



May 23, 2016

The Manager – Listing
BSE Limited
(BSE: 532784)

022 22723121

The Manager – Listing
National Stock Exchange of India Limited.
(NSE: SOBHA)

022 26598237

Dear Sirs,

Sub: Submission of copy of board resolution passed by the Board of Directors of the Company for buyback of equity shares of the Company pursuant to Regulation 5A of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998

This is in furtherance to our intimation dated May 19, 2016 wherein we informed you that the Board of Directors of the Company approved the proposal to buyback equity shares of the Company on a proportionate basis through the tender offer process pursuant to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (“**Buyback Regulations**”).

In this regard, please find attached herewith certified copy of extracts of resolutions passed by the Board of Directors of the Company on May 19, 2016 in connection with the buyback.

This is for your information and record.

Thanking you,

FOR SOBHA LIMITED

A handwritten signature in black ink, appearing to be "Kishore Kayarat", is written over a horizontal line. The signature is fluid and cursive.

**KISHORE KAYARAT
COMPANY SECRETARY AND COMPLIANCE OFFICER**

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (“**Listing Regulations**”).

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of accumulated internal accruals and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT in terms of Regulation 19(3) of the Buyback Regulations, Mr. Kishore Kayarat, Company Secretary and Compliance Officer, be and is hereby appointed as the Compliance Officer for the Buyback and Link Intime India Private Limited, Registrar and Transfer Agent, is appointed as the Investor Service Centre.

RESOLVED FURTHER THAT draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and is hereby approved and Mr. J.C. Sharma, Vice-Chairman and Managing Director, and Mr. P Ramakrishnan, Deputy Managing Director, be and are hereby authorized to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies and the Securities and Exchange Board of India in accordance with applicable law.

RESOLVED FURTHER THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- a) that immediately following the date of this Board meeting is convened, there will be no grounds on which the Company could be found unable to pay its debts;
- b) that as regards its prospects for the year immediately following that date that, having regard to the Board’s intentions with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which will, in the Board’s view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
- c) that in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act (including prospective and contingent liabilities).

RESOLVED FURTHER THAT the Board hereby confirms that:

- a) the Company shall not issue any Equity Shares or specified securities including by way of bonus till the date of closure of the Buyback;
- b) the Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
- c) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;



- d) the Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- e) there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of any term loans to any financial institution or banks;
- f) that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act
- g) the maximum number of Equity Shares proposed to be purchased under the Buyback 2,275,000 Equity Shares, do not exceed 10% of the total number of Equity Shares in the paid-up Equity Share capital as per the latest audited financial statements as on March 31, 2016;
- h) the Company shall not make any offer of buyback within a period of one year reckoned from the date of closure of the Buyback;
- i) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date; and
- j) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback.

RESOLVED FURTHER THAT that a committee (the “**Buyback Committee**”) be constituted comprising of Mr. P Ramakrishnan, Deputy Managing Director and Mr. Subhash Mohan Bhat, Chief Financial Officer, be constituted for the purposes of the Buyback to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company and its shareholders in connection with the Buyback.”

-// CERTIFIED TRUE COPY //-

FOR SOBHA LIMITED


KISHORE KAYARAT
COMPANY SECRETARY AND COMPLIANCE OFFICER

