Directors' Report

Dear Members,

Your Directors have pleasure in presenting the Twenty Third Annual Report on the business and operations of the Company together with the audited results for the financial year ended March 31, 2018.

Financial Highlights

(₹ in million)

Particulars	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Total Revenue	**26,496.88**	**22,273.72**	**28,365.81**	**22,847.52**
Operating Expenditure	21,220.41	17,945.67	22,672.81	18,264.09
Earnings before Interest, Depreciation and Amortisation	5,276.47	4,328.05	5,693.00	4,583.43
Depreciation and Amortisation	503.95	599.88	544.00	638.23
Finance Cost	1,948.35	1,478.62	1,977.60	1,496.70
Profit Before Tax	**2,824.17**	**2,249.55**	**3,171.40**	**2,577.75**
Tax Expenses				
• Current Tax	638.05	866.45	764.46	961.16
• Deferred Tax Charge / (credit)	246.71	(19.04)	238.24	9.06
Profit after Tax	**1,939.41**	**1,402.14**	**2,168.70**	**1,607.53**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the balance sheet relates and the date of this report.

BUSINESS AND OPERATIONS

A. Business Overview

The Company is operating in the following two segments:

- Construction and development of residential and commercial projects
- Contractual projects

A summary of completed and ongoing projects as on March 31, 2018 has been detailed in the Management Discussion and Analysis Report titled 'Management Report' forming part of the Annual Report.

B. Financial Overview

Standalone

During the Financial Year 2017-18, the Company, has on a standalone basis earned total revenues of ₹ 26,496.88 million as compared to ₹ 22,273.72 million in the previous year, with an increase of 18.96% y-o-y. The Profit before Tax was ₹ 2,824.17 million as against ₹ 2,249.55 million during the year, increasing by 25.54% and Profit after Tax was ₹ 1,939.41 million as against ₹ 1,402.14 million, that is, it increased by 38.32%.

Consolidated

The consolidated revenues of the Company during the financial year 2017-18 were ₹ 28,365.81 million, an increase of 24.15% from the previous year. The Profit before Tax increased by 29.52% and Profit after Tax (after considering minority interest) increased by 34.91% as compared to the financial year 2016-17.

Transfer to Reserves

Your Directors proposed to transfer ₹ 193.99 million out of the current profits to the General Reserve.

Dividend

The Board of Directors, subject to the approval of the shareholders at the ensuing Annual General Meeting are pleased to recommend a dividend of ₹ 7 per equity share of ₹ 10 each.

C. Operational Overview

Completed Projects

During the year under review, the Company has executed and handed over 2.58 million square feet and 3.22 million square feet of contractual projects resulting in an aggregate development of 5.80 million square feet.

The Company has completed 92.53 million square feet of area since inception.

Ongoing Projects

The Company currently has real estate projects aggregating to 41.90 million square feet of developable area. It has 6.35 million square feet of ongoing contractual projects which are under various stages of construction.

The Company has a geographic presence in 26 cities across 13 states in India.

SHARE CAPITAL RELATED MATTERS

A. Share Capital

The authorized share capital of the Company is ₹ 2,000,000,000 divided into 150,000,000 equity shares of ₹ 10 each and 5,000,000 preference shares of ₹ 100 each. At the beginning of the year under review, the Issued, subscribed and fully paid up capital was ₹ 963,046,760 divided into 96,304,676 equity shares of ₹ 10 each. Consequent to buy-back of 1,458,823 equity shares during the year, the issued, subscribed and paid-up capital of the Company as on 31st March, 2018 was ₹ 948,458,530 divided into 94,845,853 equity shares of ₹ 10 each.

Sobha Limited is a public limited Company and its equity shares are listed on National Stock Exchange of India Limited and BSE Limited.

B. Buyback of Equity Shares

The Board, at its meeting held on August 04, 2017 approved the buyback proposal for purchase of upto 1,458,823 equity shares of ₹ 10 each (representing 1.5 % of total equity capital) from shareholders of the Company on a proportionate basis by way of tender offer route at a price of ₹ 425 per equity share aggregating to an amount not exceeding ₹ 62 crore in accordance with the provision of the Companies Act, 2013 and SEBI (Buy Back of Securities) Regulations, 1998. Accordingly, the buy-back of the shares was carried out. 1,458,823 equity shares were bought back with a total cost of ₹ 62 crores.

C. Changes in Subsidiaries, Joint Ventures and Associates

Sobha Highrise Ventures Private Limited, a wholly owned subsidiary of the Company, acquired the entire equity shares of Sobha Contracting Private Limited, a private limited company during the year, making Sobha Contracting Private Limited a wholly owned subsidiary of Sobha Highrise Ventures Private Limited. With this acquisition, as on the date of this report, the Company has five direct subsidiaries and one stepdown subsidiary.

BOARD OF DIRECTORS AND ITS COMMITTEES

A. Composition of the Board of Directors

As on 31st March, 2018, the Board of Directors of the Company comprises six Directors of which, four are Non-Executive Independent Directors and two are Executive Directors. The composition of the Board of Directors is in compliance with Regulation 17 of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Section 149 of the Companies Act, 2013.

The Company has received necessary declarations from the Independent Directors stating that they meet the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations.

B. Changes in Directors and Key Managerial Personnel

During the year 2017-18, Mr. P Ramakrishnan, Deputy Managing Director resigned from the Board of Directors with effect from April 07, 2017.

During the year under review, there were no changes in the Key Managerial Personnel of the Company.

C. Meetings

During the year under review, the Board of Directors met 4 times on the following dates:

- May 16, 2017
- August 04, 2017
- November 10, 2017
- February 09, 2018

In accordance with the provisions of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 16th May 2017.

D. Re-appointment of Directors Retiring by Rotation

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ravi PNC Menon, Director designated as Chairman (DIN: 02070036) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. The Board of Directors based on the recommendation of Nomination, Remuneration and Governance Committee, have recommended the re-appointment of Mr. Ravi PNC Menon, Director designated as Chairman retiring by rotation.

The Notice convening the Annual General Meeting includes the proposal for re-appointment of Mr. Ravi PNC Menon as a Director. A brief resume of Mr. Ravi PNC Menon has been provided as an Annexure to the Notice convening the Annual General Meeting. Specific information about the nature of Mr. Ravi PNC Menon's expertise in specific functional areas and the names of the companies in which he holds directorship and membership /chairmanship of the Board committees have also been provided in the Notice convening the Annual General Meeting.

E. Performance Evaluation

In terms of Section 134 (3) (p) read with Articles VII and VIII of Schedule IV of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance and that of its statutory committees viz. Audit Committee, Stakeholder Relationship Committee, Nomination, Remuneration and Governance Committee and that of the Individual Directors.

The Board assessed the performance and the potential of each of the Independent Directors with a view to maximise their contribution to the Board. As envisaged by the Act, the Independent Directors reviewed the performance of the Chairman of the Board at a meeting that was convened. At the same meeting, a review of the Executive Directors was also carried out.

F. Directors' Responsibility Statement

According to the information and explanations obtained, your Directors hereby confirm pursuant to Section 134(5) of the Companies Act, 2013, that:

a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;

b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

c) proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the annual accounts have been prepared on a going concern basis;

e) internal financial controls to be followed by the Company have been laid down and such internal financial controls are adequate and were operating effectively; and

f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDIT RELATED MATTERS

A. Audit Committee

The Company has a duly constituted Audit Committee. The composition of the Committee as on 31st March, 2018 was:

1. Mr. R V S Rao (Independent Director) - Chairman
2. Dr. S K Gupta (Independent Director) - Member
3. Mr. Anup Shah (Independent Director) - Member
4. Mr. J C Sharma (Vice Chairman and Managing Director) - Member

The terms of reference, powers, role and responsibilities of the Audit Committee are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

During the period under review, the advice and suggestions recommended by the Audit Committee were duly considered and accepted by the Board of Directors. There were no instances of non-acceptance of such recommendations.

B. Statutory Auditors

At the Twenty Second Annual General Meeting held on August 04, 2017, members appointed Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022), as Statutory Auditors of the Company for a period of 5 years from the conclusion of the Twenty Second Annual General Meeting until the conclusion of the Twenty Seventh Annual General Meeting.

The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of corporate Affairs, Government of India. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the Annual General Meeting held on August 04, 2017 for a period of 5 years.

The Statutory Auditors expressed an unmodified opinion in the audit reports in respect of the audited financial statements for the financial year ended March 31, 2018. There are no qualifications or adverse remarks in the Statutory Auditors' Report which require any explanation from the Board of Directors.

C. Secretarial Audit

Secretarial Audit of the Company for the year ended March 31, 2018 was conducted by Mr. Nagendra D Rao, Practicing Company Secretary. The Secretarial Audit Report issued by Mr. Nagendra D Rao, in accordance with the provisions of Section 204 of the Companies Act, 2013 is provided separately in the Annual Report **(Annexure A)**. There are no qualifications or adverse remarks in the Secretarial Audit Report which require any explanation from the Board of Directors.

D. Cost Audit

The Cost Audit Report for the financial year 2016-17 was filed with the Ministry of Corporate Affairs, New Delhi within the due date prescribed under the Companies (Cost Records and Audit) Rules, 2014. There are no qualifications or adverse remarks in the Cost Audit Report which require any explanation from the Board of Directors.

Based on the recommendations of the Audit Committee, the Board of Directors have re-appointed M/s. Srinivas and Co, Cost Accountants (Firm Registration No: 000278) as the Cost Auditors of the Company for the financial year 2017-18. In terms of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors for the financial year 2017-18 is subject to ratification by the shareholders of the Company. The Notice convening the Annual General Meeting contains the proposal for ratification of the remuneration payable to the Cost Auditors.

E. Internal Audit and Internal Financial Controls

The in-house internal Audit team is responsible for assurance with regard to the effectiveness, accuracy and efficiency of the internal control systems and processes in the Company. The Company's Audit team is independent, designed to add value and empowered to improve the Company's processes. It helps the Company accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.

There are adequate internal financial controls in place with reference to the financial statements. During the year under review, the Internal Audit Department and the Statutory Auditors tested these controls and no significant weakness was identified either in the design or operations of the controls. A report issued by the Statutory Auditors, M/s. B S R & Co LLP, on the Internal Financial Controls forms part of the Annual Report.

