

SOBHA

Date: June 26, 2026

The BSE Limited Department of Corporate Services PJ Towers, Dalal Street Mumbai – 400 001 Scrip Code: 532784	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: Notice of the 31st Annual General Meeting (AGM) of Sobha Limited

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith is the Notice of the 31st Annual General Meeting of the Company scheduled to be held on Saturday, July 18, 2026, at 9:00 A.M. (IST) through Video Conference/Other Audio-Visual Means (VC/OAVM).

The remote e-voting period commences from Tuesday, July 14, 2026 at 9.00 A.M. (IST) and ends on Friday, July 17, 2026 at 5.00 P.M. (IST). During the period of e-voting, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Saturday, July 11, 2026, may cast their votes electronically. The voting rights of the Members shall be in proportion to their shareholding in the Company as on Saturday, July 11, 2026 (cut-off date). The AGM Notice inter alia includes the detailed procedure for remote e-voting.

The AGM Notice can also be accessed on the website of the Company at www.sobha.com

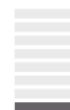
Kindly take the aforesaid information on your record.

Thanking you.
Yours sincerely,

FOR SOBHA LIMITED

Bijan Kumar Dash
Company Secretary and Compliance Officer
Membership No.: ACS17222

SOBHA LIMITED



Notice of Annual General Meeting

NOTICE is hereby given that the Thirty-first (31st) Annual General Meeting of the Members of Sobha Limited (“**the Company**”) will be held on Saturday, the 18th day of July, 2026 at 09:00 A.M. (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to transact the following business

Ordinary Business:

1. Adoption of Financial Statements

- (a) To consider and adopt the Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with reports of the Board of Directors and the Statutory Auditors thereon.
- (b) To consider and adopt the Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the report of the Statutory Auditors thereon.

2. Declaration of final dividend on the equity shares of the Company for the Financial Year ended March 31, 2026

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

“**RESOLVED THAT** a dividend at the rate of ₹ 6/- per equity share of ₹ 10/- (Rupees Ten only) each fully paid-up shares of the Company and pro-rata dividend on partly paid-up equity shares, if any, as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended March 31, 2026 and the same be paid out of the profits of the Company.”

3. Re-appointment of Mr. Ravi PNC Menon (DIN: 02070036), as a director liable to retire by rotation

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

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Ravi PNC Menon (DIN: 02070036), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Special Business:

4. Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2025-26

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, including any amendment or re-enactment thereof for the time being in force, the members of the Company do hereby ratify the remuneration not exceeding ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) plus reimbursement of out-of-pocket expenses and taxes as may be applicable from time to time to M/s. Gudi Srinivasarao and Co., Cost Accountants (Firm Registration No: 004336), the Cost Auditors of the Company for the Financial Year 2025-26.

RESOLVED FURTHER THAT Mr. Jagadish Nangineni, Managing Director and Mr. Bijan Kumar Dash, 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.”

5. Re-appointment of Mr. Jagadish Nangineni (DIN: 01871780) as the Managing Director of the Company for a term of five years and payment of remuneration

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

“**RESOLVED THAT** in accordance with the provisions of Sections 2(94), 149, 152, 196, 197, 198, 203 and Schedule V and other applicable provisions if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force (the “**Act**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and as per the provisions of Articles of Association of the Company, based on the recommendation of the Nomination, Remuneration and Governance Committee and the Board of Directors of

the Company, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Jagadish Nangineni (DIN: 01871780) as Whole-time Director designated as Managing Director and Key Managerial Personnel (KMP) of the Company for a further period of 5 (five) years effective from April 01, 2027 to March 31, 2032, liable to retire by rotation, on the terms and conditions of appointment and remuneration as set out in the explanatory statement attached to this Notice with the authority to the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its power, including the powers conferred by this Resolution) to revise, alter and vary the terms and conditions of appointment including determination of remuneration payable to Mr. Jagadish Nangineni from time to time, based on the recommendations of the Nomination, Remuneration and Governance Committee of the Company including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure, subject to the overall ceiling on remuneration specified in Section 197, Schedule V and other applicable provisions of the Act for the time being in force, as the Board may in its absolute discretion deem fit from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its power, including the powers conferred by this Resolution) or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

6. Re-appointment of Mr. Raman Mangalorkar (DIN: 01866884), as a Non-Executive 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 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, Mr. Raman Mangalorkar (DIN: 01866884), who was appointed as Director in the capacity of a Non-Executive Independent

Director with effect from April 01, 2022 and holds office till March 31, 2027 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 April 01, 2027 to March 31, 2032.

