



Rodium Realty Ltd.

Perspective To Perfection

September 27, 2014

Dy. General Manager,
Department of Corporate Services-Listing
Bombay Stock Exchange,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Dear Sir/Madam,

Ref: Scrip Name: Rodium [Scrip Code: 531822]

Sub: Scrutinizer's Report for Annual General Meeting held on Saturday, September 27, 2014.

Kindly note, pursuant to the requirement of Clause 35B of Listing Agreement, we had provided e-voting facility to all the shareholders from September 21, 2014 to September 23, 2014 and also provide opportunity to vote through Ballot Forms.

We had appointed M/s. B. Desai & Associates as the scrutinizer and the report provided by them is enclosed.

We request you to please take note of the above.

Thanking you,

Yours faithfully,

For **Rodium Realty Limited,**




Brijesh Thakkar
Company Secretary
Enclosure: A/a

CIN - L85110MH1993PLC206012

Corporate Office / Registered Office:-



B. DESAI & ASSOCIATES

B.COM. LLB. ACS
PRACTISING COMPANY SECRETARY

Scrutinizer's Report

[Pursuant to section 108 and other applicable provisions of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

21st Annual General Meeting (AGM) of the Equity Shareholders of Rodium Realty Limited to be held on Saturday, September 27, 2014 at 9.15 AM at Ground Floor, X' Trium, C.T.S. No. 291, Andheri – Kurla Road, Near Holy Family Church, Andheri (East), Mumbai – 400069.

Dear Sir,

1. I, Bhavesh Desai, a Company Secretary in whole time practice, have been appointed by the Board of Directors of the Company as a Scrutinizer for the purpose of scrutinizing the e-voting process along with the physical votes received from the shareholders in the form of ballots papers and to ascertain the requisite majority thereof as per the provisions of section 108 of the Companies Act, 2013 and other applicable provisions read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions set out in the notice to the 21st Annual General Meeting (AGM) of the members of the Company.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means and ballot papers on the resolutions set out in the Notice to the 21st Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer is restricted to make the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depositories Services Limited (CDSL), the authorized agency to provide e-voting facilities and physical votes received in form of ballot papers from the shareholders of the Company.
3. Further to the above, I submit my report as under:-



116/118 Kesar Residency CHS Ltd., 1st floor, Above Bhagwati Restaurant, Near Charkop Market, Kandivali (West),
Mumbai 400067



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- (i) The e-voting period remained open from Sunday, September 21, 2014 at 10.00 AM and ended on Tuesday, September 23, 2014, at 6.00 PM.
- (ii) The members of the Company as on the "Cut off" date i.e. Friday, August 22, 2014 were entitled to vote on the resolutions (Items No. 1 to 10 as set out in the Notice of the 21ST AGM of the members of the Company).
- (iii) The Votes cast were noted and confirmed on Wednesday, September 25, 2014 in the presence of two witnesses, Mr. Siddhant Agarwal and Ms. Laxmi Joshi, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

| Name of the Witness | Signature |
|---------------------|-------------------------------------------------------------------------------------|
| SIDDHANT AGARWAL |  |
| LAXMI JOSHI |  |

- (iv) Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depositories Services Limited (CDSL) i.e. <https://www.evotingindia.com/> and based on such report generated, together with the votes received in the form of Ballot Papers, the results were as under:-





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| Item No. of the Notice | Type of Resolution: Subject Matter | Votes in favour of the resolution | | Votes against the resolution | | Total Votes Casted |
|------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-------------------------------|------------------------------|-------------------------------|--------------------|
| | | No. of Shares | % of Total No. of Valid Votes | No. of Shares | % of Total No. of Valid Votes | No. of Shares |
| 1. | <u>Ordinary Resolution:</u> Adoption of Audited Financial Statements for the year ended March 31, 2014 | | | | | |
| | E VOTING | 22,02,745 | 100 | 0 | 0 | 22,02,745 |
| | BALLOT PAPERS | 3,07,203 | 100 | 0 | 0 | 3,07,203 |
| | TOTAL | 25,09,948 | 100 | 0 | 0 | 25,09,948 |
| 2. | <u>Ordinary Resolution:</u> Declaration of Dividend on preference shares for two financial years ended March 31, 2014 at the rate of 9% p.a. | | | | | |
| | E VOTING | 22,02,745 | 100 | 0 | 0 | 22,02,745 |
| | BALLOT PAPERS | 3,07,203 | 100 | 0 | 0 | 3,07,203 |
| | TOTAL | 25,09,948 | 100 | 0 | 0 | 25,09,948 |
| 3. | <u>Ordinary Resolution:</u> Declaration of dividend on equity shares at the rate of 5% | | | | | |
| | E VOTING | 22,02,745 | 100 | 0 | 0 | 22,02,745 |
| | BALLOT PAPERS | 3,07,203 | 100 | 0 | 0 | 3,07,203 |
| | TOTAL | 25,09,948 | 100 | 0 | 0 | 25,09,948 |
| 4. | <u>Ordinary Resolution:</u> Appointment of a director in place Mr. Harish Nisar, who retires by rotation | | | | | |