POLICY MATTERS

A. Nomination and Remuneration Policy

The Nomination, Remuneration and Governance Committee of the Board of Directors is responsible for recommending the appointment of the Directors and Senior Management to the Board of Directors of the Company. The Company has in place a Nomination and Remuneration Policy containing the criteria for determining qualifications, positive attributes and independence of a Director and policy relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel of the Company. The Committee also postulates the methodology for effective evaluation of the performance of Individual Directors, committees of the Board and the Board as a whole which should be carried out by the Board, by the Committee or by an independent external agency and reviews its implementation and compliance. The Nomination and Remuneration Policy is available on the Company's website: http://www.sobha.com/investor-relations-downloads-pol.php. Extracts from the policy are reproduced in **Annexure B** to this report.

B. The Risk Management Framework

The Company has developed and implemented a risk management framework, detailing the various internal and external risks faced by the Company and methods and procedures for identifying, monitoring and mitigation of such risks. The Board of Directors of the Company have constituted a Risk Management Committee, which is entrusted with the task of evaluating, monitoring and reviewing the risk management plan and procedures of the Company. The risk management function is supporting the internal control mechanism of the Company and supplements the internal and statutory audit functions.

C. Corporate Social Responsibility Policy

The Company believes that its achievements do not just refer only to its growth but are also spread to society. Accordingly, under the aegis of its CSR arm, Sri Kurumba Educational & Charitable Trust, it has adopted three village panchayats - Vadakkenchery, Kizhakkenchery and Kannambra in Palakkad district of Kerala, to improve the lifestyle of the people at the grass root level.

The Corporate Social Responsibility Policy, as formulated by the Corporate Social Responsibility Committee and approved by the Board of Directors is available on the Company's website at: http://www.sobha.com/investor-relations-downloads-pol.php.

In terms of Section 134 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the annual report on the Corporate Social Responsibility activities of the Company is given in **Annexure C** to this report.

D. Vigil Mechanism

The Company has established a vigil mechanism to promote ethical behaviour in all its business activities. It has in place a mechanism for employees and directors to report any genuine grievances, illegal, unethical behaviour, suspected fraud or violation of laws, rules and regulations or conduct to the Vigilance Officer and the Audit Committee of the Board of Directors. The policy also provides for adequate protection to the whistle blower against victimisation or discriminatory practices. The policy is available on the Company's website at: http://www.sobha.com/investor-relations-downloads-pol.php.

During the year under review, the Company did not receive any complaints relating to unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct from any employee or Directors.

OTHER MATTERS

A. Debentures

As on 31st March, 2018, the Company has various series of outstanding Secured Redeemable Non-Convertible Debentures aggregating to ₹ 2,550,000,000 (Rupees two hundred and fifty five crore). The Company redeemed the debentures to the tune of ₹ 700,000,000 (Rupees seventy crore) during the financial year 2017-18. The debentures are listed on BSE Limited. Interest on the said debentures was paid on time as per the relevant provisions of the Companies Act, 2013 and the Listing Regulations. The Company has complied with all the applicable provisions of the Listing Regulations with respect to the said listed debentures.

B. Deposits

The Company has not accepted any deposits in terms of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014, during the year under review. As such, no amount of principal or interest was outstanding as on date of this report.

C. Transfer to Investor Education and Protection Fund

In compliance with Section 124 of the Companies Act, 2013, dividend pertaining to the financial year 2009-10 which was lying unclaimed with the Company was transferred to the Investor Education and Protection Fund during the financial year 2017-18. The details of unclaimed dividend transferred to the Investor Education and Protection Fund are provided in the Corporate Governance Report which forms part of the Annual Report.

As required under Section 124 of the Companies Act, 2013 and the Rules made thereunder, 2,470 equity shares, in respect of which dividend had not been claimed by the shareholders for seven consecutive years or more, were transferred to the Investor Education and Protection Fund during the year under review. The details of the shares and shareholders are available on the Company's website.

D. Significant or material orders passed by Regulators / Courts

During the year under review, there were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

E. Human Resources

Employee relations continued to be cordial at all levels and in all divisions of the Company. The Board of Directors would like to express their sincere appreciation to all the employees for their continued hard work and steadfast dedication.

As on March 31, 2018, the Company has an organisational strength of 2,857 employees.

Details of the employees are provided in a separate section of the Annual Report.

F. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has adopted a policy on prevention and redressal of Sexual Harassment at workplace. Pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has in place an Internal Complaints Committee for prevention and redressal of complaints of sexual harassment of women at the workplace. No complaints were received by the Company during the year under review.

G. Awards and Recognitions

During the financial year 2017-18, the Company was conferred with various awards and recognitions, the details of which are given in a separate section of the Annual Report.

H. Corporate Governance

In accordance with the Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on corporate governance forms part of this report.

A certificate from Mr. Nagendra D Rao, Practicing Company Secretary affirming compliance with various conditions of Corporate Governance in terms of the Listing Regulations is given in **Annexure D** to this report.

I. Code of Conduct

The Company has laid down a Code of Conduct for the Directors as well as for senior management of the Company. As prescribed under Regulation 17 of the Listing Regulations, a declaration signed by the Vice Chairman and Managing Director affirming compliance with the Code of Conduct by the Directors and senior management personnel of the Company for financial year 2017-18 forms part of the Corporate Governance Report.

J. Disclosure on Confirmation with Secretarial Standards

The Directors confirm that the Secretarial Standards issued by the Institute of Company Secretaries of India, to be complied pursuant to the Companies Act, 2013 and rules made thereunder, have been duly complied with.

K. Management Discussion and Analysis Report

In accordance with the requirements of the Listing Regulations, the Management Discussion and Analysis Report titled 'Management Report' is presented in a separate section of the Annual Report.

L. Extract of Annual Return

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the annual return for the financial year ended March 31, 2018 in MGT 9 is attached as **Annexure E** to this report.

M. Particulars of Loans, Guarantees and Investments

In terms of Section 134 of the Companies Act, 2013, the particulars of loans, guarantees and investments made by the Company under Section 186 of the Companies Act, 2013 is detailed in Notes to Accounts of the Financial Statements.

N. Related Party Transactions

During the year, the Company did not enter into any contract/arrangement/transaction with a related party which can be considered as material in terms of the policy on related party transactions laid down by the Board of Directors. Related party transactions, if any, pursuant to the Listing Regulations were approved by the Audit Committee from time to time prior to entering into the transactions. The related party transactions undertaken during the financial year 2017-18 are detailed in the Notes to Accounts of the Financial Statements.

Further during the year under review, there were no contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013. Therefore, there is no requirement to report any transaction in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 and the rules made thereunder.

O. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

In terms of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the details of energy conservation, technology absorption, foreign exchange earnings and outgoings are given as **Annexure F** to this report.

P. Remuneration Details of Directors, Key Managerial Personnel and Employees

Details of remuneration of Directors, Key Managerial Personnel and the statement of employees in receipt of remuneration exceeding the limits prescribed under Section 134 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in **Annexure G** to this report.

Q. Financial Position and Performance of Subsidiaries, Joint Ventures and Associates

In terms of Section 134 of the Act and Rule 8(1) of the Companies (Accounts) Rules, 2014, the financial position and performance of the subsidiaries are given as an annexure to the Consolidated Financial Statements.

R. Business Responsibility Report

As required under Regulation 34 of the Listing Regulations, the Business Responsibility Report is given in **Annexure H** to this report.

S. Additional Information to Shareholders

All important and pertinent investor information such as financial results, investor presentations, press releases, new launches and project updates are made available on the Company's website (www.sobha.com) on a regular basis.

ACKNOWLEDGEMENTS

The Directors would like to place on record their sincere appreciation to the Company's customers, vendors, and bankers for their continued support to the Company during the year. The Directors also wish to acknowledge the contribution made by employees at all levels for steering the growth of the organisation. We thank the Government of India, the State Governments and other Government agencies for their assistance and cooperation and look forward to their continued support in future. Finally, the Board would like to express its gratitude to the members for their continued trust, co-operation and support.

For and on behalf of the Board of Directors of Sobha Limited

Place: Bangalore	**Ravi PNC Menon**	**J C Sharma**
Date: May 19, 2018	**Chairman**	**Vice Chairman & Managing Director**

Annexure A

To,
The Members,
Sobha Limited,
SOBHA, Sarjapur-Marathahalli Outer Ring Road (ORR),
Devarabisanahalli, Bellandur Post,
Bengaluru – 560103.

My report of even date is to be read along with this letter.

Management's Responsibility

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

1. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
2. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.
3. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

Place: Bengaluru
Date: May 19, 2018.

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Sobha Limited,
SOBHA, Sarjapur-Marathahalli Outer Ring Road (ORR),
Devarabisanahalli, Bellandur Post,
Bengaluru – 560 103.

I have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Sobha Limited (hereinafter called the company). Secretarial Audit was conducted in the manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Sobha Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of the secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Sobha Limited ("the Company") for the financial year ended on 31st March 2018 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

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

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

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [Not Applicable- as the company has not raised any Share Capital by Issue of Shares during the financial year under review];

  (d) The Securities and Exchange Board of India (Share based employee benefits) Regulations, 2014) [Not Applicable to the Company during the financial year under review];

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients [Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review];

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not Applicable as the Company has not delisted/propose to delist its equity shares from any stock exchange during the financial year under review]; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) The Laws as are applicable specifically to the Company are as under:

a) Real Estate (Regulation & Development) Act, 2016.

b) Transfer of Property Act, 1882,

c) Indian Easements Act, 1882,

d) Registration Act, 1908,

e) The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and

f) The Land Acquisition Act, 1894.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st July, 2015).

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the Minutes of the Board of Directors duly recorded and signed by the Chairman, the decisions were unanimous and no dissenting views were required to be recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the company has:

1. Completed the Buy- back of 14,58,823 Equity shares of ₹ 10/- each for a price of ₹ 425/-.

Signature:

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

Place: Bengaluru
Date: May 19, 2018.

Annexure B

EXTRACT FROM NOMINATION AND REMUNERATION POLICY

Policy on Appointment and Removal of Directors, Key Managerial Personnel and Senior Management:

A. Eligibility or Criteria for Appointment:

Educational Qualification: No person shall be eligible for appointment as a Director, Key Managerial Personnel and / or Senior Management Personnel unless he / she possesses at least a bachelors' degree in a recognized and relevant field. Educational qualification over and above the bachelors' degree, though not mandatory, shall be preferable. However, the requirement of minimum educational qualification can be waived if the candidate showcases exceptional knowledge, talent, creativity and / or aptitude for the position.

Experience: A person shall be eligible for appointment as a Director, Key Managerial Personnel and / or Senior Management Personnel if he / she possess adequate experience in the respective field(s). Between two candidates possessing same / similar educational qualification, the person with more experience will ordinarily be preferred. Experience in diverse fields will be given due weightage.

