



Form No. MGT-13

**SCRUTINIZER'S REPORT**

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

To,  
**The Chairman**  
**Mr. Deepak Chheda**

26<sup>th</sup> Annual General Meeting (AGM) of the equity shareholders of **Rodium Realty Limited** held on Friday, September 27, 2019 at 9:00 a.m. (IST) at Royalista Baquet Hall, G-3/103 Morya Landmark No. 1, Off. Link Road, Andheri West, Mumbai 400053, Maharashtra, India.

Dear Sir/Madam,

I, **Hiya Rathi**, Practicing Company Secretary (Membership No.: A50191, CP No.: 18864), appointed as the Scrutinizer by the Board of Directors for the purpose of scrutinizing the e-voting process together with the voting by use of ballot held at the 26<sup>th</sup> Annual General Meeting pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned Resolutions proposed at the 26<sup>th</sup> Annual General Meeting of the equity shareholders of the Company held on Friday, September 27, 2019 at 9:00 a.m. (IST) at Royalista Baquet Hall, G-3/103 Morya Landmark No. 1, Off. Link Road, Andheri West, Mumbai 400053, Maharashtra, India, submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through electronic means and poll on the resolutions set out in the notice to the Annual General Meeting of the equity shareholders of the Company. My responsibility as a scrutinizer for the e-voting process and poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the notice of the Annual General Meeting of the equity shareholders of the Company, based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities.

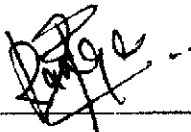
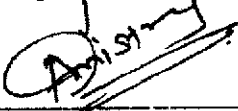




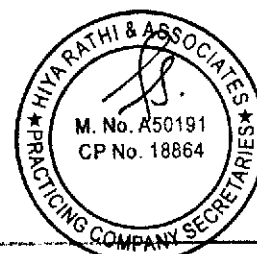
2. Further to the above, I submit my report as under:

- (i) The voting period for e-voting remained open from Tuesday, September 24, 2019 (9:00 a.m. IST) to Thursday, September 26, 2019 (5:00 p.m. IST).
- (ii) The Company has also provided facility for voting by Polling Paper to the members attending the meeting, who have not cast their vote by remote e-voting, though none of the Members voted through polling process.
- (iii) The members of the Company as on the "Cut off" date i.e. Friday, September 20, 2019 were entitled to vote on the resolution as set out in the Notice of the Annual General Meeting of the equity shareholders of the Company.

The Votes cast were noted and confirmed on Friday, September 27, 2019 in the presence of two witnesses, *Ms. Jaya Ranga* and *Ms. Ashwini Mistry* who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

| Name of the Witness | Signature   |
|---------------------|---|
| Ms. Jaya Ranga      |  |
| Ms. Ashwini Mistry  |  |

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





| Item No. of the Notice | Type of Resolution: Subject Matter  | Particulars of Business            | Votes in favour of the resolution |                               | Votes against the resolution |                               | Total Votes Casted |
|------------------------|---|------------------------------------|-----------------------------------|-------------------------------|------------------------------|-------------------------------|--------------------|
|                        |   |                                    | No. of Shares                     | % of Total No. of Valid Votes | No. of Shares                | % of Total No. of Valid Votes | No. of Shares      |
| 1.                     | <b>Ordinary Business:</b><br>To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Directors and Auditors thereon-<br><u>Ordinary Resolution</u> | <b>E-Voting</b>                    | 2427708                           | 100%                          | 0                            | 0                             | 2427708            |
|                        |   | <b>*Polling Paper/Ballot Paper</b> | 203417                            | 100%                          | 0                            | 0                             | 317517             |
|                        |   | <b>Total</b>                       | <b>2631125</b>                    | <b>100%</b>                   | <b>0</b>                     | <b>0</b>                      | <b>2745225</b>     |

*\*As holder of 114100 equity shares have casted their votes by both (e-voting and ballot), votes casted through ballot papers are considered invalid.*







| Item No. of the Notice | Type of Resolution: Subject Matter  | Particulars of Business            | Votes in favour of the resolution |                               | Votes against the resolution |                               | Total Votes Casted |
|------------------------|---|------------------------------------|-----------------------------------|-------------------------------|------------------------------|-------------------------------|--------------------|
|                        |   |                                    | No. of Shares                     | % of Total No. of Valid Votes | No. of Shares                | % of Total No. of Valid Votes | No. of Shares      |
| 2.                     | <u>Ordinary Business:</u><br>To declare dividend on Preference Shares for the Financial Year ended March 31, 2019, at the rate of 9% i.e. Re. 0.90/- per preference shares-<br><u>Ordinary Resolution</u> | <b>E-Voting</b>                    | 2427708                           | 100%                          | 0                            | 0                             | 2427708            |
|                        |   | <b>*Polling Paper/Ballot Paper</b> | 203417                            | 100%                          | 0                            | 0                             | 317517             |
|                        |   | <b>Total</b>                       | <b>2631125</b>                    | <b>100%</b>                   | <b>0</b>                     | <b>0</b>                      | <b>2745225</b>     |

