

## March 31, 2019

To

The Deputy Manager
Department of Corporate Services,
BSE Limited
Floor 25, 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: Results of the Postal Ballot and E-voting

In continuation to our Letter dated 28<sup>th</sup> February, 2019 regarding the postal ballot notice, Please find enclosed the Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Report of Scrutinizer dated 31<sup>st</sup> March, 2019 issued by Mr. Nagendra D Rao (Membership No. 5553, COP No. 7731), Practicing Company Secretary, the Scrutinizer.

The resolutions in the Postal Ballot Notice dated 5<sup>th</sup> February, 2019 has been deemed to be approved and passed on 30<sup>th</sup> March, 2019 and has been duly approved by the Members of the Company with requisite majority.

The results of the Postal Ballot and the Scrutinizer's Report are available on the Company's website <a href="https://www.sobha.com">www.sobha.com</a>.

Kindly take the aforesaid information on record in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Yours sincerely,

FOR SOBHA LIMITED

VIGHNESHWAR G BHAT COMPANY SECRETARY AND COMPLIANCE OFFICER

## Postal Ballot Voting Results Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Company Name	Sobha Limited			
Date of Postal Ballot Notice	5 <sup>th</sup> February, 2019			
Voting:				
Start Date:	1 <sup>st</sup> March, 2019			
End Date:	30 <sup>th</sup> March, 2019			
Total No. of shareholders on record date, i.e. February 22, 2019 being the cut-off date for the purpose of e-voting and poll	54,576			
No. of Shareholder present in the meeting	Particulars	Promoters and Promoter Group	Public	
	Either in Person or through Proxy	Not Applic	able	
	Through Video Conferencing	Not Applicable		



## AGENDA-WISE VOTING RESULTS

**ITEM NO.1:** Approval for Continuation of directorship of Mr. Ramachandra Venkatasubba Rao (DIN: 00061599), Independent Director of the Company from April 1, 2019 for the remaining period of his present tenure:

Resolution R	equired							
(Ordinary / Special)				Special Resolution				
Whether the j		r the promoter g	group are			N	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	E- Voting	53,085,718	53,085,718	100	53,085,718	-	100	-
and Promoter	Poll		-	-	-	-	-	-
Group	Postal Ballot		-	-	-	-	-	-
	Total	53,085,718	53,085,718	100	53,085,718	-	100	-
Public	E- Voting	36,637,179	33,617,977	91.76	31,331,810	2,286,167	93.20	6.80
Institutions	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	36,637,179	33,617,977	91.76	31,331,810	2,286,167	93.20	6.80
Public -	E- Voting	5,122,956	176,427	3.44	170,966	5,461	96.90	3.09
Non- Institutions	Poll		-	-	-	-	-	-
	Postal Ballot		2,436	0.05	2,386	50	97.95	2.05
	Total	5,122,956	178,863	3.49	173,352	5,511	96.92	3.08
Tota	ıl	94,845,853	86,882,558	91.60	84,590,880	2,291,678	97.36	2.64



March 31, 2019

The Chairman,

SOBHA LIMITED,

SOBHA, Sarjapur-Marathahalli,
Outer Ring Road (ORR),

Devarabisanahalli, Bellandur Post,

Bengaluru – 560 103.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Pursuant to the Resolution passed by the Board of Directors of Sobha Limited (herein after referred as "Sobha") on February 05, 2019, I have been appointed as the Scrutinizer to receive, process and scrutinize the Postal Ballot Papers in respect of the following Resolution as circulated (more detailed) in the Postal Ballot Notice dated February 05, 2019.

Sr. No.	Particulars	Nature of Resolution	
	Approval for Continuation of Directorship of Mr. Ramachandra Venkatasubba Rao (DIN: 00061599), Independent Director of the Company		

To enable wider participation of shareholders pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 and the rules made thereunder vide Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, Sobha has provided evoting facility to its Shareholders in respect of the above shareholders resolution to be passed through Postal Ballot.

Accordingly, Sobha 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 Postal Ballot Notice dated February 05, 2019 sent to the shareholders by email to their registered e-mail id's who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form) and also dispatched by Courier/Speed Post/ Registered post to their registered address.

Total shareholders of the Company as on the cut-off date were 54,576. The Company has completed on February 28, 2019, the dispatch of Notice along with postal ballot forms and a self-addressed postage prepaid business reply envelope to its members whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e. February 22, 2019. Postal Ballot Notices were also sent by electronic mode on February 28, 2019.

543/A, 7th Main, 3rd Cross, Hanumantha Nagar, Bangalore - 560 019.

Pursuant to Rule 22 (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 March 01, 2019, informing about the completion of dispatch of the postal ballot notices through electronic transmission & physical dispatch to the shareholders along with other related matters mentioned therein.

The e-voting period commenced on March 01, 2019 at 09.00 a.m. and ended on March 30, 2019 at 5.00 p.m.

The shareholders of the Company had option to vote on resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility cast their votes on the designated website https://www.evoting.nsdl.com.

All postal ballot forms, received physically and votes casted electronically through https://www.evoting.nsdl.com up to the close of working hours i.e., 5.00 p.m. on March 30, 2019, the last date and time fixed for receipt of the forms, were considered for my scrutiny.

Envelopes containing postal ballot forms received after closure of business hours, on March 30, 2019 were not considered for my scrutiny. The poll papers which were incomplete, unsigned, not casted their votes and which were otherwise found defective have been treated as invalid and kept separately.

I have not found any defaced or mutilated ballot paper. I have also received a complete record of votes cast by electronic mode through https://www.evoting.nsdl.com from NSDL, the agency for providing e-voting facility to the Shareholders of the Company.

In respect of the above-mentioned resolutions, I hereby submit my report on the total postal ballot forms received / votes casted electronically as detailed hereunder:

**I. Resolution No. 1:-** Approval for Continuation of Directorship of Mr. Ramachandra Venkatasubba Rao (DIN: 00061599), Independent Director of the Company:

Nature of Resolution: Special Resolution.

SI. No.	Particulars	Postal Ballot	E-voting	Total
1	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	70	322	392
2	Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting.	7	Nil	7
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	63	322	385
4	No. of Members voted FOR	60	286	346
5	No. of Members Voted AGAINST	3	36	39
6	Total Number of Votes cast.	2,736	86,880,122	86,882,858

7	Less: Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	300	Nil	300
8	Less: Shareholder have voted lesser share than their actual holding.	Nil	Nil	Nil
9	Valid no. of votes cast (Net).	86,882,558		
10	Total no. of votes with assent for the Resolution.	2,386	84,588,494	84,590,880
1 1	Total no. of votes with dissent for the Resolution.	50	2,291,628	2,291,678
12	% of Total votes cast in favour of the resolution.			
13	% of Total votes cast against	2.64		

Result - Resolution No. 1: As the Number of vote casted in favour of the Resolution i.e. 97.36 % is more than the number of vote cast against i.e. 2.64 %, I report that the Special Resolution as set out in the Notice of Postal Ballot dated February 05, 2019, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 has been passed by the Shareholders with requisite majority.

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

NAGENDRA D. RAO

Practicing Company Secretary No. 543/A, 7th Main, 3rd Cross, S.L. Bhyrappa Road, Hanumanthanagar,

Bangalore - 560 019.

Membership No.: FCS 5553

COP:7731

Place: Bengaluru

Date: March 31, 2019