



February 28, 2019

To

The Deputy Manager Department of Corporate Services, BSE Limited Floor 25, P.J Towers, Dalal Street, Mumbai – 400 001 <b>Scrip Code: 532784</b>	The Manager National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 <b>Scrip Code: SOBHA</b>
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Dear Sir / Madam,

**Sub: Postal Ballot Notice**

Further to our Letter dated 18<sup>th</sup> February, 2019 intimating the cut-off date for determining the eligible members for dispatch of the Postal Ballot Notice, please find enclosed Postal Ballot Notice along with the Postal Ballot Form which is being sent to the members of the Company through electronic means for those shareholders whose e-mail ID's are registered with the Depositories and through speed post/registered post / courier to those shareholders whose e-mail ID's are not available / not registered with the Depositories.

Copies of Postal Ballot Notice and Postal Ballot Form are also available on the website of the Company [www.sobha.com](http://www.sobha.com).

Kindly take the aforesaid information on record in compliance of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Thanking you.

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](http://www.sobha.com)



## SOBHA LIMITED

CIN: L45201KA1995PLC018475

**Registered Office:** SOBHA, Sarjapur-Marathahalli Outer Ring Road (ORR), Devarabisanahalli, Bellandur Post, Bangalore 560103 Website: www.sobha.com, e-mail: investors@sobha.com  
Tel: 080 49320000, Fax: 080 49320444

### POSTAL BALLOT NOTICE

**Dear Member(s),**

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force), for seeking consent of the members by passing the resolution mentioned below as a Special Resolution through Postal Ballot including by way of Electronic Voting (e-voting).

The explanatory statement pertaining to the said resolution pursuant to Section 102(1) of the Act setting out all material facts is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid Business Reply Envelope.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Sobha Limited (the "Company") is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically. E-voting is optional and all members (whether holding shares in dematerialised form or in physical form) may vote by completing and dispatching the postal ballot form by post or by e-voting. The Company has engaged National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility.

The Board of Directors of the Company (the Board) at the meeting held on February 05, 2019 appointed Mr. Nagendra D Rao (Membership No. 5553, COP No. 7731) Practising Company Secretary and in his absence, Mr. Natesh K, (Membership No. 6835, COP No. 7277) Practising Company Secretary, as scrutinizer for conducting the Postal Ballot and e-voting in a fair and transparent manner.

Members are requested to read the instructions printed on the Postal Ballot Form and exercise their vote and submit duly completed forms in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postal Ballot Forms sent by courier/post by the members by his/her own expenses are also accepted. Duly completed postal ballot form shall reach the scrutinizer not later than 5.00 PM on 30<sup>th</sup> March, 2019, failing which, the same will be considered that no reply has been received from the member.

Members desiring to opt for e-voting are requested to read the instructions in the notes provided elsewhere in this notice. The e-voting module will be disabled / blocked after the business hours i.e. at 5.00 PM on 30<sup>th</sup> March, 2019 for voting by the Members. Members can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting.

The resolution as stated herein below is proposed to be passed by Postal Ballot:

#### **SPECIAL BUSINESS:**

1. Continuation of directorship of Mr. Ramachandra Venkatasubba Rao (DIN: 00061599), Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Ramachandra Venkatasubba Rao (DIN: 00061599) as Non-executive Independent Director of the Company, who was appointed for a period of 5 years from the Annual General meeting held on 11<sup>th</sup> July, 2014 and who has attained the age of 75 years, upto his original term/tenure.

