



PASSION AT WORK

August 05, 2017

To,

| | |
|--|---|
| The Deputy Manager Department of Corporate Services, Bombay Stock Exchange Limited, P.J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 532784 | The Manager, National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Scrip Code: SOBHA |
|--|---|

Dear Sir / Madam,

Sub: Voting Results of the Twenty Second Annual General Meeting held on August 04, 2017.

With reference to the above captioned subject, this is to inform that the Twenty Second Annual General Meeting held on Friday, the 04th day of August, 2017 at The Gateway Hotel Residency Road Bangalore, 66, Residency Road, Bangalore - 560 025 at 4:00 PM. The business of the meeting was transacted electronically and by way of poll.

The e-voting period began on August 01, 2017 at 9.00 AM and ended on August 03, 2017 at 5.00 PM. The Company had also conducted a poll on the day of the meeting to enable members who could not cast their vote through remote e-voting to exercise their right.

Based on the results of the e-voting and poll submitted by Mr. Nagendra D Rao, Scrutiniser, the outcome of the Annual General Meeting as per the format prescribed by SEBI vide circular CIR/CFD/CMD/8/2015 dated November 4, 2015 is as follows:

| | | | |
|--|-----------------------------------|--|--------|
| Date of AGM | August 04, 2017 | | |
| Total No. of shareholders on record date, i.e. July 28, 2017 being the cut-off date for the purpose of e-voting and poll | 52,455 | | |
| No. of Shareholder present in the meeting | Particulars | Promoters and Promoter Group | Public |
| | Either in Person or through Proxy | 3 | 89 |
| | Through Video Conferencing | Video Conferencing facility was not provided | |

SOBHA LIMITED

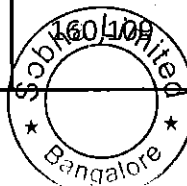
REGD & CORPORATE OFFICE : 'SOBHA', SARJAPUR - MARATHAHALLI OUTER RING ROAD, BELLANDUR POST, BANGALORE - 560103, INDIA
CIN: L45201KA1995PLC018475 | TEL : +91-80-49320000 | FAX : +9180 49320444 | www.sobha.com

AGENDA-WISE VOTING RESULTS

ITEM NO.1: To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017:

| Resolution Required (Ordinary / Special) | | | | | Ordinary | | | |
|---|----------------|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
| Whether the promoter or the promoter group are interested in the agenda / resolution? | | | | | No | | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of Votes polled (2) | % of Votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of Votes Against (5) | % of votes in favour on voted polled (6) = [(4)/(2)]*100 | % of votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 54,009,300 | 54,009,300 | 100 | 54,009,300 | - | 100 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 54,009,300 | 54,009,300 | 100 | 54,009,300 | - | 100 | - |
| Public Institutions | E-Voting | 37,432,053 | 25,512,612 | 68.16 | 25,512,612 | - | 100 | - |
| | Poll | | 4,160,000 | 11.11 | 4,160,000 | - | 100 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 37,432,053 | 29,672,612 | 79.27 | 29,672,612 | - | 100 | - |
| Public - Non- | E-Voting | 4,863,323 | 160,109 | 3.29 | 160,109 | - | 100 | - |

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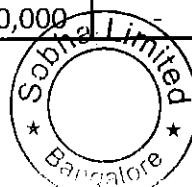


| | | | | | | | | |
|--------------|---------------|------------------|----------------|-------------|----------------|----------|------------|----------|
| Institutions | Poll | | 11,944 | 0.25 | 11,944 | - | 100 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 4,863,323 | 172,053 | 3.54 | 172,053 | - | 100 | - |

ITEM NO. 2: To declare dividend on equity shares

| Resolution Required (Ordinary / Special) | | | | | Ordinary | | | |
|---|----------------|-----------------------|------------------------|---|---------------------------|-------------------------|--|--|
| Whether the promoter or the promoter group are interested in the agenda / resolution? | | | | | No | | | |
| Category | Mode of Voting | No.of Shares held (1) | No.of Votes polled (2) | % of Votes polled on outstanding shares (3)=[(2)/(1)]*100 | No.of votes in favour (4) | No.of Votes Against (5) | % of votes in favour on voted polled (6) = [(4)/(2)]*100 | % of votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 54,009,300 | 54,009,300 | 100 | 54,009,300 | - | 100 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 54,009,300 | 54,009,300 | 100 | 54,009,300 | - | 100 | - |
| Public Institutions | E-Voting | 37,432,053 | 25,512,612 | 68.16 | 25,512,612 | - | 100 | - |
| | Poll | | 4,160,000 | 11.11 | 4,160,000 | - | 100 | - |