Integrity: The person considered for appointment shall be a person of integrity and good standing. No person convicted of any offence involving moral turpitude shall be considered for appointment to post of a Director, Key Managerial Personnel and/or Senior Management.

Age: A person shall not be considered for appointment to the post of a Whole-time Director of the Company if he / she has attained the age of seventy years.

Independence: No person shall be appointed as an Independent Director of the Company unless he / she meets the criteria of independence as specified in the Companies Act, 2013 and Listing Agreement.

Limits on Directorship: No person shall be appointed as a Whole-time Director / Independent Director of the Company unless such directorship is within the limits prescribed by law in this behalf.

Limits on Committee Membership: The number of Chairmanship or Membership of committees held by a person shall be within the limits prescribed by law in this behalf in order to be considered for appointment as a Whole-time Director / Independent Director of the Company.

B. Term of Office:

Whole-time Director:

i. The Whole-time Director(s) of the Company shall be appointed for a term not exceeding five years at a time.

ii. The Whole-time Director(s) shall be eligible for re-appointment for further terms not exceeding five years at a time subject to the approval of members of the Company.

iii. No such re-appointment shall be made earlier than one year before the expiry of the current term.

Independent Director(s):

i. An Independent Director shall hold office for a term up to five consecutive years on the Board of Directors of the Company.

ii. An Independent Director shall be eligible for re-appointment for another term up to five consecutive years on passing of a special resolution in this regard by the members of the Company.

iii. No Independent Director shall hold office for more than two consecutive terms. An Independent Director shall be eligible for re-appointment after the expiry of three years of ceasing to be an Independent Director where he/she has served for two consecutive terms.

Key Managerial Personnel and Senior Management:

i. The term of office of Key Managerial Personnel and Senior Management of the Company shall be in accordance with the prevailing Human Resource policy of the Company.

C. Removal of Director, Key Managerial Personnel and Senior Management of the Company:

The Committee shall recommend to the Board of Directors, the removal from office of any Director, Key Managerial Personnel and / or Senior Management Personnel of the Company:

i. Whenever a Director, Key Managerial Personnel and / or Senior Management Personnel of the Company incurs any disqualification specified under any applicable law which renders their position untenable.

ii. Whenever a Director, Key Managerial Personnel and / or Senior Management Personnel of the Company is found guilty of violating the Code of Conduct, the Code of Conduct for Prevention of Insider Trading of the Company and / or such other policy as may be decided by the Committee.

iii. Whenever a Director, Key Managerial Personnel and / or Senior Management of the Company acts in a manner which is manifestly against the interest of the Company. In case of any proceedings under this sub-clause, the concerned Director, Key Managerial Personnel and / or Senior Management Personnel of the Company shall be given an opportunity of being heard by the Committee.

Performance Evaluation:

i. The performance evaluation of each Director will be carried out by the Committee in the first instance. It shall place its recommendations before the Board of Directors.

ii. The performance evaluation of Independent Directors shall be done by the entire Board of Directors (excluding the Director being evaluated). It shall take into consideration the views of the Committee.

iii. The Independent Directors shall review the performance of Non-Independent Directors and the Board as a whole. The Independent Directors shall take into consideration the views of the Committee.

iv. The Independent Directors shall review the performance of the Chairperson of the Company, taking into account the views of the Committee, the executive directors and non-executive directors.

The Independent Directors of the Company are experts in their respective fields. They bring with them specialized skills, vast repertoire of knowledge and a wide diversity of experience and perspectives. In view of their significant expertise, the Independent Directors may recommend the mechanism for evaluating the performance of the Board as a whole as well as individual directors.

In lieu of such recommendation, the criteria for performance evaluation laid down below may be considered. However, the below mentioned criteria is only suggestive and the Board / Directors may consider such other criteria as they may deem necessary for effective evaluation of performance.

Board of Directors:

i. Establishment of distinct performance objectives and comparison of performance against such objectives.

ii. Contribution of the Board to the development of strategy.

iii. Contribution of the Board in developing and ensuring robust and effective risk management system.

iv. Response of the Board to problems or crises that have emerged.

v. Suitability of matters being reserved for the Board under the Listing Agreement.

vi. Relationship between the Board and its main committees and between the committees themselves.

vii. Communication of the Board with the management team, key managerial personnel and other employees.

viii. Knowledge of latest developments in the regulatory environment and the market.

ix. Appropriateness, quality and timeliness of flow of information to the Board.

x. Adequacy and quality of feedback by the Board to management on its requirements.

xi. Adequacy of frequency and length of Board and Committee meetings.

xii. Appropriate mix of knowledge and skills in the composition of the Board and its Committees.

Committees of the Board of Directors:

i. Suitability of matters being reserved for the Committee(s).

ii. Communication of the Committee(s) with the management team, key managerial personnel and other employees.

iii. Appropriateness, quality and timeliness of flow of information to the Committee(s).

iv. Adequacy and quality of feedback by the Committee(s) to management on its requirements.

v. Adequacy of frequency and length of the Committee meetings.

vi. Appropriate mix of knowledge and skills in the composition of the Committees.

Independent Directors:

i. Level of preparedness for the meetings of the Board and Committees.

ii. Willingness to devote time and effort to understand the Company and its business.

iii. Quality and value of their contributions at Board and Committees meetings.

iv. Contribution of their knowledge and experience to the development of strategy of the Company.

v. Effectiveness and pro-activeness in recording and following up their areas of concern.

vi. Relationship with fellow Board members, key managerial personnel and senior management.

vii. Knowledge and understanding of current industry and market conditions.

viii. Attendance at the meetings of the Board and Committees of which the Independent Director is a member.

Whole-time Director(s):

i. Contribution of the Whole-time Director in achieving the Business Plan of the Company.

ii. Contribution of Whole-time Director in the development of new business ideas or verticals.

iii. Contribution of Whole-time Director towards the topline and/or bottom line of the Company where such contribution is capable of measurement.

iv. Contribution of Whole-time Director in implementing the strategy set by the Board of Directors of the Company.

v. Knowledge and understanding of current industry and market conditions.

vi. Contribution of Whole-time Director in identifying, understanding and mitigating the risks faced by the Company.

vii. Contribution of Whole-time Director in identifying and exploiting new business opportunities for the Company.

viii. Level of preparedness for the meetings of the Board and Committees.

ix. Attendance at the meetings of the Board and Committees of which such Whole-time Director is a member.

Policy relating to the Remuneration of Directors, Key Managerial Personnel and Senior Management:

A. Remuneration Criteria:

The guiding principle while determining the level and composition of remuneration is the competitiveness required to attract, retain and motivate competent personnel. While deciding the remuneration of Directors, Key Managerial Personnel and Senior Management, the following factors shall be taken into consideration:

a. availability of talented, skilled and experienced professionals.

b. industry standards.

c. profitability of the Company and growth prospects.

B. Payment of Remuneration:

i. The Committee shall recommend the payment of remuneration (including any revision thereof) to the Directors of the Company including the Independent Directors which shall be subject to the approval of the Board of Directors. It shall also be approved by the shareholders of the Company and/or Central Government, wherever required.

ii. The remuneration of Key Managerial Personnel and Senior Management Personnel shall be determined by the Company in accordance with the prevailing HR Policy of the Company.

C. Remuneration of Whole-time Directors, Key Managerial Personnel and Senior Management:

Basic Salary:

Each Whole-time Director, Key Managerial Personnel and Senior Management personnel shall be paid a monthly remuneration. The monthly remuneration of Whole-time Director as recommended by the Committee shall be approved by the Board of Directors and also by the shareholders of the Company if required.

Accommodation or House Rent Allowance:

Each Whole-time Director shall be provided with rent free furnished accommodation or up to a specified percent of the basic salary as House Rent Allowance in lieu of accommodation. Key Managerial Personnel and Senior Management personnel shall be provided with a specified % of the basic salary as House Rent Allowance.

Performance Incentives:

Each Whole-time Director shall be eligible for performance incentives which shall not exceed a specified % of profits of the Company.

Key Managerial Personnel and Senior Management personnel shall be eligible for performance incentives as per the prevailing Human Resource policy of the Company in this regard. The incentive is linked to the performance of the Company in general and their individual performance is measured against specific Key Result Areas, which are aligned with the Company's objectives.

Perquisites and Other Allowances:

Each Whole-time Director, Key Managerial Personnel and Senior Management personnel shall be entitled to such perquisites, allowances, benefits, facilities and amenities as per the Human Resource policy of the Company in force or as may be approved by the Board from time to time.

D. Remuneration of Independent Directors:

Commission: Each Independent Director shall be paid remuneration by way of Commission as recommended by the Committee which shall be approved by the Board of Directors. Such Commission shall be within the overall limits approved by the shareholders of the Company.

Sitting Fees: The Independent Director may receive remuneration by way of fees for attending the meetings of Board or Committee thereof as may be decided by the Board of Directors from time to time.

E. Limits on Remuneration:

i. The overall remuneration paid by the Company to the Directors, including Independent Directors shall not exceed 11% of the net profits of the Company for that financial year.

ii. The remuneration paid by the Company to all its whole-time directors shall not exceed 10% of the net profits of the Company for that financial year.

iii. The remuneration paid by the Company to its Independent Directors (excluding sitting fees) shall not exceed 1% of the net profits of the Company for that financial year.

iv. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Directors in accordance with the provisions of Schedule V of the Companies Act, 2013. If the remuneration payable exceeds the limits laid down in Schedule V, then the Company shall obtain previous approval of the Central Government.

v. Revision of existing remuneration may be recommended by the Committee to the Board which should be within the limits approved by the shareholders.

Annexure C

Annual Report on Corporate Social Responsibility (CSR) Activities

1. Brief Outline of CSR Policy

The Board of Directors upon the recommendation of the Corporate Social Responsibility Committee, have identified the following areas listed in Schedule VII of the Companies Act, 2013 for carrying out its CSR activities:

i. eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;

ii. promoting education, including special education and employment enhancing vocation skills, especially among children, women, elderly, and the differently abled and livelihood enhancement projects;

iii. promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;

iv. ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;

v. protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;

vi. measures for the benefit of armed forces veterans, war widows and their dependents;

vii. training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports;

viii. contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;

ix. contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;

x. rural development projects;

xi. slum area development;

xii. such other areas as may be included in Schedule VII of the Companies Act, 2013 from time to time.

The projects/programmes may be undertaken by an Implementation Agency or the Company directly provided that such projects/ programmes are in line with the activities enumerated in Schedule VII of the Companies Act, 2013.

The detailed Corporate Social Responsibility Policy is available on the website of the Company at http://www.sobha.com/investor-relations-downloads-pol.php.