**RESOLVED FURTHER THAT** any one 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 and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**By Order of the Board of Directors  
For Sobha Limited**

**Place: Bangalore  
Date: 5<sup>th</sup> February, 2019**

**Regd. Office :**  
"SOBHA", Sarjapur-Marathahalli Outer Ring Road (ORR),  
Devarabisanahalli, Bellandur Post,  
Bangalore – 560 103

**Vighneshwar G Bhat  
Company Secretary & Compliance Officer**

## NOTES:

1. Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 is annexed and forms part of this Notice.
2. Members may note that the Postal Ballot Notice will be available on the Company's website [www.sobha.com](http://www.sobha.com) and shall also be available on the website of NSDL viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. In compliance with Section 108 of the Companies Act, 2013, the Rules made thereunder and in terms of Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services. The instructions for electronic voting are annexed to the Notice. The Company has availed the services of National Securities Depository Limited (NSDL) for providing the necessary remote e-voting platform to the members of the Company.
4. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, 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 **22<sup>nd</sup> February, 2019 (cut-off date)** and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
5. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope (BRE).
6. In case of Member who is desirous of obtaining a printed Postal Ballot Form or a duplicate, he/she may send a written request to the Registrar and Transfer Agent or the Company or may send an email to [investors@sobha.com](mailto:investors@sobha.com) or [evoting@linkintime.co.in](mailto:evoting@linkintime.co.in)
7. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/Postal Ballot and send it to the Scrutinizer at the address as mentioned in the BRE.
8. The Board of Directors at the meeting held on 5<sup>th</sup> February, 2019, has appointed Mr. Nagendra D Rao, Practising Company Secretary (Membership No. 5553, COP No. 7731) and in his absence Mr. Natesh K, Practising Company Secretary (Membership No. 6835, COP No. 7277), as Scrutinizer to receive and scrutinize the Postal Ballot Forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
8. The e-voting period shall commence on 1<sup>st</sup> March, 2019 at 9.00 AM and ends on 30<sup>th</sup> March, 2019 at 5.00 PM. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a shareholder, it cannot be changed subsequently. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 pm on 30<sup>th</sup> March, 2019. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
9. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he/she is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as cast their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.
10. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director or in their absence to the Company Secretary of the Company, as may be authorized by the Board in this regard. On 31<sup>st</sup> March, 2019, the result of the Postal Ballot will be announced by the Chairman or any person authorised by the Chairman in writing, at the Company's Registered office at Sarjapur - Marthahalli Outer Ring Road (ORR), Devarabisanahalli, Bellandur Post, Bangalore – 560103. The results, together with the Scrutinizer's report, will be displayed at the registered office and on the website of the Company i.e., [www.sobha.com](http://www.sobha.com) and also on the website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com), besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.
11. The resolutions, if approved, shall be deemed to have been duly passed on the last date of e-voting i.e 30<sup>th</sup> March, 2019. The resolution will become effective on and from March 30, 2019, being the last date for casting the vote.
12. All documents related to the abovementioned resolution is open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 am to 1:00 pm till March 30, 2019.
13. For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein below :

### **A. For shareholders receiving e-mail communication from NSDL**

#### **Step 1**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is In300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- Retrieval of 'initial password'
  - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box

8. Now, you will have to click on “Login” button

9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2**

- After successful login as mentioned in Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- Select “EVEN” of Sobha Limited.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **B. For shareholders' receiving physical copy of the Notice of Postal Ballot:**

Initial password is provided at the bottom of the Postal Ballot Form which is being sent separately along with the Postal Ballot Notice. Please follow all steps mentioned above except 13(5)(c)(I) to cast your vote.

