited Taurus Value Steel & Pipes Private Limited Vishal Precision Steel Tubes & Strips Private Limited Centurywells Roofing India Private Limited Shankara Holdings Private Limited
Membership/Chairmanship of committees of Company*	Audit Committee Risk Management Committee Corporate Social Responsibility Committee
Shareholding in the Company	93,88,787



Name of Director	Mr. Medepalli Eswara Rao
Date of Birth	10 August, 1969
Date of first appointment on Board	Tuesday, May 5, 2026
Brief Profile/Experience/Expertise/Skills in specific functional area	Mr. Medepalli Eswara Rao has over 35 years of rich and diverse experience in ERW precision tubes manufacturing, pipe galvanizing, Continuous Galvanizing Line (CGL), and cold rolling operations. His professional journey includes significant contributions in both project development and plant operations, covering areas such as plant setup and commissioning, process improvement, production planning, maintenance management, and quality assurance. He possesses in-depth technical expertise and hands-on experience in optimizing manufacturing processes, improving productivity, and ensuring compliance with safety and quality standards.
Qualifications	i. Bachelor of Mechanical Engineering, From Mahatma Gandhi kasi Vidyapit, UP. (AMIE institute of Engineers Calcutta) ii. Diploma in Mechanical Engg Hyderabad, A.P
Terms and conditions of appointment/ re-appointment	As per appointment letter.
Details of remuneration sought to be paid	Nil
Remuneration last drawn by such person, if applicable	Sitting Fee will be paid as decided by the Board
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not inter se related to any other Director or Key Managerial Personnel.
Number of Meetings of the Board attended during the year	Nil
Directorship held in other companies	Vishal Precision Steel Tubes & Strips Private Limited
Membership/ Chairmanship of committees of other companies*	Nil
Shareholding in the Company	Nil

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



Statement containing additional information as required in Schedule V of the Companies Act, 2013:

Mr. Dhananjay Miralay Srinivas, Non-Executive and Non-Independent Director

a. General Information

1. Nature of industry:

Shankara Building Products Limited is engaged in the manufacturing and processing of precision steel tubes, cold rolled strips, roofing profiles, and accessories.

2. Date or expected date or of commencement of Commercial production:

The Company has commenced its commercial operations in the year 1995.

3. Financial performance based on given indicators:

As per Audited Standalone Financial results:
(₹ in Crores)

Particulars	2025-26	2024-25
Total Income	135.02	1.44
Total Expenses	141.44	5.45
Profit before tax	(6.59)	(4.01)
Profit after tax	(6.75)	(5.18)

4. Foreign investments or Collaborations:

There are no foreign investments or collaborations in existence as on March 31, 2026.

b. Information about the appointee:

1. Background details:

Mr. Dhananjay Miralay Srinivas (DIN: 09108483) holds a Bachelor of Arts degree in Legal Studies from University of Massachusetts Amherst and has completed an Executive Management Development Programme (eMDP) from Indian Institute of Management Kozhikode.

2. Past remuneration:

The remuneration of Mr. Dhananjay Miralay Srinivas as Executive Director of the Company was ₹30,00,000/- (Rupees Thirty Lakhs Only). The Board of Directors at its meeting held on October 9, 2025 redesignated Mr. Dhananjay Miralay Srinivas (DIN: 09108483) from Whole-Time Director to Non-Executive Director / Director (liable to retire by rotation), with effect from October 9, 2025.

3. Recognition or awards: Nil

4. Job profile and his suitability:

Mr. Dhananjay Miralay Srinivas (DIN: 09108483) has been associated with the Company for the past six years in the capacity of Director. During this tenure, he has played a key role in driving strategic growth initiatives, strengthening business relationships, and expanding market presence. His contributions have significantly supported the Company's long-term objectives.

5. Remuneration proposed:

Mr. Dhananjay Miralay Srinivas has voluntarily decided to forgo and opt out of receiving any sitting fees payable to him for attending meetings of the Board and/or its Committees, with effect from 9th October 2025.

6. Comparative remuneration: Nil

7. Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any:

Mr. Dhananjay Miralay Srinivas is an immediate relative of Mr. Sukumar Srinivas, Managing Director of the Company.

8. Other Information:

Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

The Management is confident to achieve financial performance in the forthcoming years.