2. Composition of CSR Committee for the year ended 31st March, 2018

The Corporate Social Responsibility (CSR) Committee comprises of the following members:

a. Mr. Anup Shah (Independent Director)-Chairman

b. Mr. J C Sharma – Member

c. Mr. Ravi PNC Menon - Member

3. Average Net Profits

The average profits, i.e. profits before tax of the Company during the three immediately preceding financial years was ₹ 2,681.13 million.

4. Prescribed CSR Expenditure

The prescribed CSR expenditure was ₹ 53.62 Million, i.e. 2% of the average net profits mentioned in Point 3 above.

5. Details of CSR spend

(a) Total amount to be spent for the financial year 2017-18: ₹ 53.62 million

(b) Amount unspent, if any: Not Applicable

(c) Manner in which the amount was spent during the financial year is detailed below:

Sl No.	CSR project or activity identified	Sector in which the Project is covered	Projects or Programs (1) Local Area or Other (2) Specify the State and District where Projects/Programme undertaken	Amount Outlay (Budget) project /programs wise ₹	Amount spent on the projects or programs ₹	Cumulative Expenditure upto the reporting period ₹	Amount Spent: Direct or through implementing agency*
1	Rural Development	i. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation ii. Promoting education, and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups	1. Local 2. Kerala- Vadakkenchery, Kannambra and Kizhakkenchery Panchayats in the district of Palakkad, Kerala	125.91 million	124.20 million	124.20. million	Implementation Agency*

*Sri Kurumba Educational and Charitable Trust is a public charitable trust and has an established track record as prescribed under the Companies Act, 2013 in undertaking similar projects and programs.

6. Responsibility statement

The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company.

For Sobha Limited

Place: Bangalore	**Anup Shah**	**J C Sharma**
Date: May 19, 2018	**Chairman, CSR Committee**	**Vice Chairman & Managing Director**

Annexure D

Corporate Governance Compliance Certificate

To the Members of
Sobha Limited,
"Sobha", Sarjapur-Marathahalli, Outer Ring Road,
Devarabisanahalli, Bellandur Post,
Bengaluru – 560 103.

I have examined all the records of Sobha Limited for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2018. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. My examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance.

This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In my opinion and to the best of my information and according to the explanations and information furnished to me, I certify that the company has complied with all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the said SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has complied with items C, D and E.

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

Place: Bengaluru
Date: May 19, 2018.

Annexure E

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2018

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rules 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L45201KA1995PLC018475
Registration Date	August 07, 1995
Name of the Company	Sobha Limited
Category of the Company	Company limited by shares
Sub-Category of the Company	Indian Non-Government Company
Address of the Registered office and contact details	'SOBHA', Sarjapur - Marathahalli Outer Ring Road (ORR), Devarabisanahalli, Bellandur Post, Bangalore – 560 103 Tel: 080 4932 0000 Email: investors@sobha.com
Whether listed company	Yes. Listed on National Stock Exchange of India Limited and BSE Limited
Name, Address and Contact Details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C 101, 247 Park LBS Marg, Vikhroli (West) Mumbai - 400 083 Tel: +91 22 2594 6970 Fax: +91 22 2594 6969 Email: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company:

Sl No.	Name and Description of Main Products/Services	NIC Code of Product / Service	% to Total Turnover of the Company
1.	Development and construction of properties	410 - Construction of buildings	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SL No.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING / SUBSIDIARY/ ASSOCIATE	% SHARE HELD	APPLICABLE SECTION
1	Sobha Developers (Pune) Limited 'SOBHA', Sarjapur - Marathahalli Outer Ring Road (ORR), Devarabisanahalli, Bellandur Post, Bangalore - 560 103	U45202KA2007PLC041761	Subsidiary	100	Section 2(87)
2	Sobha Assets Private Limited 'SOBHA', Sarjapur - Marathahalli Outer Ring Road (ORR), Devarabisanahalli, Bellandur Post, Bangalore - 560 103	U70100KA2012PTC063003	Subsidiary	100	Section 2(87)
3	Sobha Tambaram Developers Limited Kothari Buildings, 1st Floor, 115, Nungambakkam High Road, Nungambakkam, Chennai - 600 034	U45300TN1999PLC042927	Subsidiary	100	Section 2(87)
4	Sobha Nandambakkam Developers Limited Kothari Buildings, 1st Floor, 115, Nungambakkam High Road, Nungambakkam, Chennai - 600 034	U45201TN2007PLC063187	Subsidiary	100	Section 2(87)
5	Sobha Highrise Ventures Private Limited 'SOBHA', Sarjapur - Marathahalli Outer Ring Road (ORR), Devarabisanahalli, Bellandur Post, Bangalore - 560 103	U70100KA2012PTC064148	Subsidiary	100	Section 2(87)
6	Sobha Contracting Private Limited 'Sobha', Sarjapur – Marathahalli Outer Ring Road, Devarabisnahalli, Bellandur Post, Bangalore – 560 103	U70102KA2007PTC042918	Stepdown Subsidiary (Subsidiary of Sobha Highrise Ventures Private Limited)	100	Section 2(87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise shareholding

	Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A 1	**Indian Promoters**									
(a)	Individuals/ Hindu Undivided Family	-	-	-	-	-	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
(e)	Any Others(Specify)									
(e) (i)	Relative of Promoter	45,000	-	45,000	0.05	45,000	-	45,000	0.05	0.00
Sub Total(A)(1)		**45,000**	**-**	**45,000**	**0.05**	**45,000**	**-**	**45,000**	**0.05**	**0.00**
A 2	**Foreign Promoters**									
(a)	NRIs – Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	57,964,300	-	57,964,300	60.19	53,009,683	-	53,009,683	55.89	(4.30)
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Banks/ Financial Institutions	-	-	-	-	-	-	-	-	-
(e)	Any Others(Specify)									
Sub Total(A)(2)		**57,964,300**	**-**	**57,964,300**	**60.19**	**53,009,683**	**-**	**53,009,683**	**55.89**	**(4.30)**
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)		**58,009,300**	**-**	**58,009,300**	**60.24**	**53,054,683**	**-**	**53,054,683**	**55.94**	**(4.30)**
(B)	**Public shareholding**									
1	**Institutions**									
(a)	Mutual Funds	6,673,016	-	6,673,016	6.93	9,475,986	-	9,475,986	9.99	3.06
(b)	Banks/ Financial Institutions	564,264	-	564,264	0.59	577,179	-	577,179	0.61	0.02
(c)	Central Government	-	-	-	-	2,470	-	2,470	-	-
(d)	State Government(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	53,272	-	53,272	0.05	53,272	-	53,272	0.06	0.01

	Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(g)	Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)									
(j)	Foreign Portfolio Investors (Corporate)	26,949,216	-	26,949,216	27.98	27,058,844	-	27,058,844	28.53	0.55
Sub-Total (B)(1)		**34,239,768**	**-**	**34,239,768**	**35.55**	**37,167,751**	**-**	**37,167,751**	**39.19**	**3.64**
2	**Non-institutions**									
(a)	Bodies Corporate									
i.	Indian	792,393	-	792,393	0.82	806,421	-	806,421	0.85	0.03
ii.	Overseas	11	-	11	0.00	11	-	11	0.00	0.00
(b)	Individuals									
i	Individual shareholders holding nominal share capital up to ₹ 1 lakh	2,302,124	63	23,021,287	2.39	2,605,521	63	2,605,584	2.75	0.36
ii	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh.	352,648	-	352,648	0.36	659,858	-	659,858	0.69	0.33
(c)	Any Other (specify)									
i	Independent Directors	20,635	-	20,635	0.02	19,300	-	19,300	0.02	0.00
ii	Clearing Member	197,923	-	197,923	0.21	197,315	-	197,315	0.21	0.00
iii	Trusts	179	-	179	0.00	714	-	714	0.00	0.00
iv	Non Resident Indians (Repatriable)	223,802	-	223,802	0.23	173,374	-	173,374	0.18	(0.05)
v	Non Resident Indians (Non-Repatriable)	50,733	-	50,733	0.05	47,937	-	47,937	0.05	0.00
vi	Office Bearers	27,278	45	27,323	0.03	17,386	45	17,431	0.02	(0.01)
Vii	Hindu Undivided Family (HUF)	87,774	-	87,774	0.09	95,474	-	95,474	0.10	0.01
Sub-Total (B)(2)		**4,055,500**	**108**	**4,055,608**	**4.21**	**4,623,311**	**108**	**4,623,419**	**4.87**	**0.66**
(B)	**Total Public Shareholding (B)= (B)(1)+(B)(2)**	**38,295,268**	**108**	**38,295,376**	**39.76**	**41,791,062**	**108**	**41,791,170**	**43.39**	**-**
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)		**96,304,676**	**108**	**96,304,676**	**100**	**94,845,745**	**108**	**94,845,853**	**100**	**-**

ii) Shareholding of Promoters

SL No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			%change in shareholding during the year
		No. of Shares	% of Total Shares of Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of Company	% of Shares Pledged / encumbered to total shares	
1	Mrs. Sobha Menon	40,346,551	41.89	0.73	35,626,420	37.56	0.00	(4.33)
2	Mr. P N C Menon	12,223,903	12.69	10.38	12,061,259	12.71	10.54	(0.02)
3	Mr. P N C Menon jointly with Mrs. Sobha Menon	5,360,896	5.60	0.00	5,289,054	5.58	0.00	(0.02)
4	Mr. P N Haridas*	45,000	0.05	0.00	45,000	0.05	0.00	-
5	Mr. Ravi PNC Menon*	32,950	0.04	0.00	32,950	0.04	0.00	-
Total		**58,009,300**	**60.24**	**0.00**	**53,054,683**	**55.94**	**10.54**	**(4.37)**

*Members of 'Promoter Group' as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations , 2009 as amended from time to time.

iii) Change in Promoters Shareholding:

Promoters have sold 4,000,000 shares in the open market during the year 2017-18. Further, the promoters have participated in the Buyback and have tendered 1,400,000 Equity Shares. Consequently, their holding in the Company stands reduced to 55.94 as compared to 60.24 in the Financial Year 2017 – 18.

iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDRS and ADRS):

