

## IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

### BIDDER'S UNDERTAKING FOR BID CUM APPLICATION FORM

*(IN CASE OF A JOINT APPLICATION, THE CONFIRMATIONS, AUTHORISATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST BIDDER WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT BIDDERS. THE FIRST BIDDER SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE OFFER OF EQUITY SHARES.)*

On the basis of the red herring prospectus dated March 13, 2017, ("RHP"), GID and having studied the attached details as per the Abridged Prospectus, I/we hereby apply for Allotment to me/us of the Equity Shares in the Offer upto my/our Bids for maximum number of Equity Shares at or above the Offer Price, to be discovered through the Book Building Process. I/We hereby confirm that I am/we are eligible person(s) to invest in the Offer in accordance with applicable laws. The amount payable on Bidding has been blocked with SCSB. I/We agree to accept the Equity Shares Bid for, or such lesser number as may be allotted to me/us subject to the terms of the RHP, Abridged Prospectus, the GID, the Bid cum Application Form and other applicable laws. I/We undertake that I/we will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares which may be Allotted and to register my/our address as given in the depository records and to place my/our name on the register of members of the Company. I/We note that in case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the BRLMs have the right to reject Bids (including on technical grounds) at the time of acceptance of Bid cum Application Form provided that the reasons for rejecting the same shall be provided to such Bidder in writing, whereas it has a right to reject it from Non-Institutional Bidders and Retail Individual Bidders based only on technical grounds and/or as specified in the Abridged Prospectus, GID and the RHP. I/We authorise the Company to make the necessary changes in this Bid cum Application Form and the RHP for filing of the Prospectus with the Registrar of Companies, Karnataka at Bangalore without intimation to me/us and use this Bid cum Application Form as the Application Form for the purpose of the Offer.

**I/WE CONFIRM THAT:** EITHER I am/we are Indian National(s) resident in India and I am/we are not applying for the said Equity Shares as nominees of any person resident outside India or Foreign Nationals OR I am/we are Indian National(s) resident in India and I am/we are applying for the said Equity Shares as Power of Attorney holder(s) of Non-Resident Indian(s) as mentioned on Non-Repatriation basis OR I am/we are Indian National(s) resident outside India and I am/we are applying for the said Equity Shares on my/our own behalf through NRO account on Non Repatriation basis. I am/we are, or at any time the Equity Shares are purchased will be, the beneficial owner of such Equity Shares and I/We and any customer I/We represent, (a) am/are located outside the United States within the meaning of Regulation S under the U.S. Securities Act of 1933, as amended, (the "Securities Act") and (b) am/are not an affiliate of the Company, or a person acting on behalf of such affiliate.

**FOR QIB BIDDERS:** We confirm that the Bid size/maximum Equity Shares applied for by us do not exceed the relevant regulatory approvals/limits. I am/ We are not prohibited from accessing capital markets under any order/ruling/ judgment of any regulatory, judicial or any other authority, including SEBI or under the provisions of any law, regulation or statute.

**Further:** 1) In accordance with ASBA process provided in the SEBI ICDR Regulations and as disclosed in the RHP, I/we authorise (a) the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or the RTAs or the CDPs, as the case may be, to do all acts as are necessary to make the application in the Offer, including uploading my/our Bid, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Bid cum Application Form, transfer of funds to the Public Issue Account on receipt of instruction from Registrar to the Offer, after finalisation of Basis of Allotment; and (b) the Registrar to the Offer to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalisation of the Basis of Allotment. 2) In case the amount available in the specified bank account is insufficient as per the highest Bid option, the SCSB shall reject the application. 3) I/We hereby authorise the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or CDPs or the RTAs, as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band.

Please note that in accordance with FEMA Regulations, Non-Residents are not permitted to participate in the Offer, except (i) FPIs (investing under the portfolio investment scheme in accordance with Schedule 2A of the FEMA Regulations); (ii) FIIs (investing under the portfolio investment scheme in accordance with Schedule 2 of the FEMA Regulations); and (iii) Eligible NRIs (investing on a non-repatriation basis in accordance with Schedule 4 of the FEMA Regulations) upto an aggregate foreign investment limit of 49% or sectoral or statutory cap, whichever is lower. Further, other Non-Residents such as FVCIs, multilateral and bilateral development financial institutions are not permitted to participate in the Offer. As per the existing policy of the Government of India, OCBs cannot participate in the Offer. For further details see "Offer Procedure" and "Restrictions on Foreign Ownership of Indian Securities" on page 198 and 197 of RHP.

### INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM

- Name of sole/ first Bidder should be exactly the same as it appears in the depository records. In case of joint Bids, only the name of the first Bidder (which should also be the first name in which the beneficiary account is held) should be provided in the Bid cum Application Form.
- The first Bidder, should mention his/ her PAN allotted under the Income Tax Act, except for Bids by or on behalf of the Central or State Government and the officials appointed by the Courts and by investors who are exempt from the requirement of obtaining/ specifying their PAN for transacting in the securities market and by investors residing in the state of Sikkim, the Bidders, or in the case of Bid in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/ her PAN allotted under the Income Tax Act. Any Bid cum Application Form without the PAN is liable to be rejected.
- The Bid means an 'Indication to make an Offer' and not as 'An Offer'.
- Based on the PAN, DP ID and Client ID provided by the Bidders, the Registrar will obtain Demographic Details registered with depository participants to be used, among other things, for allotment, technical rejections or unblocking ASBA account. Hence, Bidders are advised to immediately update any change in their Demographic Details as appearing on the records of the depository participant to ensure accuracy of records. Please note that failure to do so could result in failure in allotment of Equity Shares, delays in unblocking of ASBA Account at the Bidders sole risk and neither the Syndicate or the Registered Brokers or the Registrar to the Offer or RTAs/CDPs or the SCSBs nor the Company shall have any responsibility and undertake any liability for the same.
- Bid Lot and Price Band:** The Price Band and the minimum bid lot will be decided by the Company and the Selling Shareholders, in consultation with the BRLMs, and will be advertised, at least five Working Days prior to the Bid/Offer Opening Date, in all editions of the English national newspaper Business Standard, all editions of the Hindi national newspaper Business Standard and the Bengluru edition of the Kannada newspaper Vijayavani (Kannada being the regional language of Karnataka, where our Registered and Corporate Office is located), each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the websites of the BRLMs and at the terminals of the Syndicate Members.  
**Maximum and Minimum Bid Size:** In case of resident Retail Individual Bidders, such number of Equity Shares such that the Bid Amount does not exceed ₹ 200,000. Bids at the Cut-Off Price indicate their agreement to purchase the Equity Shares at the Offer Price, as determined at the completion of the Book Building Process. In case of Non-Institutional Bidders and QIB Bidders, the minimum Bid size shall be such number of Equity Shares such that Bid Amount exceeds ₹ 200,000. The maximum Bid by any investor should not exceed the investment limits prescribed for them by applicable laws.
- Please tick Category as applicable to ensure proper upload of Bid in Stock Exchange system.
- Please tick investor status as applicable. Please ensure investor status is updated in your depository records.
- Total Bid Amount payable must be calculated for the highest of three options, at Bid price, at the time of the submission of the Bid cum Application Form. **Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted.** NRI Bidders bidding on a non-repatriation basis by using Resident Forms are required to authorise their SCSB to block their Non-Resident Ordinary (NRO) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. The NRI Bidders bidding on a non repatriation basis can obtain the Bid cum Application Form from the Company's Registered and Corporate Office or from any of the members of the Syndicate or CDPs or RTAs or Registered Brokers from their offices. Bidders please ensure that your Bank has notified an SCSB Branch in the city where Bid cum Application Form is being submitted.
- Only the first Bidder is required to sign the Bid cum Application Form /Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Account holder is mandatory. If the first Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder.
- Other Instructions:** a. Bids must be made only in the prescribed Bid cum Application Form. b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the members of the Syndicate, Registered Broker, CDPs, RTAs, and/or SCSBs will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms. c. Ensure that all applicable documents in support of the Bid are attached with the Bid cum Application Form.
- The Applicants may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid cum Application Form is liable to be rejected.
- The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdiction where such offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**Note :** Terms used but not defined herein shall have the meaning assigned to such terms in the RHP. For detailed instructions for filling the various fields of this Bid cum Application Form, please refer to the GID, which is available on the websites of the BRLMs and Stock Exchanges.

TEAR HERE

	COMPANY CONTACT DETAILS	REGISTRAR CONTACT DETAILS
<ul style="list-style-type: none"><li>In case of queries related to Allotment/ credit of Allotted Equity Shares, the Bidders should contact Registrar to the Offer</li><li>In case of Bids submitted to the SCSBs, the Bidders should contact the relevant SCSB</li><li>In case of queries related to upload of Bids submitted to the Syndicate Members/RTAs/Registered Brokers/ CDPs, as applicable the Bidders should contact the relevant Designated Intermediary.</li></ul>	<b>SHANKARA BUILDING PRODUCTS LIMITED</b> <b>Registered and Corporate Office:</b> G2, Farah Winsford, No. 133, Infantry Road, Bengaluru 560 001, Karnataka, India. <b>Contact Person:</b> Ereena Vikram, Company Secretary and Compliance Officer; <b>Tel:</b> +91 80 4011 7777; <b>Fax:</b> +91 80 4111 9317 <b>E-mail:</b> info@shankarabuildpro.com; <b>Website:</b> www.shankarabuildpro.com <b>Corporate Identity Number:</b> U26922KA1995PLC018990	<b>KARVY COMPUTERSHARE PRIVATE LIMITED</b> Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad 500 032 <b>Tel:</b> +91 40 6716 2222 <b>Fax:</b> +91 40 2343 1551 <b>E-mail:</b> einward.ris@karvy.com <b>Investor Grievance E-mail:</b> shankara.ipo@karvy.com <b>Website:</b> https://karisma.karvy.com <b>Contact Person:</b> M Murali Krishna <b>SEBI Registration No.:</b> INR000000221