



Date: March 20, 2024

To The Deputy Manager Department of Corporate Services BSE Limited PJ Towers, Dalal Street Mumbai – 400 001 Scrip Code: 532784	To 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
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Dear Sir / Madam,

Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) “SEBI (LODR)” Regulations, 2015 –Postal Ballot Notice.

Pursuant to the provisions of Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice along with explanatory statement dated March 20, 2024, seeking approval of the Members of the Company to transact the following special business, through Postal Ballot by means of remote e-voting process:

S. No.	Item	Type of Resolution(s)
1.	<i>Adoption of new articles of association in place of existing articles of association of the company</i>	Special

The Notice of the Postal Ballot is being sent to the members of the Company whose names appear in the Register of Members/List of Beneficial Owners as on cut-off date i.e., **Friday, March 15, 2024.**

The Company is availing the service of Link Intime India Private Limited (“Link Intime”) for the purpose of remote e-voting in order to enable the members to cast their vote electronically.

The voting period will commence from 9.00 a.m. (IST) on Saturday, March 23, 2024 and ends at 5.00 p.m. (IST) on Sunday, April 21, 2024. The e-voting module shall be disabled by Link Intime, thereafter.

The aforesaid Notice of Postal Ballot is also available on the website of the Company i.e., www.sobha.com Members whose email address is not registered with the Company/ Depositories, may register the same on or before 5.00 p.m. (IST) on Monday, 10th April, 2024 to receive this Postal Ballot Notice by completing the process for registration of email address as given in the Postal Ballot Notice.



SOBHA LIMITED

Stock Exchanges are requested to kindly take the above information on record in compliance of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Thanking you.

Yours faithfully,
For Sobha Limited



Bijan Kumar Dash
Company Secretary and Compliance Officer
Membership No. A17222



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

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

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 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), 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 as set out hereunder is proposed for approval of members, **as on the Cut-off Date i.e. March 15, 2024**, through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”).

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.



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. The communication of assent/dissent of the Members shall only take place through the remote e-voting system.

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 compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged Link Intime India Private Limited ("Link Intime"), to provide remote e-voting facility to the Members.

Members are requested to record their assent (FOR) or dissent (AGAINST) through remote e-voting **which commences from 9.00 a.m. (IST) on Saturday, March 23, 2024 and ends at 5.00 p.m. (IST) on Sunday, April 21, 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 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:

ADOPTION OF NEW ARTICLES OF ASSOCIATION IN PLACE OF EXISTING ARTICLES OF ASSOCIATION 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 5, 14, 15 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendments thereto or re-enactment thereof) for the time being in force and subject to necessary approval(s), if any, from the lenders and competent authorities, the existing Articles of Association of the Company be and are hereby altered and substituted with the new set of Articles of Association, and the same be and are hereby approved and adopted, as the Articles of Association of the Company, to the exclusion, substitution and supersession of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other competent authority for the purpose of giving effect to this Resolution.”

By order of the Board of Directors

Sobha Limited

Sd/-

Bijan Kumar Dash

Company Secretary & Compliance Officer

Membership no: ACS 17222

Place: Bangalore

Date: March 19, 2024



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, 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
3. 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. Alternatively, 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.
4. The Postal Ballot Notice is being sent to all the members, whose names appear 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, March 15, 2024 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.
5. 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/RTA (in case of shares held in physical mode) and as per the Register of Members.
6. 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 and/or to RTA at rnt.helpdesk@linkintime.co.in 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

7. 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 purpose only. The e-voting period which commences from 9.00 a.m. (IST) on Saturday, March 23, 2024 and ends at 5.00 p.m. (IST) on Sunday, April 21, 2024.
8. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of **Link Intime India Private Limited**, Registrar and Transfer Agents (RTA) of the Company for facilitating e-voting to enable the Members to cast their votes electronically.
9. Remote e-Voting Instructions for shareholders:

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 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.
10. 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:

**i. 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.



ii. Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a. Visit URL: <https://web.cdslindia.com/myeasinew/home/login> or 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.



iii. 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.

iv. 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 the 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.
- 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 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 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:

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:

ADOPTION OF NEW ARTICLES OF ASSOCIATION IN PLACE OF EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

The Members of the Company are aware that the Company was incorporated on August 07, 1995 under the provisions of the Companies Act, 1956 and the existing Articles of Association (“existing AOA”) of the Company are based on the provisions of the Companies Act, 1956 and and further amendments to AOA were made, from time to time, over the past years, based on the requirements of the Company. Consequent to the enactment of the Companies Act, 2013 (“the Act”), the regulatory provisions have undergone comprehensive changes which has necessitated several amendments in AOA of the Company including deletion of certain redundant Articles and addition/modification of certain existing Articles of Association. In order to bring existing AOA of the Company in line with the provisions of the Act, the Company is required to carry-out numerous changes in the existing AOA and hence it is considered desirable to adopt a comprehensive new set of Articles of Association of the Company (“New Articles”) in substitution of and to the exclusion of the existing AOA. Accordingly, the Board of Directors of the Company has, *vide* Circular resolution dated March 19, 2024 approved and recommended, subject to approval of the Members of the Company, the adoption of new set of Articles of Association of the Company in substitution of existing AOA to make it consistent and align it with the provisions of the Act and the Rules made thereunder, as set out in the special resolution at **item no. 1** of this Notice.

The draft new AOA shall be available for inspection by the Members electronically to view/download click on URL:

https://linkintime.co.in/website/Gogreen/2024/E-voting/Sobha_Limited/Article_of_Association.pdf

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

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.



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.

By order of the Board of Directors

Sobha Limited

Sd/-

Bijan Kumar Dash

Company Secretary & Compliance Officer

Membership no: ACS 17222

March 19, 2024

Place: Bangalore