Sl No	For each of the Top 10 Shareholder	Shareholding at the beginning and end of the year		Date	Change in shareholding	Reason	Cumulative shareholding during the year	
		Number of Shares	% of Total No. of Shares				Number of Shares	% of Total No. of Shares
1.	NORDEA 1 SICAV - EMERGING STARS EQUITY FUND	4,403,961	4.64	1-Apr-2017				
				21-Apr-2017	37,272	Market Purchase	4,441,233	4.68
				28-Apr-2017	166,424	-do-	4,607,657	4.85
				12-May-2017	48,533	-do-	4,656,190	4.90
				02-Jun-2017	8,391	-do-	4,664,581	4.91
				09-Jun-2017	121,635	-do-	4,786,216	5.04
				16-Jun-2017	15,439	-do-	4,801,655	5.06
				07-Jul-2017	290,701	-do-	5,092,356	5.36
				11-Aug-2017	7,144	-do-	5,099,500	5.37
				18-Aug-2017	428,626	-do-	5,528,126	5.82
				25-Aug-2017	34,630	-do-	5,562,756	5.86
				01-Sep-2017	17,100	-do-	5,579,856	5.88
				08-Sep-2017	15,863	-do-	5,595,719	5.89
				22-Sep-2017	98,429	-do-	5,694,148	6.00
				13-Oct-2017	6,457	-do-	5,700,605	6.01
				27-Oct-2017	367,738	-do-	6,068,343	6.39
				03-Nov-2017	122,585	-do-	6,190,928	6.52
				10-Nov-2017	2,248	-do-	6,193,176	6.53
				17-Nov-2017	9,059	-do-	6,202,235	6.53
				08-Dec-2017	350,529	-do-	6,552,764	6.90
				15-Dec-2017	5,003	-do-	6,557,767	6.91
				22-Dec-2017	61,950	-do-	6,619,717	6.97
				29-Dec-2017	271,310	-do-	6,891,027	7.26
				19-Jan-2018	88,914	-do-	6,979,941	7.35
				02-Feb-2018	9,904	-do-	6,989,845	7.36
				09-Feb-2018	(3,597)	Market Sale	6,986,248	7.36
				16-Feb-2018	159,905	Market Purchase	714,6153	7.53
				02-Mar-2018	99,024	-do-	724,5177	7.63
				09-Mar-2018	(86,075)	Market Sale	715,9102	7.54
				16-Mar-2018	(563,791)	-do-	659,5311	6.95
				23-Mar-2018	(1,249,036)	-do-	5,346,275	5.63
		5,346,275	5.63	31-Mar-2018				
2.	FRANKLIN INDIA SMALLER COMPANIES FUND	3,593,334	3.78	1-Apr-2017				
				05-May-2017	46,024	Market Purchase	3,639,358	3.83
				12-May-2017	13,898	-do-	3,653,256	3.85
				19-May-2017	25,000	-do-	3,678,256	3.87
				26-May-2017	273,760	-do-	3,952,016	4.16
				11-Aug-2017	1,088,214	-do-	5,040,230	5.31
				25-Aug-2017	1,956,000	-do-	6,996,230	7.37
				01-Sep-2017	44,000	-do-	7,040,230	7.42
				06-Oct-2017	(1,826)	Market Sale	7,042,056	7.42
				13-Oct-2017	(29,484)	-do-	7,012,572	7.39
				27-Oct-2017	(19,373)	-do-	6,993,199	7.37
				03-Nov-2017	1,256	Market Purchase	6,994,455	7.37
				24-Nov-2017	(118,278)	Market Sale	6,876,177	7.24
				08-Dec-2017	(100,000)	-do-	6,776,177	7.14
				29-Dec-2017	(161,034)	-do-	6,615,143	6.97
				05-Jan-2018	(13,151)	-do-	6,601,992	6.96
				12-Jan-2018	(375,000)	-do-	6,226,992	6.56
				02-Feb-2018	(500,606)	-do-	5,726,386	6.03
				09-Feb-2018	(67,060)	-do-	5,659,236	5.96
				16-Feb-2018	(236,819)	-do-	5,422,507	5.71
				02-Mar-2018	(68,077)	-do-	5,354,430	5.64
				09-Mar-2018	(76,160)	-do-	5,278,270	5.56
				16-Mar-2018	(8,771)	-do-	5,269,499	5.55
				23-Mar-2018	(260,000)	-do-	5,009,499	5.28
		4,966,499	5.23	31-Mar-2018	(43,000)	-do-	4,966,499	5.23

SI No	For each of the Top 10 Shareholder	Shareholding at the beginning and end of the year		Date	Change in shareholding	Reason	Cumulative shareholding during the year	
		Number of Shares	% of Total No. of Shares				Number of Shares	% of Total No. of Shares
3.	SCHRODER INTERNATIONAL SELECTION FUND EMERGING ASIA	1,497,374	1.57	1-Apr-2017				
				05-May-2017	306,372	Market Purchase	1,803,746	1.90
				12-May-2017	330,628	-do-	2,134,374	2.25
				11-Aug-2017	337,516	-do-	247,190	2.60
				18-Aug-2017	2,139	-do-	2,474,029	2.60
				25-Aug-2017	18,998	-do-	2,493,027	2.62
				02-Feb-2017	485,000	-do-	2,978,027	3.13
				09-Feb-2017	115,030	-do-	3,093,057	3.26
				16-Feb-2017	221,207	-do-	3,314,264	3.49
				23-Feb-2017	60,946	-do-	3,375,210	3.55
				02-Mar-2017	17,939	-do-	3,393,149	3.57
				09-Mar-2017	701	-do-	3,393,850	3.57
				23-Mar-2017	1,372,410	-do-	4,766,260	5.02
		4,766,260	5.02	30-Mar-2017				
	SCHRODER INTERNATIONAL SELECTION FUND INDIAN EQUITY	0	0	01-Apr-2017				
				11-Aug-2017	265,882	Market Purchase	265,882	0.28
				18-Aug-2017	81,676	-do-	347,558	0.36
				25-Aug-2017	94,090	-do-	441,648	0.46
				01-Sep-2017	73,962	-do-	515,610	0.54
				08-Sep-2017	53,580	-do-	569,190	0.60
				15-Sep-2017	39,847	-do-	609,037	0.64
				06-Oct-2017	4,217	-do-	613,254	0.64
				13-Oct-2017	(900)	Market Sale	612,354	0.64
				15-Dec-2017	(52,614)	-do-	559,740	0.59
				22-Dec-2017	(54,123)	-do-	505,617	0.53
				29-Dec-2017	(150,598)	-do-	355,019	0.37
				05-Jan-2018	(43,843)	-do-	311,176	0.32
				12-Jan-2018	(20,116)	-do-	291,060	0.30
				02-Feb-2018	33,441	Market Purchase	324,501	0.34
				09-Feb-2018	53,495	-do-	377,996	0.39
				16-Mar-2018	69,738	-do-	447,734	0.47
				23-Mar-2018	313,976	-do-	761,710	0.80
		761,710	0.80	31-Mar-2018				
4.	L&T MUTUAL FUND TRUSTEE LIMITED- L&T EMERGING BUSINESSES FUND	530,000	0.55	1-Apr-2017				
				07-Apr-2017	50,000	Market Purchase	580,000	0.61
				14-Apr-2017	99,373	-do-	679,373	0.71
				21-Apr-2017	10,000	-do-	689,373	0.72
				28-Apr-2017	57,427	-do-	746,800	0.78
				02-Jun-2017	25,400	-do-	772,200	0.81
				23-Jun-2017	25,000	-do-	797,200	0.84
				07-Jul-2017	58,000	-do-	855,200	0.90
				14-Jul-2017	145,300	-do-	1,000,500	1.05
				11-Aug-2017	180,200	-do-	1,180,700	1.24
				18-Aug-2017	5,603	-do-	1,186,303	1.25
				25-Aug-2017	28,243	-do-	1,214,546	1.28
				01-Sep-2017	5,000	-do-	1,219,546	1.28
				15-Sep-2017	107,654	-do-	1,327,200	1.39
				13-Oct-2017	(553)	Market Sale	1,326,647	1.39
				20-Oct-2017	116,529	Market Purchase	1,433,176	1.52
				27-Oct-2017	19	-do-	1,443,195	1.52
				15-Dec-2017	18,087	-do-	1,461,282	1.54
				22-Dec-2017	27,885	-do-	1,489,167	1.57
				29-Dec-2017	48,703	-do-	1,537,870	1.62
				05-Jan-2018	(470)	Market Sale	1,537,400	1.62
				12-Jan-2018	2,290,100	Market Purchase	3,827,500	4.03
				09-Feb-2018	69,094	-do-	3,896,594	4.10
				23-Mar-2018	(342,000)	Market Sale	3,554,594	3.74
		3,554,594	3.74	31-Mar-2018				

Sl No	For each of the Top 10 Shareholder	Shareholding at the beginning and end of the year		Date	Change in shareholding	Reason	Cumulative shareholding during the year	
		Number of Shares	% of Total No. of Shares				Number of Shares	% of Total No. of Shares
5.	GOVERNMENT PENSION GLOBAL FUND	134,700	0.14	1-Apr-2017				
				13-Oct-2017	(3,402)	Market sale	131,298	0.13
		1,131,298	1.19	31-Mar-2018	1,000,000	Market Purchase	1,131,298	1.19
6.	ICICI PRUDENTIAL BALANCED ADVANTAGE FUND	2,549,682	2.68	1-Apr-2017				
				07-Apr-2017	(338,811)	Market sale	2,515,871	2.65
				14-Apr-2017	(254,783)	-do-	2,261,088	2.38
				28-Apr-2017	(111,310)	-do-	2,149,778	2.26
				05-May-2017	(505,145)	-do-	1,644,633	1.73
				12-May-2017	(125,069)	-do-	1,519,564	1.60
				19-May-2017	(187,379)	-do-	1,332,185	1.40
				05-Jan-2018	(25,252)	-do-	1,306,933	1.37
				09-Feb-2018	(206,933)	-do-	1,100,000	1.15
				16-Feb-2018	(55,610)	-do-	1,044,390	1.10
				23-Feb-2018	(8,575)	-do-	1,035,815	1.09
				02-Mar-2018	(145,097)	-do-	890,718	0.93
				09-Mar-2018	(66,290)	-do-	824,428	0.86
				16-Mar-2018	(2,007)	-do-	822,421	0.87
		822,421	0.86	31-Mar-2018				
7.	DIMENSIONAL EMERGING MARKETS VALUE FUND	825,884	0.87	1-Apr-2017				
				22-Sep-2017	2,808	Market Purchase	828,692	0.87
				13-Oct-2017	(10,877)	Market Sale	817,815	0.86
		871,815	0.86	31-Mar-2018				
8.	HSBC GLOBAL INVESTMENT FUNDS - ASIA EX JAPAN EQUITY SMALLER COMPANIES	1,201,819	1.26	1-Apr-2017				
				07-Apr-2017	(237,970)	Market sale	963,849	1.01
				21-Apr-2017	222,229	Market Purchase	1,186,078	1.25
				05-May-2017	214,047	-do-	1,400,125	1.47
				19-May-2017	(126,090)	Market sale	1,274,035	1.34
				26-May-2017	103,863	Market Purchase	1,377,898	1.45
				02-Jun-2017	28,399	-do-	1,406,297	1.48
				23-Jun-2017	212,284	-do-	1,618,581	1.70
				30-Jun-2017	55,875	-do-	1,674,456	1.76
				29-Sep-2017	131,084	-do-	1,805,540	1.90
				13-Oct-2017	(112,373)	Market sale	1,693,167	1.78
				20-Oct-2017	(122,906)	-do-	1,570,261	1.65
				27-Oct-2017	(345,177)	-do-	1,225,084	1.29
				17-Nov-2017	(77,260)	-do-	1,147,824	1.21
				24-Nov-2017	(34,847)	-do-	1,112,977	1.17
				01-Dec-2017	(181,240)	-do-	931,737	0.98
				08-Dec-2017	(155,655)	-do-	776,082	0.81
		776,082	0.81	31-Mar-2018				
9	FIL INVESTMENTS (MAURITIUS) LTD	677,889	0.71	1-Apr-2017			677,889	0.71
		677,889	0.71	31-Mar-2018			677,889	0.71
10	INVESCO PERPETUAL GLOBAL SMALLER COMPANIES FUND	818,874	0.86	1-Apr-2017				
				07-Apr-2017	(141,735)	Market Sale	677,139	0.71
				14-Apr-2017	(48,700)	-do-	628,439	0.66
				19-May-2017	27,608	Market Purchase	656,047	0.69
				15-Sep-2017	19,308	-do-	675,356	0.71
				08-Dec-2017	(58,844)	Market Sale	616,512	0.65
				16-Mar-2018	33,047	Market Purchase	649,559	0.68
		649,559	0.68	31-Mar-2018				

