

NOTICE OF AGM

NOTICE is hereby given that the Twenty-Seventh (27th) **Annual General Meeting (AGM)** of the members (“Members”) of **RODIUM REALTY LIMITED** will be held through Video Conferencing (VC) or other Audio-Visual Means (OAVM), on Wednesday, September 30, 2020 at 3:00 p.m. to transact the following businesses:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the reports of the Board of Directors and Auditors thereon
2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, and reports of Auditors thereon.
3. To consider re-appointment of a Director in place of Mr. Shailesh Shah (DIN: 01230174), who retires by rotation under provisions of Companies Act, 2013 and being eligible, offers himself for reappointment.
4. To appoint Auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s SCA AND ASSOCIATES, Chartered Accountants (Firm Reg No.:101174W), who have confirmed their

eligibility for the appointment pursuant to Section 141 of the Act as Statutory Auditors of the Company, be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this Twenty-Seventh (27th) Annual General Meeting till the conclusion of the Thirty-Second (32nd) Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company.”

By order of the Board of Directors
For Rodium Realty Limited

Sd/-
Tulsi Rajput
Company Secretary
A42122

Place: Mumbai

Date: August 24, 2020

Registered Office:

501, X'Cube, Plot No. 636,
Opp. Fun Republic Theatre,
Off Link Road, Andheri (West),
Mumbai-400053

Tel: 91 22 4231 0800 Fax: 91 22 4231 0855

Website: www.rodium.net

Email ID: cs@rodium.net

CIN: L85110MH1993PLC206012

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs has vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical

presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 27th AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The venue of the meeting shall be deemed to be the registered office of the Company.

2. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

3. Re-appointment of Director:

At the ensuing Annual General Meeting, Mr. Shailesh Shah, Whole-Time Director of the Company shall retire by rotation under the provisions of the Act and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment.

The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015 and the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed are annexed hereto.

4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent by email through its registered email address to cs@rodium.net with a copy marked to evoting@nsdl.co.in.

5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or with Company's Registrar and Share Transfer Agents (“RTA”)- Cameo Corporate Services Limited (“Cameo”) or with Depositories/Depository Participant(s), unless any Member has requested for a hard copy of the same. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.rodium.net, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

6. Members whose email address or mobile number is not registered can register the same in the following manner:

- a. Members holding shares in physical mode are requested to update their email addresses and mobile number by visiting URL at <https://investors.cameoindia.com/> the web module maintained by Cameo or

writing to the Company at cs@rodium.net or at investor@cameoindia.com.

- b. Members holding shares in dematerialised mode are requested to register / update their email addresses/Mobile number with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address/ Mobile Number Members may update the same by visiting URL at <https://investors.cameoindia.com/>. If Members are facing any issue may write to Cameo at investor@cameoindia.com along with details of their holdings and documents for registering their e-mail address.
 7. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency for conducting of the e-AGM and providing e-voting facility.
 8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 10. Relevant documents referred to in the accompanying Notice calling of AGM, shall be available for inspection through electronic mode, upon the request being sent on cs@rodium.net.
 11. As mandated by SEBI, effective from April 1, 2019, that securities of listed companies shall be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.
- INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS FOLLOWS:**
12. The Members will be able to attend the AGM through VC / OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVSN for Company's AGM. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
 13. The facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Facility for joining AGM will be closed on expiry of 15 minutes from schedule time of the AGM.
 14. Facility of participation at the AGM through VC / OAVM shall be available for all members on first come first served basis. However, this will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship

Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served.

15. Shareholders who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager - NSDL at amitv@nsdl.co.in/022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in/022-24994545 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in/022-24994553.

16. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

17. Members are encouraged to join the Meeting through Laptops for better experience.

18. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

19. The Register of Members and Share Transfer Books will remain closed from Thursday, September 24, 2020 till Wednesday, September 30, 2020 (both days inclusive) for the purpose of Annual General Meeting.

INSTRUCTION TO RAISE QUESTIONS DURING ANNUAL GENERAL MEETING:

20. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending

their request from their registered email address mentioning their name, DP ID and Client ID/folio number, copy of PAN, mobile number at cs@rodium.net and evoting@nsdl.co.in from Sunday, September 20, 2020 (9:00 a.m. IST) to Saturday, September 26, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

INSTRUCTION FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 Members are provided with the facility of remote e-voting in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

22. Members may cast their votes online from any place (remote e-voting). The remote e-voting period commences on Sunday, September 27,

2020 (9:00 a.m. IST) and ends on Tuesday, September 29, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 23, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

23. The Board of Directors has appointed Ms. Hiya Rathi, Practicing Company Secretary (ACS. No.: 50191; COP No. 18864) of M/s. Hiya Rathi & Associates as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

24. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

25. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

26. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her

existing User ID and password for casting the vote.