## General Guidelines:

1. Institutional Shareholders (that is, other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG format) of the Board Resolution / Authority Letter together with an attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail [nagendradrao@gmail.com](mailto:nagendradrao@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. **For shareholders' who have become members of the Company after the despatch of the Notice of Postal Ballot:**  
Any person who is not a member as on Cut-off date shall treat this notice for information purpose only.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password
4. Shareholders can update their mobile numbers and e-mail IDs in the user profile details of the folio which may be used for sending communication(s) regarding the NSDL e-voting system in the future.
5. In case of any queries, shareholders may refer to the Frequently Asked Questions (FAQs) and remote e-voting user manual for shareholders available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the toll free no.: 1800-222-990. Shareholders may also contact the Company or its Registrar and Transfer Agents for any assistance in this regard.
6. Eligible Members who have not received/received the Postal Ballot Notice by email and who wish to vote through physical ballot can download the form from the link <https://www.evoting.nsdl.com/> or from the website of the Company [www.sobha.com](http://www.sobha.com).
7. All Investor Queries/Complaints/Grievances may be addressed to the Secretarial Department at the Registered and Corporate Office of the Company or by sending an e-mail to [investors@sobha.com](mailto:investors@sobha.com) / [evoting@linkintime.co.in](mailto:evoting@linkintime.co.in).

Members can also write to M/s Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company, having their office at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083 or send an e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

## EXPLANATORY STATEMENT ANNEXED TO NOTICE [PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013]

### Item No. 1:

Pursuant to Regulations 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on May 9, 2018, "No listed entity 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, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

The members of the Company at the Annual General Meeting held on 11<sup>th</sup> July, 2014, approved the appointment of Mr. Ramachandra Venkatasubba Rao as a Non-Executive Independent Director for a period of 5 years. Since he has attained the age of 75 years, it is proposed to pass a Special Resolution for continuation of his directorship in the Company. The details of the expertise and experience of Mr. Ramachandra Venkatasubba Rao (Mr. R V S Rao) is provided below:

Mr. R V S Rao has over 46 years of experience in the areas of banking and finance. He has served on the Board of Directors of Housing Development Finance Corporation Limited. As a United States Agency for International Development (USAID) Consultant, he was the team leader that reviewed operations and made recommendations for the Housing Finance Company, Ghana, Africa. He also led the consultancy team, which advised the National Development Bank of Sri Lanka in establishing its mortgage finance business. He is an associate of Indian Institute of Bankers and a life member of All India Management Association. He also serves on the Board of other reputed Public and Private Companies.

The Board considers that his continuation of association would benefit the Company and it is necessary to avail the services of Mr. Ramachandra Venkatasubba Rao as an Independent Director of the Company.

Except Mr. R V S Rao, none of the other Directors or Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 1 for approval by the Members.

**By Order of the Board of Directors  
For Sobha Limited**

**Place: Bangalore  
Date: 5<sup>th</sup> February, 2019**

**Vighneshwar G Bhat  
Company Secretary & Compliance Officer**

**Regd. Office :**  
"SOBHA", Sarjapur-Marthahalli Outer Ring Road (ORR),  
Devarabisanahalli, Bellandur Post,  
Bangalore – 560 103

**DISCLOSURE RELATING TO DIRECTOR PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS 2015 :**

Name of Director	Mr. Ramachandra Venkatasubba Rao
Age	75 years
Date of First Appointment	June 28, 2006
Qualifications	He holds a bachelor's degree in Commerce from the University of Mysore and a bachelor's degree in law from Bangalore University. He is a fellow member of Indian Institute of Banking and Finance.
No. of Board Meetings attended during the financial year 2018-19	4
Expertise in specific functional areas	He has over 46 years of experience in the areas of banking and finance. He has served on the Board of Directors of Housing Development Finance Corporation Limited. As a United States Agency for International Development (USAID) Consultant, he was the team leader that reviewed operations and made recommendations for the Housing Finance Company, Ghana, Africa. He also led the consultancy team, which advised the National Development Bank of Sri Lanka in establishing its mortgage finance business. He is an associate of Indian Institute of Bankers and a life member of All India Management Association.
Details of remuneration	Remuneration paid and payable is in accordance with the approval of shareholders granted vide special resolution passed in the Annual General Meeting held on 11 <sup>th</sup> July, 2014.
Directorship and membership of Committees of the Board held in other listed companies	Director in Puravankara Limited and Member of Audit Committee and Compensation Committee of Puravankara Limited.
Directorships held in other public limited companies	1. Puravankara Limited 2. Sobha Developers (Pune) Limited 3. Provident Housing Limited
Relationship with other Directors and Key Managerial Personnel	None.
Number of shares held as on December 31, 2018	15,000 Equity Shares of ₹10 each
Terms and conditions of appointment	The terms and conditions of appointment continue to be governed by the approval of shareholders granted vide ordinary resolution passed in the Annual General Meeting held on 11 <sup>th</sup> July, 2014.