\*As holder of 114100 equity shares have casted their votes by both (e-voting and ballot), votes casted through ballot papers are considered invalid.





| Item No. of the Notice | Type of Resolution: Subject Matter  | Particulars of Business            | Votes in favour of the resolution |                               | Votes against the resolution |                               | Total Votes Casted |
|------------------------|---|------------------------------------|-----------------------------------|-------------------------------|------------------------------|-------------------------------|--------------------|
|                        |   |                                    | No. of Shares                     | % of Total No. of Valid Votes | No. of Shares                | % of Total No. of Valid Votes | No. of Shares      |
| 3.                     | <b>Ordinary Business:</b><br>To declare dividend on equity shares for the financial year ended March 31, 2019, at the rate of 10% i.e. Re. 1/- per equity share-<br>Ordinary Resolution | <b>E-Voting</b>                    | 2427708                           | 100%                          | 0                            | 0                             | 2427708            |
|                        |   | <b>*Polling Paper/Ballot Paper</b> | 203417                            | 100%                          | 0                            | 0                             | 317517             |
|                        |   | <b>Total</b>                       | <b>2631125</b>                    | <b>100%</b>                   | <b>0</b>                     | <b>0</b>                      | <b>2745225</b>     |

\*As holder of 114100 equity shares have casted their votes by both (e-voting and ballot), votes casted through ballot papers are considered invalid.





| Item No. of the Notice | Type of Resolution: Subject Matter   | Particulars of Business            | Votes in favour of the resolution |                               | Votes against the resolution |                               | Total Votes Casted |
|------------------------|--|------------------------------------|-----------------------------------|-------------------------------|------------------------------|-------------------------------|--------------------|
|                        |  |                                    | No. of Shares                     | % of Total No. of Valid Votes | No. of Shares                | % of Total No. of Valid Votes | No. of Shares      |
| 4.                     | Ordinary Business:<br>To consider appointment of a Director in place of Mr. Harish Nisar (DIN: 02716666), who retires by rotation and, being eligible, offers himself for reappointment- Ordinary Resolution | <b>**E-Voting</b>                  | 2116924                           | 100%                          | 0                            | 0                             | 2427708            |
|                        |  | <b>*Polling Paper/Ballot Paper</b> | 203417                            | 100%                          | 0                            | 0                             | 317517             |
|                        |  | <b>Total</b>                       | <b>2320341</b>                    | <b>100%</b>                   | <b>0</b>                     | <b>0</b>                      | <b>2745225</b>     |

\*As holder of 114100 equity shares have casted their votes by both (e-voting and ballot), votes casted through ballot papers are considered invalid.

\*\*As holder of 310784 equity shares is one of the interested parties to the resolution 4, said votes are considered invalid for respective resolution.







3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you

Yours faithfully,

**For Hiya Rathi and Associates**  
**Practicing Company Secretary**



**Hiya Rathi**  
**Membership No.: A50191**  
**C.P. No.: 18864**

**Date:** September 28, 2019

**Place:** Mumbai

**Format of Voting Result under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

|  |                              |
|--|------------------------------|
|  | <b>Rodium Realty Limited</b> |
| <b>Date of Annual General Meeting of Equity Shareholders</b>                         | September 27, 2019           |
| <b>Total number of shareholders on record date</b>                                   | 996                          |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b> |                              |
| <u>Promoters and Promoter Group:</u>   |                              |
| In Person  | 7                            |
| Through Proxy  | 0                            |
| <u>Public:</u>   |                              |
| In Person  | 15                           |
| Through Proxy  | 29                           |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b>           |                              |
| Promoters and Promoter Group:  | Not Applicable               |
| Public   | Not Applicable               |





