



**Date: August 13, 2024**

To The Deputy Manager Department of Corporate Services BSE Limited PJ Towers, Dalal Street Mumbai – 400 001 <b>Scrip Code: 532784 &amp; 890205</b>	To The Manager The National Stock Exchange of India Limited Exchange Plaza, Plot No C/1, G Block Bandra Kurla Complex Mumbai – 400 051 <b>Scrip Code: SOBHA &amp; SOBHAPP</b>
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Dear Sir / Madam,

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated August 08, 2024, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process (“evoting”) for:

1. Appointment of Mr. Subba Rao Amarthaluru (DIN 00082313) as an Independent Director of the Company.
2. Appointment of Mr. Gopal B Hosur (DIN: 08884883) as an Independent Director of the Company.

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners, as on Friday, August 09, 2024 (“Cut-off Date”), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. The Company has engaged the services of Link Intime India Private Limited (“Link Intime” or “Registrar and Transfer Agent”), as the agency to provide e-voting facility to all its members. The e-voting facility will be available during the following period:

<b>Remote e-voting period - Commencement of Remote e-Voting</b>	9:00 a.m., Wednesday, August 14, 2024
<b>Remote e-voting period – End of Remote e-Voting</b>	5.00 p.m., Thursday, September 12, 2024 [Remote e-voting module shall be disabled post this date]

The Postal Ballot Notice is also available on the Company's website at [www.sobha.com](http://www.sobha.com)

This is for your information and records.  
Yours sincerely,

**FOR SOBHA LIMITED**

**Bijan Kumar Dash**  
**Company Secretary & Compliance Officer**  
**Membership No. ACS 17222**

**SOBHA LIMITED**

REGD & CORPORATE OFFICE: ‘SOBHA’, SARJAPUR – MARATHALLI OUTER RING ROAD, BELLANDUR POST, BANGALORE – 560103, INDIA  
CIN: L45201KA1995PLC018475 | TEL.: +91 80-49320000 | [www.sobha.com](http://www.sobha.com) | Email id -[Investors@sobha.com](mailto:Investors@sobha.com)



## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended)

**Dear Member(s),**

**NOTICE** is hereby given to the members of Sobha Limited that, pursuant to Section 108, 110 and other applicable provisions if any, of the Companies Act, 2013 (**the “Act”**), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (**the “MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) (**“SEBI LODR Regulations”**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**“SS-2”**) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution as set out hereunder is proposed for approval of members, through postal ballot (**the “Postal Ballot”**) by way of remote e-voting (**“e-voting”**).

Further, in terms of the MCA Circulars, this Postal Ballot Notice is sent only through electronic mode to those members who have registered their email addresses with the Company or depository / depository participants. If your email address is not registered, please follow the process provided in the notes to receive this Postal Ballot Notice. The communication of assent / dissent of the Members shall only take place through the remote e-Voting system.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice for your consideration.

The Board of Directors of the Company (**the “Board”**) has appointed Mr. Nagendra D Rao (Membership No. 5553, COP No. 7731), Practising Company Secretary and failing him, Mr. Natesh K (Membership No. 6835, COP No. 7277) Practising Company Secretary, as the Scrutinizer (**the “Scrutinizer”**) for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The Company has engaged Link Intime India Private Limited (Link Intime), to provide remote e-Voting facility to the Members, in compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations. The detailed procedure with respect to e-voting is mentioned in this Notice.

Members are requested to record their assent (FOR) or dissent (AGAINST) through remote e-voting **which commences from 09:00 A. M. (IST) on Wednesday, August 14, 2024 and ends at 05:00 P.M. (IST) on Thursday, September 12, 2024**. Remote e-voting shall be disabled by Link Intime immediately thereafter and will not be allowed beyond the said date and time.

