

RODIUM REALTY LIMITED

CIN: L85110MH1993PLC206012

Corporate Office / Registered Office:-

401 / 402 / 501 X' Cube, Plot# 636, Opp. Fun Republic Theatre, Off Link Road, Andheri West, Mumbai- 400 053 India.

T: +91 22 4231 0800 F: +91 22 4231 0855 E: info@rodium.net W: www.rodium.net

NOTICE

NOTICE is hereby given that (01/2024-2025) Extra-Ordinary General Meeting (EGM) of the Members ("Members") of **RODIUM REALTY LIMITED** will be held through Video Conferencing (VC) or other Audio-Visual Means (OAVM), on Friday, June 28, 2024 at 12.00 p.m. to transact the following businesses:

Special Business:

1. **To consider and approve the appointment of Mr. Karan Rajendra Mehta (DIN: 10566820) as Non-Executive Independent Director of the Company and in this regard, pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149,150, 161(1) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Karan Rajendra Mehta (DIN: 10566820)**, who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from 1st April, 2024 in terms of Section 160(1) of the Act and in respect of whom the Company has received a notice signifying his intention to propose candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of 5 consecutive years with effect from 1st April,2024 and is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

- 2. To consider and approve the appointment of Ms. Shachi Manish Shah (DIN: 10566841) as Non-Executive Women Independent Director of the Company and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 161(1) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Ms. Shachi Manish Shah (DIN: 10566841)** who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from 1st April, 2024 in terms of Section 160(1) of the Act and in respect of whom the Company has received a notice signifying her intention to propose candidature for the office of Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, is eligible for appointment as an Independent Director of the Company be and is hereby appointed as Non-Executive Women Independent Director of the Company to hold office for a term of 5 consecutive years with effect from 1st April, 2024 and is not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

- 3. To consider and approve the appointment of Mr. Dushyant Shyam Lilani (DIN: 06893481) as Non-Executive Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 161(1) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Dushyant Shyam Lilani (DIN: 06893481)** who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from 1st April, 2024 in terms of Section 160(1) of the Act and in respect of whom the Company has received a notice

signifying his intention to propose candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of 5 consecutive years with effect from 1st April,2024 and is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

- 4. To consider and approve the limits under Section 180 (1) (a) of the Companies Act, 2013 for securitization/ direct assignment and creating charge on the assets of the Company and in this regard, pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to pledge, mortgage, hypothecate and/or create charge on all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 200 Crores (Rupees Two Hundred Crores only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

5. **To consider and approve the overall borrowing limits of the Company as per Section 180 (1) (C) of the Companies Act, 2013 and in this regard, pass the following resolution as a Special Resolution.**

“RESOLVED THAT, pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments for the time being in force), consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company for borrowing, from time to time, any sum or sums of monies, as it may be considered fit for the business of the Company on such terms and conditions as it may deem fit and expedient in the interests of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company, its free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium provided that the maximum amount of monies so borrowed or to be borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not at any given point of time to exceed the sum of Rs. 200 Crores (Rupees Two Hundred Crores Only).

“RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise, howsoever, as it may think fit and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

6. **Authorisation to the Board of Directors of the Company for making of any investment/ giving any loan or guarantee/ providing security in terms of Section 185 and Section 186 of the Companies Act, 2013 and in this regard, pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 185 read with section 186 and all other applicable Provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii)

acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 200 Crores (Rupees Two Hundred Crores only) which is over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are severally hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

By order of the Board of Directors

For Rodium Realty Limited

Sd/-

Jyoti Singh

Company Secretary

A60859

Registered Office:

CIN: L85110MH1993PLC206012

501, X'Cube, Plot No. 636

Opp. Fun Republic Theatre,

Off Link Road, Andheri (West),

Mumbai- 400053

Tel: 91 22 4231 0800

Website: www.rodium.net

Email ID: cs@rodium.net

Date: 4th June, 2024

Place: Mumbai

NOTES:

1. **Conducting of EGM through VC/OAVM:** Ministry of Corporate Affairs (MCA) vide its General Circulars nos. 14/2020, 17/2020, 20/2020, 2/2022 and 11/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, May 5, 2022 and December 28, 2022, the latest one being General Circular No. 09/2023 dated 25th September, 2023 respectively, read with SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively, the "said Circulars"), allowed companies to hold shareholders meeting through video conferencing or other audio visual means ("VC") dispensing requirement of physical presence of members at a common venue, and other related matters with respect to such meetings. In accordance with the said circulars, the EGM of the Company shall be conducted through VC/OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the EGM through VC/OAVM facility and e-voting during the EGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 10 below and is also available on the website of the Company at www.rodium.net.