27. Members are requested to follow the instructions below to cast their votes through e-voting:

The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

How to Log-in to NSDL e-Voting website?

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under „Shareholders" section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv. Your User ID details are given below:

Manner of holding shares i.e. (NSDL or	Demat	Your User ID is:

CDSL) or Physical	
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the „initial password“ which was communicated to you. Once you retrieve your „initial password“, you need to enter the „initial password“ and the system will force you to change your password.

c) How to retrieve your „initial password“

- If your email ID is registered in your demat account or with the company, your initial password is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your User ID“ and your „initial password.
- If your email ID is not registered, please follow steps mentioned in Note No. 6 above.

vi. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- “Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number,

- your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-Voting will open.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

28. The instructions for Members for e-voting on the day of the AGM are as under:

- Step 2: Cast your vote electronically on NSDL e-Voting system:***
- How to cast your vote electronically on NSDL e-Voting system?
- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii. Select “EVEN” of company for which you wish to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

29. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@rodium.net.
- b. In case shares are held in demat mode, please provide DPID-CLID (16digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@rodium.net.

General Information to shareholders:

30. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
31. In case of any queries with respect to remote e-voting or e-voting at the AGM, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Toll free no.: 1800-222-990 or can contact NSDL on evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at

pallavid@nsdl.co.in/022-24994545 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in/022-24994553.

32. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, and submit to Managing Director or a person authorised by him in writing.
33. The results of the electronic voting shall be declared to the Stock Exchange “BSE Limited” where shares of Company are listed not later than 48 hours of the conclusion of AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company at www.rodium.net and on the website of NSDL <https://www.evoting.nsdl.com>.
34. The venue of the meeting shall be deemed to be the Registered Office of the Company at Plot No. 636, 501, X'cube, Off New Link Road, Andheri (West) Mumbai MH 400053.
35. Members who wish to claim dividends, which had remained unpaid are requested to contact the Registrar and Share Transfer Agents, Cameo. Members are requested to note that the amount of dividend which remains unclaimed for a period of 7 years from the date of such transfer to the unpaid dividend account of the Company, will be transferred along with the underlying shares to the Investor Education and Protection Fund (IEPF) as per Sections 124 and 125 of the Companies Act. Members are requested to

claim their unclaimed dividends immediately to avoid transfer of the said dividends and underlying shares to the IEPF. Members may note that the dividend and shares transferred to IEPF could be claimed by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

36. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH.13 with Cameo. In respect of shares held in dematerialize form, the nomination may be filed with the respective Depository Participants.

37. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo.

38. Members whose shareholding is in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MIRC code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Cameo to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Cameo. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

39. To support the 'Green Initiative', the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with their Depository Participants/Cameo Corporate Services Limited.

PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, THE FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE REAPPOINTED/APPOINTED.

Name of Director	Mr. Shailesh Shah
Date of Birth	February 10, 1967
Age	54 years
Date of Appointment on Board	November 11, 2009
Qualification	B. Com; Chartered Accountant
Expertise in specific functional areas	13 years of experience in financial management, marketing and promotion in real estate sector
Terms & Conditions of Appointment	As approved by the Members in the Annual General Meeting held on September 28, 2018
Remuneration sought to be paid	Kindly refer to Corporate Governance Report
Brief Biography	Mr. Shailesh Shah is the Executive Director of the Company. He holds Bachelor's degree from the University of Mumbai and is also an Associate member of Institute of Chartered Accountants of India. He is the Promoter of the Company and has more than 16 years of experience in the garment industry. He has also diversified into development of real estate projects. He oversees the Company's finance and plays an important role in policy implementation and liasoning with banks and financial institutions for arranging funds.
List of other Companies in which he holds Directorships as on March 31, 2020	- Krati Global Trading Pvt. Ltd.
Chairman/Member of Committees of the other Companies in which he is a Director as on March 31, 2020.	Nil
No. of meetings attended during the F.Y. 2019-2020.	Five (5) Meetings
Relationship with other Director/s or Key Managerial Personnel	No Director is related to any other Director on the Board in terms of the definition of "relative" given under the Companies Act, 2013
Equity Shares held in Company as on March 31, 2020.	588,521