# SOBHA LIMITED

CIN: L45201KA1995PLC018475

**Registered Office:** SOBHA, Sarjapur-Marathahalli Outer Ring Road (ORR)  
Devarabisanahalli, Bellandur Post, Bangalore 560103

**Website:** [www.sobha.com](http://www.sobha.com), **e-mail:** [investors@sobha.com](mailto:investors@sobha.com)

**Tel:** 080 49320000, **Fax:** 080 49320444

## POSTAL BALLOT FORM

Sr.No.: 1

1.	Name and registered address of the sole/first named Shareholder	:	
2.	Name (s) of the Joint Shareholder (s), if any	:	
3.	Regd. Folio No./*DP ID-Client ID No. (*Applicable to shareholders holding shares in demat form)	:	
4.	No. of equity shares held	:	

I/We hereby exercise my/our vote in respect of the following Resolution as mentioned in the Notice dated 5th February, 2019 of the Company, to be passed through postal ballot for the business stated therein by sending my/our assent/dissent to the said Resolution by placing the tick (✓) mark against the appropriate box below:

Resolution No.	Description of Resolution	Number of equity shares held by me / us	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1.	Approval for Continuation of directorship of Mr. Ramachandra Venkatasubba Rao (DIN: 00061599), Independent Director of the Company from April 1, 2019 for the remaining period of his present tenure.			

**Place:**

**Date:**

\_\_\_\_\_  
**Signature of Shareholder(s)/Authorised Representative**

(In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/ Power of Attorney should be sent along with Postal Ballot Form)

### ELECTRONIC VOTING PARTICULARS

EVEN (e-Voting Event Number)	USER ID	PASSWORD
110505		

1. If you opt to cast your vote by e-voting, there is no need to fill up and send this form.

2. Last date of receipt of Postal Ballot Forms by scrutinizer is 30<sup>th</sup> March, 2019 till 05.00 p.m.

**Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:**

Commencement of Voting	End of Voting
1 <sup>st</sup> March, 2019 from 9.00 AM	30 <sup>th</sup> March, 2019 till 5.00 PM

## **GENERAL INSTRUCTIONS TO SHAREHOLDERS FOR VOTING**

1. The Company is also offering e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the enclosed Postal Ballot Notice. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by Sobha Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier / post at the expense of the Member(s) will also be accepted.
3. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member casts votes by both modes, voting done through e-voting shall prevail and voting done through Postal Ballot Form shall be treated as invalid.
4. The postage pre-paid self-addressed envelope bears the postal address of the Scrutinizer appointed by the Company.
5. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
6. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority letter.
7. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. on or before 30<sup>th</sup> March, 2019 till 5.00 p.m. IST. Postal Ballot Form received/votes casted after this date will be strictly treated as if the reply from such Member(s) has not been received.
10. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member whose name appears in the Register of Members/Record of Depositories as on 22<sup>nd</sup> February, 2019.
12. The Postal Ballot shall not be exercised by a Proxy.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
14. A Member may request for a duplicate Postal Ballot Form, if so required and the duly completed such form should reach the Scrutinizer not later than the date specified under instruction no. 9 above.
15. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to [investors@sobha.com](mailto:investors@sobha.com) / [evoting@linkintime.co.in](mailto:evoting@linkintime.co.in)

**NOTE: PLEASE READ THE INSTRUCTIONS PRINTED AS ABOVE BEFORE EXERCISING THE VOTE.**