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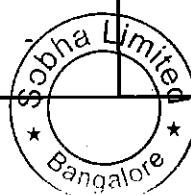


| | | | | | | | | |
|---------------------------|---------------|-------------------|-------------------|--------------|-------------------|----------|------------|----------|
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 37,432,053 | 29,672,612 | 79.27 | 29,672,612 | - | 100 | - |
| Public - Non-Institutions | E-Voting | 4,863,323 | 160,159 | 3.29 | 160,159 | - | 100 | - |
| | Poll | | 11,944 | 0.25 | 11,944 | - | 100 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 4,863,323 | 172,103 | 3.54 | 172,103 | - | 100 | - |

ITEM NO. 3: To appoint a Director in place of Mr. J C Sharma (DIN: 01191608), who retires by rotation and being eligible, has offered himself for re-appointment

| Resolution Required (Ordinary / Special) | | | | | Ordinary | | | |
|---|----------------|-----------------------|------------------------|---|---------------------------|-------------------------|--|--|
| Whether the promoter or the promoter group are interested in the agenda / resolution? | | | | | No | | | |
| Category | Mode of Voting | No.of Shares held (1) | No.of Votes polled (2) | % of Votes polled on outstanding shares (3)=[(2)/(1)]*100 | No.of votes in favour (4) | No.of Votes Against (5) | % of votes in favour on voted polled (6) = [(4)/(2)]*100 | % of votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 54,009,300 | 54,009,300 | 100 | 54,009,300 | - | 100 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |

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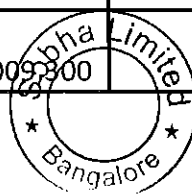


| | | | | | | | | |
|---------------------------|---------------|-------------------|-------------------|--------------|-------------------|----------------|--------------|-------------|
| | Total | 54,009,300 | 54,009,300 | 100 | 54,009,300 | - | 100 | - |
| Public Institutions | E-Voting | 37,432,053 | 25,512,612 | 68.16 | 25,186,978 | 325,634 | 98.72 | 1.28 |
| | Poll | | 4,160,000 | 11.11 | 4,160,000 | - | 100 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 37,432,053 | 29,672,612 | 79.27 | 29,346,978 | 325,634 | 98.72 | 1.28 |
| Public - Non-Institutions | E-Voting | 4,863,323 | 160,118 | 3.29 | 159,053 | 1,065 | 99.33 | 0.67 |
| | Poll | | 11,949 | 0.25 | 11,949 | - | 100 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 4,863,323 | 172,067 | 3.54 | 171,002 | 1,065 | 99.33 | 0.67 |

ITEM NO: 4: To appoint Statutory Auditors and fix their remuneration

| Resolution Required (Ordinary / Special) | | | | | Ordinary | | | |
|---|----------------|-----------------------|------------------------|---|---------------------------|-------------------------|--|--|
| Whether the promoter or the promoter group are interested in the agenda / resolution? | | | | | No | | | |
| Category | Mode of Voting | No.of Shares held (1) | No.of Votes polled (2) | % of Votes polled on outstanding shares (3)=[(2)/(1)]*100 | No.of votes in favour (4) | No.of Votes Against (5) | % of votes in favour on voted polled (6) = [(4)/(2)]*100 | % of votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter | E- | 54,009,300 | 54,009,300 | 100 | 54,009,300 | | 100 | - |

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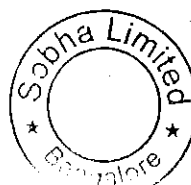


| | | | | | | | | |
|---------------------------|---------------|-------------------|-------------------|--------------|-------------------|------------|--------------|-------------|
| and Promoter Group | Voting | | | | | | | |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 54,009,300 | 54,009,300 | 100 | 54,009,300 | - | 100 | - |
| Public Institutions | E-Voting | 37,432,053 | 25,512,612 | 68.16 | 25,512,612 | - | 100 | - |
| | Poll | | 4,160,000 | 11.11 | 4,160,000 | - | 100 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 37,432,053 | 29,672,612 | 79.27 | 29,672,612 | - | 100 | - |
| Public - Non-Institutions | E-Voting | 4,863,323 | 160,108 | 3.29 | 159,812 | 296 | 99.82 | 0.18 |
| | Poll | | 11,949 | 0.25 | 11,949 | - | 100 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 4,863,323 | 172,057 | 3.54 | 171,761 | 296 | 99.82 | 0.18 |

ITEM NO. 5: Ratification of Remuneration payable to Statutory Auditors

| | |
|---|----------|
| Resolution Required (Ordinary / Special) | Ordinary |
| Whether the promoter or the promoter group are interested in the agenda / resolution? | No |

