SOBHA

PASSION AT WORK

July 15, 2015

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**

Dear Sir / Madam,

Sub: Outcome of the Twentieth Annual General Meeting held on July 15, 2015

With reference to the above captioned subject, this is to inform that the following business were transacted by the members of the Company at the Twentieth Annual General Meeting held on Wednesday, the 15th day of July, 2015 at The Gateway Hotel Residency Road Bangalore, 66, Residency Road, Bangalore - 560 025 at 3:00 PM.

In compliance with the provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 and relevant rules made thereunder, the Company had availed e-voting facility from National Securities Depository Limited (NSDL) to enable members to exercise their vote for the resolutions to be passed in the Annual General Meeting through electronic mode. In terms of the Companies (Management and Administration) Rules, 2014, the Company 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.

The Company had intimated that July 08, 2015 will be the cut-off date for determining the shareholders who would be eligible to cast their vote electronically or by way of poll. The e-voting began on July 12, 2015 at 9:00 AM and ended on July 14, 2015 at 5:00 PM. The Company had appointed Mr. Nagendra D Rao, Practising Company Secretary as the Scrutiniser for the e-voting and poll process.

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 under Clause 35A of the Listing Agreement is as follows:

Date of the AGM	July 15, 2015		
Total number of shareholders on record date, i.e. July 08, 2015 being the cut-off date for the purpose of e-voting and poll.	54,397		
No. of shareholders present in the meeting	**Particulars**	**Promoters and Promoter Group**	**Public**
	Either in person or through proxy	4	90
	Through video conferencing	Video Conferencing facility was not provided	
Total		**4**	**90**

DETAILS OF THE AGENDA:

Sl No.	Resolutions Passed	Mode of Voting (Show of Hands / Poll / Postal Ballot / E Voting)	Result of Voting
Ordinary Business			
1	**Item No. 1 – Ordinary Resolution:** To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015	E-Voting and Poll	Passed with requisite majority
2	**Item No. 2 – Ordinary Resolution:** To declare dividend on equity shares	E-Voting and Poll	Passed with requisite majority
3	**Item No. 3 – Ordinary Resolution:** To appoint a Director in place of Mr. Ravi PNC Menon (DIN: 02070036), who retires by rotation and being eligible has offered himself for reappointment	E-Voting and Poll	Passed with requisite majority

Sobha Limited ★ Bangalore ★

4	**Item No. 4 – Ordinary Resolution:** To ratify the appointment of S.R. Batliboi & Associates LLP (Firm Registration Number 101049W) as the Statutory Auditors of the Company	E-Voting and Poll	Passed with requisite majority
Special Business:			
5	**Item No. 5 – Ordinary Resolution:** Appointment of Dr. Punita Kumar-Sinha (DIN: 05229262) as a Non-Executive Independent Director	E-Voting and Poll	Passed with requisite majority
6	**Item No. 6 – Ordinary Resolution:** Ratification of remuneration payable to M/s Srinivas & Co, Cost Accountants (Firm Registration No. 000278), the Cost Auditors of the Company	E-Voting and Poll	Passed with requisite majority
7	**Item No. 7 – Special Resolution:** Issue of Non-Convertible Debentures on a Private Placement basis	E-Voting and Poll	Passed with requisite majority

In case of E-voting and Poll:

Item No. 1 – Ordinary Resolution: To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015

Promoter / Public	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 votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	59,409,300	59,409,300	100	59,409,300	-	100	-

Sobha Limited Bangalore

Public – Institutional holders	35,807,891	19,269,727	53.81	19,269,727	-	100	-
Public-Others*	2,846,677	116,023	4.08	115,913	110	99.91	0.09
Total	**98,063,868**	**78,795,050**	**80.35**	**78,794,940**	**110**	**99.99**	**0.00****

Item No. 2 – Ordinary Resolution: To declare dividend on equity shares

Promoter / Public	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 votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	59,409,300	59,409,300	100	59,409,300	-	100	-
Public – Institutional holders	35,807,891	19,381,250	54.13	19,381,250	-	100	-
Public-Others*	2,846,677	116,223	4.08	116,123	100	99.91	0.09
Total	**98,063,868**	**78,906,773**	**80.46**	**78,906,673**	**100**	**99.99**	**0.00****

Item No. 3 – Ordinary Resolution: To appoint a Director in place of Mr. Ravi PNC Menon (DIN: 02070036), who retires by rotation and being eligible has offered himself for reappointment

Promoter / Public	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 votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	59,409,300	59,409,300	100	59,409,300	-	100	-

Sobha Limited ★ Bangalore ★

Public – Institutional holders	35,807,891	19,381,250	54.13	17,672,326	1,708,924	91.18	8.82
Public-Others*	2,846,677	116,133	4.08	115,998	135	99.88	0.12
Total	**98,063,868**	**78,906,683**	**80.46**	**77,197,624**	**1,709,059**	**97.83**	**2.17**

Item No. 4 – Ordinary Resolution: To ratify the appointment of S.R. Batliboi & Associates LLP (Firm Registration Number 101049W) as the Statutory Auditors of the Company

Promoter / Public	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 votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	59,409,300	59,409,300	100	59,409,300	-	100	-
Public – Institutional holders	35,807,891	19,269,727	53.81	19,269,727	-	100	-
Public-Others*	2,846,677	116,011	4.08	115,787	224	99.81	0.19
Total	**98,063,868**	**78,795,038**	**80.35**	**78,794,814**	**224**	**99.99**	**0.00****

Item No. 5 – Ordinary Resolution: Appointment of Dr. Punita Kumar-Sinha (DIN: 05229262) as a Non-Executive Independent Director

Promoter / Public	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 votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	59,409,300	59,409,300	100	59,409,300	-	100	-

