

SOBHA

Date: November 26, 2024

The Deputy Manager Department of Corporate Services BSE Limited PJ Towers, Dalal Street Mumbai – 400 001 Scrip Code: 532784 & 890205	The Manager The National Stock Exchange of India Limited Exchange Plaza, Plot No C/1, G Block Bandra Kurla Complex Mumbai – 400 051 Scrip Code: SOBHA & SOBHAPP
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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 November 14, 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. Nisanth M N (DIN: 10834675) as the Director of the Company.
2. Appointment of Mr. Nisanth M N (DIN: 10834675) as Deputy Managing Director of the Company.
3. Re-appointment of Ms. Srivathsala Kanchi Nandagopal (DIN: 06465469), as a Non-Executive 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, November 22, 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:

Remote e-voting period - <i>Commencement of Remote e-Voting</i>	9:00 a.m., Wednesday, November 27, 2024
Remote e-voting period – <i>End of Remote e-Voting</i>	5.00 p.m., Thursday, December 26, 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

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 | E-mail investors@sobha.com | www.sobha.com

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NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS

(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, 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 (**the "Act"**), 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, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 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), that the resolution(s) 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.

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.

SOBHA LIMITED

REGD & CORPORATE OFFICE: 'SOBHA', SARJAPUR – MARATHALLI OUTER RING ROAD, BELLANDUR POST,
BANGALORE – 560103, INDIA
CIN: L45201KA1995PLC018475 | TEL.: +91 80-49320000 | E-mail investors@sobha.com | www.sobha.com

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The Board of Directors of the Company (the "**Board**") has appointed Mr. Nagendra D Rao (Membership No. FCS 5553, COP No. 7731), Practising Company Secretary and failing him, Mr. Natesh K (Membership No. FCS 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 M/s. 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 SEBI 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, November 27, 2024 and ends at 05:00 P.M. (IST) on Thursday, December 26, 2024**. Remote e-voting shall be disabled by Link Intime immediately thereafter and will not be allowed beyond the said date and time.

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 results of the postal ballot (including e-voting) will be announced on or before 5.00 p.m. IST on Saturday, December 28, 2024, and communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), will be uploaded on the website of the Company i.e. website <https://www.sobha.com> and website of RTA. The said Results will also be displayed at the Registered Office of the Company.

SPECIAL BUSINESS:

ITEM NO 1:

Appointment of Mr. Nisanth M N (DIN: 10834675) as the Director of the Company:

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles

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of Association of the Company and subject to such other approval(s) (if required) and based on the recommendation of the Nomination, Remuneration and Governance Committee and the Board of Directors at their meeting held on November 14, 2024, Mr. Nisanth M N(DIN: 10834675), 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 the Director of the Company with effect from January 01, 2025.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters and to execute all such documents as may be required to give effect to this resolution.”

ITEM NO 2:

Appointment of Mr. Nisanth M N (DIN: 10834675) as Deputy Managing Director of the Company:

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

RESOLVED THAT pursuant to Sections 2(94), 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, the provisions of the Articles of Association of the Company and subject to such other approval(s) (if required) and based on the recommendation of the Nomination, Remuneration and Governance Committee and the Board of Directors at their meeting held on November 14, 2024, Mr. Nisanth M N (DIN: 10834675), 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 the Whole-time Director designated as Deputy Managing Director of the Company for a period of 5 years, commencing from January 01, 2025 on the terms and conditions including remuneration by way of salary, perquisites and allowances, performance incentive etc. as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice, with authority to the Board of Directors to revise the terms and conditions of appointment and remuneration from time to time based on the recommendations of the Nomination, Remuneration and Governance Committee.

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RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters and to execute all such documents as may be required to give effect to this resolution.”

ITEM NO 3:

Re-appointment of Ms. Srivathsala Kanchi Nandagopal (DIN: 06465469), as a Non-Executive Independent Director of the Company:

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 17 and any other applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Srivathsala Kanchi Nandagopal (DIN: 06465469), who was appointed as Director in the capacity of a Non-Executive Independent Director with effect from January 04, 2020 and holds office till January 03, 2025 be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from January 03, 2025.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters and to execute all such documents as may be required to give effect to this resolution.”