### SOBHA LIMITED

REGD & CORPORATE OFFICE: ‘SOBHA’, SARJAPUR – MARATHALLI OUTER RING ROAD, BELLANDUR POST, BANGALORE – 560103, INDIA  
CIN: L45201KA1995PLC018475 | TEL.: +91 80-49320000 | [www.sobha.com](http://www.sobha.com), email id: [investors@sobha.com](mailto:investors@sobha.com)

Upon completion of the scrutiny of the remote e-Voting data provided by the Link Intime, the Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him. The result of the Postal Ballot shall be Announced within two working days from the Conclusion of the e-voting. The said results along with the scrutinizer's report shall be displayed on Company website <https://www.Sobha.com>, communicated to the stock exchanges and will be displayed simultaneously on the website of the Stock exchanges and RTA.

**SPECIAL BUSINESS:**

**ITEM NO 1:**

**1. Appointment of Mr. Subba Rao Amarthaluru (DIN: 00082313) as an Independent Director of the Company:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**SEBI LODR Regulations**”), based on the recommendation of the Nomination, Remuneration and Governance Committee, Mr. Subba Rao Amarthaluru (DIN: 00082313), who was appointed as an Additional Director designated as Non-Executive Independent Director of the Company with effect from August 08, 2024, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI LODR Regulations, and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 08, 2024 upto August 7, 2029 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee of the Board constituted to exercise its powers conferred by this resolution) be and is hereby authorized to do all acts, deeds, matters and things as may be required for the purpose of giving effect to this Resolution.”

**2. Appointment of Mr. Gopal B. Hosur (DIN: 08884883) as an Independent Director of the Company:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“**SEBI LODR Regulations**”), based on the recommendation of the Nomination, Remuneration and Governance Committee, Mr. Gopal B. Hosur (DIN: 08884883), who was appointed as an Additional Director designated as Non-Executive Independent Director of the Company with effect from August 08, 2024, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI LODR Regulations, and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as an

Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 08, 2024 upto August 7, 2029 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Listing Regulations, approval of the member be and is hereby accorded for continuation of Mr. Gopal B. Hosur, as a Non-executive Independent Director of the Company after he attains the age of 75 years on March 3, 2029, till expiry of his term.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of the Board constituted to exercise its powers conferred by this resolution) be and is hereby authorized to do all acts, deeds, matters and things as may be required for the purpose of giving effect to this Resolution.”

**By order of the Board of Directors  
Sobha Limited**

**Bijan Kumar Dash  
Company Secretary & Compliance Officer  
Membership No:ACS 17222**

**Place: Bangalore**

**Date: August 08, 2024**

**Regd. Office:**

“SOBHA”, Sarjapur – Marthahalli Outer Ring Road (ORR),  
Devarabisanahalli, Bellandur Post,  
Bangalore - 560103

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions if any, of the Companies Act, 2013 (the **Act**), Secretarial Standards and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), setting out the material facts and reasons pertaining to the resolution herein above is annexed herewith for your consideration.
2. Members may note that the Postal Ballot Notice will also be available on the website of the Company, [www.sobha.com](http://www.sobha.com) on the website of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of Registrar and Transfer Agent, Link Intime India Private Limited at <https://instavote.linkintime.co.in>
3. As required under Regulation 36 of the SEBI LODR Regulations and Standard 1.2.5 of SS-2 i.e. Secretarial Standard on General Meetings, the relevant details of Directors seeking appointment are given in the annexure to this Postal Ballot Notice.
4. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, members may also send their request to the Company at [investors@sobha.com](mailto:investors@sobha.com) for inspection of said documents mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
5. The Postal Ballot Notice is being sent to all the Members, whose name appears in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Friday, August 09, 2024 (Cut-off date) and the voting

rights shall also be reckoned on the paid-up value of shares registered in the name of Member(s) as on the cut-off date.

6. The Postal Ballot Notice is being sent to Members only in electronic form to the email addresses registered with their Depository Participants (in case of shares held in demat form) or the email address registered with the Company (in case of shares held in physical mode) and as per the Register of Members.
7. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [investors@sobha.com](mailto:investors@sobha.com) along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
8. The shareholders would have the option to vote only through remote e-Voting and voting through physical ballot papers will not be provided. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-Voting systems only. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the cut-off date should treat this notice of Postal Ballot for information purpose only. The e-Voting period commences from 09:00 A. M. (IST) on Wednesday, August 14, 2024 and ends at 05:00 P.M. (IST) on Thursday, September 12, 2024.
9. The shareholders are requested to cast their vote for both fully paid-up shares (EVENT 240448) as well as partly paid-up shares (EVENT 240447), as the case may be. Voting rights of a member / beneficial owner (in case of electronic voting) shall be determined as per the Act, SEBI LODR Regulations and article of association of the Company.
10. Remote e-Voting Instructions for shareholders:

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ 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.
11. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

**Remote e-voting Instructions for Shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:  
Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a. Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.

