

Notice of Annual General Meeting

NOTICE is hereby given that the Twenty-Eight (28th) 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 Thursday, September 30, 2021 at 3:00 p.m. 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, 2021, 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, 2021, and reports of Auditors thereon.
3. To consider re-appointment of a Director in place of Mr. Rohit Dedhia (DIN: 02716686), who retires by rotation under provisions of Companies Act, 2013 and being eligible, offers himself for reappointment.

"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."

Special Business:

4. **Re-appointment of Mr. Deepak Chheda (DIN: 00419447) as the Chairman and Managing Director of the Company for the period of three years:**

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company and subject to such approvals and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals and sanctions and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the members be and is hereby accorded to the re-appointment and remuneration of Mr. Deepak Chheda (DIN: 00419447) as the Chairman and Managing Director of the Company, designated as "Chairman & Managing Director", who shall also be a Key Managerial Personnel under the Act, for a period of 3 (Three) years with effect from

November 14, 2021 to November 13, 2024 (both days inclusive) and who shall not be liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting setting out the said terms and conditions of his appointment and remuneration, with liberty to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration or any part thereof, including the basic salary within the approved scale, from time to time, as it may deem fit and as may be acceptable to Mr. Deepak Chheda.

FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), be and is hereby authorized to:

- i. alter or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits, amenities, etc. payable, to the extent recommended by the Nomination and Remuneration Committee, and as may be acceptable to Mr. Deepak Chheda (DIN: 00419447), provided however, that the altered or varied remuneration shall not exceed the maximum limits specified under Schedule V to the Companies Act, 2013 or the Rules made thereunder or any statutory modification(s) or reenactment(s) thereof;
- ii. authorize any Whole-time Director or the Company Secretary of the Company jointly and/ or severally to execute any document(s) and/or to take such decisions or actions as may be necessary to give effect to the foregoing;
- iii. settle any question, difficulty or doubt, that may arise in giving effect to this Resolution;
- iv. do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this Resolution;
- v. delegate all or any of the powers herein conferred to any Committee of Directors or any other officer(s) of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

5. Re-appointment of Mr. Harish Nisar (DIN: 02716666) as Whole-Time Director of the Company period of three years:

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule

V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company and subject to such approvals and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals and sanctions, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the members be and is hereby accorded to the re-appointment and remuneration of Mr. Harish Nisar (DIN: 02716666) as the Whole-Time Director of the Company, designated as "Whole-Time Director", who shall also be a Key Managerial Personnel under the Act, for a period of 3 (Three) years with effect from November 14, 2021 to November 13, 2024 (both days inclusive) and who shall be liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting setting out the said terms and conditions of his appointment and remuneration, with liberty to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration or any part thereof, including the basic salary within the approved scale, from time to time, as it may deem fit and as may be acceptable to Mr. Harish Nisar.

FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), be and is hereby authorized to:

- i. alter or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits, amenities, etc. payable, to the extent recommended by the Nomination and Remuneration Committee, and as may be acceptable to Mr. Harish Nisar (DIN: 02716666), provided however, that the altered or varied remuneration shall not exceed the maximum limits specified under Schedule V to the Companies Act, 2013 or the Rules made thereunder or any statutory modification(s) or reenactment(s) thereof;
- ii. authorize any Whole-Time Director or the Company Secretary of the Company jointly and/ or severally to execute any document(s) and/or to take such decisions or actions as may be necessary to give effect to the foregoing;
- iii. settle any question, difficulty or doubt, that may arise in giving effect to this Resolution;
- iv. do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this Resolution;
- v. delegate all or any of the powers herein conferred to any Committee of Directors or any other officer(s) of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or

expedient to give effect to this resolution without being required to seek any further approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

6. Re-appointment of Mr. Rohit Dedhia (DIN:02716686) as Whole-Time Director of the Company for the period of three years.

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company and subject to such approvals and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals and sanctions, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the members be and is hereby accorded to the re-appointment and remuneration of Mr. Rohit Dedhia (DIN: 02716686) as the Whole-Time Director (WTD) of the Company, designated as “Whole-Time Director”, who shall also be a Key Managerial Personnel under the Act, for a period of 3 (Three) years with effect from November 14, 2021 to November 13, 2024 (both days inclusive) and who shall be liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting setting out the said terms and conditions of his appointment and remuneration, with liberty to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration or any part thereof, including the basic salary within the approved scale, from time to time, as it may deem fit and as may be acceptable to Mr. Rohit Dedhia.

FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), be and is hereby authorized to:

- i. alter or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits, amenities, etc. payable, to the extent recommended by the Nomination and Remuneration Committee, and as may be acceptable to Mr. Rohit Dedhia (DIN: 02716686), provided however, that the altered or varied remuneration shall not exceed the maximum limits specified under Schedule V to the Companies Act, 2013 or the Rules made thereunder or any statutory modification(s) or reenactment(s) thereof;

- ii. authorize any Whole-Time Director or the Company Secretary of the Company jointly and/ or severally to execute any document(s) and/or to take such decisions or actions as may be necessary to give effect to the foregoing;
- iii. settle any question, difficulty or doubt, that may arise in giving effect to this Resolution;
- iv. do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this Resolution;
- v. delegate all or any of the powers herein conferred to any Committee of Directors or any other officer(s) of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

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

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

**Sd/-
Company Secretary
Tulsi Rajput
A42122**

**Date: August 14, 2021
Place: Mumbai**

NOTES:

1. **Explanatory Statement:** An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item No. 4, 5 & 6 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
2. **Conducting of AGM through VC/OAVM:** In view of the continuing restrictions on the movement of persons at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 02/2021 dated 13th January, 2021 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 28th 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.15 below and is also available on the website of the Company at www.rodium.net.
3. **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 cshiya@hiyarathi.com with a copy marked to cs@rodium.net and evoting@nsdl.co.in.

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 Friday September 24, 2021 till Thursday, September 30, 2021 (both days inclusive) for the purpose of Annual General Meeting.
6. **Re-appointment of Director:** At the ensuing Annual General Meeting, Mr. Rohit Dedhia, Whole-Time 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 General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2021 dated 13th January, 2021 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of 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 email 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 2020-21, is available on the website of the Company at www.rodium.net, on the website of Stock Exchanges 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, 2021., 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 2020-21 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	<ul style="list-style-type: none"> • by visiting URL at https://investors.cameoindia.com / the web module maintained by Cameo; or • Send a written request to the RTA of the Company at investor@cameoindia.com by providing Folio Number, Name of the Member, Copy of share Certificate (front & back), PAN(Self- attested copy of PAN Card), AADHAAR (Self-attested copy of Aadhaar card). 	<ul style="list-style-type: none"> • Send a written request to the RTA of the Company at investor@cameoindia.com by the providing the following information and documents: <ul style="list-style-type: none"> - Folio Number, name of the member. - Copy of share Certificate (front & back). - Copy of self-attested PAN card of the shareholders including joint holders. - Copy of self-attested AADHAAR card of the shareholders including joint holders. - Bank a/c details of the first/sole shareholder, as per the Bank Mandate format available on company's website at http://www.rodium.net/pdf/PAN%20&%20BANK%20MANDATE-KYC%20UPDATION.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. **Ratification of Statutory Auditors:** Members of the Company had approved the appointment of M/s SCA AND ASSOCIATES, Chartered Accountants (Firm Reg No.:101174W), as the Statutory Auditors at the Twenty Seventh (27th) of the Company which is valid till Thirty-Second (32nd) AGM of the Company. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.
15. **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 General Meeting" menu against the Company's name. You are requested to click on VC/OAVM link placed under Join General 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 eVoting 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 use the Tollfree no: 1800-222-990; or
 - Contact Mr. Amit Vishal, Senior Manager- NSDL at AmitV@nsdl.co.in or 022-24994360; or
 - Contact Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in or-022 24994545.

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 PAN, mobile number at cs@rodium.net and evoting@nsdl.co.in from Monday, September 20, 2021 (9:00 a.m. IST) to Saturday, September 25, 2021 (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 **Monday, September 27, 2021 at 09:00 A.M. and ends on Wednesday, September 29, 2021 at 05:00 P.M.** The remote evoting 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. **September 23, 2021**, 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, 2021.
- (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 National Securities Depository Limited ("NSDL")
- (iii) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Thursday, September 23, 2021, 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, 2021, 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, 2021, may follow steps mentioned in the Notice under "Instructions for e-voting".