Sobha Limited ★ Bangalore ★

Public – Institutional holders	35,807,891	19,381,250	54.13	19,364,882	16,368	99.92	0.08
Public-Others*	2,846,677	116,216	4.08	116,106	110	99.91	0.09
Total	**98,063,868**	**78,906,766**	**80.46**	**78,890,288**	**16,478**	**99.98**	**0.02**

Item No. 6 – Ordinary Resolution: Ratification of remuneration payable to M/s Srinivas & Co, Cost Accountants (Firm Registration No. 000278), the Cost Auditors of the Company

Promoter / Public	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 votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	59,409,300	59,409,300	100	59,409,300	-	100	-
Public – Institutional holders	35,807,891	19,381,250	54.13	19,381,250	-	100	-
Public-Others*	2,846,677	116,023	4.08	115,913	110	99.91	0.09
Total	**98,063,868**	**78,906,573**	**80.46**	**78,906,463**	**110**	**99.99**	**0.00****

Item No. 7 – Ordinary Resolution: Issue of Non-Convertible Debentures on a Private Placement basis

Promoter / Public	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 votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	59,409,300	59,409,300	100	59,409,300	-	100	-

Sobha Limited ★ Bangalore ★

Public – Institutional holders	35,807,891	19,381,250	54.13	19,381,250	-	100	-
Public-Others*	2,846,677	116,033	4.08	115,803	230	99.80	0.20
Total	**98,063,868**	**78,906,583**	**80.46**	**78,906,353**	**230**	**99.99**	**0.00****

*Out of 2,846,677 equity shares, 841 equity shares have not been claimed by the respective allottees and are lying in an Unclaimed Suspense Account in terms of Clause 5A of the Listing Agreement.

**Less than 0.01%

We request you to kindly take the above information on record in terms of the compliance requirements detailed under Clause 31(d) and Clause 35A of the Listing Agreement.

Thanking you.

Yours sincerely,

FOR SOBHA LIMITED

J C SHARMA
VICE CHAIRMAN AND MANAGING DIRECTOR
DIN: 01191608

Sobha Limited ★ Bangalore ★

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

July 15, 2015

To,
The Chairman
Sobha Limited,
SOBHA, Sarjapur-Marathahalli Outer Ring Road (ORR),
Devarabisanahalli, Balladur Post,
Bangalore – 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, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Sobha Limited vide resolution dated May 12, 2015, 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 in respect of the below mentioned resolutions at the 20th Annual General Meeting of the Shareholders of the Company held on July 15, 2015 at 3.00 p.m. at the Gateway Hotel Residency Road Bangalore, 66, Residency Road, Bangalore - 560 025.

I now submit my Consolidated Report on the evoting process and poll conducted at the 20th 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, 2015, 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 voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	146	78,793,101	99.98
Poll	24	1,839	0.01
Total	**170**	**78,794,940**	**99.99**

NAGENDRA D. RAO • COMPANY SECRETARY •

543/A, 7th Main, 3rd Cross, Hanumantha Nagar, Bangalore - 560 019.
Telefax: 080-2650 9004, Mobile: 99451 75787, E-mail: nagendradrao@gmail.com / nagendra_d_rao@yahoo.co.in

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	1	10	0.00
Poll	1	100	0.01
Total	**2**	**110**	**0.01**

(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	0	0
Total	**0**	**0**

Remarks: The Ordinary Resolution No.1 as mentioned above is passed by requiste 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 voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	149	78,904,844	99.98
Poll	23	1,829	0.01
Total	**172**	**78,906,673**	**99.99**

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	0	0	0.00
Poll	1	100	0.01
Total	**1**	**100**	**0.01**

(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	1	0
Total	**1**	**0**

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

NAGENDRA D RAO COMPANY SECRETARY

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 reappointment.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	137	77,195,785	97.82
Poll	24	1,839	0.01
Total	**161**	**77,197,624**	**97.83**

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	10	1,708,959	2.17
Poll	1	100	0.00
Total	**11**	**1,709,059**	**2.17**

(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	0	0
Total	**0**	**0**

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

IV. Resolution No. 4:- To ratify the appointment of S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number 101049W) as the Statutory Auditors of the Company.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	142	78,792,976	99.98
Poll	23	1,838	0.01
Total	**165**	**78,794,814**	**99.99**



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	3	123	0.01
Poll	2	101	0.00
Total	**5**	**224**	**0.01**

(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	0	0
Total	**0**	**0**

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

V. Resolution No. 5:- Appointment of Dr. Punita Kumar-Sinha (DIN: 05229262) as a Non-Executive Independent Director.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	145	78,888,449	99.97
Poll	24	1,839	0.01
Total	**169**	**78,890,288**	**99.98**

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	2	16,378	0.02
Poll	1	100	0.00
Total	**3**	**16,478**	**0.02**

(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	0	0
Total	**0**	**0**

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

NAGENDRA D. RAO COMPANY SECRETARY

VI. Resolution No. 6:- 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 voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	147	78,904,624	99.98
Poll	24	1,839	0.01
Total	**171**	**78,906,463**	**99.99**

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	1	10	0.00
Poll	1	100	0.01
Total	**2**	**110**	**0.01**

(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	0	0
Total	**0**	**0**

Remarks: The Ordinary Resolution No. 6 as mentioned above is passed by requisite majority.

VII. Resolution No. 7:- 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 voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	142	78,904,514	99.98
Poll	24	1,839	0.01
Total	**166**	**78,906,353**	**99.99**

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	7	130	0.01
Poll	1	100	0.00
Total	**8**	**230**	**0.01**

(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	0	0
Total	**0**	**0**

Remarks: The Special Resolution No. 7 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 • C.P. No. 7731 • COMPANY SECRETARY •

Nagendra D Rao
Practising Company Secretary