

## NOTICE

**NOTICE** is hereby given that the **25<sup>th</sup> Annual General Meeting** of the Members of **RODIUM REALTY LIMITED** will be held on Friday, September 28, 2018 at 9.00 a.m. at G-3/103 Morya Landmark No 01. off, Link Rd, Andheri (West), Mumbai, Maharashtra 400053 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2018, together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Preference shares for the Financial Year ended March 31, 2018, at the rate of 9% i.e., Rs. 0.90/- per preference share.
3. To declare dividend on equity shares for the Financial Year ended March 31, 2018 at the rate of 8% i.e., Rs. 0.80/- per equity share.
4. To consider appointment of a Director in place of Mr. Rohit Dedhia (DIN: 02716686), who retires by rotation and, being eligible, offers himself for reappointment.

### SPECIAL BUSINESS

5. **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, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the 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), the recommendation of Nomination and Remuneration Committee and Board of Directors and subject to such consent, approval, permission as may be required from any statutory authority, consent of the members be and is hereby accorded to reappoint Mr. Deepak Chheda (DIN: 00419447) as the Chairman and Managing Director of the Company, designated as “Chairman & Managing Director”, for a period of 3 (Three) years with effect from November 14, 2018 on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting;

**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.”

**6. 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, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the 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), the recommendation of Nomination and Remuneration Committee and Board of Directors and subject to such consent, approval, permission as may be required from any statutory authority, consent of the members be and is hereby accorded to reappoint Mr. Harish Nisar (DIN: 02716666) as Whole Time Director of the Company, for a period of 3 (Three) years with effect from November 14, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this meeting;

**RESOLVED FURTHER 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 constitutes 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 the Managing Director or 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.”

**7. 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, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the 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), the recommendation of Nomination and Remuneration Committee and Board of Directors and subject to such consent, approval, permission as may be required from any statutory authority, consent of the members be and is hereby accorded to reappoint Mr. Rohit Dedhia (DIN: 02716686) as Whole Time Director of the Company, for a period of 3 (Three) years with effect from November 14, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this meeting;

**RESOLVED FURTHER 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 constitutes 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 the Managing Director, or 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.”

**8. Re-appointment of Mr. Shailesh Shah (DIN: 01230174) 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, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the 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), the recommendation of Nomination and Remuneration Committee and Board of Directors and subject to such consent, approval, permission as may be required from any statutory authority, consent of the members be and is hereby accorded to reappoint Mr. Shailesh Shah (DIN: 01230174) as Whole Time Director of the Company, for a period of 3 (Three) years with effect from November 14, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this meeting;

**RESOLVED FURTHER 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 constitutes 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, as may be acceptable to Mr. Shailesh Shah, 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 Managing Director or Whole-time Director or the Company Secretary or any other officer 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.”

**9. Re-appointment of Ms.Tejal Mehta (DIN 01896772) as a Women Independent Director of the Company for a second term of five consecutive 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms.Tejal Mehta (DIN 01896772), who was appointed as an Independent Director in the annual general meeting held on September 27, 2014 for the term of five years up to March 31, 2019 and who has submitted the declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years upto March 31, 2024 on the Board of the Company.”

**FURTHER RESOLVED THAT** the Board of Directors and /or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**10. Re-appointment of Mr. Sudhir Mehta (DIN: 03187758) as a Independent Director of the Company for a second term of five consecutive 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sudhir Mehta (DIN: 03187758), who was appointed as an Independent Director in the annual general meeting held on September 27, 2014 for the term of five years up to March 31, 2019 and who has submitted the declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years upto March 31, 2024 on the Board of the Company.”

**FURTHER RESOLVED THAT** the Board of Directors and /or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**11. Re-appointment of Mr. Yogesh Shah (DIN: 02774568) as a Independent Director of the Company for a second term of five consecutive 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Yogesh Shah (DIN: 02774568), who was appointed as an Independent Director in the annual general meeting held on September 27, 2014 for the term of five years up to March 31, 2019 and who has submitted the declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years upto March 31, 2024 on the Board of the Company.”

