



August 09, 2023

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
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Dear Sir / Madam,

Sub: Voting Results and Scrutinizers' Report of the Twenty Eighth Annual General Meeting held on August 08, 2023.

With reference to the above captioned subject, this is to inform that the Twenty Eighth Annual General Meeting was held on Tuesday, the 08th day of August, 2023 at 3:00 PM through Video Conferencing / Other Audio Visual Means (VC/OAVM). The business of the meeting was transacted electronically.

The remote e-voting period began on August 05, 2023 at 9.00 AM and ended on August 07, 2023 at 5.00 PM. The Company had also conducted e-voting 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 remote e-voting and e-voting submitted by Mr. Nagendra D Rao, Scrutiniser, the voting results pursuant to Regulation 44 of the SEBI Listing Regulations and as per the format prescribed by SEBI vide circular CIR/CFD/CMD/8/2015 dated November 4, 2015 is as follows:

Date of Annual General Meeting	August 08, 2023
Total No. of shareholders on record date, i.e. August 01, 2023	101,669
No. of Shareholders present in the meeting either in person or through Proxy:	-
(a) Promoters and Promoter Group:	-
(b) Public:	-
No. of Shareholder attended in the meeting through Video Conferencing:	
(a) Promoters and Promoter Group:	3
(b) Public:	52

The Consolidated Scrutiniser Report dated August 09, 2023 issued by Mr. Nagendra D Rao is enclosed.



Sobha Limited

1 - To receive, consider and adopt:

(a) The standalone financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2023, 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.

(b) The consolidated financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2023, 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 Statutory Auditors thereon.

Resolution Required : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	49585693	49585663	99.9999	49585663	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		49585663	99.9999	49585663	0	100.0000	0.0000
Public Institutions	E-Voting	24869983	20210036	81.2628	20210036	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20210036	81.2628	20210036	0	100.0000	0.0000
Public Non Institutions	E-Voting	20390177	5105	0.0250	4965	140	97.2576	2.7424
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5105	0.0250	4965	140	97.2576	2.7424
Total		94845853	69800804	73.5939	69800664	140	99.9998	0.0002



Sobha Limited

Resolution Required : Ordinary			2 - To declare a dividend on equity shares for the financial year ended March 31, 2023.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	49585693	49585663	99.9999	49585663	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		49585663	99.9999	49585663	0	100.0000	0.0000
Public Institutions	E-Voting	24869983	20277265	81.5331	20277265	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20277265	81.5331	20277265	0	100.0000	0.0000
Public Non Institutions	E-Voting	20390177	5105	0.0250	4975	130	97.4535	2.5465
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5105	0.0250	4975	130	97.4535	2.5465
Total		94845853	69868033	73.6648	69867903	130	99.9998	0.0002



Sobha Limited

Resolution Required : Ordinary			3 - To appoint a Director in place of Mr. Jagadish Nangineni (DIN: 01871780), who retires by rotation as a Director and eligible for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	49585693	49585663	99.9999	49585663	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		49585663	99.9999	49585663	0	100.0000	0.0000
Public Institutions	E-Voting	24869983	20277265	81.5331	7414018	12863247	36.5632	63.4368
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20277265	81.5331	7414018	12863247	36.5632	63.4368
Public Non Institutions	E-Voting	20390177	5105	0.0250	4674	431	91.5573	8.4427
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5105	0.0250	4674	431	91.5573	8.4427
Total		94845853	69868033	73.6648	57004355	12863678	81.5886	18.4114



Sobha Limited

Resolution Required : Ordinary			4 - Ratification of remuneration payable to Cost Auditors.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	49585693	49585663	99.9999	49585663	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		49585663	99.9999	49585663	0	100.0000	0.0000
Public Institutions	E-Voting	24869983	20277265	81.5331	20277265	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20277265	81.5331	20277265	0	100.0000	0.0000
Public Non Institutions	E-Voting	20390177	5105	0.0250	4940	165	96.7679	3.2321
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5105	0.0250	4940	165	96.7679	3.2321
Total		94845853	69868033	73.6648	69867868	165	99.9998	0.0002



Sobha Limited

Sobha Limited								
Resolution Required : Special			5 - Issue of Non-Convertible Debentures on private placement basis.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	49585693	49585663	99.9999	49585663	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		49585663	99.9999	49585663	0	100.0000	0.0000
Public Institutions	E-Voting	24869983	20277265	81.5331	20277265	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20277265	81.5331	20277265	0	100.0000	0.0000
Public Non Institutions	E-Voting	20390177	5105	0.0250	4957	148	97.1009	2.8991
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5105	0.0250	4957	148	97.1009	2.8991
Total		94845853	69868033	73.6648	69867885	148	99.9998	0.0002



SOBHA

The Consolidated Scrutiniser Report dated August 09, 2023 issued by Mr. Nagendra D Rao is enclosed.

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
MEMBERSHIP NO.: ACS 16651



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

August 09, 2023

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting process (remote e-voting) and electronic voting (e-voting) during the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, for the 28th Annual General Meeting of Sobha Limited held on Tuesday, August 08, 2023 at 3:00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

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 29, 2023, 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 remote e-voting and e-voting process in a fair and transparent manner for the business to be transacted at the 28th Annual General Meeting of the Shareholders of the Company held on August 08, 2023 at 3.00 p.m. through VC / OAVM.

Accordingly, Sobha Limited has made arrangement with the system provider viz, Link Intime India Private Limited for providing a system of recording votes of the shareholders electronically through e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting).