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	<p>a) Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote evoting period or joining virtual meeting & voting during the meeting. <p>b) Users not registered for IDeAS e-Services:</p>

	<p>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</p> <p>c) Visit the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> After successfully registering on IDeAS, 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 options available against the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>a) Users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> Shareholders can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest, the user will also be able to see

	<p>the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>b) Users who have not opted for Easi/Easiest:</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>c) Visit the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link at www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No. & email address as recorded in the demat account. After successful authentication, user will be provided links for the respective e-voting service provider i.e. NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> Shareholders can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After logging, you will be able to see e-Voting option. One you 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 the options available against the Company's name or e-voting service provider-NSDL name and you will be redirected to e-Voting service provider 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 toll free no.: 1800 1020 990 or 1800 224 430
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 022-23058738 or 022-23058542/43

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?

- a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/Members' section.
- c) A new screen will open. You will have to enter your User ID, your Password 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 login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- d) 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***

- e) Your password details are given below:
 - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii. 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.

iii. How to retrieve your 'initial password'?

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

- i. 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
- ii. Select "EVEN" of the Company for which you wish to cast your vote during the

remote evoting period and casting your vote during the General meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

- iii. Now you are ready for e-voting as the voting page opens.
- iv. 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.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. 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. Members whose shares are held in physical mode are requested to 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. Members whose shares are held demat mode, are requested to 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 shareholders 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 9th December, 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 e-mail ID correctly in their demat account in order to access e-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/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. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free No. 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager, NSDL at evoting@nsdl.co.in.

16. Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund (IEPF)

The Ministry of Corporate Affairs had notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. Hence, the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period. The details of the unpaid/unclaimed amounts lying with the Company as on 30th September, 2020 (date of last AGM) are available on the website of the Company at <http://www.rodium.net/unclaimed-unpaid-dividend.html>. The details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2021 shall be updated in due course.

Adhering to various requirements set out in the IEPF Rules, the company had sent individual notice to all the Shareholders who have not claimed the dividend for FY. 2013-2014 onwards and whose unpaid/unclaimed dividend and shares are due to be transferred to IEPF Authority and simultaneously published newspaper advertisement in this regard. If the Company do not receive any communication from the concerned shareholders till October 22, 2021, the Company, as per the IEPF Rules mandate, shall transfer the dividend along with the corresponding shares of shareholders which are not encashed/claimed for a period of seven consecutive years to the Investor Education and Protection Fund (IEPF) Authority. Also, complete details of such shareholders has been

uploaded on the Company's website at <http://www.rodium.net/unclaimed-unpaid-dividend.html>.

It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company if any in the future are credited to the Members' account on time. Members who have not yet encashed the dividend warrants, from the Financial Year ended March 31, 2014 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents at Cameo Corporate Services Limited, Subramanian Building, No. 1, Club House Road, Chennai 600002, Phone: 044-28460390; Email id: investor@cameoindia.com; Website: www.cameoindia.com.

The detail history and due dates for transfer to IEPF are available on <http://www.rodium.net/unclaimed-unpaid-dividend.html>

GENERAL GUIDELINES FOR SHAREHOLDERS:

17. 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.
18. The voting rights shall be as per the number of equity shares held by the Member(s) as on Thursday, September 23, 2021 being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
19. The Company has appointed Ms. Hiya Rathi, Practicing Company Secretary (ACS. No.: 50191; COP No. 18864) of M/s. Hiya Rathi & Associates, as the Scrutiniser, to scrutinise 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.
20. 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 make, not later than 48 hours 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.
21. 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 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
22. The venue of the meeting shall be deemed to be the Registered Office of the Company at Plot No. 636, 501, X'cube, Off New Link Road, Andheri (West) Mumbai MH 400053.