v) Shareholding of Directors and Key Managerial Personnel:

Sl No.	For each of the Directors and KMP	Shareholding at the beginning and end of the year		Date	Change in shareholding	Reasons for change	Cumulative shareholding during the year	
		Number of Shares	% of Total No. of Shares				Number of Shares	% of Total No. of Shares
1	Mr. Ravi PNC Menon, Chairman	32,950	0.03	01/04/2017	No change	Not Applicable	32,950	0.03
		32,950	0.03	31/03/2018				
2	Mr. J C Sharma	90,015	0.09	01/04/2017	0.05%	Sold/Shares surrendered in buyback	40,823	0.04
	Vice Chairman and Managing Director	40,823	0.04	31/03/2018				
3	Dr. S K Gupta #	1,335	0.00	01/04/2017	0.00%	Sold	0.00	0.00
	Non-Executive Independent Director	-	-	31/03/2018				
4	Mr. R V S Rao	15,000	0.01	01/04/2017	No change	Not Applicable	15,000	0.01
	Non-Executive Independent Director	15,000	0.01	31/03/2018				
5	Mr. Anup Shah #	4,300	0.00	01/04/2017	No change	Not Applicable	4,300	0.00
	Non-Executive Independent Director	4,300	0.00	31/03/2018				
6	Dr. Punita Kumar-Sinha	-	-	01/04/2017	No change	Not Applicable	-	-
	Non-Executive Independent Director	-	-	31/03/2018				
7	Mr. Subhash Mohan Bhat	130	0.00	01/04/2017	No change	Not Applicable	130	0.00
	Chief Financial Officer	130	0.00	31/03/2018				
8	Mr. Vighneshwar G Bhat	-	-	01/04/2017	No change	Not Applicable	-	-
	Company Secretary and Compliance officer	-	-	31/03/2018				

Shareholding less than 0.01%

V) INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loan excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness ₹ in Million
Indebtness at the beginning of the financial year				
(i) Principal Amount	21,109	854	-	21,963
(ii) Interest Accrued but not paid	-	-	-	-
(iii) Interest Accrued but not due	206	4	-	210
Total (i + ii + iii)	**21,315**	**858**	**-**	**22,173**
Change in Indebtedness during the financial year				
• Addition	16,984	-	-	16,984
• Reduction	15,370	854	-	16,224
Net Change	**1,614**	**(854)**	**-**	**760**
Indebtedness at the end of the financial year				
(i) Principal Amount	22,723	-	-	22,723
(ii) Interest Accrued but not paid	-	-	-	-
(iii) Interest Accrued but not due	167	-	-	167
Total (i + ii + iii)	**22,890**	**-**	**-**	**22,890**

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and / or Manager:

Sl No	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount ₹ in million
		Mr. Ravi PNC Menon	Mr. J C Sharma	Mr. P Ramakrishnan*	
1.	**Gross Salary**				
	(a) Salary as per provisions contained in the section 17 (1) of the Income tax Act, 1961	45.10	9.77	4.86	**59.73**
	(b) Value of Perquisites under section 17 (2) of the Income Tax Act, 1961	1.76	0.04	0.003	**1.80**
	(c) Profits in lieu of salary under section 17 (3) of the Income Tax Act, 1961	-	-	-	**-**
2.	**Stock Option**	-	-	-	**-**
3.	**Sweat Equity**	-	-	-	**-**
4.	**Commission**				
	• as % of Profit	43.35	43.35	-	**86.7**
	• Others	-	-	-	**-**
5.	**Others** – Contribution to Provident Fund	3.38	0.60	0.02	**3.98**
	Total (A)	**93.59**	**53.76**	**4.86**	**152.21**
	Ceiling as per the Act	10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 is 307.39 million.			

* Mr. P Ramakrishnan, Deputy Managing Director resigned from the Board with effect from April 07, 2017.

B. Remuneration to other Directors:

Sl No.	Particulars of Remuneration	Name of Directors				Total Amount ₹ in Million
		Dr. S K Gupta	Mr. R V S Rao	Mr. Anup Shah	Dr. Punita Kumar-Sinha	
1.	Independent Directors					
	• Fee for attending Board / Committee Meetings	0.17	0.13	0.11	0.08	0.49
	• Commission	1.50	1.50	1.50	1.50	6.00
	• Others	-	-	-	-	-
Total (1)		**1.67**	**1.63**	**1.61**	**1.58**	**6.49**
2.	Other Non – Executive Directors					
	• Fee for attending Board / Committee Meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others	-	-	-	-	-
Total (2)		**-**	**-**	**-**	**-**	**-**
Total (B)=(1+2)		**1.67**	**1.63**	**1.61**	**1.58**	**6.49**
Total Managerial Remuneration*						**158.70**
Overall Ceiling as per the Act		Overall Managerial Remuneration: 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 is ₹ 338.13 million. Non-Executive Directors: 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 is 30.74 million.				

* Total Managerial Remuneration = Total (A) + Total (B)

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD

Sl No.	Particulars of Remuneration	Key Managerial Personnel Mr. Subhash Mohan Bhat Chief Financial Officer	 Mr. Vighneshwar G Bhat Company Secretary and Compliance Officer	Total Amount ₹ in Million
1.	**Gross salary**			
	(a) Salary as per provisions contained in the section 17 (1) of the Income tax Act, 1961	10.46	3.40	13.86
	(b) Value of Perquisites under section 17 (2) of the Income Tax Act, 1961	-		-
	(c) Profits in lieu of salary under section 17 (3) of the Income Tax Act, 1961	-		-
2.	**Stock Option**	-	-	-
3.	**Sweat Equity**	-	-	-
4.	**Commission**			
	- As % of Profit	-	-	-
	- Others (Specify)	-	-	-
5.	**Others –** Contribution to Provident Fund	0.5	0.2	0.7
Total		**10.96**	**3.60**	**14.56**

VII) PENALTIES / PUNISHMENTS / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / Court)	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment			None		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			None		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			None		
Compounding					

For and on behalf of the Board of Directors of Sobha Limited

Place: Bangalore
Date: May 19, 2018

Ravi PNC Menon
Chairman

J C Sharma
Vice Chairman & Managing Director

Annexure F

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

(Pursuant to section 134 of the Act and Rule 8(3) of the Companies (Accounts) Rules, 2014)

A. Conservation of Energy

i. Steps taken or impact on conservation of energy

The Company has adopted the following energy conservation measures:

a. Use of energy efficient lamps, control gears, ballast VFDs highly efficient motors and PV cells.

b. Use of LED Light fixtures in the common areas of residential projects.

c. Use of external street light fixtures with timers.

d. Use of lighting software in the design stage of our projects.

e. Use of motion sensors and occupancy sensors with electronic drivers.

f. Use of best quality wires, cables, switches and low self power loss breakers.

g. Following standard specifications like colour codes, independent neutral and earthing for each circuit to curb energy leakage.

h. Use of low- loss electronic ballast.

i. Selection of high efficiency transformers, DG sets and other equipments.

j. Introduction of auto-correction power factor capacitor panels for common area loads.

k. The use of separate energy meters for major common area loads so that power consumption can be monitored and efforts can be made to minimise the same

l. Use of energy efficient lifts with group control in residential projects.

ii. Steps taken by the Company for utilizing alternative sources of energy

a. Provision of back-up solar power for common area lighting in residential projects.

b. At Sobha office, 89% of power is wheeled from Solar power plant.

c. Use of heat pumps and solar water heaters instead of geysers to reduce power consumption.

iii. Capital investment on energy conservation equipments

The Company continues to make project level investments for reduction in consumption of energy. The capital investment on energy conservation equipments cannot be quantified.

B. Technology Absorption

i. Efforts made towards technology absorption

The Company uses German tools, waterproofing techniques and follows European standards in all its construction activities. Sobha uses both indigenous and imported technologies for implementation at all its projects. The Company has taken the following initiatives in the area of technology:

1. Introduction of laser plummets for accurate marking.
2. Introduction of “Scaff board” for safety of workforce who work at heights.
3. Software for BBS to generate fast and accurate bar bending schedules.
4. “Grab & Trolley” for block shifting.
5. “Debris Crusher” for crushing & recycling the debris generated at the site.
6. Instead of cast - in-situ coping for the terrace parapet and compound walls, precast methodology has been introduced and implemented.
7. Adoption of power feeders for spindle machine instead of manual feeding.

