



PASSION AT WORK

August 08, 2020

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 Fifth Annual General Meeting held on August 07, 2020.

With reference to the above captioned subject, this is to inform that the Twenty Fifth Annual General Meeting was held on Friday, the 07th day of August, 2020 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 04, 2020 at 9.00 AM and ended on August 06, 2020 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 07, 2020
Total No. of shareholders on record date, i.e. July 31, 2020	67,731
No. of Shareholders present in the meeting either in person or through Proxy:	
(a) Promoters and Promoter Group:	-
(b) Public:	-
No. of Shareholder attended the meeting through Video Conferencing:	
(a) Promoters and Promoter Group:	9
(b) Public:	74



SOBHA LIMITED

Resolution Required : (Ordinary)		1 - (a) To receive, consider and adopt the standalone financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2020, 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 receive, consider and adopt the consolidated financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2020, 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.						
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	49227133	49227133	100.0000	49227133	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		49227133	100.0000	49227133	0	100.0000	0.0000
Public Institutions	E-Voting	28155138	22642281	80.4197	22642281	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		22642281	80.4197	22642281	0	100.0000	0.0000
Public Non Institutions	E-Voting	17463582	258619	1.4809	257746	873	99.6624	0.3376
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		258619	1.4809	257746	873	99.6624	0.3376
Total		94845853	72128033	76.0476	72127160	873	99.9988	0.0012

Resolution Required : (Ordinary)		2 - To declare dividend on equity shares						
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	49227133	49227133	100.0000	49227133	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		49227133	100.0000	49227133	0	100.0000	0.0000
Public Institutions	E-Voting	28155138	22744910	80.7842	22744910	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		22744910	80.7842	22744910	0	100.0000	0.0000
Public Non Institutions	E-Voting	17463582	258619	1.4809	257791	828	99.6798	0.3202
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		258619	1.4809	257791	828	99.6798	0.3202
Total		94845853	72230662	76.1558	72229834	828	99.9989	0.0011

Qshah



Resolution Required : (Ordinary)			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Promoter / Promoter group are interested in the Resolution.					
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	49227133	49227133	100.0000	49227133	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		49227133	100.0000	49227133	0	100.0000	0.0000
Public Institutions	E-Voting	28155138	22744910	80.7842	22179107	565803	97.5124	2.4876
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22744910	80.7842	22179107	565803	97.5124	2.4876
Public Non Institutions	E-Voting	17463582	258559	1.4806	256894	1665	99.3560	0.6440
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		258559	1.4806	256894	1665	99.3560	0.6440
Total		94845853	72230602	76.1558	71663134	567468	99.2144	0.7856

Resolution Required : (Ordinary)			4 - Ratification of remuneration payable to M/s. Srinivas & Co., Cost Accountants, the Cost Auditors of the Company.					
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	49227133	49227133	100.0000	49227133	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		49227133	100.0000	49227133	0	100.0000	0.0000
Public Institutions	E-Voting	28155138	22744910	80.7842	22744910	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		22744910	80.7842	22744910	0	100.0000	0.0000
Public Non Institutions	E-Voting	17463582	258559	1.4806	253937	4622	98.2124	1.7876
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		258559	1.4806	253937	4622	98.2124	1.7876
Total		94845853	72230602	76.1558	72225980	4622	99.9936	0.0064


Arshad



Resolution Required : (Ordinary)			5 - Appointment of Ms. Srivathsala Kanchi Nandagopal (DIN: 06465469), as a Non-Executive, Independent Director of the Company.					
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	49227133	49227133	100.0000	49227133	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		49227133	100.0000	49227133	0	100.0000	0.0000
Public Institutions	E-Voting	28155138	22744910	80.7842	22744910	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		22744910	80.7842	22744910	0	100.0000	0.0000
Public Non Institutions	E-Voting	17463582	258559	1.4806	254536	4023	98.4441	1.5559
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		258559	1.4806	254536	4023	98.4441	1.5559
Total		94845853	72230602	76.1558	72226579	4023	99.9944	0.0056