23. 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 RTACameo. In respect of shares held in dematerialize form, the nomination may be filed with the respective Depository Participants.
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
25. *We again urge to the Members to support the 'Green Initiative', by registering their e-mail addresses who have not registered their email addresses so far with their Depository Participants/Cameo Corporate Services Limited.*

EXPLANATORY STATEMENT ANNEXED TO NOTICE

[PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013]

IN RESPECT OF ITEM NO. 4

Mr. Deepak Chheda (DIN: 00419447), is the Managing Director of your Company ("MD") since November 14, 2009 in terms of various successive agreements between the Company and Mr. Deepak Chheda. He was last appointed as the MD for a period of 3 years vide a resolution passed by the shareholders at the Annual General Meeting of the Company held on September 28, 2018. Accordingly, his tenure as MD expires on November 13, 2021. The Board of Directors based on the recommendations received from Nomination and Remuneration Committee, at its meeting held on August 14, 2021 has proposed re-appointment Mr. Deepak Chheda (DIN: 00419447) as the Chairman and Managing Director with effect from November 14, 2021 for the further period of three years upto November 13, 2024.

Further, upon the recommendation of the Nomination and remuneration Committee, the terms and conditions of appointment including remuneration of Mr. Deepak Chheda as the Chairman and Managing Director in accordance with the applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, shall be subject to the approval of the shareholders at the ensuing Annual General Meeting.

Brief profile of Mr. Deepak Chheda is provided below for reference. Details about the names of the companies in which he holds directorships and memberships/chairmanships along with the shareholding is provided in the Corporate Governance Report forming part of the Annual Report.

The terms and conditions of the appointment including remuneration of Mr. Deepak Chheda are stated as under:

- i) The appointment of Mr. Deepak Chheda as the Chairman & MD is subject to the supervision, control and direction of the Board and he shall be responsible for the day-to-day management of the Company and shall carry out such duties as may be entrusted to him by the Board. He shall perform such services/functions as may be delegated to him from time to time by the Board.
- ii) Subject to the provisions of the Companies Act, 2013 ("the Act"), Mr. Deepak Chheda while he continues to hold office of the Chairman & MD, shall not be liable to retirement by rotation. He shall not be reckoned as a Director for the purpose of determining the rotation or retirement of Directors in fixing the number of Directors to retire.
- iii) The agreement for appointment of the Chairman & MD may be terminated by the Company or the Chairman & MD by giving not less than three months' notice. This Agreement shall, however, automatically come to an end, in the event the employment contract of the Chairman and Managing Director comes to an end for any reason whatsoever.

Mr. Deepak Chheda shall be entitled to remuneration as under:

1. **Basic Salary:** There will be no increase in the current remuneration of the director i.e. the director will be entitled to receive Rs.3,40,000/- (Rupees Three Lakhs Forty Thousand Only) per month on a cost to company basis with the authority to the Board of Directors to revise the salary from time to time taking into account the performance of the Company.

2. Perquisites:

- a. Car and Telephone: Provision of car including its running expenses with driver for use on Company's business and telephone and other communication facilities for business purposes, not to be considered as compensation to the Managing Director.
- b. Annual Leave: As per the Company policies as may be applicable from time to time.
- c. The Company shall reimburse actual entertainment and traveling expenses incurred by the Mr. Deepak Chheda in connection with the Company's business.

Details as required under Schedule V of the Companies Act, 2013 are provided below:

I. General Information

1. Nature of Industry: Real Estate
2. Expected date of commencement of commercial production: N.A.
3. In case of new companies, expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus: N.A.

4. Financial performance based on given indicators:

Particulars	2020-2021	2019-2020	2018-19
Revenue from operations	1600.29	3785.46	3962.71
Profit/(Loss) before tax	(353.05)	21.88	344.71
Profit/(Loss) After tax	(275.45)	4.81	221.02

5. Foreign investments or collaborations, if any: The Company has not entered into any material foreign collaboration.

II. Information about the Appointee:

- i. **Background details:** Mr. Deepak Chheda, Chairman and Managing Director, is a Master in Architecture from California Polytechnic State University, San Luis, Obispo CA, USA and has a vast experience in architectural and real estate industry. He is the main Strategist and motivator of the Company. He has over 32 years of experience in the field of architecture, engineering and construction. He has computer expertise in CAAD systems, environmental control systems and project management. He has been a visiting lecturer at the L.S. Raheja School of Architecture, and K.R.V.I. School of Architecture, Mumbai. He holds membership of the Council of Architecture India, Indian Institute of Architects, Registered Architect of Practicing Engineers, Architects and Town Planner Association and American Society of Civil Engineers. His scope of work includes overview of day to day affairs of the Company in consultation with other directors and making strategic management decisions.
- ii. **Past Remuneration:** Rs. 3,40,000/- (Rupees Three Lakh Forty Thousand Only) Per month.
- iii. **Recognition or Awards:** Mr. Chheda has won an award at National Level Low Income Urban Housing Design.
- iv. **Job Profile and his suitability:** He has overall control over the management and business strategy of the Company in line with his qualification and experience in the business.
- v. **Remuneration Proposed:** Will be same as current remuneration i.e. Rs. 3,40,000/- (Rupees Three Lakh Forty Thousand only) per month, which is in line with the industry standard and present size of the Company.
- vi. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered

by Mr. Deepak Chheda, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

- vii. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:** His wife is receiving professional fees for providing architectural consultancy services to the Company.

His Son is also appointed as the as Chief Financial Officer of the Company and receive remuneration for the same.

Mr. Deepak Chheda also receives rent from the Company being the co-owner of the office space being used by the Company.

III. Other Information:

a) Reasons for Loss or Inadequate Profit:

The global economies were facing a synchronized slowdown due to the outbreak of coronavirus 2019 (COVID-19) which had globally disrupted people's lives, interrupted businesses and jeopardized decades of development progress. This also has had a significant impact on the entire Indian real-estate sector. The operations of the Company had also suffered during the lockdown phase since most of the construction sites were completely closed. Although the operations have picked up, the Company had a weak year in terms of reported earnings for FY 2020-21.

Besides, as per applicable accounting framework for real estate sector, revenue and profit shall be recognized according to project completion method. The profit of the Company will be largely dependent on the completion of project / phase rather on sale of units in the current financial year.

In view of the above factors, including prevailing market conditions, it is possible that the Company may not have sufficient operating profits for the purposes of payment of remuneration to the directors in case of inadequacy of profits or no profits.

b) Steps taken for improvement, expected increase in productivity and profits in measurable terms

While the industry at large may be adversely impacted by this pandemic and the resultant slowdown during the recovery phase, the Company's project pipeline will help maintain operational momentum in the quarters ahead. The Company will do everything possible to ensure that it comes out of this crisis stronger and well positioned to continue to grow its market share and set itself up for significant earnings growth in the years ahead. The Company remains positive about the

longterm direction of the sector on back of higher consumer confidence and increasing affordability due to declining interest rates and stagnant real estate prices.

Details of the Directors seeking reappointment at the forthcoming Annual General Meeting as required under Regulation 17 of SEBI (LODR), 2015 and under Secretarial Standard-2 issued by the Instituted of Company Secretaries of India has been annexed to this Notice.

Other than the Managing Director, his wife Mrs. Krupa Chheda and his Son Mr. Rohan Chheda, none of the other Directors or Key Managerial Personnel or their relatives is interested in the above mentioned resolution.

The Board of Directors recommends the Special Resolution set out in Item No.4 for approval of the Members.

IN RESPECT OF ITEM NO. 5

Mr. Harish Nisar (DIN: 02716666), is the Whole-Time Director of your Company ("WTD") since November 14, 2009 in terms of various successive agreements between the Company and the WTD. Mr. Harish Nisar was last appointed as the WTD for a period of 3 years vide a resolution passed by the shareholders at the Annual General Meeting of the Company held on September 28 2018. Accordingly, his tenure as WTD expires on November 13, 2021. The Board of Directors based on the recommendations received from Nomination and Remuneration Committee, at its meeting held on August 14, 2021 has proposed re-appointment Mr. Harish Nisar as WTD with effect from November 14, 2021 for the further period of three years upto November 13, 2024.

Further, upon the recommendation of the Nomination and Remuneration Committee the terms and conditions of appointment including remuneration of Mr. Harish Nisar as WTD in accordance with the applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, shall be subject to the approval of the shareholders at the ensuing Annual General Meeting.

Brief profile of Mr. Harish Nisar is provided below for reference. Details about the names of the companies in which he holds directorships and memberships/chairmanships along with the shareholding is provided in the Corporate Governance Report forming part of the Annual Report.

The terms and conditions of the appointment including remuneration of Mr. Harish Nisar are stated as under:

- i. The appointment of Mr. Harish Nisar as WTD is subject to the supervision, control and direction of the Board and he shall be responsible for the day-to-day management of the Company and shall carry out such duties as may be entrusted to him by the Board. He shall perform such services/functions as may be delegated to him from time to time by the Board.