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

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

Date: November 14, 2024

Place: Bangalore

Regd. Office:

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

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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 and on the website of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 1** 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 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, November 22, 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

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to the Company at 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 (e.g.: 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

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. A person who is not a member as on the cut-off date should treat this notice of Postal Ballot for information purposes only. The e-Voting period commences from 09:00 A. M. (IST) on Wednesday, November 27, 2024 and ends at 05:00 P.M. (IST) on Thursday, December 26, 2024.
9. The shareholders are requested to cast their vote for both fully paid-up shares (EVENT: 240829) as well as partly paid-up shares (EVENT: 240830), 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 11th 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.

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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 who have not registered for NSDL 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.

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- 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 for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, the 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 who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/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 e-voting tab.

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- 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.

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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.

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.

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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.
- 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:

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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 the 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 or contact on: - Tel: 022 – 4918 6000.

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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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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.

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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.*

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 abovementioned 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".

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

ITEM NO. 1 and 2:

On the basis of recommendation of Nomination, Remuneration and Governance Committee, the Board of Directors at their Meeting held on November 14, 2024 has approved the appointment of Mr. Nisanth M N (DIN: 10834675), as Director and Whole-time Director designated as Deputy Managing Director of the Company subject to the approval of members through Postal Ballot.

The Company has received the requisite consent, disclosure(s) and declaration (s) from Mr. Nisanth M N (DIN: 10834675) as required under the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against Mr. Nisanth M N debarring him from holding the position of a Director.

Mr. Nisanth M N, currently functioning as Regional Head Kerala, completed his B.Tech - Civil Engineering degree from Government Engineering College, Thrissur in 2002. He joined Sobha Limited in October 2002 and has been associated with the Company for the last 22 years. In his journey with SOBHA, Mr. Nisanth has displayed exceptional project execution skills, managing large teams in multiple projects. A quality-oriented professional, Mr. Nisanth M N was awarded the Best Project Execution Head in 2015 and became Area Head in 2016. He was promoted as Regional Head—Kerala in 2020.

In addition to his core competency in the field of Engineering and Technology, he is also having expertise in Business Development, Product Design and Development, Land purchase & Legal, Litigations & Court Proceedings, Customer Relations, Sales & Collections, Marketing, Facility Management, Human Resource Management, Statutory approvals, Liaison, Procurement, Commercial Mall Management & Leasing, Corporate Communication & Media and Public Relations.

He has contributed towards the growth of the Company's business in Kerala over the last few years, with SOBHA now having a residential footprint in four cities - Kochi, Kozhikode, Thiruvananthapuram, and Thrissur. Mr. Nisanth M N will oversee SOBHA's operations in Mumbai, Pune, and Gujarat, in addition to the Kerala region. With over twenty years of experience with the Company, Mr. Nisanth M N will be a key member in driving the Company's growth objectives.

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Pursuant to the provisions of Sections 149, 152, 196, 203 and all other applicable provisions if any of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Nisanth M N as the Director of the Company.

Further, pursuant to Sections 197 and 198 read with Rules (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and other applicable enactments, as amended from time to time, basis the recommendation of the Nomination, Remuneration and Governance Committee, it is proposed to appoint Mr. Nisanth M N as Whole-time Director designated as Deputy Managing Director of the Company for a period of 5 years commencing from January 01, 2025 on the following terms and conditions:

- A. Basic salary: Rs. 398,000 (Rupees Three lakh ninety-eight thousand only) per month with authority to the Board of Directors to revise the basic salary from time to time taking into account the performance, subject to a ceiling of Rs. 700,000 (Rupees Seven lakh only) per month.
- B. Accommodation: House Rent allowance of Rs. 159,200 (Rupees One lakh fifty-nine thousand and two hundred only) per month, which shall be revised by the Board from time to time.
- C. Other Allowances: Rs. 243,000 (Rupees Two lakh forty-three thousand only) per month, which shall be revised by the Board from time to time.
- D. Perquisites: He shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called Perquisites) as per the policy of the Company.
- E. Incentive: As may be determined by the Board from time to time.
- F. In addition to the above, he shall be entitled to the allowance and benefits as per the policy of the Company in force, such as:
 - i. Company maintained car
 - ii. Telephone
 - iii. Company's contribution to Provident Fund
 - iv. Payment of gratuity and other retirement benefits
 - v. Encashment of leave
 - vi. Personal Accident and Mediclaim Insurance

The directorships held by Mr. Nisanth M N are within the limits prescribed under Section 165 of the Companies Act, 2013. The disclosures relating to Mr. Nisanth M N, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and

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Disclosure Requirements) Regulation, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an **Annexure 1** to this Notice.

