



Date: April 15, 2023

To The Deputy Manager Department of Corporate Services BSE Limited, PJ Towers, Dalal Street Mumbai – 400 001 Scrip Code: 532784	To The Manager The National Stock Exchange of India Limited Exchange Plaza, Plot No C/1, G Block Bandra Kurla Complex Mumbai – 400 051 Scrip Code: SOBHA
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Dear Sir / Madam,

Sub: Results of the Postal Ballot and Scrutinizer Report

Ref: Postal Ballot Notice dated 6th March, 2023

This is further to our letter dated 15th March 2023 submitting the Postal Ballot Notice dated 6th March, 2023 for seeking approval of the Members of the Company for the following resolutions:

S. No.	Description of Resolution(s)	Type of Resolution(s)
1.	Approval for payment of remuneration/ commission to Non-executive Directors	Special
2.	Approval for payment of remuneration to Mr. Ravi PNC Menon, Non-executive Director and Chairman	Special

The remote e-Voting process concluded on 14th April, 2023 at 5:00 p.m. (IST) and Mr. Nagendra D Rao, Practising Company Secretary, who was appointed as the Scrutinizer for the aforesaid Postal Ballot process, has submitted his Report on the Postal Ballot on 14th April, 2023.

In this connection, please find enclosed the following:

1. Results of Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizer's Report dated April 14, 2023.



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

Voting results along with the Scrutinizer's report are also being made available on the website of the Company www.sobha.com and on the website of M/s. Link Intime India Private Limited <https://instavote.linkintime.co.in>

You are requested to take the above information on record.

Yours faithfully,

FOR SOBHA LIMITED



VIGNESHWAR G BHAT
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO.: ACS16651



Results of Postal Ballot
(As per Regulation 44(3) of Securities and Exchange Board of India (Listing Obligation and Requirements) Regulation 2015)

Name of the Company☐		Sobha Limited						
Date of Postal Ballot Notice☐		6th March, 2023						
Voting:								
Start Date		16 th March, 2023						
End Date		14 th April, 2023						
Total number of Members as on record date i.e. March 6, 2023 being the cut-off date for the purpose of e-Voting		83,794						
No. of Shareholder present in the meeting	Particular				Promoters and Promoter Group		Public	
	Either in Person or through Proxy				Not applicable			
	Through Video Conference				Not applicable			
Resolution Required : (Special)			1 - Approval for payment of remuneration/ commission to Non-executive Directors					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	49435693	49390663	99.9090	49390663	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		49390663	99.9090	49390663	0	100.0000	0.0000
Public Institutions	E-Voting	27341473	24466187	89.4838	2811317	21654870	11.4906	88.5094
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24466187	89.4838	2811317	21654870	11.4906	88.5094
Public Non Institutions	E-Voting	18068687	10305888	57.0372	10304578	1310	99.9873	0.0127
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10305888	57.0372	10304578	1310	99.9873	0.0127
Total		94845853	84162738	88.7363	62506558	21656180	74.2687	25.7313

Resolution Required : (Special)			2 - Approval for payment of remuneration to Mr. Ravi PNC Menon, Non-executive Director and Chairman					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	49435693	49390663	99.9090	49390663	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		49390663	99.9090	49390663	0	100.0000	0.0000
Public Institutions	E-Voting	27341473	24466187	89.4838	3348568	21117619	13.6865	86.3135
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24466187	89.4838	3348568	21117619	13.6865	86.3135
Public Non Institutions	E-Voting	18068687	10305887	57.0372	10304573	1314	99.9873	0.0127
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10305887	57.0372	10304573	1314	99.9873	0.0127
Total		94845853	84162737	88.7363	63043804	21118933	74.9070	25.0930



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

April 14, 2023

To,
The Chairman,
Sobha Limited,
'SOBHA', Sarjapur – Marathahalli,
Outer Ring Road (ORR),
Devarabisanahalli, Bellandur Post,
Bangalore – 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.

I, Nagendra D. Rao, Practicing Company Secretary have been appointed as the Scrutinizer by the Board of Directors of Sobha Limited (the Company) vide their Resolution dated March 6, 2023 to conduct the Postal Ballot process in respect of the following Resolutions as circulated (more detailed) in the Postal Ballot Notice dated March 6, 2023.