- ii. Subject to the provisions of the Companies Act, 2013 ("the Act"), Mr. Harish Nisar while he continues to hold office of the WTD, shall be liable to retirement by rotation.
- iii. The agreement for appointment of the WTD may be terminated by the Company or the WTD by giving not less than three months' notice. This Agreement shall, however, automatically come to an end, in the event the employment contract of the WTD comes to an end for any reason whatsoever.

Mr. Harish Nisar shall be entitled to remuneration as under:

1. **Basic Salary:** There will be no increase in the current remuneration of the director i.e. the director will be entitled to receive Rs. 2,20,000/- (Rupees Two Lakh Twenty Thousand Only) per month on a cost to company basis with the authority to the Board of Directors to revise the salary from time to time taking into account the performance of the Company.
2. **Perquisites:**
 - a. Car and Telephone: Provision of car including its running expenses with driver for use on Company's business and telephone and other communication facilities for business purposes, not to be considered as compensation to the WTD.
 - b. Annual Leave: As per the Company policies as may be applicable from time to time.
 - c. The Company shall reimburse actual entertainment and traveling expenses incurred by Mr. Harish Nisar in connection with the Company's business.

Details as required under Schedule V of the Companies Act, 2013 are provided below:

I. General Information

1. Nature of Industry: Real Estate
2. Expected date of commencement of commercial production: N.A.
3. In case of new companies, expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus: N.A.
4. Financial performance based on given indicators:

Particulars	2020-2021	2019-2020	2018-19
Revenue from operations	1600.29	3785.46	3962.71
Profit/(Loss) before tax	(353.05)	21.88	344.71
Profit/(Loss) After tax	(275.45)	4.81	221.02

5. Foreign investments or collaborations, if any: The Company has not entered into any material foreign collaboration.

II. Information about the Appointee:

- i. **Background details:** Mr. Harish Nisar, Whole-Time Director. He is a science graduate from Mumbai University. He is the promoter director of the Company and has more than 35 years of experience in manufacturing and business for industrial safety products and over 20 years of experience in redevelopment of properties.
- ii. **Past Remuneration:** Rs. 2,20,000/- (Rupees Two Lakh Twenty Thousand Only) Per month.
- iii. **Recognition or Awards:** None
- iv. **Job Profile and his suitability:** He is responsible for legal matters including documentation to be entered into by the Company from time to time, acquisition of property and other incidental activities. Mr. 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 directions and restrictions imposed by the Board. His job profile is in line with his qualification and his expertise based on his past experience.
- v. **Remuneration Proposed:** Will be same as current remuneration i.e. Rs. 2,20,000/- (Rupees Two Lakh Twenty Thousand Only) per month, which is in line with the industry standard and present size of the Company.
- vi. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Harish Nisar, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
- vii. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:** Mr. Nisar is drawing monthly remuneration from the Company and Mr. Harish Nisar also receives rent from the Company being the co-owner of the office space being used by the Company.

III. Other Information:

c) Reasons for Loss or Inadequate Profit:

The global economies were facing a synchronized slowdown due to the outbreak of coronavirus 2019 (COVID-19) which had globally disrupted people's lives,

interrupted businesses and jeopardized decades of development progress. This also has had a significant impact on the entire Indian real-estate sector. The operations of the Company had also suffered during the lockdown phase since most of the construction sites were completely closed. Although the operations have picked up, the Company had a weak year in terms of reported earnings for FY 2020-21.

Besides, as per applicable accounting framework for real estate sector, revenue and profit shall be recognized according to project completion method. The profit of the Company will be largely dependent on the completion of project / phase rather on sale of units in the current financial year.

In view of the above factors, including prevailing market conditions, it is possible that the Company may not have sufficient operating profits for the purposes of payment of remuneration to the directors in case of inadequacy of profits or no profits.

d) Steps taken for improvement, expected increase in productivity and profits in measurable terms

While the industry at large may be adversely impacted by this pandemic and the resultant slowdown during the recovery phase, the Company's project pipeline will help maintain operational momentum in the quarters ahead. The Company will do everything possible to ensure that it comes out of this crisis stronger and well positioned to continue to grow its market share and set itself up for significant earnings growth in the years ahead. The Company remains positive about the longterm direction of the sector on back of higher consumer confidence and increasing affordability due to declining interest rates and stagnant real estate prices.

