

Notice

NOTICE is hereby given that the **26th Annual General Meeting** of the Members of **RODIUM REALTY LIMITED** will be held on Friday, 27th September, 2019, at 9.00 a.m. at Royalista Baquet Hall, G-3/103 Morya Landmark No 01. Off., Link Rd, Andheri (West), Mumbai, Maharashtra 400053, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Preference shares for the Financial Year ended March 31, 2019, at the rate of 9% i.e., Re. 0.90/- per preference share.
3. To declare dividend on equity shares for the Financial Year ended March 31, 2019 at the rate of 10% i.e., Re. 1/- per equity share.
4. To consider appointment of a Director in place of Mr. Harish Nisar (DIN 02716666), who retires by rotation and, being eligible, offers himself for reappointment.

By order of the Board of Directors
For **RODIUM REALTY LIMITED**

Tulsi Rajput
Company Secretary
A42122

Mumbai, August 13, 2019
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 42310855
Website: www.rodium.net
Email ID: cs@rodium.net
CIN: L85110MH1993PLC206012

NOTES:

1. Details as required in sub regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto.
2. **IN TERMS OF SECTION 105 OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The duly completed and signed instrument appointing proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the AGM. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights, provided a Member holding more than 10%, of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board resolution, Power of Attorney

or such other valid authorizations, authorising their representative to attend and vote on their behalf at the AGM.

Members/ Proxies/ Authorized representatives are requested to bring their attendance slips duly completed and signed mentioning therein details of Members DPID and Client ID/ Folio No.

4. In case of joint holders attending the AGM, only such joint holder who is senior in the order of names stands in the Registered of Members will be entitled to vote.
5. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The Register of Members and Share Transfer Books will remain closed from September 21, 2019 till September 27, 2019 for the purpose of payment of final equity dividend for the financial year ended March 31, 2019 at the AGM.
7. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on Friday, September 20, 2019. The final dividend is Re.1/- per Equity Share.
8. 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 to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's RTA. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA Cameo for assistance in this regard. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

9. **THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) 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 THE PAN TO THEIR DP WITH WHOM THEY ARE MAINTAINING THEIR DEMAT ACCOUNTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM CAN SUBMIT THEIR PAN DETAILS TO COMPANY'S RTA.**
10. As per Regulation 40 of the SEBI Listing Regulations and various notifications issued by SEBI in this regard, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However, members can continue to hold shares in physical form. Accordingly, members holding securities in physical form were separately communicated by the RTA vide three letters sent on July 13, 2018, December 12, 2018 and January 18, 2019 at their registered address. In view of

the same 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. Members can contact the Company's RTA for assistance in this regard.

11. Members are requested to address all correspondences, including dividend-related correspondences, to the Registrar and Share Transfer Agents, Cameo Corporate Services Limited at Cameo Corporate Services Limited Subramanian Building, No.1, Club House Road, Chennai 600002
12. Pursuant to Section 124 & Section 125 as per Companies Act, 2013 came in to effect on 7th September, 2016 and 13th January 2016 respectively (corresponding to the provisions of Section 205A(5) and 205C of the erstwhile Companies Act, 1956), the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government.
13. In line with the measures of Green Initiatives, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
14. The requirement to place the matter relating to appointment of Statutory Auditor for ratification by members at every Annual General Meeting is done away with notification dated May 7, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of re-appointment of Statutory Auditors at this AGM.

15. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules framed thereunder, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by CDSL. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through the ballot paper. Members who have not cast their votes by remote e-voting prior to the AGM may vote at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

The instructions for voting electronically are as under:

- a. The voting period begins on Tuesday, September 24, 2019 at 9.00 a.m. and ends on Thursday, September 26, 2019 at 5.00 p.m. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on Friday, September 20, 2019, being the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. The shareholders should log on to the e-voting website www.evotingindia.com.
- d. Click on Shareholders.
- e. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- Members holding shares in Physical Form should enter Folio Number registered with the Company.

- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>-Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</p> <p>-In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your Demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the</p>

	Dividend Bank details field as mentioned in instruction (iv).
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- i. After entering these details appropriately, click on "SUBMIT" tab. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care should be taken to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- q. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - r. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
 - s. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
16. The relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
 17. Equity Dividend recommended by the Board of Directors in its meeting held at May 29, 2019 and if approved by the Members at its Annual General Meeting scheduled on Friday, 27th September, 2019 will be payable to those Equity Shareholders as appearing in the books on Friday, September 20, 2019. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Saturday, October 26, 2019 as per the details furnished by the National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on that date.
 18. In terms of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2015, the Notice of 26th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance Slip and Proxy Form is being sent through the electronic mode to the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.

For Members who have not registered their e-mail addresses, physical copies of the Notice of 26th Annual General Meeting of the Company, the Annual Report, along with the process of e-voting and the Attendance Slip and Proxy Form is being sent by the permitted mode.

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.

By order of the Board of Directors
For RODIUM REALTY LIMITED

Tulsi Rajput
Company Secretary
A42122

Mumbai, August 13, 2019

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 42310855

Website: www.rodium.net

Email ID: cs@rodium.net

CIN: L85110MH1993PLC206012

19. Members may note that the Notice of the Annual General Meeting and Full Annual Report 2019 both are available on the Company's website www.rodium.net. The 26th notice of Annual General Meeting will also be available on the CDSL website of e-voting www.evotingindia.com.
20. The Board of Directors has appointed M/s. Hiya Rathi & Associates, Practicing Company Secretary (ACS. No.: 50191; COP No. 18864) the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the voting at the meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of CDSL within 2 (two) days of the Annual General Meeting of the Company.
21. To ensure correct identity of the members for the smooth conduct of the Annual General Meeting, each Member and Proxy Holder attending the meeting is expected to bring with him/her an appropriate photo ID document like a PAN Card, Aadhaar Card, Driving License, Passport, and Voter ID Card.

Annexure to Notice

Details of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting
(Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings)



Mr. Harish Nisar (DIN: 02716666) aged 65 years was appointed as the Whole-Time Director of the Company w.e.f. November 14, 2009.

Educational Qualification & Experience (including expertise in specific functional areas)

Mr. Harish Nisar holds a Bachelor's degree in Science from Mumbai University. He is the promoter director of the Company and has more than 32 years of experience in manufacturing and business for industrial safety products and over 20 years of experience in redevelopment of properties.

Brief Biography

He is responsible for legal matters to be entered by the Company from time to time, acquisition of property and other incidental activities.

Mr. Harish Nisar shall exercise and perform such powers and duties as the Board of Directors of the Company shall, from time to time, determine and entrust subject to the Board. His job profile is in line with his qualification and his expertise based on his past experience.

Shareholding in the Company

Mr. Harish Nisar holds 320330 equity shares of the Company by himself in his individual capacity.

Board Meeting Attendance and Remuneration

During the year, Mr. Harish Nisar has attended 4(Four) board meetings and 6 (Six) stakeholders relationship committee meetings and was paid a remuneration of Rs. 26,40,000/- during the year under review.

Directorships held in other public companies and listed entities

Mr. Nisar does not hold any directorships in any other public companies and listed entities apart from Rodium Realty Limited.

Memberships/ Chairmanships of Statutory Committees of other public companies and listed entities

Mr. Nisar does not hold any Memberships /Chairmanships in any other public companies and listed entities apart from Rodium Realty Limited.

Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel

There is no relationship inter-se between Mr. Harish Nisar, other members of the Board and Key Managerial Personnel of the Company.

MAP TO THE AGM VENUE

Royalista Banquet & Lounge

G-3/103 Morya Landmark No 01. off, New Link Rd, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053