The Company derives benefits in the form of cost reduction, fewer customer complaints, and better quality of the end products. The above initiations and implementations have been made after continuous market research - trial and testing for quality, durability and compatibility in consideration of cost and time for developing new systems and better technologies at par with international standards.

ii. Imported Technology

No technology was imported by the Company during the last three financial years.

iii. Expenditure incurred on Research and Development

The Company had carried out R&D in the following areas:

1. 'Ready Mixed Concrete Batching Plant Audit' for Vendor Evaluation.
2. Materials testing & validation of the construction materials used on site to check their quality, durability, and compatibility.
3. Pile Integrity Test for qualitative evaluation of the physical dimensions (cross sectional variation), soundness or defects of the piles concrete with respect to its continuity.
4. Introduction of 'Lightweight Deflectometer' for measuring the deflection modulus of sub grade/ sub soils and unbound base layers.
5. Introduction of 'Block Testing Plates' for testing blocks at sites.
6. Introduction of 'Lift Well' gate for fall protection into the lift pits or shafts.
7. Introduction of 'Laser Plummet' for maintaining verticality of columns and buildings.
8. Raised floor system in terraces to prevent direct heat transmission from the roof slab and to protect water resistance treatment of roofs for longer duration.
9. Introduction of tile round cutting using mini drilling machine and tile holesaw cutter to get a perfect round finish.
10. Wooden / Bamboo textered glass reinforced concrete cladding panels which is lightweight when compared to conventional concrete.
11. Physical measurement technique tools software to measure and analyze elevator ride quality, vibration & sound.
12. Epoxy flooring applied to concrete for protection, aesthetic enhancement, strong adhesion, long lasting, rustproof, waterproof, heat resistant, salt and acid resistance.

Benefits derived as a result of the above R&D

The benefits derived from the above ensure that the final product delivered by the Company conforms to international standards.

Future plan of action

The success of R&D initiatives in the construction industry primarily depends on the selection of the right method of construction, type of machines and kind of materials. It also depends on integrating the planning and training process within the Company and it has to be understood as an ongoing process.

Sobha interior and glazing factories will be provided with roof top solar plant in view of utilizing alternate source of energy.

Expenditure on R&D

The R & D activity of the Company forms part of project implementation and cannot be quantified.

C. Foreign Exchange Earnings and Outgo

Total expenditure in foreign exchange	₹ 50.28 million
Total income in foreign exchange	Nil

For and on behalf of the Board of Directors of Sobha Limited

Place: Bangalore
Date: May 19, 2018

Ravi PNC Menon
Chairman

J C Sharma
Vice Chairman & Managing Director

Annexure G

Remuneration Details of Directors and Employees

(Pursuant to section 134 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

i. Ratio of remuneration of each Director to the median remuneration of the employees and percentage increase in remuneration.

Sl No.	Name of Director / KMP	Designation	Ratio of Remuneration to Median Remuneration[1]	% Increase in Remuneration Y-O-Y	Comparison of KMP remuneration against the Company's performance
1	Mr. Ravi PNC Menon	Chairman	248.6	11.1	The revenues increased by 18.96%, the Profit before Tax and Profit after Tax have increased by 25.54% and 38.35% respectively on a standalone basis. On a consolidated basis, the revenues were higher by 24.15%, the Profit before Tax by 23.03% and Profit after Tax by 34.91% as compared to the previous financial year 2016-17.
2	Mr. J C Sharma	Vice Chairman & Managing Director	142.8	21.0	
3	Mr. P Ramakrishnan*	Deputy Managing Director	12.9	0	
4	Dr. S K Gupta	Independent Director	4.4	No Change**	Not Applicable
5	Mr. R V S Rao	Independent Director	4.3	No Change**	
6	Dr. Punita Kumar-Sinha	Independent Director	4.2	No Change	
7	Mr. Anup Shah	Independent Director	4.3	No Change**	
8	Mr. Subhash Mohan Bhat	Chief Financial Officer	29.0	7.9%	The revenues increased by 18.96%, the Profit before Tax and Profit after Tax have increased by 25.54% and 38.35% respectively on a standalone basis. On a consolidated basis, the revenues were higher by 24.15%, the Profit before Tax by 23.03% and Profit after Tax by 34.91% as compared to the previous financial year 2016-17.
9	Mr. Vighneshwar G Bhat	Company Secretary & Compliance Officer	9.5	12.5%	

*Mr. P Ramakrishnan has resigned from the post of Deputy Managing Director with effect from April 07, 2017 and was not in employment of the Company for the entire financial year 2017-18.

**The minor change in ratio is due to difference in receipt of sitting fees.

ii The median remuneration of employees during the financial year was ₹ 376,410 (Rupees Three Lakhs Seventy Six Thousand Four Hundred and Ten only).

iii. The percentage increase in the median remuneration of employees in the financial year 2017-18 was 6.01%.

iv. The number of permanent employees on the rolls of the Company as on March 31, 2018 was 2,857.

v. The average increase in median remuneration during the financial year 2017-18 was 6.01%. During the same period, the revenues have increased by 18.96%, the Profit before Tax and Profit after Tax have increased by 25.54% and 38.35% respectively on a standalone basis. On a consolidated basis, the revenues were higher by 24.15%, the Profit before Tax by 23.03% and Profit after Tax by 34.91% as compared to the previous financial year 2016-17.

vi. Average percentile increase in the salaries of employees other than the managerial personnel during 2017-18 was 6.01%. The percentile increase in the managerial remuneration during the same period was 8.44%. The percentile increase in the managerial remuneration was on account of the variable component of remuneration payable to the managerial personnel as per the terms and conditions of their appointment.

vii. The key parameters for any variable component of remuneration availed by the directors:

The Whole-time Directors are entitled to receive a fixed salary comprising of basic salary, allowances and perquisites. They are also eligible for performance incentives up to a specified percentage or amount as the case may be. The break-up of the remuneration is provided in the Corporate Governance Report forming part of the Annual Report.

viii. There was no employee whose remuneration was in excess of the remuneration of the highest paid director during the financial year.

ix. The remuneration is as per the Nomination and Remuneration Policy formulated by the Nomination, Remuneration and Governance Committee and approved by the Board of Directors of the Company.

Statement pursuant to Section 134 of the Companies Act, 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

Sl. No	Name	Age	Designation	Nature of Employment (Contractual or otherwise)	Gross Remuneration ₹	Qualification	Experience (Years)	Date of commencement of Employment	Previous Employment held
(A) Employed throughout the financial year									
1	Mr. Ravi PNC Menon	37	Chairman	Permanent Employee	93,591,490	B.S.C.E	14	08.06.2004	-
2	Mr. J.C. Sharma	60	Vice Chairman and Managing Director	Permanent Employee	53,755,014	B.Com (Hons), ACA, ACS	36	01.06.2001	Grasim Industries Limited
3	Mr. Jagadish Nangineni	39	Regional Head – New Delhi	Permanent Employee	12,483,180	B.Tech Civil, PGDM	16	12.11.2009	Greenbox Realty & Highstreet Capital
4	Mr. Varghese P V	55	Chief Executive Officer	Permanent Employee	13,618,862	B.Sc, B.Tech	28	01.04.2006	Sobha Glazing and Metal Works Private Limited
5	Mr. Subhash Mohan Bhat	47	Chief Financial Officer	Permanent Employee	10,927,354	B. Com, ACA, ACS, ICWA	26	16.02.2015	Schneider Electric IT Business India Private Limited
6	Mr. Ajith Lal PG	51	Executive Vice President	Permanent Employee	10,727,078	B Tech Civil	28	01.19.2004	Gulf Erection Company, UAE
(B) Employed for part of the financial year									
1	Mr. P. Ramakrishnan	55	Deputy Managing Director	Permanent Employee	4,865,524	BE, MBA	35	15.03.2007	Enares Infranet Private Limited
(C) Employed for whole or part of the financial year									
					None				

Notes

1. Gross Remuneration comprises salary, allowances, Company's contribution to provident fund and taxable value of perquisites.
2. An employee would be qualified to be included in Category (A) or (B) on the following basis:

   For (A) if the aggregate remuneration drawn by him during the year was not less than ₹ 10,200,000 per annum.

   For (B) if the aggregate remuneration drawn by him during the part of the year was not less than ₹ 8,500,000 per month.

   For (C) if the aggregate remuneration drawn by him during the year or part of the year was in excess of the remuneration drawn by the managing director or whole-time director and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company.
3. None of the employees mentioned above are relatives of any Director of the Company.
4. All the employees referred above are / were in full-time employment of the Company and there is no other employee who is in receipt of remuneration in terms of the provisions of Section 134 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

For and on behalf of the Board of Directors of
Sobha Limited

Place: Bangalore
Date: May 19, 2018

Ravi PNC Menon
Chairman

J C Sharma
Vice Chairman & Managing Director

Annexure H

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number : L45201KA1995PLC018475
2. Name of the Company : Sobha Limited
3. Registered Address : Sobha, Sarjapur – Marathahalli Outer Ring Road (ORR), Devarabisanahalli, Bellandur Post, Bangalore – 560 103.
4. Website : www.sobha.com
5. Email ID : investors@sobha.com
6. Financial Year Reported : 2017-18
7. Sector that the Company is engaged in: The Company is engaged in the business of construction and real estate development, development and management of commercial premises and related activities.
8. List key products/services that the Company manufactures/ provides:
   - i. Construction of Residential and Commercial projects.
   - ii. Execution of Contractual projects (custom–designed turnkey projects).
   - iii. Manufacturing activities related to interiors, glazing and metal works and concrete products.
9. Total number of locations where business activity is undertaken by the Company:
   - i. Number of international locations : Nil
   - ii. Number of national locations : The Company is headquartered in Bangalore having its regional offices in NCR, Chennai, Thrissur, Pune, Coimbatore, Cochin, Calicut and Mysore.
10. Markets served by the Company : The Company is in the business of Construction of Residential and Commercial projects, execution of Contractual projects in the territory of India and Manufacturing activities related to interiors, glazing and metal works and concrete products.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid Up Capital : ₹ 948,458,530
2. Total Turnover : ₹ 26,496.88 million (On standalone basis)
3. Total profit after taxes : ₹ 1,939.41 million (On standalone basis)
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of Profit after tax: 6.45% (₹ 124.20 million)
5. List of activities in which expenditure in 4 above has been incurred :
   - Providing education and vocational training
   - Providing healthcare facilities
   - Looking after the aged and the impoverished
   - Social empowerment measures

SECTION C: OTHER DETAILS

Sl. No.	Particulars	Remark
1	Does the Company have any subsidiary company/companies?	Yes, the Company has 5 direct subsidiaries, 1 step down subsidiary and 1 partnership firm.
2	Do the subsidiary company/companies participate in the BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s)	Yes, the subsidiaries earning profits support the BR initiatives of the Company.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, more than 60%]	No other entities that the Company does business with, participate in its the BR initiatives.