Details of the Directors seeking reappointment at the forthcoming Annual General Meeting as required under Regulation 17 of SEBI (LODR), 2015 and under Secretarial Standard-2 issued by the Institute of Company Secretaries of India has been annexed to this Notice.

Other than Mr. Harish Nisar (WTD), none of the other Directors or Key Managerial Personnel or their relatives is interested in the above mentioned resolution.

The Board of Directors recommends the Special Resolution set out in Item No.5 for approval of the Members.

IN RESPECT OF ITEM NO. 6

Mr. Rohit Dedhia (DIN: 02716686), is the Whole-Time Director of your Company ("WTD") since November 14, 2009 in terms of various successive agreements between the Company and the WTD. Mr. Rohit Dedhia was last appointed as the WTD for a period of 3 years vide a resolution passed by the shareholders at the Annual General Meeting of the Company held on September 28, 2018. Accordingly, his tenure as WTD expires on November 13, 2021. The Board of Directors

based on the recommendations received from Nomination and Remuneration Committee, at its meeting held on August 14, 2021 has proposed re-appointment Mr. Rohit Dedhia as WTD with effect from November 14, 2021 for the further period of three years upto November 13, 2024.

Further, upon the recommendation of the recommendation of the Nomination and Remuneration Committee, the terms and conditions of appointment including remuneration of Mr. Rohit Dedhia as WTD in accordance with the applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, shall be subject to the approval of the shareholders at the ensuing Annual General Meeting.

Brief profile of Mr. Rohit Dedhia is provided below for reference. Details about the names of the companies in which he holds directorships and memberships/ chairmanships along with the shareholding is provided in the Corporate Governance Report forming part of the Annual Report.

The terms and conditions of the appointment including remuneration of Mr. Rohit Dedhia are stated as under:

- i. The appointment of Mr. Rohit Dedhia as WTD is subject to the supervision, control and direction of the Board and he shall be responsible for the day-to-day management of the Company and shall carry out such duties as may be entrusted to him by the Board. He shall perform such services/functions as may be delegated to him from time to time by the Board.
- ii. Subject to the provisions of the Companies Act, 2013 ("the Act"), Mr. Rohit Dedhia while he continues to hold office of the WTD, shall be liable to retirement by rotation.
- iii. The agreement for appointment of the WTD may be terminated by the Company or the WTD by giving not less than three months' notice. This Agreement shall, however, automatically come to an end, in the event the employment contract of the WTD comes to an end for any reason whatsoever.

Mr. Rohit Dedhia shall be entitled to remuneration as under:

1. **Basic Salary:** There will be no increase in the current remuneration of the director i.e. the director will be entitled to receive Rs. 2,10,000/- (Rupees Two Lakh Ten Thousand Only) per month on a cost to company basis with the authority to the Board of Directors to revise the salary from time to time taking into account the performance of the Company.
2. **Perquisites:**
 - a. Car and Telephone: Provision of car including its running expenses with driver for use on Company's business and telephone and other communication facilities for business purposes, not to be considered as compensation to the WTD.

- b. Annual Leave: as per the Company policies as may be applicable from time to time.
- c. The Company shall reimburse actual entertainment and traveling expenses incurred by Mr. Rohit Dedhia in connection with the Company's business.

Details as required under Schedule V of the Companies Act, 2013 are provided below:

I. General Information

1. Nature of Industry: Real Estate
2. Expected date of commencement of commercial production: N.A.
3. In case of new companies, expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus: N.A.
4. Financial performance based on given indicators:

Particulars	2020-2021	2019-2020	2018-19
Revenue from operations	1600.29	3785.46	3962.71
Profit/(Loss) before tax	(353.05)	21.88	344.71
Profit/(Loss) After tax	(275.45)	4.81	221.02

5. Foreign investments or collaborations, if any: The Company has not entered into any material foreign collaboration.

II. Information about the Appointee:

- i. **Background details:** Mr. Rohit Dedhia, Whole-time Director is a commerce graduate from Mumbai University. He is the Chief Operating Officer of Our Company and is involved in the day to day affairs of project execution. He has over 23 years of experience in financial management services.
- ii. **Past Remuneration:** Rs. 2,10,000/- (Rupees Two Lakh Ten Thousand Only)
- iii. **Recognition or Awards:** None
- iv. **Job Profile and his suitability** He is responsible for project execution and other operational aspects in the Company. He is in charge of Business Development and Strategic Management of the Company and its marketing efforts. His job profile is in line with his qualification and his expertise based on his past experience.
- v. **Remuneration Proposed:** Will be same as current remuneration i.e. Rs. 2,10,000/- (Rupees Two Lakh Ten Thousand Only) per month, which is in line with the industry standard and present size of the Company.