**FURTHER RESOLVED THAT** the Board of Directors and /or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this



resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**12. Re-appointment of Mr. Vatsal Jayantilal Shah (DIN: 01839985) as a Independent Director of the Company for a second term of five consecutive 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vatsal Jayantilal Shah (DIN: 01839985), who was appointed as an Independent Director in the annual general meeting held on September 27, 2014 for the term of five years up to March 31, 2019 and who has submitted the declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years upto March 31, 2024 on the Board of the Company.”

**FURTHER RESOLVED THAT** the Board of Directors and /or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Date: August 13, 2018  
Place: Mumbai

*Registered Office:*  
*Rodium Realty Limited*  
*501, X'Cube, Plot No. 636, Opp. Fun Republic Theatre,*  
*Off Link Road, Andheri (West), Mumbai- 400053*

*Tel: 91 22 4231 0800 Fax: 91 22 42310855*  
*Website: [www.rodium.net](http://www.rodium.net)*  
*Email ID: [cs@rodium.net](mailto:cs@rodium.net)*  
*CIN: L85110MH1993PLC206012*

By order of the Board of Directors  
For **RODIUM REALTY LIMITED**

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



**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms a part of this Notice.
2. Details as required in sub regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting forms integral part of the Notice. The Directors has furnished details as required under this regulation for their re-appointment and also as required under the Companies Act, 2013 and Rules made thereunder.
3. **IN TERMS OF SECTION 105 OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENTS APPOINTING PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE COMPLETE AND DELIVERED AT THE REGISTERED OFFICE OF THE BANK NOT LATER THAN 48 [FORTY-EIGHT] HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
4. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a Member holding more 10%, of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
5. Body Corporate/Corporate Members intending to send their authorized representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting.
6. Members/Proxies/Authorized representatives are requested to bring their attendance slips duly completed and signed mentioning therein details of Members DPID and Client ID/ Folio No.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

- 10.** The Register of Members and Share Transfer Books will remain closed from Saturday, September 22, 2018 till Friday, September 28, 2018 for the purpose of payment of final equity dividend for the financial year ended March 31, 2018 and the AGM.
- 11.** Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on Friday, September 21, 2018. The final dividend is Rs.0.80/- per Equity Share.
- 12.** 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 DP. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Cameo to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Cameo. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Cameo for assistance in this regard. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
- 13.** The Securities and Exchange Board of India (SEBI) 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 the PAN to their DP with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN details to Cameo.
- 14.** Members are requested to address all correspondences, including dividend-related correspondences, to the Registrar and Share Transfer Agents, Cameo Corporate Services Limited Subramanian Building, No.1, Club House Road, Chennai - 600002
- 15.** Pursuant to Section 124 & Section 125 as per Companies Act, 2013 came in to effect on 7th September, 2016 (corresponding to the provisions of Section 205A(5) and 205C of the Companies Act, 1956), the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government.
- 16.** In line with the measures of Green Initiatives, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.



- 17.** The requirement to place the matter relating to appointment of Statutory Auditor for ratification by members at every Annual General Meeting is done away with notification dated May 07, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of re-appointment of Statutory Auditors at this AGM.
- 18.** In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules framed thereunder, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by CDSL. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through the ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

**The instructions for voting electronically are as under:**

- (i) The voting period begins on Tuesday, September 25, 2018 at 9.00 a.m. and ends on Thursday, September 27, 2018 at 5.00 p.m. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on Friday, September 21, 2018, being the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**19.** The relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.

**20.** Equity Dividend recommended by the Board of Directors in its meeting held at May 26, 2018 and if approved by the Members at its Annual General Meeting scheduled on Friday, September 28, 2018 will be payable to those Equity/ Preference Shareholders as appearing in the books on Friday, September 21, 2018. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Friday, October 27, 2018 as per the details furnished by the National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on that date.



21. In terms of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2015, the Notice of 25<sup>th</sup> Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance Slip and Proxy Form is being sent through the electronic mode to the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.

For Members who have not registered their e-mail addresses, physical copies of the Notice of 25<sup>th</sup> Annual General Meeting of the Company, the Annual Report, along with the process of e-voting and the Attendance Slip and Proxy Form is being sent in the permitted mode.