| Resolution Required: (Ordinary/Special)                                   |                               |                   |                         | Resolution No. 1: To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Directors and Auditors thereon- <u>Ordinary Resolution</u>  |                              |                            |  |   |               |
|---|-------------------------------|-------------------|-------------------------|--|------------------------------|----------------------------|--|---|---------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                   |                         | None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company. |                              |                            |  |   |               |
| Category  | Mode of Voting                | No. of Shares (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100   | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 | Votes Invalid |
| Promoter and Promoter Group   | E-Voting                      |                   | 2181765                 | 99.52%   | 2181765                      | 0                          | 100%   | 0   | 0             |
|   | Poll                          |                   | 0                       | 0  | 0                            | 0                          | 0  | 0   | 0             |
|   | Postal Ballot (if applicable) | 2192361           | 0                       | 0  | 0                            | 0                          | 0  | 0   | 0             |
| Public Institutions   | Total                         | 2192361           | 2181765                 | 99.52%   | 2181765                      | 0                          | 100%   | 0   | 0             |
|   | E-Voting                      |                   | 0                       | 0  | 0                            | 0                          | 0  | 0   | 0             |
|   | Poll                          |                   | 0                       | 0  | 0                            | 0                          | 0  | 0   | 0             |
| Public Institutions   | Postal Ballot (if applicable) | 0                 | 0                       | 0  | 0                            | 0                          | 0  | 0   | 0             |
|   | Total                         | 0                 | 0                       | 0  | 0                            | 0                          | 0  | 0   | 0             |
|   | E-Voting                      |                   | 245943                  | 23.30%   | 245943                       |                            | 100%   | 0   | 0             |
| Non Institutions  | Poll                          | 1055539           | 0                       | 0  | 0                            | 0                          | 0  | 0   | 0             |
|   | Postal Ballot (if applicable) |                   | 317517                  | 30.08%   | 203417                       |                            | 64.06%   | 0   | 114100        |
|   | Total                         | 1055539           | 563460                  | 53.38%   | 449360                       | 0                          | 79.75%   | 0   | 114100        |
| Total   |                               | 3247900           | 2745225                 | 84.52%   | 2631125                      | 0                          | 95.84%   | 0   | 114100        |



| Resolution Required: (Ordinary/Special)                                   |                               |                   |                         | Resolution No. 2: To declare dividend on Preference Shares for the Financial Year ended March 31, 2019, at the rate of 9% i.e. Re. 0.90/- per preference shares- <u>Ordinary Resolution</u>  |                              |                            |  |  |               |
|---|-------------------------------|-------------------|-------------------------|--|------------------------------|----------------------------|--|--|---------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                   |                         | None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company. |                              |                            |  |  |               |
| Category  | Mode of Voting                | No. of Shares (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100  | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)] * 100 | % of Votes against on votes polled (7)=[(5)/(2)] * 100 | Votes Invalid |
| Promoter and Promoter Group   | E-Voting                      |                   | 2181765                 | 99.52%   | 2181765                      | 0                          | 100%   | 0  | 0             |
|   | Poll                          |                   | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             |
|   | Postal Ballot (if applicable) | 2192361           | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             |
| Public Institutions   | Total                         | 2192361           | 2181765                 | 99.52%   | 2181765                      | 0                          | 100%   | 0  | 0             |
|   | E-Voting                      |                   | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             |
|   | Poll                          | 0                 | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             |
| Public Non Institutions   | Postal Ballot (if applicable) | 0                 | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             |
|   | Total                         | 0                 | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             |
|   | E-Voting                      |                   | 245943                  | 23.30%   | 245943                       | 0                          | 100%   | 0  | 0             |
| Total   | Poll                          | 1055539           | 0                       | 0  | 0                            | 0                          | 0  | 0  | 0             |
|   | Postal Ballot (if applicable) |                   | 317517                  | 30.08%   | 203417                       |                            | 64.06%   | 0  | 114100        |
|   | Total                         | 1055539           | 563460                  | 53.38%   | 449360                       | 0                          | 79.75%   | 0  | 114100        |
| Total   |                               | 3247900           | 2745225                 | 84.52%   | 2631125                      | 0                          | 95.84%   | 0  | 114100        |