- vi. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Rohit Dedhia, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
- vii. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:** Mr. Dedhia is drawing monthly remuneration from the Company and his son started drawing professional fees from the Company for providing financial consulting service from October 2014 till date. His father receives rent from the Company being the co-owner of the office space used by the Company as its registered office.

III. Other Information:

a) Reasons for Loss or Inadequate Profit:

The global economies were facing a synchronized slowdown due to the outbreak of coronavirus 2019 (COVID-19) which had globally disrupted people's lives, interrupted businesses and jeopardized decades of development progress. This also has had a significant impact on the entire Indian real-estate sector. The operations of the Company had also suffered during the lockdown phase since most of the construction sites were completely closed. Although the operations have picked up, the Company had a weak year in terms of reported earnings for FY 2020-21.

Besides, as per applicable accounting framework for real estate sector, revenue and profit shall be recognized according to project completion method. The profit of the Company will be largely dependent on the completion of project / phase rather on sale of units in the current financial year.

In view of the above factors, including prevailing market conditions, it is possible that the Company may not have sufficient operating profits for the purposes of payment of remuneration to the directors in case of inadequacy of profits or no profits.

b) Steps taken for improvement, expected increase in productivity and profits in measurable terms

While the industry at large may be adversely impacted by this pandemic and the resultant slowdown during the recovery phase, the Company's project pipeline will help maintain operational momentum in the quarters ahead. The Company will do everything possible to ensure that it comes out of this crisis stronger and well positioned to continue to grow its market share and set itself up for significant earnings growth in the years ahead. The Company remains positive about the longterm direction of the sector on back of higher consumer confidence and

increasing affordability due to declining interest rates and stagnant real estate prices.

Details of the Directors seeking reappointment at the forthcoming Annual General Meeting as required under Regulation 17 of SEBI (LODR), 2015 and under Secretarial Standard-2 issued by the Instituted of Company Secretaries of India has been annexed to this Notice.

Other than Mr. Rohit Dedhia (WTD), his son Mr. Prerak Dedhia, none of the other Directors or Key Managerial Personnel or their relatives is interested in the above mentioned resolution.

The Board of Directors recommends the Special Resolution set out in Item No.6 for approval of the Members.

Additional information on Directors seeking appointment/re-appointment at the annual General Meeting pursuant to SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards on General Meetings:

Name of Director	Mr. Deepak Chheda	Mr. Harish Nisar	Mr. Rohit Dedhia
Director Identification Number	00419447	02716666	02716686
Date of Birth	02/07/1964	22/09/1954	13/05/1964
Age	57 Years	67 Years	57 Years
Nationality	Indian	Indian	Indian
Date of Appointment on Board	14/11/2009	14/11/2009	14/11/2009
Qualification	Master of Architecture from California State Polytechnic, University	B. Sc from Mumbai University.	B.Com. from Mumbai University
Terms & Conditions of 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.	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.	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.
Remuneration sought to be paid	Kindly refer to Corporate Governance Report		
***Expertise in Specific functional area	Having 32 Years of experience in Architecture and Real Estate Development	Having 35 years of experience in redevelopment of properties.	Having 23 years of experience in project execution, operation and financial management services.
Directorship held in other Companies*	1. Sigma Fiscals Private Limited 2. Vinit Realities Private Limited	None	None
Chairmanship/Membership of Committees in other Companies	None	None	None
No. of meetings attended during the F.Y. 2020-2021.	6 (Six)	6 (Six)	6 (Six)
Relationship with other Director/s or Key Managerial Personnel	No Director is related to any other Director on the Board in terms of the definition of "relative" given under the Companies Act, 2013		
Equity Shares held in Company as on March 31, 2021.	9,53,859	3,20,330	3,19,466