

NOTICE

NOTICE is hereby given that the Thirty-Second (32nd) Annual General Meeting (AGM) of the members (“Members”) of **RODIUM REALTY LIMITED** will be held through Video Conferencing (VC) or other Audio-Visual Means (OAVM), on Tuesday, September 30, 2025 at 12:00 Noon to transact the following businesses:

Ordinary Business:

1. **To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.**
2. **To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and reports of Auditors thereon.**
3. **To appoint Mr. Rohit Dedhia (DIN: 02716686), who retires by rotation and being eligible, offers himself for re-appointment as a director and in this regard, pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rohit Dedhia (DIN: 02716686), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

4. **Appointment of M/s. M. M. Nissim & Co. LLP (Firm Registration No. 107122W/W100672) as the Statutory Auditors of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. M. M. Nissim & Co. LLP (Firm Registration No. 107122W/W100672) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 32nd Annual General Meeting (AGM) until the conclusion of the 37th AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Special Business:**5. Approval of ‘Rodium – Employee Stock Option Scheme 2025’**

To consider and, if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the members of the Company be and is hereby accorded to the introduction of **‘Rodium – Employee Stock Option Scheme 2025’** (“ESOP 2025” or “Scheme”) and implementation through an irrevocable employee welfare trust namely ‘Rodium Employees Welfare Trust’ (“Trust”) to be set up by the Company, the salient features of which are furnished in the Explanatory Statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding **4,00,000** employee stock options (“Options”) to the eligible employees of the Company, exclusively working in India or outside, exercisable into not more than **4,00,000** equity shares of face value of ₹ 10/- each fully paid-up (“Shares”), to be sourced from fresh issuance of shares by the Company, where one Option would convert into one equity share upon exercise.

RESOLVED FURTHER THAT such Shares shall be transferred by the Trust to the grantees upon exercise of Options in accordance with the terms of the Scheme and shall rank pari passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT in case of corporate action(s) such as rights issues, bonus issues, merger, sale of division, etc., additional Options may be granted and the ceiling of total number of Options and shares shall be deemed increased accordingly.

RESOLVED FURTHER THAT in case of sub-division or consolidation of equity shares, the number of shares and acquisition price shall stand adjusted proportionately, without affecting the rights of the eligible employees.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance with SBEB Regulations, Companies Act, 2013 and all applicable laws, including maintaining proper books and disclosures.

RESOLVED FURTHER THAT the Company and the Trust shall conform to applicable accounting policies under SBEB Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to modify, alter, amend, suspend or terminate the Scheme subject to applicable laws and to do all necessary acts and things to give effect to this resolution.”

6. Approval for provision of funds by the Company for purchase of shares by the Trust under 'Rodium – Employee Stock Option Scheme 2025'

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of SBEB Regulations, LODR Regulations, and other applicable laws, consent of the members be and is hereby accorded to authorize the Board (including any Committee) to grant a loan, provide guarantee or security, in one or more tranches, to the irrevocable employee welfare trust namely 'Rodium Employees Welfare Trust' ("Trust"), to enable the Trust to acquire fully paid-up equity shares of face value ₹ 10/- each by way of primary acquisition, for implementation of the 'Rodium – Employee Stock Option Scheme 2025' ("ESOP 2025" or "Scheme").

RESOLVED FURTHER THAT the loan disbursed shall be used only for the Scheme as per SBEB Regulations.

RESOLVED FURTHER THAT the loan shall be interest-free and repayable from exercise proceeds, sale/transfer of shares, or other income of the Trust.

RESOLVED FURTHER THAT the Board is authorized to do all acts, deeds, and things necessary to give effect to this resolution.”

*By order of the Board of Directors
For Rodium Realty Limited*

*sd/-
Riddhi Soni
Company Secretary*

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: September 08, 2025

Place: Mumbai

NOTES:

1. **Conducting of AGM through VC/OAVM:** Ministry of Corporate Affairs (MCA) vide its General Circulars nos. 14/2020, 17/2020, 20/2020, 2/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, May 5, 2022 and December 28, 2022, September 25, 2023 and latest being 09/2024 dated September 19, 2024 ("MCA Circulars") respectively, read with SEBI circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (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 32nd AGM 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 AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 14 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 AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM 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 AGM 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 bnadesai4u@gmail.com with a copy marked to cs@rodium.net and evoting@nsdl.co.in.

