



PASSION AT WORK

May 28, 2019

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: Secretarial Compliance Report for the Financial Year ended March 31, 2019.

Please find enclosed Secretarial Compliance Report for the Financial Year ended March 31, 2019.

We request you to take the aforesaid information on record in terms of SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Yours sincerely,

FOR SOBHA LIMITED

**VIGHNESHWAR G BHAT
COMPANY SECRETARY AND COMPLIANCE OFFICER**

SOBHA LIMITED

REGD & CORPORATE OFFICE : 'SOBHA', SARJAPUR - MARATHAHALLI OUTER RING ROAD, BELLANDUR POST, BANGALORE - 560103, INDIA
CIN: L45201KA1995PLC018475 | TEL : +91-80-49320000 | FAX : +9180 49320444 | www.sobha.com



Nagendra D. Rao, B.Com., LL.B., F.C.S.
Practising Company Secretary

**Secretarial Compliance Report
of
Sobha Limited for the year ended 31st March, 2019.**

I have examined:

(a) all the documents and records made available to us and explanation provided by **Sobha Limited** having Corporate Identification Number L45201KA1995PLC018475 ("the listed entity"),

(b) the filings / submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**Not Applicable as the company has not raised any share capital by issue of shares during the financial year under review**].

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(c) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [**Not Applicable as the company has not bought back any securities during the financial year under review**].

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [**Not Applicable to the company during the financial year under review**].

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [**Not Applicable as the company has not raised any funds by issue of debentures during the financial year under review**].



(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 [Not Applicable as the company has not raised any capital by issue of Non-Convertible and Redeemable Preference shares during the financial year under review];

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period,

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 30 – Outcome of the Board meeting (Schedule III Part A – (4).	Delay in intimating to NSE, Outcome of the Board meeting dated 7th August, 2018, by 11 (Eleven) minutes.	<p>The Listed entity shall submit the Outcome of the Board meeting to the exchange (s) within 30 minutes of the closure of the meeting. However the Listed Entity had uploaded the Outcome of Board meeting along with Financial Results for the quarter ended 30th June, 2018 on BSE Limited at 2.19 PM on August 07, 2018, which was well within the time. There was a delay of 11 Minutes while uploading the same on NSE Portal (NEAPS).</p> <p>As informed by the Company, efforts were also made to upload the Outcome of the Board meeting along with financial results on the National Stock Exchange of India (NSE) website simultaneously. However, due to system error (non- opening /slow opening of the NEAPS portal) the uploading was displayed on the NEAPS late by 11 minutes. Therefore, It is submitted that, though an honest attempt was made to upload the Outcome of the Board meeting along with financial results within the prescribed time limit, due to technical glitches there was an unintentional delay of 11 minutes.</p>



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ it's promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr. No.	Action taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/Remarks of the Practising Company Secretary, if any
Nil				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2019.	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
Not Applicable, since this is first report				



Nagendra D. Rao
 Practising Company Secretary
 Membership No. FCS – 5553
 Certificate of Practice – 7731
 No. 543/A, 7th Main, 3rd Cross,
 S.L. Bhyrappa Road, Hanumanthnagar,
 Bangalore - 560 019.

Place: Bengaluru

Date: May 17, 2019