



B. DESAI & ASSOCIATES

B.COM. LLB. ACS
PRACTISING COMPANY SECRETARY

Scrutinizer's Report

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

To

The Chairman

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

Dear Sir,

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



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

Email id: bndesai4u@gmail.com



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

Name of the Witness	Signature
SIDDHANT AGARWAL	
LAXMI JOSHI	

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





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

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



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

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

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

Thanking you

Yours faithfully,

For B. Desai and Associates
Practising Company Secretary

Bhavesh Desai
C.P.No.7711



Date : September 27, 2014

Place : Mumbai