SECTION D: BUSINESS RESPONSIBILITY (BR) INFORMATION

1. Details of Director/Directors responsible for BR

a) Details of the Director/Directors responsible for the implementation of BR policy/policies:

No Director has been specifically nominated for being responsible for the BR policy/procedure.

The Corporate Social Responsibility (CSR) Committee of the Board comprising of Mr. J C Sharma, Vice Chairman and Managing Director, Mr. Ravi PNC Menon, Chairman of the Company and Mr. Anup Shah, Independent Director, Chairman of the Committee drive the social responsibility initiatives.

b) Details of the BR head:

S.No	Particulars	Details
1.	DIN	01191608
2.	Name	Mr. J C Sharma
3.	Designation	Vice Chairman and Managing Director
4.	Telephone Number	080 – 4932 0000
5.	E-mail ID	mdsoffice@sobha.com

2. Principle-wise (as per NVGs) BR Policy / Policies

(a) Details of compliance (Reply in Y/N)

Sl. No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	Do you have a policy/policies for the BR principles?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Yes. All the policies are being formulated in consultations with the relevant stakeholders. As per the Statutory Requirements, mandatory policies are made available to the public through the website of the Company.								
3.	Does the policy confirm to any national / international standards? If yes, specify? (50 words)	All the policies are framed in line with the Statutory Requirements and hence, they adhere to the National Voluntary Guidelines (NVGs) issued by the Ministry of Corporate Affairs.								
4.	Has the policy being approved by Board? Is yes, has it been signed by MD/owner/ CEO/appropriate Board Director?	Wherever necessary, the policies are placed before the Board and requisite approvals obtained.								
5.	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Yes								

Sl. No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
6.	Indicate the link for the policy to be viewed online?	Internal policies are available for employees only. For other policies please refer to the link: http://www.sobha.com/investor-relations-downloads-pol.php								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Internal stakeholders are made aware of the policies. External stakeholders are communicated to the extent applicable to the stakeholders. The policies are also loaded on the website of the Company for easy access.								
8.	Does the company have in-house structure to implement the policy/policies.	Yes								
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Yes, all stakeholders' grievances may be addressed to investors@sobha.com								
10.	Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	The policies are reviewed by the Board from time to time. Further, the policies and their compliance are also reviewed internally and whenever necessary, by external agencies periodically.								

(b). If answer to the question at S. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Sl. No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	The company has not understood the Principles	Not applicable								
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next 6 months									
5.	It is planned to be done within the next 1 year									
6.	Any other reason (please specify)									

3. Governance related to BR

Sl. No.	Particulars	Remark
1.	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.	The Board and the Committee assess the performance on a quarterly basis i.e. every 3 months. Further, in line with the requirements of the Companies Act, 2013, the Board has constituted the CSR Committee which formulates the CSR Policy and also approves CSR expenditure to be incurred on CSR activities. The Committee ensures that the expenditure is made for the right cause.
2.	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	The Company has published the Sustainability Report. The report can be accessed from the website of the Company at: http://www.sobha.com/sustainability-reports.php. The Company publishes its Business Responsibility Report on an annual basis. However, in-house magazine *Innerve* is published on a quarterly basis which captures the welfare initiatives undertaken by the Company.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1:

Sl. No.	Particulars	Remark
1.	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?	Yes. The Company has a Code of Conduct to address ethics, bribery and corruption related matters. The code is applicable to all internal and external stakeholders. The code may be accessed form the Company's website at: http://www.sobha.com/pdfs/code-of-conduct.pdf. In addition, the Company has a vigil mechanism which monitors the ethical behaviour of the stakeholders and also alerts the top management of the Company to tap the gaps, if any, in the system.
2.	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	The Company has a dedicated e-mail to which the stakeholders may address their queries. The Secretarial Department caters to the needs of the investors. A summary of the complaints received and resolved during the year is provided in a separate section of the Corporate Governance Report attached to the Director's Report. As at the end of the financial year there was one query pending which needs to be addressed.

Principle 2:

Sl. No.	Particulars	Remark
1.	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	Given the nature of our business, the Company can consider the following three 'products': (i) Residential/commercial projects developed by the Company for sale. (ii) Projects undertaken on a contractual basis. (iii) Manufacturing related to interiors, glazing and metal works and concrete products. The Company designs its 'products' in a way that they comply with the mandatorily required standards under the requisite laws. The Company and its contractors make all possible efforts to provide a healthy and safe working environment for workers at construction sites.
2.	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional): i. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain? ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?	Since the products are built in multiple quantities, the details are not quantified unit-wise. Hence, these details are not available.

Sl. No.	Particulars	Remark
3.	Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs were sourced sustainably? Also provide details thereof, in about 50 words or so.	Yes, the Company has set procedures to select suppliers, contractors and service providers based on their competence and capability to perform and being in compliance with the Company's Code of Conduct which includes health and safety, environment, ethics and integrity and working conditions among others. As a guiding principle, the Company prefers to do business with compliant and sustainable suppliers. The detailed percentage is not quantifiable. Further details are provided in the Sustainability Report, which can be accessed at: http://www.sobha.com/sustainability-reports.php.
4.	Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	Yes, to the extent possible, the goods are procured from local and small producers. The Company maintains an equitable balance for sourcing its raw materials. SOBHA insists that its vendors constantly upgrade the process of manufacturing and thereby enhance their competencies to match the requisite quality.
5.	Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as 10%). Also, provide details thereof, in about 50 words or so.	A separate section on this is provided in the Management Report attached to the Director's Report. Additional details can be obtained from the web-link: http://www.sobha.com/pdfs/environment-engineering-initiatives.pdf.

Principle 3:

Sl. No.	Particulars	Remark
1.	Please indicate the Total number of employees.	As on 31st March 2018, the Company had 2,857 employees.
2.	Please indicate the Total number of employees hired on temporary/contractual/casual basis.	The Company employs 2,857 individuals of which 18 are hired on a contract basis.
3.	Please indicate the Number of permanent women employees.	The Company had 348 permanent women employees as on 31st March 2018.
4.	Please indicate the Number of permanent employees with disabilities	Two employees.
5.	Do you have an employee association that is recognized by management?	There is no employee association in the Company.
6.	What percentage of your permanent employees are members of this recognised employee association?	Not Applicable
7.	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	The Company does not employ child labour, forced labour or involuntary labour. Further, no complaints were received pertaining to sexual harassment during the financial year 2017-18.
8.	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	
	• Permanent Employees	1,737 employees (60.80%)
	• Permanent Women Employees	107 employees
	• Casual/Temporary/Contractual Employees	10,986 employees
	• Employees with Disabilities	NIL

Principle 4:

Sl. No.	Particulars	Remark
1.	Has the Company mapped its internal and external stakeholders? Yes/No	Yes, the Company has mapped its internal and external stakeholders. The key stakeholders of the Company includes its Customers, Regulatory Authorities including Government, Employees, Vendors, Contractors, Bankers, Investors and Shareholders.
2.	Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders	All the stakeholders are equally important for the Company and none of the stakeholders are considered as disadvantaged, vulnerable and marginalized.'
3.	Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.	Not applicable

Principle 5:

Sl. No.	Particulars	Remark
1.	Does the policy of the Company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers /Contractors / NGOs/Others?	Company does not have a specific policy on human rights. However, it has a Code of Conduct which regulates practices relating to the non-employment of child labour, assuring safety measures etc. This Code is applicable to the Company, its subsidiaries as well as to the contractors engaged by the Company. The Code is applicable to the employees of the Company, its subsidiaries and contractors engaged by the Company.
2.	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?	No complaints were received by the Company on human rights violations.

Principle 6:

Sl. No.	Particulars	Remark
1.	Does the policy related to Principle 6 cover only the Company or extends to the Group/ Joint Ventures/Suppliers/ Contractors /NGOs/ others.	The Company has its own set of principles when it comes to utilising natural and manmade resources. The same principles are being extended to group companies.
2.	Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	Yes, the Company has strategies / initiatives to address global environmental issues. The details may be accessed from: http://www.sobha.com/pdfs/environment-engineering-initiatives.pdf.
3.	Does the Company identify and assess potential environmental risks? Y/N	Yes, the Company identifies and assesses potential environmental risks and takes steps as far as possible to minimise the same.
4.	Does the Company has any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	Yes, the Sustainability Report addresses the clean development mechanism.

Sl. No.	Particulars	Remark
5.	Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	Yes, the policy may be accessed from the website: http://www.sobha.com/sustainability-reports.php.
6.	Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	Yes.
7.	Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	No, there are no show cause / legal notices received which are materially important and are pending to be resolved at the end of the financial year.

Principle 7:

Sl. No.	Particulars	Remark
8.	Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.	Yes, the Company is a member of CREDAI Bangalore, a forum of real estate developers.
9.	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	Yes, the Company works for the advancement of public good along with our industry colleagues. Such work mainly involves creating a framework for sustainable business development for urban areas and inclusive development in this industry.

Principle 8:

Sl. No.	Particulars	Remark
1.	Does the Company has specified programmes /initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.	Yes, such details are given in CSR Report attached to the Director's Report and also in a section in the Management Report.
2.	Are the programmes /projects undertaken through in-house team/own foundation/ external NGO/government structures/any other organization?	The programmes are carried out by the Sri Kurumba Educational and Charitable Trust, a trust associated with the Company.
3.	Have you done any impact assessment of your initiative?	The expenditure made on CSR activities and the impact of such expenditure is periodically monitored by the CSR Committee of the Board.

Sl. No.	Particulars	Remark
4.	What is your Company's direct contribution to community development projects Amount in INR and the details of the projects undertaken.	The Company along with subsidiaries spent ₹ 142.90 million towards its CSR initiatives during 2017-18. Details of the projects undertaken are: i. Eradicating hunger, poverty and malnutrition, promoting preventive healthcare and sanitation. ii. Promoting education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects. iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens; and measures for reducing inequalities faced by socially and economically backward groups. For further details, please refer to the Annual Report on CSR and the CSR Report in the Management Report.
5.	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	Yes. For further details, please refer to the CSR Report, which forms part of the Management Report.

Principal 9:

Sl. No.	Particulars	Remark
1.	What No. of customer complaints/consumer cases were pending as on the end of financial year.	23 consumer cases were pending at the end of the financial year 2017-18.
2.	Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. / Remarks (additional information)	Yes. The advertisements, agreements, application forms and other relevant documents depicts them as per the requirement of local laws.
3.	Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	No
4.	Did your Company carry out any consumer survey/ consumer satisfaction trends?	Yes

For and on behalf of the Board of Directors of Sobha Limited

Place: Bangalore
Date: May 19, 2018

Ravi PNC Menon
Chairman

J C Sharma
Vice Chairman & Managing Director