Except Mr. Nisanth M N, being the appointee, 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 Ordinary/Special Resolution, save and except to the extent of their respective interest as members of the Company.

The above may also be treated as an abstract of the terms of contract of appointment of Mr. Nisanth M N as Whole time Director designated as Deputy Managing Director of the Company and a memorandum as to the nature of concern and interest of the Directors in the said appointment, as required under Section 190 of the Act.

In accordance with Section 196(4) of the Companies Act, 2013, the approval of the members through a resolution is required for the appointment and terms of remuneration of Mr. Nisanth M N as the Whole time Director designated as Deputy Managing Director of the Company.

Considering Mr. Nisanth M N 's rich experience and knowledge in diverse areas, in the opinion of the Board, the proposed resolution(s) are in the interest of the Company and its members. Therefore, the Board recommends the Members for passing an Ordinary Resolution and Special Resolution as set out in Item No. 1 and 2 respectively, of the accompanying Notice, for appointment and terms of remuneration of Mr. Nisanth M N as the Director and Whole time Director designated as Deputy Managing Director of the Company.

ITEM NO. 3:

Re-appointment of Ms. Srivathsala Kanchi Nandagopal (DIN: 06465469), as a Non-Executive Independent Director:

Ms. Srivathsala K N was initially appointed as a Non-Executive Independent Director of the Company at the Annual General Meeting of the Company held on August 07, 2020, for a period of 5 (five) years, w.e.f. January 04, 2020, on such terms and conditions as approved by the members at the said Meeting. Her terms of appointment shall expire on January 03, 2025. On the basis of the recommendation of Nomination, Remuneration and Governance Committee and in view of her knowledge, expertise and in particular the contributions made by her, the Board of Directors at their Meeting held on November 14, 2024 approved the re-appointment of Ms. Srivathsala K N (DIN: 06465469) as a Non-

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Executive Independent Director of the Company for a period of second term/tenure of 5 (five) consecutive years commencing from January 03, 2025. In terms of Section 152 of the Companies Act, 2013, Ms. Srivathsala K N is not liable to retire by rotation.

In terms of Section 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies (Appointment and Qualification of Directors) Rules, 2014, and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby proposed to re-appoint Ms. Srivathsala K N (DIN: 06465469) as a Non-Executive Independent Director of the company for a period of second term/tenure of 5 (five) consecutive years w.e.f. January 03, 2025.

Ms. Srivathsala K N is an Entrepreneur, Strategic Business Advisor, Financial Planner, Active Angel Investor, Startup expert and a Mentor. She is experienced in setting up, managing, and growing businesses. She believes in adhering to appropriate business values and ethical business practices in building capabilities and developing teams to achieve the true potential of individuals and organisations. She is the founder of Five organisations, viz. Fintrans Investment Advisors Private Limited, one of India's Leading Financial Planning Firms, Wintrans Consultancy Private Limited, a Business Consultancy and a Startup advisory firm, Elesee Private Limited, which aims to provide electric vehicle leasing and fleet management service to its customers, Vandyam Prasada Foods Private Limited, a social enterprise which delivers Sattvik food to Senior citizens and other believers in Sattvik food in Bangalore at their door step and Vandyam Foundation - An NGO, started with the three objectives of empowering Youth, providing free Satvic food to the needy and free health care to those in need. She was an Independent Director on the board of Pioneer Distilleries Limited of United Spirits Limited subsidiary. She is also on the board of the Campus Fund. It is India's first and only Dorm Room Fund (a successful Venture Capital Model of Silicon Valley) investing in student-led startups.