2. **Appointment of Proxies and Authorised Representative(s):** As the EGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter ((PDF/JPG Format) to the Scrutinizer by email to bndesai4u@gmail.com with a copy marked to cs@rodium.net and evoting@nsdl.co.in.

3. **Quorum of EGM:** Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Companies Act, 2013 (Act).

4. **Book Closure:** The Register of Members and Share Transfer Books will remain closed from Saturday, June 22, 2024 till Friday, June 28, 2024 (both days inclusive) for the purpose of Extra-Ordinary General Meeting.

Electronic Dispatch of Notice: In compliance with the MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Company/Depositories. Members may note that the Notice of

the EGM is also available on the Company's website (www.rodium.net) under 'Investors' section, website of the Stock Exchanges i.e., the BSE Limited (www.bseindia.com) and on the website of NSDL at www.evoting.nsdl.com.

5. **Procedure for inspection of documents:** The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EGM.

All documents referred to in the accompanying Notice shall be available for electronic inspection from the date of circulation of this Notice up to the date of EGM, i.e. June

28, 2024, basis the request being sent on email to cs@rodium.net.

6. **Members whose email address is not registered can register the same in the following manner for obtaining the copy of EGM Notice:** We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Cameo Corporate Services Limited (Cameo) at <https://investors.cameoindia.com/> to receive the said Notice of EGM in electronic mode. Members may follow the process detailed below for registration of email ID to update the bank account details for further correspondence.

Type of holder	Process to be followed	
	Registering email address & mobile Number	Updating bank account details
Physical	<ul style="list-style-type: none"> • by visiting URL at https://investors.cameoindia.com/ the web module maintained by Cameo; or • Send a written request to the RTA of the Company at investor@cameoindia.com by providing Folio Number, Name of the Member, Copy of share Certificate (front & back), PAN(Self- attested copy of PAN Card), AADHAAR (Self-attested copy of Aadhaar card). 	<ul style="list-style-type: none"> • Send a written request to the RTA of the Company at investor@cameoindia.com by the providing the following information and documents: <ul style="list-style-type: none"> - Folio Number, name of the member. - Copy of share Certificate (front & back). - Copy of self-attested PAN card of the shareholders including joint holders. - Copy of self-attested AADHAAR card of the shareholders including joint holders. - Bank a/c details of the first/sole shareholder, as per the Bank Mandate format available on company's website at http://www.rodium.net/pdf/PAN%20&%20BANK%20MANDATE-KYC%20UPDATE.pdf - Original cancelled cheque leaf with the name of the first/sole shareholder printed on it or copy of bank passbook showing name & account details of the account holder attested by the bank.
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

7. **Intimation regarding change in bank details:** 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 Company's RTA Cameo to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's RTA Cameo. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

8. **Mandated the submission of Permanent Account Number (PAN):** The Securities and Exchange Board of India (SEBI) vide its circular dated April 20th, 2018 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 or Company's RTA Cameo.
9. **Securities can be transferred only in dematerialised form:** As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
10. **Instructions for attending the EGM through VC/OAVM and remote e-voting (before and during the EGM) are given below:**

A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM

- i. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join Meeting**" menu against the Company's name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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 to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot might 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 glitches.