Sr. No.	Particulars	Nature of Resolution (s)
1.	Approval for payment of remuneration/commission to Non-executive Directors.	Special Resolution
2.	Approval for payment of remuneration to Mr. Ravi PNC Menon, Non-executive Director and Chairman.	Special Resolution

Pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with Rule 20 and Rule 22 of the Companies Management and Administration) Rules, 2014, ('the Rules'), (including any statutory modification or re-enactment thereof for the time being in force) read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 and General Circular No.11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) and other applicable provisions of the Act, rules, circulars and notifications issued thereunder, Secretarial Standard-2 on General Meetings (SS-2), via Postal Ballot only through remote E-voting (Voting through Electronic means) for the above said resolutions.



Accordingly, the company has made arrangement with the system provider viz, Link Intime India Private Limited (Link Intime) 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 March 06, 2023. The Postal Ballot Notice has been sent to the shareholders by email on March 15, 2023 to their registered e-mail id's who have registered their email addresses with their Depositories / Depository Participant/the Company's Registrar and Share Transfer Agent, Link Intime. Pursuant to the MCA Circulars and the Circulars issued by SEBI, the Company has sent notice by e-mail only to all its shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository(ies).

Total shareholders of the Company as on the cut-off date i.e., Wednesday March 8, 2023 were 83,794 (Eighty Three Thousand Seven Hundred and Ninety Four) only.

Pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014 and Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an advertisement was published by the Company in 'Business Line' in English and 'Prajavani' in Kannada on March 16, 2023, informing about the completion of dispatch of the postal ballot notice through email along with the details of activities with respect to Postal Ballot Notice.

The e-voting period commenced at 9.00 a.m. on Thursday, March 16, 2023 and ended on Friday, April 14, 2023 at 5.00 p.m.

All votes cast electronically through <https://instavote.linkintime.co.in> up to 5.00 p.m. on Friday, April 14, 2023 being the last date and time fixed for voting, were considered for my scrutiny.

I have received a complete record of votes cast by electronic mode through <https://instavote.linkintime.co>. from Link Intime, 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 votes cast electronically as detailed hereunder:

I. Resolution No. 1: - Approval for payment of remuneration/ commission to Non-executive Directors.

Type of Resolution: **Special Resolution.**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
129	6,25,06,558	74.268



(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
112	2,16,56,180	25.732

(iii) Invalid Votes:

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

Result - Resolution No. 1: As the Number of votes cast in favour of the Special Resolution is **6,25,06,558 (Six Crore Twenty-Five Lakh Six Thousand Five Hundred and Fifty Eight)** is not more than 3 times the number of votes cast against **2,16,56,180 (Two Crore Sixteen Lakh Fifty Six Thousand One Hundred and Eighty)**, I report that the Special Resolution as set out in the Notice of Postal Ballot dated March 6, 2023, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has not been passed** by the Shareholders.

II. Resolution No. 2: - Approval for payment of remuneration to Mr. Ravi PNC Menon, Non-executive Director and Chairman

Type of Resolution – **Special Resolution**

(i) Voted in favour of the Resolution:

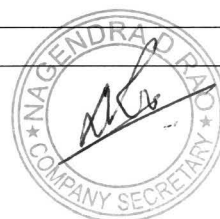
Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
131	6,30,43,804	74.907

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
109	2,11,18,933	25.093

(iii) Invalid Votes:

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



Result - Resolution No. 2: As the Number of votes cast in favour of the Special Resolution is **6,30,43,804 (Six Crore Thirty Lakh Forty-Three Thousand Eight Hundred and Four)** is not more than the 3 times the number of votes cast against **2,11,18,933 (Two Crore Eleven Lakh Eighteen Thousand Nine Hundred and Thirty-Three)**, I report that the Special Resolution as set out in the Notice of Postal Ballot dated March 6, 2023, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has not been passed** by the Shareholders.



Nagendra D. Rao
Practicing Company Secretary
Membership No. FCS – 5553
Certificate of Practice – 7731
Peer Reviewed Unit

Peer Review Certificate No.: 672/2020
UDIN: F005553E000102573

Place : Bangalore
Date : April 14, 2023.