| Resolution Required: (Ordinary/Special)                                   |                                  |                      |                               | Resolution No. 3: To declare dividend on equity shares for the financial year ended March 31, 2019, at the rate of 10% i.e. Re. 1/- per equity share- <u>Ordinary Resolution</u>   |                                       |                                     |   |   |               |
|---|----------------------------------|----------------------|-------------------------------|--|---------------------------------------|-------------------------------------|---|---|---------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                                  |                      |                               | None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company. |                                       |                                     |   |   |               |
| Category  | Mode of Voting                   | No. of Shares<br>(1) | No. of votes<br>polled<br>(2) | % of Votes<br>Polled on<br>outstanding<br>shares<br>(3)=[(2)/(1)]* 100   | No. of<br>Votes –<br>in favour<br>(4) | No. of<br>Votes –<br>against<br>(5) | % of Votes in<br>favour on votes<br>polled<br>(6)=[(4)/(2)]*100 | % of Votes<br>against<br>on votes<br>polled<br>(7)=[(5)/(2)]* 100 | Votes Invalid |
| Promoter and Promoter Group   | E-Voting                         | 2192361              | 2181765                       | 99.52%   | 2181765                               | 0                                   | 100%  | 0   | 0             |
|   | Poll                             |                      | 0                             | 0  | 0                                     | 0                                   | 0   |   |               |
|   | Postal Ballot<br>(if applicable) |                      | 0                             | 0  | 0                                     | 0                                   | 0   |   |               |
| Public Institutions   | E-Voting                         | 2192361              | 2181765                       | 99.52%   | 2181765                               | 0                                   | 100%  | 0   | 0             |
|   | Poll                             |                      | 0                             | 0  | 0                                     | 0                                   | 0   |   |               |
|   | Postal Ballot<br>(if applicable) |                      | 0                             | 0  | 0                                     | 0                                   | 0   |   |               |
|   | Total                            | 0                    | 0                             | 0  | 0                                     | 0                                   | 0   | 0   | 0             |
| Public Non Institutions   | E-Voting                         | 1055539              | 245943                        | 23.30%   | 245943                                | 0                                   | 100%  | 0   | 0             |
|   | Poll                             |                      | 0                             | 0  | 0                                     | 0                                   | 0   |   |               |
|   | Postal Ballot<br>(if applicable) |                      | 317517                        | 30.08%   | 203417                                |                                     | 64.06%  | 0   | 114100        |
|   | Total                            | 1055539              | 563460                        | 53.38%   | 449360                                | 0                                   | 79.75%  | 0   | 114100        |
| Total   |                                  | 3247900              | 2745225                       | 84.52%   | 2631125                               | 0                                   | 95.84%  | 0   | 114100        |





| Resolution Required: (Ordinary/Special)                                   |                               |                   |                         | Resolution No. 4: To consider appointment of a Director in place of Mr. Harish Nisar (DIN: 02716666), who retires by rotation and, being eligible, offers himself for reappointment-<br><u>Ordinary Resolution</u>        |                              |                            |   |   |               |
|---|-------------------------------|-------------------|-------------------------|---|------------------------------|----------------------------|---|---|---------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                   |                         | Except Mr. Harish Nisar (DIN: 02716666), none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. |                              |                            |   |   |               |
| Category  | Mode of Voting                | No. of Shares (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100   | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)] *100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 | Votes Invalid |
| Promoter and Promoter Group   | E-Voting                      | 2192361           | 2181765                 | 99.52%  | 1870981                      | 0                          | 85.76%  | 0   | 310784        |
|   | Poll                          |                   | 0                       | 0   | 0                            | 0                          | 0   |   |               |
|   | Postal Ballot (if applicable) |                   | 0                       | 0   | 0                            | 0                          | 0   |   |               |
|   | Total                         | 2192361           | 2181765                 | 99.52%  | 1870981                      | 0                          | 85.76%  | 0   | 310784        |
| Public Institutions   | E-Voting                      | 0                 | 0                       | 0   | 0                            | 0                          | 0   | 0   | 0             |
|   | Poll                          |                   | 0                       | 0   | 0                            | 0                          | 0   | 0   |               |
|   | Postal Ballot (if applicable) |                   | 0                       | 0   | 0                            | 0                          | 0   | 0   |               |
|   | Total                         | 0                 | 0                       | 0   | 0                            | 0                          | 0   | 0   | 0             |
| Public Non Institutions   | E-Voting                      | 1055539           | 245943                  | 23.30%  | 245943                       | 0                          | 100%  | 0   | 0             |
|   | Poll                          |                   | 0                       | 0   | 0                            | 0                          | 0   | 0   |               |
|   | Postal Ballot (if applicable) |                   | 317517                  | 30.08%  | 203417                       | 0                          | 64.06%  | 0   | 114100        |
| Total   | Total                         | 1055539           | 563460                  | 53.38%  | 449360                       | 0                          | 79.75%  | 0   | 114100        |
|   |                               | 3247900           | 2745225                 | 84.52%  | 2320341                      | 0                          | 84.52%  | 0   | 424884        |

**Notes:**

1. As holder of 114100 equity shares have casted their votes by both (e-voting and ballot), votes casted through ballot papers are considered invalid.
2. As holder of 310784 equity shares is one of the interested parties to the resolution 4, said votes are considered invalid for respective resolution.

For HIYA RATHI & ASSOCIATES

PROPRIETOR

