

August 08, 2018

To,

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

**Sub: Voting Results of the Twenty Third Annual General Meeting held on August 07, 2018.**

With reference to the above captioned subject, this is to inform that the Twenty Third Annual General Meeting held on Tuesday, the 07<sup>th</sup> day of August, 2018 at The Gateway Hotel Residency Road Bangalore, 66, Residency Road, Bangalore - 560 025 at 03:30 PM. The business of the meeting was transacted electronically and by way of poll.

The e-voting period began on August 04, 2018 at 9.00 AM and ended on August 06, 2018 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 07, 2018		
Total No. of shareholders on record date, i.e. August 01, 2018 being the cut-off date for the purpose of e-voting and poll	56,776		
No. of Shareholder present in the meeting	Particulars	Promoters and Promoter Group	Public
	Either in Person or through Proxy	6	107
	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, 2018:

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 outstand ing 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	53,054,683	53,054,683	100	53,054,683	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>53,054,683</b>	<b>53,054,683</b>	<b>100</b>	<b>53,054,683</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Institutions	E- Voting	36,659,206	33,555,453	91.53	33,555,453	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>36,659,206</b>	<b>33,555,453</b>	<b>91.53</b>	<b>33,555,453</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public - Non- Institutions	E- Voting	5,131,964	142,485	2.78	142,286	199	99.86	0.14
	Poll		32,982	0.64	32,982	-	100	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>5,131,964</b>	<b>175,467</b>	<b>3.42</b>	<b>175,268</b>	<b>199</b>	<b>99.89</b>	<b>0.11</b>

*Qshar*



**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 outstan ding 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	53,054,683	53,054,683	100	53,054,683	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>53,054,683</b>	<b>53,054,683</b>	<b>100</b>	<b>53,054,683</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Institutions	E- Voting	36,659,206	33,555,453	91.53	33,555,453	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot	36,659,206	-	-	-	-	-	-
	<b>Total</b>	<b>36,659,206</b>	<b>33,555,453</b>	<b>91.53</b>	<b>33,555,453</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public - Non- Institutions	E- Voting	5,131,964	142,565	2.78	142,565	-	100	-
	Poll		32,982	0.64	32,982	-	100	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>5,131,964</b>	<b>175,547</b>	<b>3.42</b>	<b>175,547</b>	<b>-</b>	<b>100</b>	<b>-</b>

*Sobha*





**ITEM NO. 3:** To appoint a Director in place of Mr. Ravi PNC Menon (DIN: 02070036), 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?				Yes				
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	53,054,683	53,054,683	100	53,054,683	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>53,054,683</b>	<b>53,054,683</b>	<b>100</b>	<b>53,054,683</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Institutions	E-Voting	36,659,206	33,555,453	91.53	29,398,836	4,156,617	87.61	12.39
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>36,659,206</b>	<b>33,555,453</b>	<b>91.53</b>	<b>29,398,836</b>	<b>4,156,617</b>	<b>87.61</b>	<b>12.39</b>
Public - Non-Institutions	E-Voting	5,131,964	142,555	2.78	142,019	536	99.62	0.38
	Poll		32,981	0.64	32,981	-	100	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>5,131,964</b>	<b>175,536</b>	<b>3.42</b>	<b>175,000</b>	<b>536</b>	<b>99.69</b>	<b>0.31</b>

*Arshat*

Sobha Limited  
Bangalore

**ITEM NO. 4: Ratification of Remuneration payable to Cost Auditors**

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	53,054,683	53,054,683	100	53,054,683	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>53,054,683</b>	<b>53,054,683</b>	<b>100</b>	<b>53,054,683</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Institutions	E-Voting	36,659,206	33,555,453	91.53	33,555,453	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>36,659,206</b>	<b>33,555,453</b>	<b>91.53</b>	<b>33,555,453</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public - Non-Institutions	E-Voting	5,131,964	142,555	2.78	141,544	1,011	99.29	0.71
	Poll		32,981	0.64	32,981	-	100	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>5,131,964</b>	<b>175,536</b>	<b>3.42</b>	<b>174,525</b>	<b>1,011</b>	<b>99.42</b>	<b>0.58</b>