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| Category | Mode of Voting | No. of Shares held (1) | No. of Votes polled (2) | % of Votes polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$ | No. of votes in favour (4) | No. of Votes Against (5) | % of votes in favour on voted polled (6) = $\frac{(4)}{(5)} \times 100$ | % of votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$ |
|-----------------------------|----------------|------------------------|-------------------------|--|----------------------------|--------------------------|---|---|
| Promoter and Promoter Group | E-Voting | 54,009,300 | 54,009,300 | 100 | 54,009,300 | - | 100 | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 54,009,300 | 54,009,300 | 100 | 54,009,300 | - | 100 | - |
| Public Institutions | E-Voting | 37,432,053 | 25,512,612 | 68.16 | 25,512,612 | - | 100 | - |
| | Poll | | 4,160,000 | 11.11 | 4,160,000 | - | 100 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 37,432,053 | 29,672,612 | 79.27 | 29,672,612 | - | 100 | - |
| Public - Non-Institutions | E-Voting | 4,863,323 | 160,118 | 3.29 | 159,677 | 441 | 99.72 | 0.28 |
| | Poll | | 11,949 | 0.25 | 11,949 | - | 100 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 4,863,323 | 172,067 | 3.54 | 171,626 | 441 | 99.72 | 0.28 |

Ashtar



*Out of 4,863,323 Equity Shares, 841 equity shares have not been claimed by the respective allottees and are lying in an unclaimed suspense account in terms of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

** Less than 0.01%

The Consolidated Scrutiniser Report dated August 05, 2017 issued by Mr. Nagendra D Rao is enclosed herewith.

We request you to kindly take the above information on record in terms of the Compliance requirements detailed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 read with SEBI Circular CIR/CFD/CMD/8/2015 dated November 4, 2015.

Thanking you.

Yours sincerely

FOR SOBHA LIMITED



VIGHNESHWAR G BHAT

COMPANY SECRETARY AND COMPLIANCE OFFICER





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

August 05, 2017

To,

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

Dear Sir,

Sub: Consolidated - Scrutinizer's Report conducted through e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (" the Act ") read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014 and Poll in pursuant to Section 109 of the Companies Act, 2013.

I, Nagendra D Rao, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Sobha Limited vide resolution dated May 16, 2017, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing e-voting process in a fair and transparent manner and voting on poll conducted for business to be transacted at the 22nd Annual General Meeting of the Shareholders of the Company held on August 04, 2017 at 4.00 p.m., at The Gateway Hotel Residency Road Bengaluru, 66, Residency Road, Bengaluru - 560 025.

Accordingly, Sobha Limited has made arrangement with the system provider viz, National Securities Depository Limited (NSDL) for providing a system of recording votes of the shareholders electronically through e-voting. Necessary Instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Annual General Meeting Notice dated May 16, 2017 sent to the shareholders by Speed Post and Courier to their registered address.

The shareholders of the Company holding shares as on "cut-off" date July 28, 2017 were entitled to vote on the resolution as contained in the Notice of the Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were 52,455.

Pursuant to Rule 20 (3) of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in Financial Express, English Newspaper and Praja Vani in Kannada Newspaper on July 12, 2017 informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commences on August 01, 2017 (9:00 AM) and ends on August 03, 2017 (5:00 PM).



The votes cast under e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.

After the closure of the voting at the Annual General Meeting, the report on the poll taken at the meeting was generated in my presence and the voting was diligently scrutinized.

I now submit my Consolidated Report on the evoting process and poll conducted at the 22nd Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1:- To receive, consider and adopt the standalone and consolidated financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditors thereon.

Type of Resolution - Ordinary Resolution

(i) Voted in favour of the Resolution:

| Mode of Voting | Number of Members voted through electronic system and Poll at the venue | Number of Votes Cast in favour of the Resolution | % of total number of valid votes cast in favour of the resolution |
|----------------|---|--|---|
| E-voting | 171 | 7,96,82,021 | 95.02 |
| Poll | 23 | 41,71,944 | 4.98 |
| Total | 194 | 8,38,53,965 | 100.00 |

(ii) Voted against the Resolution:

| Mode of Voting | Number of Members voted through electronic system and Poll at the venue | Number of Votes Cast Against the Resolution | % of total number of valid votes cast against the resolution |
|----------------|---|---|--|
| E-voting | 0 | 0 | 0 |
| Poll | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid Votes:

| Mode of Voting | Total Number of members whose votes were declared invalid | Total number of Votes Cast by them |
|----------------|---|------------------------------------|
| E-voting | 0 | 0 |
| Poll | 2 | 10 |
| Total | 2 | 10 |



Remarks: The Ordinary Resolution No.1 as mentioned above is passed Unanimously.