- v. The facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and will be available for Members on first come first served basis. Facility for joining EGM will be closed on expiry of 15 minutes from schedule time of the EGM.
- vi. The facility of participation at the EGM through VC / OAVM shall be available for 1000 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 without restriction on account of first come first served.
- vii. Members, who need assistance before or during the EGM, may:
 - Send a request at evoting@nsdl.co.in or 022 - 4886 7000

B. INSTRUCTIONS FOR MEMBERS TO ASK QUESTIONS/SEEK CLARIFICATION WITH RESPECT TO EGM NOTICE:

- i. Members who would like to express their views or ask questions during the EGM 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 on or before 21st June, 2024 .Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
- ii. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

C. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

- (i) The remote e-voting period begins on **Tuesday, June 25, 2024 at 09:00 A.M. and ends on Thursday, June 27, 2024 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) **i.e. Friday, June 21, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being June 21, 2024.
- (ii) 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, the Company is pleased to provide the facility to its members to exercise their right to vote on the resolutions proposed to be passed at EGM by electronic means through the electronic voting (“e-voting”) facility provided by the NSDL.

- (iii) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, June 21, 2024, i.e., the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of EGM for information purpose only.
- (iv) In addition, the facility for voting through electronic voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>. 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.
- (v) Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. June 21, 2024, 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. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. June 21, 2024, may follow steps mentioned in the Notice under “Instructions for e-voting”.

D. MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS BELOW TO CAST THEIR VOTES THROUGH E-VOTING:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during

	<p>the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <p style="text-align: center;"> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able

	to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

5. Password details for shareholders other than Individual shareholders 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.
 - How to retrieve your 'initial password'?

- (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM:

A. How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining

- virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
 4. 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.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. 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:

1. 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.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit 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. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

E. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. 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.
2. The voting rights shall be as per the number of equity shares held by the Member(s) as on Friday, June 21, 2024 being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
3. The Company has appointed Mr. Bhavesh Desai, Practicing Advocate of M/s. B. Desai & Associates, as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
4. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and within 2 working days of conclusion of the EGM, 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.

5. The results of the electronic voting shall be declared to the Stock Exchange “BSE Limited” where shares of Company are listed not later than two working days of the conclusion of EGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company at www.rodium.net
6. 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.
7. 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 Company’s RTA Cameo. In respect of shares held in dematerialize form, the nomination may be filed with the respective Depository Participants.
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.



ANNEXURE TO NOTICE

Details of Directors seeking appointment/re-appointment in the forthcoming Extra-Ordinary General Meeting

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]



Mr. Karan Rajendra Mehta

Director Identification Number (DIN)	10566820
Nationality	Indian
Date of Birth	26/12/1985
Age	39 years
Date of Appointment on the Board	April 1,2024
Qualification	M.B.A and M.COM
Nature of Expertise in functional areas	Mr. Karan Mehta is having vast experience in the field of Accounts, Finance and Taxation matters.
Number of Board Meetings attended during 2023-2024	Not applicable
Terms and Conditions of appointment	Mr. Karan Rajendra Mehta shall be appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation
Shareholding in the Company as on March 31, 2024 including shareholding as a beneficial owner	Nil
Relationship with other Directors /Key Managerial Personnel	Not related to Director / Key Managerial Personnel
Directorships of other board of director of listed entity as on March 31, 2024	Nil
Membership / Chairmanship of Committees of other Board of other listed entity as on March 31, 2024	Nil



Ms. Shachi Manish Shah

Director Identification Number (DIN)	10566841
Nationality	Indian
Date of Birth	25/12/1998
Age	26 years
Date of Appointment on the Board	April 1,2024
Qualification	LLM/LLB
Nature of Expertise in functional areas	Ms. Shachi is having deep understanding and knowledge of Business, Finance, operation and other business affairs.
Number of Board Meetings attended during 2023-2024	Not applicable
Terms and Conditions of appointment	Ms. Shachi Manish Shah shall be appointed as a Non-Executive Women Independent Director of the Company not liable to retire by rotation
Shareholding in the Company as on March 31, 2024 including shareholding as a beneficial owner	Nil
Relationship with other Directors /Key Managerial Personnel	Not related to Director / Key Managerial Personnel
Directorships of other board of director of listed entity as on March 31, 2024	Nil
Membership / Chairmanship of Committees of other board of other listed entity as on March 31, 2024	Nil