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.”

7. Issue of Non-Convertible Debentures on private placement basis

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 provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, relevant rules made thereunder and any other law for the time being in force and the provisions contained in the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021, the guidelines issued by the Securities and Exchange Board of India (**SEBI**), and subject to the approval, permissions and sanctions of the lenders of the Company, SEBI, Stock Exchanges, Reserve Bank of India (RBI), Government of India and other concerned authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall deem to include Investment and Borrowing Committee constituted by the Board to exercise its powers conferred by this resolution) to borrow or raise funds by issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / Other Instruments, whether Listed and/or Unlisted (“Instruments”), on private placement basis, in one or more tranches, such that the total amount does not exceed ₹ 1,000 Crore (Rupees One Thousand Crore Only), during a period of 1(One) year from the date of passing of this Special Resolution by the Members, with such ranking and seniority and on such terms and conditions as may be decided by the Board to such person(s), including one or more company(ies), body corporate(s), statutory corporation(s), commercial bank(s), systematically



important non-banking financial company(ies), lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension/ provident fund(s), individual(s) and such other person(s) eligible to invest in such Instruments [hereinafter collectively referred to as “Investors”], provided that such investors shall cumulatively not exceed 200 (Two Hundred) in number in any financial year, for such amount(s) as the Board may in its absolute discretion at any time hereafter determine, and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be required, desirable and permissible in connection with the aforesaid resolution including determination of the terms thereof, executing and finalizing the forms, disclosure and placement documents, General Information Document(s), Key Information Document(s), offer letter, timing of the issue, execution of any documents for and on behalf of the Company and to represent the Company before any governmental or regulatory authority(ies), also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory / government authority(ies) / depository(ies), Stock Exchanges and/or any other regulatory authority(ies) to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to settle any question, difficulty or doubt that may arise in regard to the offer / issue, allotment, utilisation of the proceeds and redemption of the Instruments, without being required to seek any further consent or approval of the Members or otherwise, to the end and intent that its Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Investment and Borrowing Committee / any Director(s) / Officer(s) / Authorised Signatory (ies) of the Company to do all such acts, deeds, matters and things as may be required, desirable and permissible to give effect to this Resolution.

RESOLVED FURTHER THAT all action(s) taken by the Board, any Director(s) / Investment and Borrowing Committee / Officer(s) / Authorised Signatory(ies) of the Company in connection with any matter(s) referred to or contemplated in any of the foregoing Resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies)/person(s)/ Bank(s) and they be requested to act accordingly.”

By Order of the Board of Directors

For Sobha Limited

Sd/-

Bijan Kumar Dash
Company Secretary &
Compliance Officer

Place: Bangalore

Date: May 04, 2026

Registered Office:

“SOBHA”,

Sarjapur-Marathahalli Outer Ring Road

Bellandur Post, Bangalore – 560103.

CIN: L45201KA1995PLC018475

Notes:

1. Pursuant to General Circular No. 03/2025 dated September 22, 2025, 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022 and other relevant circular issued by the Ministry of Corporate Affairs (MCA), SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023 and other relevant circular issued by the Securities and Exchange Board of India (hereinafter collectively referred to as 'Circulars'), the Annual General Meeting of the Company ("AGM") is convened through Video Conferencing/Other Audio-Visual Means (VC/OAVM).
2. Since this AGM is being held pursuant to the circulars through VC/OAVM, the physical attendance of members has been dispensed with. Accordingly, the facility for the appointment of proxies by the members will not be available for the AGM and hence, the proxy form, attendance slip and Route Map are not annexed to this notice.
3. Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 is annexed to and forms part of this Notice.
4. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing regulations") read with Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 and Secretarial Standards issued by the Institute of Company Secretaries of India, additional information on Directors seeking appointment/ re-appointment is provided separately.

