



B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

Report of Scrutinizer

[Pursuant to sections 108 and 109 of the Companies Act, 2013 and Rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Deepak Chheda

Chairman

25th Annual General Meeting of the Members of **Rodium Realty Limited** held on Friday, September 28, 2018 at 09:00 a.m. at G-3/ 103 Morya Landmark No. 01, Off Link Road, Andheri (West), Mumbai 400053, Maharashtra, India.

Dear Sir,

I, Bhavesh Desai, proprietor of B. Desai & Associates, a Practising Company Secretary in whole-time practice, appointed as the Scrutinizer for the purpose of scrutinizing the e-voting process together with the voting through polling paper (ballot paper) in physical mode at the Poll held at the Annual General Meeting of the Members of **Rodium Realty Limited** held on Friday, September 28, 2018 at 09:00 a.m. at G-3/ 103 Morya Landmark No. 01, Off Link Road, Andheri (West), Mumbai 400053, Maharashtra, India, submit my report as under on the resolutions set out in the notice to the Annual General Meeting of the Members of the Company.

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 Members 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 Members of the Company, based on the reports generated from the e-voting system provided by Central Depositories Services Limited (CDSL), the authorized agency to provide e-voting facilities.
2. Further to the above, I submit my report as under:
 - (i) The voting period for e-voting remained open from Tuesday, September 25, 2018 (09:00 a.m. IST) to Thursday, September 27, 2018 (05.00 p.m. IST).
 - (ii) The Company has also provided facility for voting by Polling Paper (ballot paper) to the members attending the meeting, who have not cast their vote by remote e-voting.
 - (iii) The members of the Company as on the "Cut off" date i.e. Friday, September 21, 2018 were entitled to vote on the resolution as set out in the Notice of the Annual General Meeting of the members of the Company.
 - (iv) The Votes cast were noted and confirmed on Friday, September 28, 2018 in the presence of two witnesses, Mr. Yash Turakhia and Ms. Bhavi Solanki who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



407, Sanjay Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067
Email id: bndesai4u@gmail.com



B. DESAI & ASSOCIATES

B.COM. LLB. FCS

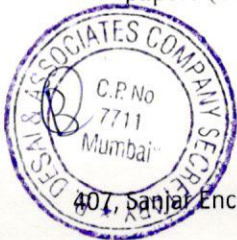
PRACTISING COMPANY SECRETARY

Name of the Witness	Signature
Mr. Yash Turakhiya	
Ms. Bhavi Solanki	

- (v) Thereafter, the details containing inter alia, list of Equity Shareholders, who voted “for”, “against” each of the resolutions that were put to vote, were generated from the e-voting website of Central Depositories Services Limited (CDSL) i.e. <https://www.evotingindia.com> and based on such report generated and along with that of Poll Papers, the result of the e-voting process and polling process 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.	Ordinary Resolution: Receive, consider and adopt the Audited Financial Statements of the Company (both Standalone and Consolidated financial statements) for the financial year ended on March 31, 2018, together with the Reports of the Directors and Auditors thereon.	E-Voting	2420494	99.99%	1	0.01%	2420495
		Polling Paper/ Ballot Paper	234992	100%	0	0%	234992
		Total	2655486	99.99%	1	0.01%	2655487

*As 45046 holder of equity shares have casted their votes by both the modes, i.e. through e- voting and polling papers (ballot papers), votes casted through polling papers (ballot papers) are treated as invalid



407, Sanjay Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067
Email id: bndesai4u@gmail.com



B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

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.	Ordinary Resolution: Declare dividend on Preference Shares for the Financial Year ended on March 31, 2018, at the rate of 9% i.e. 0.90/- per preference share.	E-Voting	2420494	99.99%	1	0.01%	2420495
		Polling Paper/Ballot Paper	234992	100%	0	0%	234992
		Total	2655486	99.99%	1	0.01%	2655487

*As 45046 holder of equity shares have casted their votes by both the modes, i.e. through e- voting and polling papers (ballot papers), votes casted through polling papers (ballot papers) are treated as invalid



407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067

Email id: bndesai4u@gmail.com



B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	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.	Ordinary Resolution: Declare dividend on Equity Shares for the Financial Year ended on March 31, 2018, at the rate of 8%, i.e. 0.8/- per equity share.	E-Voting	2420494	99.99%	1	0.01%	2420495
		Polling Paper/Ballot Paper	234992	100%	0	0	234992
		Total	2655486	99.99%	1	0.01%	2655487

*As 45046 holder of equity shares have casted their votes by both the modes, i.e. through e- voting and polling papers (ballot papers), votes casted through polling papers (ballot papers) are treated as invalid.