3. **Explanatory Statement:** An Explanatory Statement relating to certain items of Ordinary Business i.e. Item No. 4 and items of Special Business, i.e. Item Nos. 5 and 6, to be transacted at the AGM is annexed hereto.
4. **Quorum of AGM:** Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (Act).
5. **Book Closure:** The Register of Members and Share Transfer Books will remain closed from Wednesday, September 24, 2025 till Tuesday, September 30, 2025 (both days inclusive) for the purpose of Annual General Meeting.
6. **Re-appointment of Director:** At the ensuing Annual General Meeting, Mr. Mr. Rohit Dedhia, Director of the Company shall retire by rotation under the provisions of the Act and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment.

Details as required Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of the Directors seeking

re-appointment at the AGM are annexed hereto with this Notice.

7. **Dispatch of Annual Report:** In accordance with the circulars issued by MCA and SEBI, the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
8. **Availability of Notice of AGM & Annual Report soft copy:** The Notice of AGM along with Annual Report for the financial year 2024-2025, is available on the website of the Company at www.rodium.net, on the website of Stock Exchange i.e. BSE Limited and the AGM notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) at www.evoting.nsdl.com.
9. **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 AGM.

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 AGM, i.e. September 30, 2025, basis the request being sent on email to cs@rodium.net.

10. **Members whose email address is not registered can register the same in the following manner for obtaining the copy of Annual Report:** 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 copies of the Annual Report 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report and update of bank account details for further correspondence.

Type of holder	Process to be followed	
	Registering email address & mobile Number	Updating bank account details
Physical	- 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),	- Send a written request to the RTA of the Company at investor@cameoindia.com by the providing the following information and documents: - 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

	AADHAAR (Self-attested copy of Aadhaar card).	joint holders. - Bank a/c details of the first/sole shareholder, as per the Bank Mandate format available on company's website at https://rodium.net/wp-content/uploads/2025/02/PAN-BANK-MANDATE-KYC-UPDATION.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.	

11. **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.
12. **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.
13. **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.
14. **Instructions for attending the AGM through VC/OAVM and remote e-voting (before and during the AGM) are given below:**

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

- i. Members will be provided with a facility to attend the AGM 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 AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Facility for joining AGM will be closed on expiry of 15 minutes from schedule time of the AGM.
- vi. The facility of participation at the AGM 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/AGM without restriction on account of first come first served.
- vii. Members, who need assistance before or during the AGM, 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 ANNUAL REPORT:

- i. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, copy of PAN, mobile number at cs@rodium.net and evoting@nsdl.co.in from Saturday, September 20, 2025 (9:00 a.m. IST) to Friday, September 26, 2025 (5:00 p.m. IST) (both days inclusive). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- ii. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- iii. Members intending to require information about accounts to be explained in the meeting are requested to inform the Company at least seven days in advance of the Annual General Meeting.

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

- (i) The remote e-voting period begins on **Friday, September 26, 2025 at 09:00 A.M. and ends on Monday, September 29, 2025 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. **Tuesday, September 23, 2025**, 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 **September 23, 2025**.
- (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 AGM 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 **Tuesday, September 23, 2025**, 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 AGM for information purpose only.
- (iv) In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, 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. **September 23, 2025**, 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. **September 23, 2025**, 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.

Shareholders are advised to update their mobile number and e-mail ID with their DPs 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.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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. 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 the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- 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. - 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/EasiRegistration - 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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (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 AGM ARE AS UNDER: -

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

GENERAL GUIDELINES FOR SHAREHOLDERS:

15. 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.
16. The voting rights shall be as per the number of equity shares held by the Member(s) as on Tuesday, **September 23, 2025** being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
17. The Company has appointed **Mr. Bhavesh Naginbhai Desai, Practicing Advocate (Registration no MAH/711/2019) 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.
18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and within 2 working days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, and submit to Managing Director or a person authorised by him in writing.
19. The results of the electronic voting shall be declared to the Stock Exchange “BSE Limited” where shares of Company are listed not later than 48 hours or two working days of the conclusion of AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company at www.rodium.net
20. 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 – 400053, Maharashtra, India.

21. 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.
22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

 ANNEXURE TO NOTICE**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4:**

The Members of the Company at the 27th AGM held on September 30, 2020 had approved the appointment of M/s SCA & Associates, Chartered Accountants (Firm Registration No. 101174W) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of said AGM till the conclusion of the 32nd AGM.