PARTICIPATION AT THE ANNUAL GENERAL MEETING AND VOTING THROUGH ELECTRONIC MEANS

5. Institutional shareholders (i.e. investors other than individuals, HUF, NRI etc.) intending to appoint authorised representative to participate and/or vote through e-voting, are requested to send scanned copy of the certified true copy of Board Resolution/Authority letter etc. to the scrutinizer by e-mail to nagendradrao@gmail.com with a copy marked to enotices@in.mpms.mufg.com. Institutional shareholders and Corporate Members may also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

6. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.
7. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination Remuneration and Governance Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
8. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and the provisions of the Regulation 44 of the SEBI Listing Regulation, listed companies are required to provide members with the facility to exercise their votes electronically, through remote e-voting. The Company has availed the services of MUFG Intime India Private Limited for providing the necessary remote e-Voting platform to the members of the Company.
9. Members may note that the Notice of the Thirty-first Annual General Meeting and the Annual Report 2026 will be available on the Company's website: www.sobha.com. The Notice of Annual General Meeting shall also be available on the website of MUFG Intime India Private Limited. The Company has published a Public Notice by way of advertisement in a Kannada Newspaper and in an English Newspaper with the required details of 31st AGM, for information of the Members.
10. **The e-voting period shall commence on Tuesday, the 14th day of July 2026 at 9:00 A.M. (IST) and ends on Friday, 17th day of July, 2026 at 5.00 P.M. (IST) Once the vote on a resolution is casted by a shareholder, it cannot be changed subsequently. The members can go through the e-voting process and instructions provided at point no. 30 of the notes.**
11. The Board of Directors 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 the Scrutinizer for conducting the remote e-voting and poll process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period of two working days from the conclusion of the annual general meeting, prepare a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company.

12. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of MUFG Intime India Private Limited.
13. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
14. Members will be provided with Insta Meet facility wherein they shall register their details and attend the AGM as under:
 - a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
 - b) Select the "Company Name" and register with your following details:
 - c) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box - PAN and enter 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 by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
 - d) Click "Go to Meeting".
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.
- b) Shareholders will get confirmation on a first-come-first-served basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who have not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link "Cast your vote".
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 6175

Dividend

15. The record date is fixed as **Friday, the 10th Day of July, 2026** and the Register of Members and the Share Transfer Books of the Company will remain closed on **Friday, the 10th Day of July, 2026** for the purpose of this AGM and for determining the entitlement of Members to dividend for the Financial Year ended March 31, 2026, if approved at the AGM.
16. The dividend if approved by the members at the Annual General Meeting will be deposited in a separate bank account within 5 days from the date of the Annual General Meeting and the same will be paid to the shareholders as per the provisions of the Companies Act, 2013 and the Rules made thereunder, and Circulars issued from time to time.

Investor Claims

17. Members who have not yet encashed their dividend warrants for earlier years are requested to write to the Secretarial Department at the Registered Office of the Company or send an e-mail to: investors@sobha.com to claim the dividend. Details of unclaimed dividend as on 31.03.2026 are available in the 'Investors Claim' section of the website of the Company www.sobha.com
18. During the Financial Year 2026-27, the Company will be required to transfer to the Investor Education and Protection Fund, the dividend declared in the Annual General Meeting of the Company held on August 09, 2019 and which is lying unclaimed with the Company for a period of seven years from the date of transfer to the Unpaid Dividend Account.

Investor Servicing

19. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, MUFG Intime India Private Limited for assistance in this regard.
20. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
21. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company in case the shares are held by them in physical form.
22. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested



to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to the Company in case the shares are held in physical form.

23. All Investor Queries / Complaints / Grievances may be addressed to the Secretarial Department at the Registered Office of the Company or by sending an e-mail to investors@sobha.com. Members can also write to MUFG Intime India Private Limited, the Registrar and Share Transfer Agents of the Company, having their office at Embassy 247, LBS Marg, Vikhroli (West), Mumbai - 400083 or send an e-mail to investor.helpdesk@in.mpms.mufg.com

Others

24. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.sobha.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
25. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
26. Dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source on dividend paid to shareholders at the prescribed rates in accordance with the applicable provisions of the Income Tax Act 2025.