- b. Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered for IDeAS facility:**

- a. To register, visit URL: <https://eservices.nSDL.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp> “
- b. Proceed with updating the required fields.
- c. Post registration, user will be provided with Login ID and password.
- d. After successful login, click on “Access to e-voting”.
- e. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a. Visit URL: <https://www.evoting.nSDL.com/>
- b. Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – If registered with CDSL Easi/Easiest facility**

**Users who have registered/ opted for Easi/Easiest**

- a. Visit URL: <https://web.cdslindia.com/myeasinew/home/login> or [www.cdslindia.com](http://www.cdslindia.com)
- b. Click on New System Myeasi
- c. Login with user id and password
- d. After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users not registered for Easi/Easiest**

- a. To register, visit URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- b. Proceed with updating the required fields.
- c. Post registration, user will be provided Login ID and password.
- d. After successful login, user able to see e-voting menu.
- e. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a. Visit URL: <https://www.cdslindia.com/>
- b. Go to the e-voting tab.
- c. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e. After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

**Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.**

- a. Login to DP website
- b. After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d. After successful authentication, click on “**LINKINTIME**” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
  - A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company- in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Note: \*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in NSDL form, shall provide 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

#### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

#### **Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

##### **STEP 1 – Registration**

- a. Visit URL: <https://instavote.linkintime.co.in>
- b. Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c. Fill up your entity details and submit the form.
- d. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in)
- e. Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f. While first login, entity will be directed to change the password and login process is completed.

##### **STEP 2 –Investor Mapping**

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. Click on “Investor Mapping” tab under the Menu Section
- c. Map the Investor with the following details:
  - a) ‘**Investor ID**’ –
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678.*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b) ‘**Investor’s Name**’ - Enter full name of the entity.
  - c) ‘**Investor PAN**’ - Enter your 10-digit PAN issued by Income Tax Department.



- d) 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

- d. Click on Submit button and investor will be mapped now.
- e. The same can be viewed under the “**Report Section**”.

**STEP 3 – Voting through remote e-voting.**

**The corporate shareholder can vote by two methods, once remote e-voting is activated:**

**METHOD 1 - VOTES ENTRY**

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. Click on 'Votes Entry' tab under the Menu section.
- c. Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d. Enter '16-digit Demat Account No.' for which you want to cast vote.
- e. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f. After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

**VOTES UPLOAD:**

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. You will be able to see the notification for e-voting in inbox.
- c. Select '**View**' icon for 'Company's Name / Event number'. E-voting page will appear.
- d. Download sample vote file from '**Download Sample Vote File**' option.
- e. Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under '**Upload Vote File**' option.
- f. Click on 'Submit'. '**Data uploaded successfully**' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	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 : 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in demat mode with CDSL	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 toll free no. 1800 22 55 33
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**Forgot Password:**

**a. Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “**SUBMIT**”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**b. Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “**SUBMIT**”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**c. Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**EXPLANATORY STATEMENT ANNEXED TO NOTICE [PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013]**

**ITEM NO. 1:**

**Appointment of Mr. Subba Rao Amarthaluru (DIN: 00082313) as an Independent Director of the Company:**

Pursuant to Section 161(1) of the Companies Act, 2013 and on basis the recommendation of the Nomination, Remuneration and Governance Committee, the Board of Directors at its meeting held on August 08, 2024, appointed Mr. Subba Rao Amarthaluru (DIN: 00082313) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from August 08, 2024 and recommends the resolution as set out in the Notice for approval of members.