The Board of Directors of the Company (the Board), at its meeting held on August 13, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment of M/s. M. M. Nissim & Co. LLP, Chartered Accountants (Firm Registration No. 107122W/W100672), as Statutory Auditors of the Company in place of M/s. SCA & Associates. The proposed appointment is for a term of 5 (five) consecutive years from the conclusion of 32nd AGM till the conclusion of the 37th AGM on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s. M. M. Nissim & Co. LLP and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. M. M. Nissim & Co. LLP, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

Item No 5 & 6:

The Employee Stock Option Scheme ('ESOP') is a tool to motivate the employees of the Company for their contribution towards the growth of the Company, to foster a spirit of entrepreneurial mindset, and to retain them for ensuring sustained growth. ESOP enables the alignment of personal goals of the employees with organisational objectives by allowing their participation in the ownership of the Company.

ESOP has become a necessary tool to attract good external talent and many of the recruits who already enjoy ESOP's in their existing organizations seek a similar participative compensation.

Keeping the aforesaid objectives in mind and based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at their meeting held on August 13, 2025, formulated and approved the 'Rodium Employees Stock Option Scheme 2025' ('ESOP 2025'), subject to the approval of the members, in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment(s) thereof (hereinafter referred to as 'SEBI Regulations') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof.

ESOP 2025 shall be administered and implemented through a Trust (hereinafter referred to as 'Trust'). The Trust shall acquire equity shares of the Company by subscribing to fresh issue of equity shares by the Company ('Primary Acquisition'). Towards the said acquisition and implementation of the ESOP 2025, the Company proposes to provide financial assistance by way of an interest free loan (if permissible) or by providing guarantee or security for the loan granted by any Bank or Financial Institution or by way of any other permitted means, in one or more tranches, to the Trust, in accordance with SEBI Regulations, Companies Act, 2013 ('Act') and other applicable laws.

In terms of Regulation 6 of SEBI Regulations, for offer of the ESOP 2025 to the employees of the Company, approval of the members by way of Special Resolution is required. Further, approval of members is required for provision of financial assistance by the Company to the Trust for acquisition of equity shares of the Company.

Accordingly, the Resolutions contained at Item Nos. 4 & 5 set out in this Notice are being placed for approval of the Shareholders of the Company.

I. The salient features of the ESOP 2025 are as under:

a) Brief description of the ESOP 2025:

ESOP 2025 shall be implemented through an Irrevocable Trust proposed to be setup in accordance with provisions of the Indian Trusts Act, 1882 and as per the requirements prescribed under SEBI Regulations.

ESOP 2025 shall apply only to the employees, working in India or outside India, including any Director, whether whole-time or otherwise (other than the employees or Directors who are Promoter or person belonging to the Promoter Group, Independent Directors of the Company and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company).

The NRC of the Company shall act as Compensation Committee for the supervision of ESOP 2025 and the Trust shall administer ESOP 2025 under the guidance of the NRC. All questions of interpretation of ESOP 2025 shall be determined by the NRC or Trust as per the terms of ESOP 2025. ESOP 2025 shall be deemed to have come into force on the date of receipt of shareholders' approval.

The objectives of the ESOP 2025 are:

- To motivate the employees / directors with incentives and reward opportunities;
- To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the employees / directors which will lead to long-term wealth creation; and
- To create a sense of ownership and participation amongst the employees / directors or otherwise increase their proprietary interest.

b) Total number of options to be granted:

The total number of stock options to be granted under the ESOP 2025 shall not 4,00,000 equity shares. Each option shall be convertible into one equity share of Rs 10/- (Rupees Ten Only) each fully paid-up. In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any, additional employee stock options of the Company shall be granted to the employees for the purpose of making a fair and reasonable adjustment to the stock options granted to them and accordingly, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

In case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be transferred by the Trust and the price of acquisition payable by the option grantees under ESOP 2025 shall automatically stand augmented or reduced, as the case may be, in the same proportion, as the present face value of Rs 10/- (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said option grantees and the ceiling in terms of number of equity shares specified above shall be deemed to be adjusted accordingly.

c) Identification of classes of employees entitled to participate in the ESOP 2025:

Following classes of employees are entitled to participate in the ESOP 2025:

- (i) an employee as designated by the company, who is exclusively working in India or outside India;
- (ii) a director of the company, whether a whole-time director or not, including a non-executive director other than the employees or Directors who are Promoter or person belonging to the Promoter Group, Independent Directors of the Company and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company

The stock options to be granted to the employees would be based on eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the employee) determined by the NRC, in its absolute discretion, from time to time.

d) Requirements of vesting, period of vesting and maximum period within which options shall be vested:

There shall be a minimum period of one year between the grant of stock options and vesting of stock options. The stock options granted to any employee shall vest, in one or more tranches, within the vesting period in the manner as set forth in the grant letter subject to maximum period of 5 years from the date of grant or such lesser period as may be decided by the NRC at its sole discretion from time to time.

Subject to the terms of the ESOP 2025, the vesting of stock options shall be time based and/or linked to Company's Performance (based on the parameters as may be determined by NRC) as mentioned in the grant letter. The vesting of Stock Options shall be governed by the terms and conditions as provided under the ESOP 2025.

e) Exercise Price/Pricing formula:

The exercise price of stock options shall be INR 50/- (Indian Rupees Fifty) per option.

f) Exercise Period and the process of Exercise:

The stock options which have been granted and vested shall be exercised by the employee within the exercise period in the manner as set forth in the grant letter subject to maximum of 1 year from date of vesting. For the purpose of exercise of vested stock options, the employee is required to pay exercise amount along with perquisite tax and submit an exercise letter to the Company/Trust.

The vested stock options will lapse if not exercised within the specified exercise period.

g) Appraisal Process for determining the eligibility of the employees to ESOP 2025:

The stock options to be granted to the employees would be based on eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the employee) determined by the NRC, in its absolute discretion, from time to time.

h) Maximum number of stock options to be issued per employee and in aggregate:

Maximum number of stock options that can be granted per employee during the tenure of the ESOP 2025 shall not exceed 35,000 stock options. Further, the maximum number of stock options, in aggregate, that may be granted pursuant to ESOP 2025 shall not exceed 4,00,000 stock options.

The above numbers will be subject to adjustment with regards to various corporate actions which the Company may come out with.

i) Maximum quantum of benefits to be provided per employee under ESOP 2025:

The maximum quantum of benefits underlying the stock options granted to an employee can be construed to be an amount equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of stock options, on the basis of difference between the stock option Exercise Price and the Market Price of the equity shares on the exercise date.

j) Whether the ESOP 2025 is to be implemented and administered directly by the Company or through a Trust:

The ESOP 2025 will be implemented through an Irrevocable Trust proposed to be setup in accordance with provisions of the Indian Trusts Act, 1882 and as per the requirements prescribed under SEBI Regulations.

k) Whether the ESOP 2025 involves new issue of shares by the Company or secondary acquisition or both:

The ESOP 2025 will be implemented through a Trust involving new issue of equity shares by the Company.

l) Amount of loan to be provided for implementation of the ESOP 2025 by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

The Board or the Committee of the Board shall decide on the amount of loan including by way of providing guarantee or security for the loan granted by any Bank or Financial Institution or by way of any other permitted means, its tenure and terms thereof to be provided to the Trust for the purpose of implementation of the ESOP 2025.

The funds provided will be utilized by the Trust, inter-alia, for fresh issue of equity shares by the Company. The repayment terms shall be mutually determined between the Board or the Committee of the Board and the Trustees.

m) Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purposes of the ESOP 2025:

Not Applicable

n) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SEBI Regulations:

The Company shall comply with the disclosure and accounting policies prescribed in Regulation 15 of SEBI Regulations and any other authorities as applicable, from time to time.

o) Method of valuation of stock option by the Company:

The Company shall use the Fair Value Method for valuation of the stock options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time.

p) Declarations:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the stock options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

q) Period of lock-in:

The equity shares allotted upon exercise of stock options under the ESOP 2025 are not subject to any lock in period.

r) Terms & conditions for buyback, if any, of specified securities covered under SEBI Regulations:

The Board in accordance with applicable laws shall lay down the procedure for buy-back of specified securities issued under ESOP 2025, to be undertaken by the Company at any time under the SEBI (Buyback of Securities) Regulations, 2018, which shall also include:

- (i) permissible sources of financing for buy-back;
- (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and
- (iii) limits upon quantum of specified securities that the company may buy-back in a financial year

II. The details required in the Explanatory Statement for the provision of money, under Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, are as follows:

a) Class of employees for whose benefit the ESOP 2025 is being implemented and money is being provided for purchase of shares:

As mentioned in Clause I.(c) above.

b) Particulars of the Trustee(s) or Employees in whose favour such shares are to be registered:

The Trust will acquire equity shares by way of primary issuance by the Company. The equity shares will be registered in the name of all or any of the Trustees of the Trust to hold equity shares of the Company for and on behalf of the Trust. The equity shares acquired by the Trust shall be transferred to the employees on exercise of vested stock options and registered in their respective names upon such transfer.

c) The particulars of Trust and name, address, occupation and nationality of Trustees and their relationship with the Promoters, Directors or Key Managerial Personnel (KMP), if any:

i) Particulars of Trust:

An Irrevocable Trust is proposed to be set-up with the name 'Rodium Employees Welfare Trust' or such other name as may be decided by NRC/Board, having its office at such place as may be decided by the Board.

ii) Particulars of Trustee:

The Trustee(s) of the Trust would be appointed by the Board/NRC and in compliance with the applicable provisions of the Act and the SEBI Regulations. A person shall not be appointed as a Trustee, if he/she is a director, key managerial personnel or promoter of the Company or any relative of such director, key managerial personnel or promoter or if he/she beneficially holds 10% or more of the paid-up share capital of the Company.

d) Any interest of Key Managerial Personnel, Directors or Promoters in such ESOP 2025 or Trust and effect thereof:

As per the SEBI Regulations and terms of ESOP 2025, the Promoters and Independent Directors of the Company are not entitled to any stock options. The key managerial personnel and non-promoter directors of the Company may be deemed to be concerned or interested in ESOP 2025 to the extent of the number of stock options that may be granted to them pursuant to ESOP 2025.

e) The detailed particulars of benefits which will accrue to the employees from the implementation of ESOP 2025:

The eligible employees shall be granted stock options under ESOP 2025 which would vest subject to vesting conditions. After vesting and on exercise of the stock options, the Trust/ Trustees shall transfer corresponding number of equity shares to the employees at the pre-determined exercise price as per the terms of the grant.

The employees would get the benefit on sale of equity shares depending on sale price of such equity shares.

f) The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the ESOP 2025 would be exercised:

The voting rights in respect of the equity shares will be exercised by the employees on transfer of equity shares by the Trust to them upon exercise of the stock options. The Trustees of the Trust shall not vote in respect of the equity shares held by the Trust.

As the ESOP 2025 provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the shareholders is being sought pursuant to Section 62(1) and all other applicable provisions, if any, of the Act and relevant SEBI Regulations.

The draft copy of the ESOP 2025 and Trust deed are available for inspection at the Company's Registered Office during official hours on all working days. Alternately, members may also send their requests to cs@rodium.net from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the Postal Ballot.

None of the Promoters and Independent Directors of the Company and their relatives are concerned or interested, financially or otherwise in the Resolutions stated at Item Nos. 5 & 6. Other Directors and Key Managerial Personnel may be deemed to be interested in the above resolutions to the extent of their respective shareholding in the Company and number of stock options which may be granted to them, if any, pursuant to implementation of the ESOP 2025.

The Board accordingly recommends the passing of the Special Resolutions set out at item Nos. 5 to 6 in this Notice for approval of members.

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. Rohit Dedhia

Director Identification Number (DIN)	02716686
Nationality	Indian
Date of Birth	May 13, 1965
Age	59 years
Date of Appointment on the Board	November 14, 2009
Qualification	B. Com, University of Mumbai
Nature of Expertise in functional areas	Having 25+ years of experience in project execution, operation and financial management services.
Number of Board Meetings attended	8 out of 8 Meetings held during the Financial Year 2024-2025 during the year
Terms and Conditions of Re-appointment	The terms and conditions of appointment shall be governed by the approval of shareholders as set out in the Notice of the Annual General Meeting.
Shareholding in the Company as on March 31, 2025 including shareholding as a beneficial owner	3,19,466 Equity Shares
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, 2025	Nil
Membership / Chairmanship* of Committees of other board of other listed entity as on March 31, 2024	Member of Stakeholder Relationship Committee