



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

22nd Annual General Meeting (AGM) of the Equity Shareholders of Rodium Realty Limited held on Saturday, September 26, 2015 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,

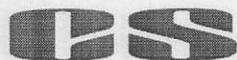
1. I, Bhavesh Desai, a Company Secretary in Whole Time Practice, have been appointed by the Board of Directors of the Company as a Scrutinizer for the purpose of scrutinizing the e-voting process along with the physical votes received from the shareholders in the form of ballots papers and to ascertain 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 22nd 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 22nd 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 Wednesday, September 23, 2015 at 9.00 AM and ended on Friday, September 25, 2015, at 5.00 PM.
 - (ii) The members of the Company as on the "Cut off" date i.e. Sunday, September 19, 2015 were entitled to vote on the resolutions (Items No. 1 to 10 as set out in the Notice of the 22nd AGM of the members of the Company).
 - (iii) The Votes cast were noted and confirmed on September 26, 2015 in the presence of two witnesses Ms. Puja Shah, and Ms. Jaya Ranga, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

116/118 Kesar Residency CHS Ltd., 1st floor, Above Bhagwati Restaurant, Near Charkop Market, Kandivali (West),

Mumbai 400067

Email id: bndesai4u@gmail.com





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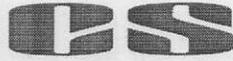
Name of the Witness	Signature
Puja Shah	
Jaya Ranga	

- (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.	Ordinary Resolution: Adoption of Audited Financial Statements for the year ended March 31, 2015					
	E VOTING	2169448	100%	-	-	2169448
	BALLOT PAPERS	194610	100%	-	-	194610
	TOTAL	2364058		-		2364058
2.	Ordinary Resolution: Declaration of Dividend on preference shares for the financial year ended March 31, 2015 at the rate of 9% p.a.					
	E VOTING	2169448	100%	-	-	2169448
	BALLOT PAPERS	194610	100%	-	-	194610

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	TOTAL	2364058		-		2364058
3.	Ordinary Resolution: Declaration of dividend on equity shares at the rate of 8%					
	E VOTING	2169448	100%	-	-	2169448
	BALLOT PAPERS	194610	100%	-	-	194610
	TOTAL	2364058		-		2364058
4.	Ordinary Resolution: Appointment of a Director in place Mr. Rohit Dedhia, who retires by rotation and, being eligible, offered himself for reappointment					
	E VOTING	1850664	100%	-	-	1850664
	BALLOT PAPERS	194610	100%	-	-	194610
	TOTAL	2045274		-		2045274
5.	Ordinary Resolution: Appointment of M/s. M. M. Nissim & Co., Chartered Accountants as Statutory Auditors of the Company and fixation of their remuneration					
	E VOTING	2169448	100%	-	-	2169448
	BALLOT PAPERS	194610	100%	-	-	194610
	TOTAL	2364058		-		2364058



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6.	<u>Special Resolution:</u> Re-appointment of Mr. Deepak Chheda as the Chairman and Managing Director of the Company for a term of 3 (three) years.					
	E VOTING	1239097	100%	-	-	1239097
	BALLOT PAPERS	194610	100%	-	-	194610
	TOTAL	1433707		-		1433707
7.	<u>Special Resolution:</u> Re-appointment of Mr. Harish Nisar as a Whole-time Director of the Company for a period of 3 (three) years.					
	E VOTING	1858664	100%	-	-	1858664
	BALLOT PAPERS	194610	100%	-	-	194610
	TOTAL	2053274		-		2053274
8.	<u>Special Resolution:</u> Re-appointment of Mr. Rohit Dedhia as a Whole-time Director of the Company for a period of 3 (three) years.					
	E VOTING	1850664	100%	-	-	1850664
	BALLOT PAPERS	194610	100%	-	-	194610
	TOTAL	2045274		-		2045274
9.	<u>Special Resolution:</u> Re-appointment of Mr. Shailesh Shah as a					

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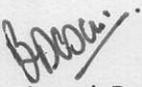
	Whole-time Director of the Company for a period of 3 (three) years.					
	E VOTING	1580927	100%	-	-	1580927
	BALLOT PAPERS	194610	100%	-	-	194610
	TOTAL	1775537		-		1775537
10.	<u>Special Resolution:</u> Adoption of new set of Articles of Association as per Table 'F'					
	E VOTING	2169448	100%	-	-	2169448
	BALLOT PAPERS	194610	100%	-	-	194610
	TOTAL	2364058		-		2364058

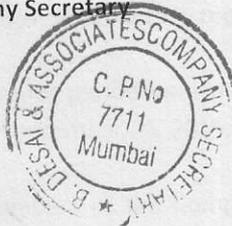
"Based on the foregoing report, the Resolution no. (s) 1 to 10 shall be deemed to have been duly passed with the requisite majority."

Thanking you

Yours faithfully,

For B. Desai and Associates
Practising Company Secretary


Bhavesh Desai
C.P.No. 7711



Date : September 28, 2014
Place : Mumbai

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