As a part of her endeavor to make everyone financially wise, she has published more than 100 newsletters and e-books, addressed a cross-section of investors from the corporate sector to the banking industry and pensioners. Ms. Srivathsala serves as strategic advisor for startups across multiple industry domains. She is mentor at Prahlad Kakkar's Institute of Branding and Entrepreneurship, IIT Bombay and Kharagpur and a member of the Investment Committee of IIM Vishakapatnam. She has conducted various Training and Awareness Programs on Entrepreneurship and Financial Literacy for corporates, public and Students. She is a noted speaker on the topic of Financial Planning and Entrepreneurship in reputed forums such as Times Foundation, The Christ University and many IT companies.

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Ms. Srivathsala K N is a Certified Financial Planner and an Accounting Technician from The Institute of Chartered Accountant of India, besides holding a master's degree in commerce from the Bangalore University.

She is serving the Company for more than four and half years as an Independent Director. Her Contribution towards the Board and related matters is noteworthy. She played a pivotal role in guiding the Company and ensuring that the Company's goal and objectives are achieved while the Company is being compliant. Her timely suggestions and advice have always been instrumental in improving the systems and processes of the organization.

She is the Chairperson of the Corporate Social Responsibility Committee and Stakeholders Relationship Committee and member of Audit Committee, Nomination, Remuneration and Governance Committee, of the Company. Ms. Srivathsala K N's inputs and observations have resulted in more effective strategic decision making.

Ms. Srivathsala K N has given her consent to act as a Non-Executive Independent Director of the Company and has furnished necessary declarations to the Board of Directors that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, as per the declarations received by the Company, she is not disqualified under Section 164 of the Companies Act, 2013. In terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against Ms. Srivathsala K N debaring her from holding the position of Director.

She does not hold any shares in the Company. The directorships held by Ms. Srivathsala K N are within the limits prescribed under Section 165 of the Companies Act, 2013. The disclosures relating to Ms. Srivathsala K N, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an **Annexure 1** to this Notice.

Except Ms. Srivathsala K N, being the appointee, 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

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Special Resolution, save and except to the extent of their respective interest as members of the Company.

In the opinion of the Board, the proposed special resolution is in the interest of the Company and its members and therefore, recommend passing of the special resolution as set out in item no. 3 of this Notice.

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

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

Date: November 14, 2024

Place: Bangalore

Regd. Office:

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

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Annexure – 1

PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name of the Director(s)	Mr. Nisanth M N	Ms. Srivathsala Kanchi Nandagopal
DIN	10834675	06465469
Date of Birth	22/05/1981	03/12/1976
Date of Appointment on the Board	w.e.f. 01/01/2025	Initially appointed w.e.f. 04/01/2020 Second Term w.e.f. 03/01/2025
Qualification	He is a B.Tech - Civil Engineer, having more than 22 years of experience.	She is a Certified Financial Planner and an Accounting Technician from The Institute of Chartered Accountant of India, besides holding a Master's Degree in Commerce from the Bangalore University.
Experience & Brief profile and nature of their expertise in specific functional areas	<p>Nisanth has displayed exceptional project execution skills, managing large teams in multiple projects. A quality-oriented professional, Mr. Nisanth M N was awarded the Best Project Execution Head in 2015 and became Area Head in 2016. He was promoted as Regional Head—Kerala in 2020.</p> <p>Expertise in project execution, business development & strategy,</p>	<p>She is an Entrepreneur, Strategic Business Advisor, Financial Planner, Active Angel Investor, Startup expert and a Mentor.</p> <p>Expertise in finance and investment, Accounting, Business Strategy, Risk</p>

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	<p>Sales & Marketing, Customer relationship.</p> <p>Details as mentioned in the explanatory statement annexed to the Notice.</p>	<p>Management, Corporate governance.</p> <p>Details as mentioned in the explanatory statement annexed to the Notice.</p>
Directorships held in other public limited companies.	None	None
Memberships / Chairmanships of committees across all other public companies	None	None
Relationship with other Directors/Manager/Key Managerial Personnel	None	None
Shareholding in the Company	197 shares	NIL
No. of Board Meetings attended during the year	NA	4 (Four)
Terms and conditions of appointment and remuneration payable	<ol style="list-style-type: none"> 1. As detailed in the resolution. 2. Other Benefits (As per the policy of the Company). 	<ol style="list-style-type: none"> 1. As detailed in the resolution. 2. Sitting fees for attending the Board /Committee meeting(s). 2. Commission on the profit (As per the policy of the Company).