Mr. Dushyant Shyam Lilani

Director Identification Number (DIN)	06893481
Nationality	Indian
Date of Birth	29/05/1985
Age	39 years
Date of Appointment on the Board	April 1,2024
Qualification	L.L.B
Nature of Expertise in functional areas	Dushyant Lilani holds a degree in Bachelor Of Commerce (B.Com) and Bachelor of Laws (LL.B.), further having knowledge of both commerce and law has helped him in dealing with his clients with a practical approach.
Number of Board Meetings attended during 2023-2024	Not applicable
Terms and Conditions of appointment	Mr. Dushyant Lilani shall be appointed as a Non-Executive Independent Director not liable to retire by rotation
Shareholding in the Company as on March 31, 2024 including shareholding as a beneficial owner	Nil
Relationship with other Directors /Key Managerial Personnel	Not related to Director / Key Managerial Personnel
Directorships of other board of director of listed entity as on March 31, 2024	Nil
Membership / Chairmanship* of Committees of other board of other listed entity as on March 31, 2024	Nil

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013 IN RESPECT OF THE SPECIAL BUSINESS**

ITEM NO. 1

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, and based on recommendation of the Nomination and Remuneration Committee, the Board of Directors (the Board) had appointed **Mr. Karan Rajendra Mehta (DIN: 10566820)** as an Additional Director (Independent) of the Company with effect from 1st April, 2024. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of **Mr. Karan Rajendra Mehta** for the office of Director of the Company. **Mr. Karan Rajendra Mehta** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from **Mr. Karan Rajendra Mehta** stating that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act including under Rule 6(3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 for inclusion of his name in Independent Director’s Database and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Further, in terms of Regulation 17(1C) of Listing Regulations, the appointment of Non Executive Independent Director (NE-ID) is required to be approved by the members of the Company, within a period of 3 months from the date of appointment or next General Meeting, whichever is earlier. **Mr. Karan Rajendra Mehta (DIN: 10566820)** was appointed as an NE-ID of the Company to hold office for a term of five consecutive years effective from 1st April, 2024 and not liable to retire by rotation, subject to approval of the members of the Company.

Mr. Karan Mehta is founder of Alphabet Capital, company specializing in the distribution of financial products and services. With nearly two decades of experience in the financial markets, Karan possesses a profound understanding of their intricacies. His primary focus revolves around distributing a diverse range of financial products while offering strategic guidance to investors aiming for sustained wealth accumulation. Notably, his expertise lies in navigating the debt market, encompassing both primary and secondary avenues. Before venturing into this domain, Karan was having his skills in the commodities market, catering to the needs of sizeable corporate entities seeking hedging solutions. His professional journey includes tenures at renowned firms such as Kotak Commodities, Motilal Oswal, and Reliance Commodities. Karan Mehta holds dual degrees, having earned a Master's in Commerce and a Postgraduate Diploma in Finance (MBA program). Throughout his career, Karan Mehta has cultivated strong relationships with clients spanning various sectors, including retail investors, high-net-worth individuals (HNIs), and ultra-high-net-worth individuals (Super HNIs). Further he is having vast experience in the field of Accounts, Finance and Taxation matters.

In the opinion of the Board, he fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Keeping in view his expertise and vast knowledge, it will be in the interest of the Company to appoint Mr. Karan Mehta as an Independent Director, not liable to retire by rotation.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution. The Board recommends the Ordinary Resolution, as set out in Item No.1 of the Notice, for approval by the Members.

ITEM NO. 2

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, and based on recommendation of the Nomination and Remuneration Committee, the Board of Directors (the Board) had appointed **Ms. Shachi Manish Shah (DIN: 10566841)** as an Additional Director (Independent) of the Company with effect from 1st April, 2024, The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of **Ms. Shachi Manish Shah (DIN: 10566841)** for the office of Director of the Company. **Ms. Shachi Manish Shah (DIN: 10566841)** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from **Ms. Shachi Manish Shah** stating that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act including under Rule 6(3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 for inclusion of her name in Independent Director’s Database and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Further, in terms of Regulation 17(1C) of Listing Regulations, the appointment of Non-Executive Independent Director (NE-ID) is required to be approved by the members of the Company, within a period of 3 months from the date of appointment or next General Meeting, whichever is earlier. **Ms. Shachi Manish Shah** was appointed as an NE-ID of the Company to hold office for a term of five consecutive years from 1st April, 2024 and not liable to retire by rotation, subject to approval of the members of the Company.