The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 10/2022 dated 28th December 2022 (in continuation of General Circular No. 2/2022 dated May 5, 2022, 20/2020 dated May 5, 2020 read with circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 2/2021 dated January 13, 2021 and 21/2021 dated December 14, 2021 (collectively referred to as "MCA Circulars") and the SEBI vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated 5th January 2023 (collectively referred to as "SEBI Circulars"), permit for holding the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue.



In compliance with the above MCA Circulars and SEBI Circulars, the provisions of the Companies Act, 2013 ("hereinafter referred as "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("hereinafter referred to as "LODR Regulations"), the AGM of the Company is being held through VC / OAVM and necessary instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Annual General Meeting Notice dated May 29, 2023 and were sent to the shareholders through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agent (RTA).

Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) and the MCA Circulars, an advertisement was published by the Company in Business Line, English Newspaper and Prajavani, Kannada Newspaper on July 16, 2023. The remote e-voting commenced on Saturday, August 5, 2023 at 9:00 AM and ended on Monday, August 7, 2023 at 5:00 PM.

The shareholders of the Company holding shares as on "cut-off" date August 01, 2023 were entitled to vote on the resolutions as contained in the Notice of the 28th Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were 1,01,669 (One Lakh One Thousand Six Hundred and Sixty-Nine) only.

After the conclusion of the e-voting at the Annual General Meeting, the votes cast under remote e-voting and votes casted through e-voting during the AGM were unblocked in the presence of two witnesses who were not in the employment of the Company and then 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 e-voting system provided by Link Intime India Private Limited.

55 (Fifty-Five) only number of shareholders participated through VC / OAVM.

I now submit my Consolidated Report on the remote e voting and e-voting process conducted at the 28th 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:

- (a) The standalone financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2023, 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.
- (b) The consolidated financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2023, 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 Statutory Auditors thereon.



Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
165	6,98,00,664	99.99%

(ii) Voted against the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
3	140	0.01%

(iii) Invalid Votes: -

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Remarks: As the Number of votes cast in favour of the Ordinary Resolution is 6,98,00,664 (Six Crore Ninety-Eight Lakhs Six Hundred and Sixty-Four) (i.e.99.99%) is more than the number of votes cast against 140 (One Hundred and Forty) (i.e.0.01%), I report that the Ordinary Resolution as set out in the Notice of the Annual General Meeting dated May 29, 2023, under section 96 of the Companies Act, 2013 **has been passed** by the Shareholders with requisite majority.

II. Resolution No. 2: - To declare a Dividend on equity shares for the financial year ended March 31, 2023.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
167	6,98,67,903	99.99%



(ii) Voted against the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
2	130	0.01%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Remarks: As the Number of votes cast in favour of the Ordinary Resolution is 6,98,67,903 (Six Crore Ninety-Eight Lakhs Sixty-Seven Thousand Nine Hundred and Three) (i.e. 99.99%) is more than the number of votes cast against 130 (One Hundred and Thirty) (i.e.0.01%), I report that the Ordinary Resolution as set out in the Notice of the Annual General Meeting dated May 29, 2023, under section 96 of the Companies Act, 2013 **has been passed** by the Shareholders with requisite majority.

III. Resolution No. 3: - To appoint a Director in place of Mr. Jagadish Nangineni (DIN 01871780), who retires by rotation as a Director.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
81	5,70,04,355	81.59%

(ii) Voted against the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
88	1,28,63,678	18.41%



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Remarks: As the Number of votes cast in favour of the Ordinary Resolution is 5,70,04,355 (Five Crore Seventy Lakhs Four Thousand Three Hundred and Fifty-Five) (i.e.81.59%) is more than the number of votes cast against 1,28,63,678 (One Crore Twenty Eight Lakhs Sixty Three Thousand Six Hundred and Seventy Eight) (i.e. 18.41%), I report that the Ordinary Resolution as set out in the Notice of the Annual General Meeting dated May 29, 2023, under section 96 of the Companies Act, 2013 **has been passed** by the Shareholders with 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:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
165	6,98,67,868	99.99%

(ii) Voted against the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
4	165	0.01%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Remarks: As the Number of votes cast in favour of the Ordinary Resolution is 6,98,67,868 (Six Crore Ninety-Eight Lakhs Sixty-Seven Thousand Eight Hundred and Sixty-Eight) (i.e. 99.99%) is more than the number of votes cast against 165 (One Hundred and Sixty-Five) (i.e.0.01%), I report that the Ordinary Resolution as set out in the Notice of the Annual General Meeting dated May 29, 2023, under section 96 of the Companies Act, 2013 **has been passed** by the Shareholders with requisite majority



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

Type of Resolution – **Special Resolution**

(i) Voted in favour of the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
165	6,98,67,885	99.99%

(ii) Voted against the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
4	148	0.01%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Remarks: As the Number of votes cast in favour of the Special Resolution is 6,98,67,885 (Six Crore Ninety-Eight Lakhs Sixty-Seven Thousand Eight Hundred and Eighty-Five) (i.e.99.99%) is more than the 3 times the number of votes cast against 148 (One Hundred and Forty-Eight) (i.e. 0.01%), I report that the Special Resolution as set out in the Notice of the Annual General Meeting dated May 29, 2023, under section 96 of the Companies Act, 2013 **has been passed** by the Shareholders with requisite majority.

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

Thanking You,
Yours Faithfully,



Nagendra D. Rao
Practising Company Secretary



Peer Review Certificate No.: 672/2020
UDIN: F005553E000767402