

## B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

### Report of Scrutinizer

*[Pursuant to sections 108, 109, 110 of the Companies Act, 2013 and Rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014]*

To,

**Mr. Deepak Chheda**

Chairman

24<sup>th</sup> Annual General Meeting of the Members of **Rodium Realty Limited** held on Friday, September 22, 2017 at 09:00 a.m. at Basement 1 (MIRO Banquets), Svenska Design Hotel, SAB TV Road, Off Link Road, Andheri (West), Mumbai 400053, Maharashtra, India.

Dear Sir,

I, Bhavesh Desai, proprietor of B. Desai & Associates, a Practising Company Secretary in whole-time practice, appointed as the Scrutinizer for the purpose of scrutinizing the e-voting process together with the voting through polling paper (ballot paper) in physical mode at the Poll held at the Annual General Meeting of the Members of **Rodium Realty Limited** held on Friday, September 22, 2017 at 09:00 a.m. at Basement 1 (MIRO Banquets), Svenska Design Hotel, SAB TV Road, Off Link Road, Andheri (West), Mumbai 400053, Maharashtra, India, submit my report as under on the resolutions set out in the notice to the Annual General Meeting of the Members of the Company.

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through electronic means and poll on the resolutions set out in the notice to the Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the e-voting process and poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the notice of the Annual General Meeting of the Members of the Company, 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.
2. Further to the above, I submit my report as under:
  - (i) The voting period for e-voting remained open from Tuesday, September 19, 2017 (09:00 a.m. IST) to Thursday, September 21, 2017 (05.00 p.m. IST).
  - (ii) The Company has also provided facility for voting by Polling Paper (ballot paper) to the members attending the meeting, who have not cast their vote by remote e-voting.

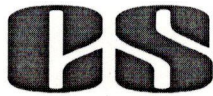


The members of the Company as on the "Cut off" date i.e. Friday, September 15, 2017 were entitled to vote on the resolution as set out in the Notice of the Annual General Meeting of the members of the Company.

The Votes cast were noted and confirmed on Friday, September 22, 2017 in the presence of two witnesses, Ms. Nidhi Parekh and Mr. Jeenesh Babaria who are not in the

407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067

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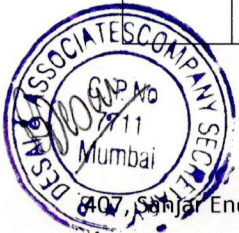
PRACTISING COMPANY SECRETARY

employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name of the Witness	Signature
Ms. Nidhi Parekh	
Mr. Jeenesh Babaria	

- (v) 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 and along with that of Poll Papers, the result of the e-voting process and polling process are as under:

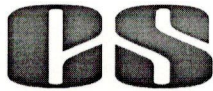
Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
1.	Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company (both Standalone and Consolidated financial statements) for the financial year ended on March 31, 2017, together with the Reports of the Directors and Auditors thereon.	<b>E-Voting</b>	1154830	99.99	1	0.01	<b>1154831</b>
		<b>Polling Paper/ Ballot Paper</b>	151266	100	0	0	<b>151266</b>
		<b>Total</b>	<b>1306096</b>	<b>99.99</b>	<b>1</b>	<b>0.01</b>	<b>1306097</b>



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Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Business	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	% of Total No. of Valid Votes
2.	<u>Ordinary Resolution:</u> To declare dividend on Preference Shares for the Financial Year ended on March 31, 2017, at the rate of 9% i.e.0.90/- per preference share.	<b>E-Voting</b>	1154830	99.99	1	0.01	1154831	
		<b>Polling Paper/B allot Paper</b>	151266	100	0	0	151266	
		<b>Total</b>	<b>1306096</b>	<b>99.99</b>	<b>1</b>	<b>0.01</b>	<b>1306097</b>	

*B. Desai*



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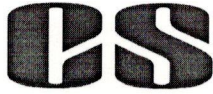
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Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
3.	Ordinary Resolution: To declare dividend on Equity Shares for the Financial Year ended on March 31, 2017, at the rate of 10%, i.e.1.00/- per equity share.	<b>E-Voting</b>	1154830	99.99	1	0.01	<b>1154831</b>
		<b>Polling Paper/B allot Paper</b>	151266	100	0	0	<b>151266</b>
		<b>Total</b>	<b>1306096</b>	<b>99.99</b>	<b>1</b>	<b>0.01</b>	<b>1306097</b>







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			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
4.	<u>Ordinary Resolution:</u> To consider appointment of a Director in place of Mr. Harish Nisar (DIN: 02716666), who retires by rotation and being eligible, offers himself for re-appointment.	<b>E-Voting</b>	1145284	99.99	1	0.01	<b>1145285</b>
		<b>Polling Paper/B allot Paper</b>	151266	100	0	0	<b>151266</b>
		<b>Total</b>	<b>1296550</b>	<b>99.99</b>	<b>1</b>	<b>0.01</b>	<b>1296551</b>

*B. Desai*





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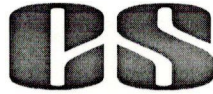
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Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
5.	Ordinary Resolution: To ratify the appointment of statutory Auditor of the Company	<b>E-Voting</b>	1154830	99.99	1	0.01	<b>1154831</b>
		<b>Polling Paper/B allot Paper</b>	151266	100	0	0	<b>151266</b>
		<b>Total</b>	<b>1306096</b>	<b>99.99</b>	<b>1</b>	<b>0.01</b>	<b>1306097</b>

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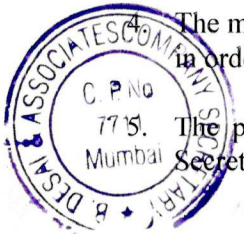
Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted	
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes
6.	Special Resolution: To pass a resolution pursuant to Section 186 of Companies Act, 2013 pertaining to Loan and Investment by the Company.	<b>E-Voting</b>	1154830	99.99	1	0.01	<b>1154831</b>	
		<b>#Polling Paper/B allot Paper</b>	151266	100	0	0	<b>151266</b>	
		<b>Total</b>	<b>1306096</b>	<b>99.99</b>	<b>1</b>	<b>0.01</b>	<b>1306097</b>	

*Below*

3. There were no invalid or defective polling (ballot) papers.

4. The members who have abstained from voting in the Remote e-Voting has been treated as invalid in order to combine the Results of remote e-Voting and Poll.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.





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6. I have also appended format of voting result under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in "Annexure A" to this report.

Thanking you

Yours faithfully,

For B. Desai and Associates

Practising Company Secretary

**Bhavesh Desai**  
C.P.No.7711



Date: 22/9/2017  
Place: Mumbai