Ms. Shachi Manish Shah is LLM in Comparative and International Dispute Resolution. She has taken degree of Bachelor of Legal Science and Bachelor of Legislative Law – B.L.S/LL.B from Pravin Gandhi College of Law, Mumbai University. She has Assisted many clients in establishing multiple new businesses by providing expert guidance on employment laws and data privacy regulations. She is Proficient in using legal research tools and databases to stay up-to-date on the latest developments in the law and to demonstrate strong writing skills. She has conducted due diligence investigations for over 20 real estate projects, resulting in the identification of potential risks and enabling the company to make informed decisions, thereby minimizing legal complications. She is also having deep understanding and knowledge of Business, Finance, operation and other business affairs.

In the opinion of the Board, she fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Keeping in view her expertise and vast knowledge, it will be in the interest of the Company to appoint **Ms. Shachi Manish Shah (DIN: 10566841)** as an Independent Director, not liable to retire by rotation.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution. The Board recommends the Ordinary Resolution, as set out in Item No.2 of the Notice, for approval by the Members.

ITEM NO. 3

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, and based on recommendation of the Nomination and Remuneration Committee, the Board of Directors (the Board) had appointed **Mr. Dushyant Shyam Lilani (DIN: 06893481)** as an Additional Director (Independent) of the Company with effect from 1st April, 2024. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of **Mr. Dushyant Shyam Lilani (DIN: 06893481)** for the office of Director of the Company. **Mr. Dushyant Shyam Lilani** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from **Mr. Dushyant Shyam Lilani** stating that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act including under Rule 6(3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 for inclusion of his name in Independent Director’s Database and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Further, in terms of Regulation 17(1C) of Listing Regulations, the appointment of Non-Executive Independent Director (NE-ID) is required to be approved by the members of the Company, within a period of 3 months from the date of appointment or next General Meeting, whichever is earlier. **Mr. Dushyant Shyam Lilani** was appointed as an NE-ID of the Company to hold office for a term of five consecutive years from 1st April, 2024 and not liable to retire by rotation.

Mr. Dushyant Shyam Lilani is a seasoned advocate specializing in civil law with a passion for ensuring fairness and justice in civil matters for the last 15 years. With years of experience navigating complex legal cases, Mr. Dushyant has established himself as a trusted legal advisor for his clients. Dushyant Lilani holds a degree in Bachelor of Commerce (B.Com) and Bachelor of Laws (LL.B.). Further having knowledge of both commerce and law has helped him in dealing with his clients with a practical approach.

In the opinion of the Board, he fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Keeping in view his expertise and vast knowledge, it will be in the interest of the Company to appoint Mr. Dushyant Shyam Lilani as an Independent Director, not liable to retire by rotation.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution. The Board recommends the Ordinary Resolution, as set out in Item No.3 of the Notice, for approval by the Members.

ITEM NO. 4 & 5

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;

To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company' s paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company' s bankers in the ordinary course of business

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may further require to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company. Hence the Board of Directors of the Company are authorized to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 200 Crores (Rupees Two Hundred Crores Only) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 200 Crores (Rupees Two Hundred Crores Only).

It is, therefore, required to obtain fresh approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

The Board recommends the Special Resolution set out at Item No. 4 & 5 of the Notice for approval by the Members.

ITEM NO. 6

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution. The management is of the view that the Company may be required to invest surplus funds, if available in its wholly owned subsidiary Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required.

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 (“the Act”), the Company shall not directly or indirectly: - (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the Act, where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the Act, prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules (‘Rules’), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly owned subsidiary, the requirement of Section 186(3) of the Act shall not apply, however it will be included for the purpose of overall limit in the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the Act. Accordingly, it is proposed to seek prior approval of Members vide an enabling resolution to provide loans, guarantees and make investments up to a sum of Rs. 200 Crores (Rupees Two Hundred Crores Only) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

The Board of Directors recommends resolution as set out in Item No. 6 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.