A resident individual shareholder holding a valid PAN and who is not liable to pay income tax may submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source by email to investor.helpdesk@in.mpms.mufg.com on or before Friday, 10th day of July, 2026. Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year 2026-27 does not exceed ₹ 10,000/-. Shareholders may note that in case PAN is not updated with the Depository Participant/ Register of the Company, the tax shall be deducted at higher rate of 20%.

In case of Non-resident shareholders and Foreign Institutional Investors / Foreign Portfolio Investors tax

will be deducted in accordance with Section 393(2) of the Income Tax Act 2025 @20% plus applicable Surcharge and Cess.

Non-resident shareholders and Foreign Institutional Investors / Foreign Portfolio Investors may avail beneficial tax rates under Double Tax Avoidance Agreement [DTAA] i.e. tax treaty between India and their country of residence. Non-resident shareholders and Foreign Institutional Investors / Foreign Portfolio are required to provide details on applicability of beneficial tax rates and provide following documents:

- Copy of PAN card, if any, allotted by Indian Income Tax Authorities duly self attested by the member
- Copy of Tax Residency Certificate [TRC] for the Tax Year 2026-27 obtained from the revenue authorities of country of tax residence duly attested by the member
- Self Declaration in Form 41 duly generated from income tax portal
- No-PE [permanent establishment] certificate
- Self Declaration of beneficial ownership by the non-resident shareholder
- Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities

The members/shareholders are required to provide above documents/declarations by sending an E-mail to investor.helpdesk@in.mpms.mufg.com on or before Friday, the 10th Day of July, 2026. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the rates mentioned in the Income Tax Act, 2025.

27. Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 directs listed companies to send soft copies of the annual report to those shareholders who have registered their e-mail addresses. Sections 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014 permit prescribed companies to send a notice and financial statements through electronic mode. In view of the same, shareholders are requested to update their e-mail IDs with their Depository Participants where shares are held in dematerialised mode and where the shares are held in physical form to update the same in the records of the Company in order to facilitate electronic servicing of annual reports and other documents.
28. All documents referred to in the accompanying Notice and Statement annexed thereto shall be open for

inspection at the Registered Office of the Company during normal business hours on all working days till the date of the Annual General Meeting.

29. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@sobha.com from Saturday, 11th day of July, 2026 (9:00 A.M. IST) to Thursday, 16th day of July, 2026 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
30. **The details of the process and manner for remote e-voting are explained below:**

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

Method 1 - NSDL OTP Based Login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDEAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section.

Click on “Access to e-Voting” under e-Voting services.

- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- 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>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Method 3 - NSDL E-Voting Website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/ Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Postsuccessful authentication,clickon“MUFGInTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

METHOD 2 - CDSL EASI/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on **the cut-off date for e-voting** may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No</u> + <u>Folio no.</u> , registered with the Company

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Shareholders not registered for INSTAVOTE facility:

- e) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

A. User ID: Enter User ID

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No</u> + <u>Folio no.</u> , registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository

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, user shall navigate through “e-voting” option.

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 **NSDL form**, shall provide 'point 4' above.
 - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
 - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
- E. 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**).
- F. Enter Image Verification (CAPTCHA) Code.
- G. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting

process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered_email address](mailto:registered_email_address) with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at [registered_email address](mailto:registered_email_address).

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

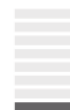
STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ 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). 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) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.



Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

Method 1 - Votes Entry

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) 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).

Method 2 - Votes Upload

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
 - b) After successful login, you will see “Notification for e-voting”.
 - c) Select “View” icon for “Company’s Name / Event number”.
 - d) E-voting page will appear.
 - e) Download sample vote file from “Download Sample Vote File” tab.
 - f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
 - g) 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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](mailto:registered_email_address) with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at [registered email address](mailto:registered_email_address).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Explanatory Statement

[PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013]

The following statement sets out all material facts relating to Special Businesses mentioned in the accompanying notice:

Item No. 4: Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2025-26

In terms of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 as may be amended from time to time, the Company is required to get its cost records audited.