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Email id: bndesai4u@gmail.com





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| | | | | | | |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|--------------|----------|----------|------------------|
| | and, being eligible, offered himself for reappointment | | | | | |
| | E VOTING | 1,891,961 | 86 | 0 | 0 | 22,02,745 |
| | BALLOT PAPERS | 3,07,203 | 100 | 0 | 0 | 3,07,203 |
| | TOTAL | 21,99,164 | 87.62 | 0 | 0 | 25,09,948 |
| 5. | <u>Ordinary Resolution:</u> Appointment of Messrs M.M. Nissim as Statutory auditors of the Company and fixation of their remuneration | | | | | |
| | E VOTING | 22,02,745 | 100 | 0 | 0 | 22,02,745 |
| | BALLOT PAPERS | 3,07,203 | 100 | 0 | 0 | 3,07,203 |
| | TOTAL | 25,09,948 | 100 | 0 | 0 | 25,09,948 |
| 6. | <u>Ordinary Resolution:</u> Appointment of Ms. Tejal Daftary as a Non- Executive Independent Director to hold office for a consecutive term of five consecutive years up to March 31, 2019 | | | | | |
| | E VOTING | 22,02,745 | 100 | 0 | 0 | 22,02,745 |
| | BALLOT PAPERS | 3,07,203 | 100 | 0 | 0 | 3,07,203 |
| | TOTAL | 25,09,948 | 100 | 0 | 0 | 25,09,948 |
| 7. | <u>Ordinary Resolution:</u> Appointment of Mr. Sudhir Mehta as a Non- Executive Independent Director to hold office for a consecutive term of five consecutive years up to March 31, 2019 | | | | | |



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| | | | | | | |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------------|----------|----------|------------------|
| | E VOTING | 22,02,745 | 100 | 0 | 0 | 22,02,745 |
| | BALLOT PAPERS | 3,07,203 | 100 | 0 | 0 | 3,07,203 |
| | TOTAL | 25,09,948 | 100 | 0 | 0 | 25,09,948 |
| 8. | <u>Ordinary Resolution:</u> Appointment of Mr. Yogesh Shah as an Non- Executive Independent Director to hold office for a consecutive term of five consecutive years up to March 31, 2019 | | | | | |
| | E VOTING | 22,02,745 | 100 | 0 | 0 | 22,02,745 |
| | BALLOT PAPERS | 3,07,203 | 100 | 0 | 0 | 3,07,203 |
| | TOTAL | 25,09,948 | 100 | 0 | 0 | 25,09,948 |
| 9. | <u>Ordinary Resolution:</u> Appointment of Mr. Vatsal Shah as an Non- Executive Independent Director to hold office for a consecutive term of five consecutive years up to March 31, 2019 | | | | | |
| | E VOTING | 22,02,745 | 100 | 0 | 0 | 22,02,745 |
| | BALLOT PAPERS | 3,07,203 | 100 | 0 | 0 | 3,07,203 |
| | TOTAL | 25,09,948 | 100 | 0 | 0 | 25,09,948 |
| 10. | <u>Special Resolution:</u> Power to Board of Directors of the Company to borrow funds not exceeding INR 200 Crores | | | | | |
| | E VOTING | 22,02,745 | 100 | 0 | 0 | 22,02,745 |
| | BALLOT PAPERS | 3,07,203 | 100 | 0 | 0 | 3,07,203 |
| | TOTAL | 25,09,948 | 100 | 0 | 0 | 25,09,948 |

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- (v) Votes casted by Mr. Harish Damji Nisar in favour of resolution no. 4 were considered as invalid since he was interested in the said resolution.

"Based on the foregoing report, the Resolution No.(s) 1 to 10 shall be deemed to have been duly passed with the requisite majority."

Thanking you

Yours faithfully,

For B. Desai and Associates
Practising Company Secretary

Bhavesh Desai
C.P.No.7711



Date : September 27, 2014

Place : Mumbai