II. Resolution No. 2:- To declare Dividend on equity shares.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

| Mode of Voting | Number of Members voted through electronic system and Poll at the venue | Number of Votes Cast in favour of the Resolution | % of total number of valid votes cast in favour of the resolution |
|----------------|---|--|---|
| E-voting | 172 | 7,96,82,071 | 95.02 |
| Poll | 23 | 41,71,944 | 4.98 |
| Total | 195 | 8,38,54,015 | 100.00 |

(ii) Voted against the Resolution:

| Mode of Voting. | Number of Members voted through electronic system and Poll at the venue | Number of Votes Cast Against the Resolution | % of total number of valid votes cast against the resolution |
|-----------------|---|---|--|
| E-voting | 0 | 0 | 0 |
| Poll | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid Votes:

| Mode of Voting | Total Number of members whose votes were declared invalid | Total number of Votes Cast by them |
|----------------|---|------------------------------------|
| E-voting | 0 | 0 |
| Poll | 2 | 10 |
| Total | 2 | 10 |

Remarks: The Ordinary Resolution No.2 as mentioned above is passed Unanimously.

III. Resolution No. 3:- To appoint a Director in place of Mr. J C Sharma (DIN: 01191608), who retires by rotation and being eligible has offered himself for reappointment.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

| Mode of Voting | Number of Members voted through electronic system and Poll at the venue | Number of Votes Cast in favour of the Resolution | % of total number of valid votes cast in favour of the resolution |
|----------------|---|--|---|
| E-voting | 158 | 7,93,55,331 | 94.635 |
| Poll | 24 | 41,71,949 | 4.975 |
| Total | 182 | 8,35,27,280 | 99.610 |



(ii) Voted against the Resolution:

| Mode of Voting | Number of Members voted through electronic system and Poll at the venue | Number of Votes Cast Against the Resolution | % of total number of valid votes cast against the resolution |
|----------------|---|---|--|
| E-voting | 13 | 3,26,699 | 0.390 |
| Poll | 0 | 0 | 0 |
| Total | 13 | 3,26,699 | 0.390 |

(iii) Invalid Votes:

| Mode of Voting. | Total Number of members whose votes were declared invalid | Total number of Votes Cast by them. |
|-----------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Poll | 1 | 5 |
| Total | 1 | 5 |

Remarks: The Ordinary Resolution No. 3 as mentioned above is passed by requisite majority.

IV. Resolution No. 4:- To appoint Statutory Auditors and to fix their remuneration.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

| Mode of Voting | Number of Members voted through electronic system and Poll at the venue | Number of Votes Cast in favour of the Resolution | % of total number of valid votes cast in favour of the resolution |
|----------------|---|--|---|
| E-voting | 165 | 7,96,81,724 | 95.024 |
| Poll | 24 | 41,71,949 | 4.975 |
| Total | 189 | 8,38,53,673 | 99.999 |

(ii) Voted against the Resolution:

| Mode of Voting | Number of Members voted through electronic system and Poll at the venue | Number of Votes Cast Against the Resolution | % of total number of valid votes cast against the resolution |
|----------------|---|---|--|
| E-voting | 5 | 296 | 0.001 |
| Poll | 0 | 0 | 0 |
| Total | 5 | 296 | 0.001 |



(iii) Invalid Votes:

| Mode of Voting | Total Number of members whose votes were declared invalid | Total number of Votes Cast by them |
|----------------|---|------------------------------------|
| E-voting | 0 | 0 |
| Poll | 1 | 5 |
| Total | 1 | 5 |

Remarks: The Ordinary Resolution No. 4 as mentioned above is passed by requisite majority.

V. Resolution No. 5:- Ratification of remuneration payable to Cost Auditors.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

| Mode of Voting | Number of Members voted through electronic system and Poll at the venue | Number of Votes Cast in favour of the Resolution | % of total number of valid votes cast in favour of the resolution |
|----------------|---|--|---|
| E-voting | 163 | 7,96,81,589 | 95.024 |
| Poll | 24 | 41,71,949 | 4.975 |
| Total | 187 | 8,38,53,538 | 99.999 |

(ii) Voted against the Resolution:

| Mode of Voting | Number of Members voted through electronic system and Poll at the venue | Number of Votes Cast Against the Resolution | % of total number of valid votes cast against the resolution |
|----------------|---|---|--|
| E-voting | 8 | 441 | 0.001 |
| Poll | 0 | 0 | 0 |
| Total | 8 | 441 | 0.001 |

(iii) Invalid Votes:

| Mode of Voting | Total Number of members whose votes were declared invalid | Total number of Votes Cast by them |
|----------------|---|------------------------------------|
| E-voting | 0 | 0 |
| Poll | 1 | 5 |
| Total | 1 | 5 |

Remarks: The Ordinary Resolution No. 5 as mentioned above is passed by requisite majority.



The register, all other papers and relevant records relating to electronic voting and Poll shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

I further wish to inform that the Report of Scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014] with regards to the Poll is being submitted separately in Form No. MGT – 13.

Thanking You,

Yours Faithfully,



Nagendra D Rao
Practising Company Secretary