The Board of Directors, based on the recommendation of the Audit Committee, have appointed M/s. Gudi Srinivasarao and Co., Cost Accountants (Firm Registration No: 004336) as the Cost Auditors of the Company for the Financial Year 2025-26. Further, the Board of Directors, on the recommendations of the Audit Committee, have approved the payment of remuneration not exceeding ₹ 2,50,000 (Rupees Two lakh and fifty thousand only) plus out of pocket expenses and taxes as may be applicable from time to time to the Cost Auditors for undertaking the cost audit of the Company for the Financial Year 2025-26 .

In terms of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year ended March 31, 2026.

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 **Ordinary Resolution** set out in Item No. 4 for approval by the Members.

Item No. 5: Re-appointment of Mr. Jagadish Nangineni (DIN: 01871780) as the Managing Director of the Company for a term of five years and payment of remuneration

Pursuant to Section 196 of the Companies Act, 2013, the Board of Directors, upon recommendation of the Nomination, Remuneration and Governance Committee,

re-appointed Mr. Jagadish Nangineni (DIN: 01871780) as Managing Director of the Company with effect from April 1, 2027 to March 31, 2032. As required by the Companies Act, 2013 and the SEBI Listing Regulations, the Company has received consent from Mr. Jagadish Nangineni (DIN: 01871780) to act as Director and Managing Director and a declaration that, he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Jagadish Nangineni (DIN: 01871780) is currently the Managing Director of the Company and is also a Member of the Audit Committee, Risk Management Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee of the Board of Directors of the Company. The present term of appointment of Mr. Jagadish Nangineni is valid up to March 31, 2027. As per proviso to Section 196(2) of the Act, no re-appointment of the Managing Director can be made earlier than one year before the expiry of his term. In compliance with this provision, the Board of Directors of the Company in their meeting held on May 04, 2026, on the recommendation of the Nomination, Remuneration and Governance Committee had, subject to the Provisions of Sections 149, 152, 196, 197, 198, 203 and all other applicable Provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V of the said Act, re-appointed Mr. Jagadish Nangineni (DIN: 01871780) as a whole time Director designated as Managing Director and Key Managerial Personnel of the Company for a further period of 5 years w.e.f. April 01, 2027 to March 31, 2032, subject to approval of the shareholders of the Company. Mr. Jagadish Nangineni will be liable to retire by rotation.

Mr. Jagadish Nangineni has about twenty-four years of experience in the fields of real estate, consulting and technology. He is associated with the Company since 2009 in senior strategic & operational roles with deep understanding of the Company's culture, people and processes. In the year 2019 he was designated as Deputy Managing Director, overseeing the operations of Ahmedabad, Chennai, Gurgaon and Pune regions. He developed the business from the ground up in Gurgaon, one of the Company's major markets. In the past year, he is actively involved in all facets of the Company's business across India. Prior to Sobha Ltd., he worked with technology and management consulting firms. He holds a B.Tech in Civil Engineering from IIT Bombay and PGDM from IIM Calcutta.



Further, pursuant to section 197 and 198 read with Schedule V of the Companies Act, 2013 and Rules made thereunder, and other applicable enactments, as amended from time to time and basis the recommendation of the Nomination, Remuneration and Governance Committee, it is proposed to re-appoint Mr. Jagadish Nangineni as the Managing Director of the Company for a further period of 5 years effective from 1st April, 2027 to March 31, 2032 and his remuneration shall be as per the following terms and conditions:

- A. Basic salary: ₹ 8,40,000 (Rupees Eight Lakh Forty 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 ₹ 14,00,000/- (Rupees Fourteen Lakh only) per month.
- B. Accommodation: House Rent allowance (equal to basic salary) i.e., ₹ 8,40,000 (Rupees Eight Lakh Forty Thousand Only) per month, which shall be revised by the Board from time to time.
- C. Commission: Shall not exceed 2% of the Consolidated Net Profit.
- D. Perquisites: He shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called Perquisites) as per the policy of the Company.
- E. 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
 - vii. Medical reimbursement on actual

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Managing Director of the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances, performance linked incentives/ bonus and Long-Term incentive as specified above, subject to such further approvals as may be required.

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such policy in force from time to time.