**To support the 'Green Initiative', the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with their Depository Participants/Cameo Corporate Services Limited.**

22. Members may note that the 25<sup>th</sup> Notice of the Annual General Meeting and Annual Report 2018 both are available on the Company's website [www.rodium.net](http://www.rodium.net). The 25<sup>th</sup> notice of Annual General Meeting will also be available on the CDSL website of e-voting [www.evotingindia.com](http://www.evotingindia.com).
23. The Board of Directors has appointed Mr. Bhavesh Desai, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the voting at the meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of CDSL within 2 (two) days of the Annual General Meeting of the Company.
24. To ensure correct identity of the members for the smooth conduct of the Annual General Meeting, each Member and Proxy Holder attending the meeting is expected to bring with him/her an appropriate photo ID document like a PAN Card, Aadhar Card, Driving License, Passport, and Voter ID Card.

Date: August 13, 2018  
Place: Mumbai

*Registered Office:*  
*Rodium Realty Limited*  
*501, X'Cube, Plot No. 636, Opp. Fun Republic Theatre,*  
*Off Link Road, Andheri (West), Mumbai- 400053*  
*Tel: 91 22 4231 0800 Fax: 91 22 42310855*  
*Website: [www.rodium.net](http://www.rodium.net)*  
*Email ID: [cs@rodium.net](mailto:cs@rodium.net)*  
*CIN: L85110MH1993PLC206012*

By order of the Board of Directors  
For **RODIUM REALTY LIMITED**  
Sd/-

**Tulsi Rajput**  
**Company Secretary**  
**A42122**



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS**

### **IN RESPECT OF ITEM NO. 5**

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 26, 2015. Accordingly, his tenure as MD expires on November 13, 2018. The Board of Directors based on the recommendations received from Nomination and Remuneration Committee, at its meeting held on August 13, 2018 has proposed re-appointment Mr. Deepak Chheda (DIN: 00419447) as the Chairman and Managing Director with effect from November 14, 2018 for the further period of three years upto November 13, 2021.

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:

#### **Mr. Deepak Chheda (DIN: 00419447)**

- 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:**

- I. **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.
- II. **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:**

**General Information**

**Nature of Industry: Real Estate**

Expected date of commencement of commercial production: N.A.

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.

Financial performance based on given indicators: N.A.

Foreign investments or collaborations, if any: N.A.

**Information about the Appointee**

**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.

**Past Remuneration:** Rs. 3,40,000/- (Rupees Three Lakh Forty Thousand Only) per month

**Recognition or Awards:** Mr. Chheda has won an award at National Level Low Income Urban Housing Design.

**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.

**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.

His wife is receiving professional fees for providing architectural consultancy services to the Company.

His Son is also appointed as the as head of Business development an received 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.

**Reasons for Loss or Inadequate Profit and Steps taken for improvement, expected increase in productivity and profits in measurable terms**

After several years of losses, the Company started generating net profits since 2009-10 (with the exception of 2012-13). The Company's residential project at Kandivali, Mumbai is nearing completion and the Company has already progressed with work on its project at Matunga, Mumbai.

The Company is also planning to launch its X'meadows Project in the current financial year, subject to availability of regulatory approvals. Based on the above, the Company is anticipated to enhance its profitability prospects in the coming years.

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, none of the other Directors or Key Managerial Personnel 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. 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 26, 2015. Accordingly, his tenure as WTD expires on November 13, 2018. The Board of Directors based on the



recommendations received from Nomination and Remuneration Committee, at its meeting held on August 13, 2018 has proposed re-appointment Mr. Harish Nisar as WTD with effect from November 14, 2018 for the further period of three years upto November 13, 2021.

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:

**Mr. Harish Nisar** (DIN: 02716666)

- 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:**

- I. **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.
- II. **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:

### **General Information**

#### **Nature of Industry: Real Estate**

Expected date of commencement of commercial production: N.A.

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.

Financial performance based on given indicators: N.A.

Foreign investments or collaborations, if any: N.A.