Mr. Subba Rao Amarthaluru, a Chartered Accountant with a distinguished 35-year career, has served on the Institute of Chartered Accountants of India (ICAI) Committee and subsequently on the ICAI Accounting Standards Board. As Group CFO at GMR Group, he was instrumental in the company’s transformation into a premier infrastructure conglomerate, achieved through strategic initiatives such as IPOs, QIPs, and debt financing. His leadership extended to roles as Group CFO and Management Board member at RPG Group, as well as Managing Director at Sanamar Group. Currently, Mr. Amarthaluru serves as an Independent Director on five GMR Group companies, including GMR Airports Infrastructure Limited (formerly GMR Infrastructure Limited). He has also been a key participant in several Government of India initiatives focused on infrastructure financing.

Mr. Subba Rao Amarthaluru’s extensive financial expertise cultivated through leadership roles in major corporations, underscores his business acumen. His track record in guiding companies through complex financial initiatives, deep understanding of allied sectors, combined with his tenure as a member of the ICAI Accounting Standards Board, will provide valuable insights and guidance to the company. He is independent of the management. In the opinion of NRCG and Board, the qualification and experience of Mr Subba Rao are aligned to the Company's requirements and fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI LODR Regulations.

Mr. Subba Rao Amarthaluru is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Subba Rao Amarthaluru that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the SEBI LODR Regulations and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Subba Rao Amarthaluru for the office of Independent Director of the Company.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Subba Rao Amarthaluru as an Independent Director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Subba Rao Amarthaluru as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Subba Rao Amarthaluru as an Independent Director of the Company.

In the opinion of the Board, the proposed special resolution is in the interest of the Company and its shareholders and therefore, recommend passing of the special resolution as set out in item no. 1 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise, either directly or indirectly in passing of the said Special Resolution, save and except to the extent of their respective interest as shareholders of the Company.

## **ITEM NO. 2:**

### **Appointment of Mr. Gopal B Hosur (DIN: 08884883) as an Independent Director of the Company:**

Pursuant to Section 161(1) of the Companies Act, 2013 and on basis the recommendation of the Nomination, Remuneration and Governance Committee, the Board of Directors at its meeting held on August 08, 2024, appointed Mr. Gopal B Hosur (DIN: 08884883) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from August 08, 2024 and recommends the resolution as set out in the Notice for approval of members.

Mr. Gopal B. Hosur is a retired Indian Police Service (IPS) officer with a distinguished career spanning 36 years in public service. A 1990 batch IPS officer of the Karnataka cadre, he culminated his service as Inspector General of Police, Head of State Intelligence, Karnataka. Throughout his career, Mr. Hosur held pivotal positions both within and outside Karnataka, including IG- Police (Western Range), ACP (Bengaluru), and IG- Police, Home Guards, and Civil Defence (Bengaluru).

He received the President of India's medals for Meritorious Service (2001), Distinguished Service (2007), and Gallantry (2004, 2012). Post-retirement, he transitioned to corporate roles, serving as a corporate advisor to JSW Steel for five years and currently acting as an Independent Director at Dwarikesh Sugar Industries Limited, a listed company. He is also the CEO of Chinmaya Mission Hospital, a leading super-specialty healthcare facility in Bangalore. Additionally, he is a member of the Management Committee of the Bangalore Chamber of Commerce & Industry and the President of the Karnataka Swimming Association.

Mr. Gopal B Hosur is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Mr. Gopal B Hosur that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the SEBI LODR Regulations and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Gopal B Hosur for the office of Independent Director of the Company.

Mr. Gopal B. Hosur's extensive experience in public service, including leadership roles in law enforcement and intelligence, demonstrates strong abilities in navigating complex situations, operational management, and adherence to high standards. His subsequent corporate advisory role and current independent directorship, coupled with his involvement in healthcare and industry associations, equip him with a strong blend of governance, risk management, and strategic perspective. He is independent of the management. In the opinion of NRCG and Board, the qualification and experience of Mr. Gopal B. Hosur are aligned to the Company's requirements and fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI LODR Regulations.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Gopal B Hosur as an Independent Director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Gopal B Hosur as an Independent Director requires approval of members of the Company by passing a special resolution.