As on March 31, 2026, Mr. Jagadish Nangineni holds 2,515 fully paid equity shares in the Company. The directorships held by Mr. Jagadish Nangineni is within the limits prescribed under Section 165 of the Companies Act, 2013 and Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

No order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against Mr. Jagadish Nangineni debaring him from holding the position of Director.

The above may also be treated as an abstract of the terms of contract of appointment of Mr. Jagadish Nangineni as 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.

The disclosure relating to Mr. Jagadish Nangineni as required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an Annexure to this Notice.

Except Mr. Jagadish Nangineni being the appointee, none of the other Director(s) or Key Managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the **Ordinary Resolution** set-out in Item 5 of the Notice for approval by the members.

Item No. 6: Re-appointment of Mr. Raman Mangalorkar (DIN: 01866884), as a Non-Executive Independent Director of the Company

Mr. Raman Mangalorkar (DIN: 01866884) was initially appointed as a Non-Executive Independent Director of the Company by means of postal ballot through remote e-voting on June 09, 2022, for a period of 5 (five) years, w.e.f. April 01, 2022, on such terms and conditions as approved by the members. His terms of appointment shall expire on March 31, 2027. Further, considering the outcome of the evaluation of his performance over the past four years, the skills, experience and knowledge that Mr. Raman Mangalorkar brings to the Board, his continued valuable contribution to the boardroom deliberations, and also considering his eligibility to be an independent director and on the basis of the recommendation of Nomination, Remuneration and Governance Committee and in view of his knowledge, expertise and in particular the contributions made by him, subject to approval of members the Board of Directors at their Meeting held on May 04, 2026 approved the re-appointment of Mr. Raman Mangalorkar (DIN: 01866884) as a Non- Executive Independent Director of the Company for

a period of second term/tenure of 5 (five) consecutive years commencing from April 01, 2027. In terms of Section 152 of the Companies Act, 2013, Mr. Raman Mangalorkar 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 Mr. Raman Mangalorkar (DIN: 01866884) as a Non-Executive Independent Director of the company for a period of second term/tenure of 5 (five) consecutive years w.e.f. April 01, 2027 to March 31, 2032.

Mr. Raman Mangalorkar has over thirty three years of industry, consulting, and private equity experience and worked across the globe on a wide range of strategic, operational and organization issues. He is an entrepreneur and is currently focused on the life extension and cancer care sector. His areas of expertise include formulating business strategies, transforming supply chains, and managing large scale program implementations especially in the Retail and Consumer industries. He has worked as Chief Executive Officer (CEO) of Jubilant Retail and as the Managing Director of Highstreet Capital in the Private Equity space. He worked with A.T. Kearney as the Head of the Consumer and Retail Practice for Asia Pacific on a variety of projects around the world including in the USA, UK, Switzerland, Japan, Korea and South America. Before this, he was handling the Corporate Finance and Treasury functions with Federal Mogul in Detroit. Mr. Raman Mangalorkar completed his Masters in Business Administration from Indiana University (Kelley School of Business) with specializations in Finance and MIS. He also has a Masters in Commerce from Bangalore University.

He is serving the Company for more than four years as an Independent Director. His contribution towards the Board and related matters is noteworthy. He 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. His valuable suggestions and advice have always been instrumental in improving the systems and processes of the organization.

He is the Chairman of the Audit Committee and Nomination, Remuneration and Governance Committee and member of Stakeholders Relationship Committee of the Company. His inputs and observations have resulted in more effective strategic decision making.

Mr. Mangalorkar has given his consent to act as a Non-Executive Independent Director of the Company for a period of second term/tenure of 5 (five) consecutive years w.e.f. April 01, 2027 and has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, as per the declarations received by the Company, he is not disqualified under Section 164 of the Companies Act, 2013. In terms of Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his 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 Mr. Mangalorkar debaring him from holding the position of Director.

As on March 31, 2026, Mr. Raman Mangalorkar holds 1,141 fully paid equity shares in the Company. He is not related to any of the Directors of the Company. The directorships held by Mr. Raman Mangalorkar are within the limits prescribed under Section 165 of the Companies Act, 2013 and Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The disclosures relating to Mr. Raman Mangalorkar, as required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India is set out as an Annexure to the Notice.

