



## B. DESAI & ASSOCIATES

B.COM. LLB. ACS  
PRACTISING COMPANY SECRETARY

### Scrutinizer's Report

[Pursuant to section 108 and other applicable provisions of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To

**The Chairman**

23<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of Rodium Realty Limited held on Tuesday, September 27, 2016 at 9.00 AM at Ground Floor, X' Trium, C.T.S. No. 291, Andheri – Kurla Road, Near Holy Family Church, Andheri (East), Mumbai – 400069.

Dear Sir,

1. I, Bhavesh Desai, a Company Secretary in Whole Time Practice, have been appointed by the Board of Directors of the Company as a Scrutinizer for the purpose of scrutinizing the e-voting process along with the physical votes received from the shareholders in the form of ballots papers and to ascertain the requisite majority thereof as per the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the Resolutions set out in the Notice to the 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means and postal ballot on the resolutions set out in the Notice to the 23<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer is restricted to make the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, 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 and physical votes received in form of postal ballot from the shareholders of the Company.
3. Further to the above, I submit my report as under:-
  - (i) The e-voting period remained open from Saturday, September 24, 2016 at 9.00 AM and ended on Monday, September 26, 2016, at 5.00 PM.
  - (ii) The members of the Company as on the "Cut off" date i.e. Tuesday, September 20, 2016 were entitled to vote on the resolutions (Items No. 1 to 6 as set out in the Notice of the 23<sup>rd</sup> AGM of the members of the Company).
  - (iii) The Votes cast were noted and confirmed on September 27, 2016 in the presence of two witnesses Mr. Mayank Manek and Ms. Karishma Bhati, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Add: 407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road Kandivali (West)

Mumbai City MH 400067 IN



Email Id: [bndesai4u@gmail.com](mailto:bndesai4u@gmail.com)





## B. DESAI & ASSOCIATES

B.COM. LLB. ACS  
PRACTISING COMPANY SECRETARY

Name of the Witness	Signature
Mr. Mayank Manek	
Ms. Karishma Bhati	

- (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 Depositories Services Limited (CDSL) i.e. <https://www.evotingindia.com/> and based on such report generated, together with the votes received in the form of Ballot Papers, the results were as under:-

Item / No. of the Notice	Type of Resolution: Subject Matter	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.	<u>Ordinary Resolution:</u> To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016 together with the reports of the Board of the Directors and Auditors.					
	<b>E VOTING</b>	2340321	89.06	-	89.06	2340321
	<b>BALLOT PAPERS</b>	287379	10.94	-	10.94	287379
	<b>TOTAL</b>	<b>2627700</b>	<b>100%</b>	<b>-</b>	<b>100%</b>	<b>2627700</b>
2.	<u>Ordinary Resolution:</u> To confirm the interim dividend paid on preference shares at the rate of 9% p.a. (Rs.0.90/- per preference share) as final dividend for the Financial year ended March 31,2016					

Add: 407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road Kandivali (West)  
Mumbai City MH 400067 IN  
Email Id: [bndesai4u@gmail.com](mailto:bndesai4u@gmail.com)





## B. DESAI & ASSOCIATES

B.COM. LLB. ACS

PRACTISING COMPANY SECRETARY

	<b>E VOTING</b>	2340321	89.06	-	89.06	2340321
	<b>BALLOT PAPERS</b>	287379	10.94	-	10.94	287379
	<b>TOTAL</b>	<b>2627700</b>	<b>100%</b>	<b>-</b>	<b>100%</b>	<b>2627700</b>
3.	<u>Ordinary Resolution:</u> To declare dividend on equity shares for the financial year ended March 31, 2016 at the rate of 8% (Rs.0.80/- per equity shares)					
	<b>E VOTING</b>	2340321	89.06	-	89.06	2340321
	<b>BALLOT PAPERS</b>	287379	10.94	-	10.94	287379
	<b>TOTAL</b>	<b>2627700</b>	<b>100%</b>	<b>-</b>	<b>100%</b>	<b>2627700</b>
4.	<u>Ordinary Resolution:</u> Appointment of a Director in place Mr. Shailesh Shah (DIN: 01230174), who retires by rotation and, being eligible, offered himself for reappointment					
	<b>E VOTING</b>	1751800	85.91	-	85.91	1751800
	<b>BALLOT PAPERS</b>	287379	14.09	-	14.09	287379
	<b>TOTAL</b>	<b>2039179</b>	<b>100%</b>	<b>-</b>	<b>100%</b>	<b>2039179</b>
5.	<u>Ordinary Resolution:</u> To ratify the appointment of statutory Auditor of the Company					
	<b>E VOTING</b>	2340321	89.06	-	89.06	2340321
	<b>BALLOT PAPERS</b>	287379	10.94	-	10.94	287379
	<b>TOTAL</b>	<b>2627700</b>	<b>100%</b>	<b>-</b>	<b>100%</b>	<b>2627700</b>

*B. Desai*

Add: 407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road Kandivali (West)

Mumbai City MH 400067 IN

Email Id: [bndesai4u@gmail.com](mailto:bndesai4u@gmail.com)



## B. DESAI & ASSOCIATES

B.COM. LLB. ACS  
PRACTISING COMPANY SECRETARY

6.	<u>Special Resolution:</u> To pass a resolution pursuant to section 20 of Companies Act, 2013 pertaining to Services of Documents to Shareholders.					
	<b>E VOTING</b>	2340321	89.06	-	89.06	2340321
	<b>BALLOT PAPERS</b>	287379	10.94	-	10.94	287379
	<b>TOTAL</b>	<b>2627700</b>	<b>100%</b>	<b>-</b>	<b>100%</b>	<b>2627700</b>

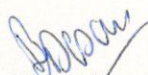
(v) There are 5(Five) invalid votes casted against aforesaid resolutions item Sr. No. 1 to 6.

*"Based on the foregoing report, the Resolution no. (s) 1 to 6 shall be deemed to have been duly passed with the requisite majority."*

Thanking you

Yours faithfully,

For B. Desai and Associates  
Practising Company Secretary

  
Bhavesh Desai  
C. P.No. 7711



Date : September 28, 2016  
Place : Mumbai

Add: 407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road Kandivali (West)

Mumbai City MH 400067 IN

Email Id: [bndesai4u@gmail.com](mailto:bndesai4u@gmail.com)