Resolution Required : (Special)			6 - Issue of Non-Convertible Debentures on Private Placement Basis.					
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	49227133	49227133	100.0000	49227133	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		49227133	100.0000	49227133	0	100.0000	0.0000
Public Institutions	E-Voting	28155138	22744910	80.7842	22744910	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		22744910	80.7842	22744910	0	100.0000	0.0000
Public Non Institutions	E-Voting	17463582	258027	1.4775	256823	1204	99.5334	0.4666
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		258027	1.4775	256823	1204	99.5334	0.4666
Total		94845853	72230070	76.1552	72228866	1204	99.9983	0.0017

Ashraf



Resolution Required : (Special)			7 - Amendment to the Memorandum of Association of the Company.					
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	49227133	49227133	100.0000	49227133	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		49227133	100.0000	49227133	0	100.0000	0.0000
Public Institutions	E-Voting	28155138	22744910	80.7842	22744910	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		22744910	80.7842	22744910	0	100.0000	0.0000
Public Non Institutions	E-Voting	17463582	258082	1.4778	256857	1225	99.5253	0.4747
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		258082	1.4778	256857	1225	99.5253	0.4747
Total		94845853	72230125	76.1553	72228900	1225	99.9983	0.0017

The Consolidated Scrutiniser Report dated August 08, 2020 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





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

August 08, 2020

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, for the 25th Annual General Meeting of Sobha Limited held on Friday, August 07, 2020 at 3:00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I, Nagendra D Rao, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Sobha Limited vide resolution dated June 27th, 2020, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (3) and (4) (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 25th Annual General Meeting of the Shareholders of the Company held on August 07, 2020 at 3.00 p.m. through VC / OAVM.

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 facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (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 June 27, 2020 sent to the shareholders through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

In accordance with the Notice of the 25th Annual General Meeting sent to the shareholders and the 'Advertisement' published in Financial Express, English Newspaper and Prajavani in Kannada Newspaper on July 16, 2020 pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015), the remote e-voting commenced on Tuesday, August 04th, 2020 at 9:00 AM and ended on Thursday, August 06th, 2020 at 5:00 PM.

The shareholders of the Company holding shares as on "cut-off" date July 31st, 2020 were entitled to vote on the resolutions as contained in the 25th Notice of the Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were 67,731 (Sixty-Seven Thousand Seven Hundred and Thirty One) 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 National Securities Depository Limited (NSDL) e-voting system.

83 (Eighty-Three) only no. of shareholders participated through VC / OAVM.

I now submit my Consolidated Report on the remote e voting and e-voting process conducted at the 25th Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1:- To receive, consider, approve and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and Cash Flow Statement together with Reports of the Directors and Auditors thereon.

Type of Resolution - **Ordinary 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
285	72,127,160	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
8	873	0.01

(iii) Invalid Votes:

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

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:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
286	72,229,834	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
8	828	0.01

(iii) Invalid Votes:

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

Remarks: The Ordinary Resolution No. 2 as mentioned above is passed by requisite Majority.

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:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
263	71,663,134	99.21

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
29	567,468	0.79

(iii) Invalid Votes:

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

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:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
272	72,225,980	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
20	4,622	0.01

(iii) Invalid Votes:

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

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

V. Resolution No. 5:- Appointment of Ms. Srivathsala Kanchi Nandagopal as a Non-Executive Independent Director of the Company

Type of Resolution – **Ordinary 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
273	72,226,579	99.99

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
19	4,023	0.01

(iii) Invalid Votes:

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



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

VI. Resolution No. 6:- Issue of Non-Convertible Debentures on private placement basis.

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
274	72,228,866	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
16	1,204	0.01

(iii) Invalid Votes:

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

Remarks: The Special Resolution No. 6 as mentioned above is passed by requisite Majority.

VII. Resolution No. 7:- Amendment to Memorandum of Association of the Company.

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
274	72,228,900	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
17	1,225	0.01



(iii) Invalid Votes:

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

Remarks: The Special Resolution No. 7 as mentioned above is passed by 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

UDIN: F005553B000562373