Except Mr. Raman Mangalorkar, being an appointee, none of the other Directors or Key Managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the **Special Resolution** set-out in Item 6 of the Notice for approval by the members.

Item No. 7: Issue of Non-Convertible Debentures on a private placement basis

The Board of Directors had at its Meeting held on May 04, 2026, proposed to seek approval of the Members to raise or borrow funds by way of issuance of Unsecured Non-Convertible Debentures (NCDs) / Bonds / Other Instruments, listed and / or unlisted, on private placement basis for an amount not exceeding ₹ 1,000 Crore (Rupees One Thousand Crore) during 1 (One) year from the date of passing of the Special Resolution set out at Item No. 7 at an interest rate that will be determined by the prevailing money market conditions at the



time of the borrowing. The issue of these securities like NCDs / Bonds / Other Instruments work as a cost-effective source of borrowings. Your Company for its business purposes, investments in body corporate(s), repayment / pre-payment of certain loans and for general corporate purposes, proposes to borrow or raise funds by issue of NCDs/ Bonds / Other Instruments on a private placement basis.

The Company in order to execute various projects, both residential and contractual, has to borrow money from banks and other financial institutions as a means of finance. The Company has currently availed project-specific or general-purpose borrowings from various banks and financial institutions to finance the execution of the projects of the Company.

The Board of Directors envisages a continued need for the funding requirements of the Company to be met through various components, i.e. equity, project loans, general purpose corporate loans, borrowings from financial institutions, debentures etc. A mix of these instruments will result in optimum utilisation of funds at an optimum cost and help meet the various business requirements of

the Company. The Board is therefore, contemplating the feasibility of borrowing money through further issue of Non-Convertible Debentures.

In terms of Section 42 of Companies Act, 2013 read with Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014, the issue of Non-Convertible Debentures on a private placement basis requires previous approval of the members of the Company by way of a Special Resolution and such an approval shall be valid for all the offers or invitation for such Debentures during the year.

Accordingly, approval of the members is being sought to enable the Board of Directors to offer or invite subscriptions for non-convertible debentures aggregating up to ₹ 1000,00,00,000 (Rupees One Thousand Crore) as may be required and such approval shall be valid for a year.

None of the Directors or the 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 7 of the Notice for approval by the members.

Annexure

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT (ITEM NO 3, 5 and 6) AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS 2015 AND PARA 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS:

Name of Director	Mr. Ravi PNC Menon	Mr. Jagadish Nangineni	Mr. Raman Mangalorkar
Age	45 Years	47 Years	55 Years
Date of First Appointment on the Board	June 08, 2004	April 01, 2022	April 01, 2022
Qualifications	Bachelor of Science in Civil Engineering from Purdue University, USA	B. TECH- IIT (Bombay) MBA- IIM (Calcutta)	Master's in Business Administration with specializations in Finance and MIS and Master's in Commerce.
No. of Board Meetings attended during the Financial Year 2025-2026	4	4	4
Experience	22 years of experience in the field of construction and real estate development.	24 years and in the Company 17 years of experience.	33 years of experience in industry, consulting and private equity management.
Expertise in specific functional areas	He focuses on the overall functioning of the Company, in particular emphasising product delivery, project execution, quality control, technology advancement, process and information technology and customer satisfaction. He supervises the performance of various departments in the organisations such as Design and Engineering, Project Management, Sales and Marketing, Quality, Safety and Technology, Estimation, Cost Audit, Value Engineering, Landscaping, etc.	He is entrusted with the overall responsibility of managing the affairs of the company and achieving the targets of the Company. He plays an instrumental role in leading the growth of the Company in all operational businesses and related functions.	He has worked across the globe on a wide range of strategic, operational and organization issues. His areas of expertise includes formulating business strategies, transforming supply chains, and managing large scale program implementations especially in the Retail and Consumer industries.
Details of remuneration sought to be paid	Nil	For Details of remuneration payable, please refer the Resolution at item no. 5 of the Notice convening this Meeting read with Explanatory Statement thereto.	He will be entitled to Commission & sitting fees for attending Board and Committee Meetings.
Remuneration last drawn	Company did not pay any remuneration to Mr. Ravi PNC Menon for the Financial Year 2025-26 and the same is disclosed in the Corporate Governance Report that forms part of the Annual Report.	The remuneration paid for the Financial Year 2025-26 is disclosed in the Corporate Governance Report that forms part of the Annual Report.	The sitting fees paid for the Financial Year 2025-26 is disclosed in the Corporate Governance Report that forms part of the Annual Report.