Mr. Sukumar Srinivas, Managing Director

a. General Information

1. Nature of industry:

Shankara Building Products Limited is engaged in the manufacturing and processing of precision steel tubes, cold rolled strips, roofing profiles, and accessories.

2. Date or expected date or of commencement of Commercial production:

The Company has commenced its commercial operations in the year 1995.

3. Financial performance based on given indicators:

As per Audited Standalone Financial results:

(₹ in Crores)

Particulars	2025-26	2024-25
Total Income	135.02	1.44
Total Expenses	141.44	5.45
Profit before tax	(6.59)	(4.01)
Profit after tax	(6.75)	(5.18)

4. Foreign investments or Collaborations:

There are no foreign investments or collaborations in existence as on March 31, 2026.

b. Information about the appointee:

1. Background details:

Mr. Sukumar Srinivas has nurtured the Company since its inception. With a career spanning 40+ years in the building products industry, his vision and leadership have been the driving forces behind our success.

He holds a Bachelor's degree in Commerce from Loyola College, Chennai, affiliated with the University of Madras, and a Post Graduate Diploma in Business Management from the

prestigious Indian Institute of Management, Ahmedabad (IIMA).

2. Past remuneration:

Pursuant to the Scheme of Arrangement approved by the Hon'ble NCLT, the remuneration payable to Mr. Sukumar Srinivas, Managing Director, stands transferred to and shall be borne by the Resulting Company with effect from Effective Date. Accordingly, no remuneration is proposed to be paid by the Company to the Managing Director during his tenure of re-appointment.

3. Recognition or awards: Nil

4. Job profile and his suitability:

Mr. Sukumar Srinivas has been associated with the Company since its inception and has played a significant role in shaping its growth and strategic direction. With over 40 years of rich experience in the building products industry, his leadership, deep industry knowledge, and long-term vision continue to contribute meaningfully to the Company's sustained growth and success.

5. Remuneration proposed: Nil

6. Comparative remuneration: Nil

7. Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any:

Mr. Sukumar Srinivas is an immediate relative of Mr. Dhananjay Miralay Srinivas, Non-Executive and Non-Independent Director of the Company.

8. Other Information:

Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

The Management is confident to achieve financial performance in the forthcoming years.



Mr. Medepalli Eswara Rao, Independent Director

a. General Information

1. Nature of industry:

Shankara Building Products Limited is engaged in the manufacturing and processing of precision steel tubes, cold rolled strips, roofing profiles, and accessories.

2. Date or expected date or of commencement of Commercial production:

The Company has commenced its commercial operations in the year 1995.

3. Financial performance based on given indicators:

As per Audited Standalone Financial results:

(₹ in Crores)

Particulars	2025-26	2024-25
Total Income	135.02	1.44
Total Expenses	141.44	5.45
Profit before tax	(6.59)	(4.01)
Profit after tax	(6.75)	(5.18)

4. Foreign investments or Collaborations:

There are no foreign investments or collaborations in existence as on March 31, 2026.

b. Information about the appointee:

1. Background details:

Mr. Medepalli Eswara Rao (DIN: 11696395) holds a Bachelor of Mechanical Engineering from Mahatma Gandhi kasi Vidyapit, UPv(AMIE institute of Engineers Calcutta) and Diploma in Mechanical Engg Hyderabad, A.P

2. Past remuneration: Sitting Fee

3. Recognition or awards: Nil

4. Job profile and his suitability:

Mr. Medepalli Eswara Rao has over 35 years of rich and diverse experience in ERW precision tubes manufacturing, pipe galvanizing, Continuous Galvanizing Line (CGL), and cold rolling operations. His professional journey includes significant contributions in both project development and plant operations, covering areas such as plant setup and commissioning, process improvement, production planning, maintenance management, and quality assurance. He possesses in-depth technical expertise and hands-on experience in optimizing manufacturing processes, improving productivity, and ensuring compliance with safety and quality standards.

5. Remuneration proposed: As stated in the Explanatory Statement at Item No. 4 of this Notice.

6. Comparative remuneration: Nil, as he is eligible for sitting fees.

7. Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any: Nil.

8. Other Information: Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The Management is confident to achieve financial performance in the forthcoming years.

By Order of the Board
For Shankara Building Products Limited

Ramesh S
Company Secretary & Compliance Officer
Membership No: ACS 73558

Place : Bengaluru
Date : May 5, 2026