B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	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 Resolution: Appointment of a Director in place of Mr. Rohit Dedhia (DIN: 02716686), who retires by rotation and being eligible, offers himself for re-appointment.	E-Voting	2101028	99.99%	1	0.01%	2101029
		Polling Paper/Ballot Paper	234992	100%	0	0%	234992
		Total	2336020	99.99%	1	0.01%	2336021

*As 45046 holder of equity shares have casted their votes by both the modes, i.e. through e- voting and polling papers (ballot papers), votes casted through polling papers (ballot papers) are treated as invalid



407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067

Email id: bndesai4u@gmail.com



B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	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
5.	Special Resolution: Re-appointment of Mr. Deepak Chheda (DIN: 00419447) as the Chairman and Managing Director of the Company for the period of three years	E-Voting	1456708	99.99%	1	0.01%	1456709
		Polling Paper/Ballot Paper	234992	100%	0	0	234992
		Total	1691700	100%	1	0.01%	1691701

*As 45396 holder of equity shares have casted their votes by both the modes, i.e. through e- voting and polling papers (ballot papers), votes casted through polling papers (ballot papers) are treated as invalid





B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	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
6.	Special Resolution: Re-appointment of Mr. Harish Nisar (DIN 02716666) as Whole-Time Director of the Company period of three years	E-Voting	2100164	99.99%	1	0.01%	2100165
		Polling Paper/Ballot Paper	234992	100%	0	0%	234992
		Total	2335156	99.99%	1	0.01%	2335157

*As 45046 holder of equity shares have casted their votes by both the modes, i.e. through e- voting and polling papers (ballot papers), votes casted through polling papers (ballot papers) are treated as invalid





B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	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
7.	Special Resolution: Re-appointment of Mr. Rohit Dedhia (DIN: 02716686) as Whole-Time Director of the Company for the period of three years	E-Voting	2101028	99.99%	1	0.01%	2101029
		Polling Paper/Ballot Paper	234992	100%	0	0%	234992
		Total	2336020	99.99%	1	0.01%	2336021

*As 45046 holder of equity shares have casted their votes by both the modes, i.e. through e- voting and polling papers (ballot papers), votes casted through polling papers (ballot papers) are treated as invalid



407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067

Email id: bndesai4u@gmail.com



B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	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
8.	<u>Special Resolution:</u> Re-appointment of Mr. Shailesh Shah (DIN: 01230174) as Whole-Time Director of the Company for the period of three years	E-Voting	1831973	99.99%	1	0.01%	1831974
		Polling Paper/Ballot Paper	234992	100%	0	0%	234992
		Total	2066965	99.99%	1	0.01%	2066966

*As 45046 holder of equity shares have casted their votes by both the modes, i.e. through e- voting and polling papers (ballot papers), votes casted through polling papers (ballot papers) are treated as invalid



407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067

Email id: bndesai4u@gmail.com



B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	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
9.	Special Resolution: Re-appointment of Ms. Tejal Mehta (DIN 01896772) as a Women Independent Director of the Company for a second term of five consecutive years.	E-Voting	2420494	99.99%	1	0.01%	2420495
		Polling Paper/Ballot Paper	234992	100%	0	0%	234992
		Total	2655486	99.99%	1	0.01%	2655487

*As 45046 holder of equity shares have casted their votes by both the modes, i.e. through e- voting and polling papers (ballot papers), votes casted through polling papers (ballot papers) are treated as invalid



407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067

Email id: bn-desai4u@gmail.com



B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	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
10.	Special Resolution: Re-appointment of Mr. Sudhir Mehta (DIN: 03187758) as a Independent Director of the Company for a second term of five consecutive years	E-Voting	2420494	99.99%	1	0.01%	2420495
		Polling Paper/Ballot Paper	234992	100%	0	0%	234992
		Total	2655486	99.99%	1	0.01%	2655487

*As 45046 holder of equity shares have casted their votes by both the modes, i.e. through e- voting and polling papers (ballot papers), votes casted through polling papers (ballot papers) are treated as invalid





B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	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
11.	Special Resolution: Re-appointment of Mr. Yogesh Shah (DIN: 02774568) as a Independent Director of the Company for a second term of five consecutive years	E-Voting	2420494	99.99%	1	0.01%	2420495
		Polling Paper/Ballot Paper	234992	100%	0	0.0%	234992
		Total	2655486	99.99%	1	0.01%	2655487

*As 45046 holder of equity shares have casted their votes by both the modes, i.e. through e- voting and polling papers (ballot papers), votes casted through polling papers (ballot papers) are treated as invalid



407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067

Email id: bndesai4u@gmail.com



B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	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
12.	Special Resolution: Re-appointment of Mr. Vatsal Jayantilal Shah (DIN: 01839985) as a Independent Director of the Company for a second term of five consecutive years	E-Voting	2420494	99.99%	1	0.01%	2420495
		Polling Paper/B allot Paper	234892	100%	0	0%	234892
		Total	2655386	99.99%	1	0.01%	2655387

*As 45146 holder of equity shares have casted their votes by both the modes, i.e. through e- voting and polling papers (ballot papers), votes casted through polling papers (ballot papers) are treated as invalid

- The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid at and kept separately.
- The members who have casted their votes by both the modes, i.e. through e- voting and polling papers (ballot papers), votes casted through polling papers (ballot papers) are treated as invalid.
- 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.



407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067

Email id: bndesai4u@gmail.com



B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

6. I have also appended format of voting result under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in "Annexure A" to this report.

Thanking you

Yours faithfully,

For B. Desai and Associates

Practising Company Secretary

Bhavesh Desai
C.P.No.7711



Date: 29/09/2018
Place: Mumbai