Name of Director	Mr. Ravi PNC Menon	Mr. Jagadish Nangineni	Mr. Raman Mangalorkar
Directorship and membership/ Chairmanship of Committees of the Board held in other listed companies along with listed entities from which the person has resigned in the past three years	None	None	None
Directorships held in other public limited Companies	None	Sobha Assets Private Limited, Sobha Highrise Ventures Private Limited Sobha Developers (Pune) Limited {Subsidiaries of Sobha Limited, a public Company}	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	None	None
Number of shares held as on March 31, 2026, including shareholding as a beneficial owner.	35,96,301 equity shares of ₹ 10 each. 5,29,62,544 equity shares of ₹ 10 each held by relatives.	2,515 Equity shares of ₹ 10 each.	1,141 equity shares of ₹ 10 each.
Terms and conditions of appointment or re-appointment	The terms and conditions of appointment shall be governed by the approval of shareholders as set out in the Notice of the Annual General Meeting.	The terms and conditions of appointment shall be governed by the approval of shareholders as set out in the Notice of the Annual General Meeting.	The terms and conditions of appointment shall be governed by the approval of shareholders as set out in the Notice of the Annual General Meeting.
Justification for choosing the appointees for appointment as Independent Director	Not Applicable.	Not Applicable.	The proposed Director is independent of the management and possesses appropriate skills, experience and knowledge.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable.	Not Applicable.	The proposed Director has required qualification, experience and expertise in business strategies, supply chains, and managing large scale program implementations especially in the Retail and Consumer industries.

Key Details of 31st Annual General Meeting at a Glance

No.	Particulars	Details
1	Day, date and time of AGM	Saturday, July 18, 2026, at 09.00 A.M. (IST) (Deemed Venue for Meeting: Registered Office: "SOBHA", Sarjapur-Marathahalli Outer Ring Road Bellandur Post, Bangalore – 560103)
2	Mode of AGM	Through Video Conferencing / Other Audio-Visual Means (VC/ OAVM)
3	Participation through VC / OAVM	The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
4	Technical Assistance for VC Participation	Contact MUFG INSTAVOTE helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.
5	Submission of Questions/ Queries before AGM	Questions regarding financial statements or any other matter to be placed at the 31 st AGM can be submitted from registered email address to investors@sobha.com on or before 5.00 P.M. (IST) on July 16, 2026.
6	Speaker Pre-Registration	On or before 5.00 P.M. (IST) on July 16, 2026. Members may register themselves as a speaker by sending a request mentioning their name, demat account number/folio number, email id, mobile number at investors@sobha.com
7	Dividend details	Rate: ₹ 6.00 per equity share of face value of ₹ 10 each and pro-rata dividend on partly paid-up equity shares. Record date: July 10, 2026 Book closure dates: July 10, 2026 Payment date: within 30 days from July 18, 2026.
8	TDS on Dividend and Submission of Forms	Submit forms by July 10, 2026 before 5.00 P.M. (IST). The detailed process is available on the website of the Company at https://www.sobha.com/ 'Communication on Tax Deduction on Dividend'.
9	EVENT of the Company	260329 (for fully paid up), 260330 (for partly paid up)
10	Cut-off date for remote e-voting period	July 11, 2026
11	Remote e-voting period	From 9.00 A.M. (IST) on July 14, 2026, and ends at 5.00 P.M. (IST) on July 17, 2026.
12	Registration of email address to receive credentials for remote e-voting and Notice of 31 st AGM	Members whose email addresses are not registered and wish to receive the credentials for remote e-voting along with the Notice of the 31 st AGM and Annual Report 2025-26 can get their email addresses registered with DP/RTA. Alternatively, members may send an e-mail request to rnt.helpdesk@in.mpms.mufg.com for obtaining User ID and Password.