During the tenure of Mr. Hosur, his age will exceed seventy-five years. As per Regulation 17(1A) of the Listing Regulations no company shall appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect. Thus, as per the above said provision of the Listing Regulations, approval of the Members of the Company will be required by way of Special Resolution, so that he can continue as the Independent Director of the Company during his tenure even after attaining the age of seventy-five years. The Board believes that his appointment will add dynamism to the Company's rich entrepreneurial traditions and help to create sustained stakeholder value.

Accordingly, the approval of members is sought for appointment of Mr. Gopal B Hosur as an Independent Director of the Company and continuation of his directorship after he attains the age of 75 years on March 3, 2029, till expiry of his term.

In the opinion of the Board, the proposed special resolution is in the interest of the Company and its shareholders and therefore, recommend passing of the special resolution as set out in item no. 2 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise, either directly or indirectly in passing of the said Special Resolution, save and except to the extent of their respective interest as shareholders of the Company.

**By order of the Board of Directors  
Sobha Limited**

**Bijan Kumar Dash  
Company Secretary & Compliance Officer**

**August 8, 2024  
Place: Bangalore**

**Regd. Office:**  
"SOBHA", Sarjapur – Marthahalli Outer Ring Road (ORR),  
Devarabisanahalli, Bellandur Post,  
Bangalore – 560103

**ADDITIONAL INFORMATION OF DIRECTORS PURSUANT TO SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND SECRETARIAL STANDARD:**

<b>Name of the Director</b>	<b>Mr. Subba Rao Amarthaluru</b>	<b>Mr. Gopal B Hosur</b>
DIN	00082313	08884883
Date of Birth/Age	April 11, 1960 / 64	March 04, 1954/ 70
Date of Appointment on the Board	August 8, 2024	August 8, 2024

Qualification	Commerce graduate and Chartered Accountant	Science graduate with a Management Course from IIM, Lucknow, and a Public Administration course from ASCI, Hyderabad
Experience & Brief profile and nature of their expertise in specific functional areas	Seasoned Chartered Accountant with 35 years' experience, including ICAI leadership, Group CFO roles at GMR and RPG Groups, and MD at Sanamar, driving strategic growth and financial transformation.  Expertise in finance, business strategy, corporate governance, M&A, risk management, ESG, and accounting.  Details as mentioned in the explanatory statement annexed to the Notice	Distinguished IPS officer from Karnataka cadre, with 36 years' service, culminating as Karnataka's IG-Intelligence, holding key positions, decorated with multiple service and bravery awards.  Expertise in governance, operational abilities, leadership qualities, crisis management, and ESG.  Details as mentioned in the explanatory statement annexed to the Notice
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As mentioned in the explanatory statement annexed to the Notice	As mentioned in the explanatory statement annexed to the Notice
Directorships held in other public limited companies.	<u>Listed entity</u> GMR Airports Infrastructure Limited <u>Unlisted entity</u> GMR Hyderabad International Airport Limited Delhi International Airport Limited GMR Airports Limited	<u>Listed entity</u> Dwarikesh Sugar Industries Limited
Memberships / Chairmanships of committees in other listed entity	GMR Airports Infrastructure Limited  Audit Committee - Chairman Nomination and Remuneration Committee - Member Stakeholders Relationship Committee – Member Environmental Social & Governance Committee	Dwarikesh Sugar Industries Limited  Audit Committee - Member Nomination and Remuneration Committee - Member Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee – Member
Relationship with other Directors/Manager/Key Managerial Personnel	None	None
Shareholding in the Company including shareholding as a beneficial owner	NIL	NIL
No. of Board Meetings attended during the year	NA	NA

Terms and conditions of appointment and remuneration payable	<ol style="list-style-type: none"><li>1. As detailed in the resolution and explanatory statement.</li><li>2. Sitting fees for attending the Board / Committee meeting(s).</li><li>3. Commission on the profit (As per the policy of the Company).</li></ol>	<ol style="list-style-type: none"><li>1. As detailed in the resolution and explanatory statement.</li><li>2. Sitting fees for attending the Board /Committee meeting(s).</li><li>2. Commission on the profit (As per the policy of the Company).</li></ol>
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