*Qshat*



**ITEM NO. 5:** Issue of Non-Convertible Debentures on a Private Placement basis.

Resolution Required (Ordinary / Special)					Special			
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 outstan ding 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	53,054,683	53,054,683	100	53,054,683	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>53,054,683</b>	<b>53,054,683</b>	<b>100</b>	<b>53,054,683</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public Institutions	E- Voting	36,659,206	33,555,453	91.53	33,555,453	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>36,659,206</b>	<b>33,555,453</b>	<b>91.53</b>	<b>33555453</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public - Non- Institutions	E- Voting	5,131,964	142,327	2.77	141,668	659	99.54	0.46
	Poll		32,981	0.64	32,961	20	99.94	0.06
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>5,131,964</b>	<b>175,308</b>	<b>3.42</b>	<b>174,629</b>	<b>679</b>	<b>99.61</b>	<b>0.39</b>

*Arshad*





The Consolidated Scrutiniser Report dated August 08, 2018 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**



**VIGNESHWAR G BHAT**

**COMPANY SECRETARY AND COMPLIANCE OFFICER**





**Nagendra D. Rao, B.Com., LL.B., F.C.S.**

**Practising Company Secretary**

August 8, 2018

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 19, 2018, 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 23<sup>RD</sup> Annual General Meeting of the Shareholders of the Company held on August 07, 2018 at 3.30 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 19, 2018 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 August 1, 2018 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 56,776.

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 13, 2018 informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commences on August 04, 2018 (9:00 AM) and ends on August 06, 2018 (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

The total number of Members present at the 23<sup>rd</sup> (Twenty Third) Annual General Meeting were 113 (One Hundred and Thirteen) in person and Proxy detailed as under.

Sr. No.	Category of Shareholders present in person / proxy	In Numbers
1	Promoter and Promoter Group in person	1
2	Public	105
3	Proxy and Authorised Representative	7
	<b>Total</b>	<b>113</b>

I now submit my Consolidated Report on the evoting process and poll conducted at the 23<sup>rd</sup> 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, 2018, 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	196	8,67,52,422	99.98
Poll	39	32,982	0.01
<b>Total</b>	<b>235</b>	<b>8,67,85,404</b>	<b>99.99</b>

(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	2	199	0.01
Poll	0	0	0
<b>Total</b>	<b>2</b>	<b>199</b>	<b>0.01</b>



(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	4	95
<b>Total</b>	<b>4</b>	<b>95</b>

Remarks: The Ordinary Resolution No.1 as mentioned above is passed by requisite Majority.

**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	199	8,67,52,701	99.96
Poll	39	32,982	0.04
<b>Total</b>	<b>238</b>	<b>8,67,85,683</b>	<b>100.00</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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	4	95
<b>Total</b>	<b>4</b>	<b>95</b>

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

**III. Resolution No. 3:-** To appoint a Director in place of Mr. Ravi PNC Menon (DIN: 02070036), who retires by rotation and being eligible has offered himself for re-appointment.

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	173	8,25,95,538	95.17
Poll	38	32,981	0.04
<b>Total</b>	<b>211</b>	<b>8,26,28,519</b>	<b>95.21</b>

(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	25	41,57,153	4.79
Poll	0	0	0
<b>Total</b>	<b>25</b>	<b>41,57,153</b>	<b>4.79</b>

(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	4	95
<b>Total</b>	<b>4</b>	<b>95</b>

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

IV. Resolution No. 4:- 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	190	8,67,51,680	99.96
Poll	38	32,981	0.03
<b>Total</b>	<b>228</b>	<b>8,67,84,661</b>	<b>99.99</b>





(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	1,011	0.01
Poll	0	0	0
<b>Total</b>	<b>8</b>	<b>1,011</b>	<b>0.01</b>

(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	4	95
<b>Total</b>	<b>4</b>	<b>95</b>

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

**V. Resolution No. 5:-** Issue of Non-Convertible Debentures on a private placement basis.

Type of Resolution – **Special 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	188	8,67,51,804	99.96
Poll	37	32,961	0.03
<b>Total</b>	<b>225</b>	<b>8,67,84,765</b>	<b>99.99</b>

(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	659	0.01
Poll	1	20	0.00
<b>Total</b>	<b>9</b>	<b>679</b>	<b>0.01</b>

(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	4	95
<b>Total</b>	<b>4</b>	<b>95</b>




Remarks: The Special 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