#### **Information about the Appointee**

**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 32 years of experience in manufacturing and business for industrial safety products and over 20 years of experience in redevelopment of properties.

**Past Remuneration:** Rs. 2,20,000/- (Rupees Two Lakh Twenty Thousand Only) per month

**Recognition or Awards:** None

**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.

**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.

Mr. Nisar is drawing monthly remuneration from the Company and his son is drawing remuneration from the Company in his capacity as CFO of the Company. Mr. Harish Nisar also receives rent from the Company being the co-owner of the office space being used by the Company.



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**Reasons for Loss or Inadequate Profit and Steps taken for improvement, expected increase in productivity and profits in measurable terms**

After several years of losses, the Company started generating net profits since 2009-10 (with the exception of 2012-13). The Company's residential project at Kandivali, Mumbai is nearing completion and the Company has already progressed with work on its project at Matunga, Mumbai.

The Company is also planning to launch its X'meadows Project in the current financial year, subject to availability of regulatory approvals. Based on the above, the Company is anticipated to enhance its profitability prospects in the coming years.

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 Mr. Harish Nisar (WTD) and Mr. Mehul Nisar (CFO) none of the other Directors or Key Managerial Personnel 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.

**IN RESPECT OF ITEM NO. 7**

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 26, 2015. Accordingly, his tenure as WTD expires on November 13, 2018. The Board of Directors based on the recommendations received from Nomination and Remuneration Committee, at its meeting held on August 13, 2018 has proposed re-appointment Mr. Rohit Dedhia as WTD with effect from November 14, 2018 for the further period of three years upto November 13, 2021.

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:

**Mr. Rohit Dedhia** (DIN: 02716686)

- 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:**

- I. **Basic Salary:** There will be no increase in the current remuneration of the director i.e. 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.
- II. **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 is provided below:**

**General Information**

**Nature of Industry: Real Estate**

Expected date of commencement of commercial production: N.A.

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.

Financial performance based on given indicators: N.A.

Foreign investments or collaborations, if any: N.A.

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### **Information about the appointee**

**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 21 years of experience in financial management services.

**Past Remuneration:** Rs. 2,10,000/- (Rupees Two Lakh Ten Thousand Only) per month

**Recognition or Awards:** None

**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.

**Remuneration Proposed:** Will be same as current remuneration 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.

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 March 2018. His father receives rent from the Company being the co-owner of the office space used by the Company as its registered office.

### **Reasons for Loss or Inadequate Profit and Steps taken for improvement, expected increase in productivity and profits in measurable terms**

After several years of losses, the Company started generating net profits since 2009-10 (with the exception of 2012-13). The Company's residential project at Kandivali, Mumbai is nearing completion and the Company has already progressed with work on its project at Matunga, Mumbai.

The Company is also planning to launch its X'meadows Project in the current financial year, subject to availability of regulatory approvals. Based on the above, the Company is anticipated to enhance its profitability prospects in the coming years.

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 Mr.Rohit Dedhia (WTD) none of the other Directors or Key Managerial Personnel is interested in the above mentioned resolution.

The Board of Directors recommends the Special Resolution set out in Item No.7 for approval of the Members.



## IN RESPECT OF ITEM NO. 8

Mr. Shailesh Shah (DIN:01230174), 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. Shailesh Shah 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 26, 2015. Accordingly, his tenure as WTD expires on November 13, 2018. The Board of Directors based on the recommendations received from Nomination and Remuneration Committee, at its meeting held on August 13, 2018 has proposed re-appointment Mr. Shailesh Shah as WTD with effect from November 14, 2018 for the further period of three years upto November 13, 2021.

Further, upon the recommendation of the Nomination and Remuneration Committee the terms and conditions of appointment including remuneration of Mr. Shailesh Shah 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. Shailesh Shah 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 for the appointment including remuneration of Mr. Shailesh Shah are stated as under:

### **Mr. Shailesh Shah** (DIN: 01230174)

- i) The appointment of Mr. Shailesh Shah 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. Shailesh Shah 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. Shailesh Shah shall be entitled to remuneration as under:**

- I. **Basic Salary:** There will be no increase in the current remuneration of the director Rs. 50,000/- (Rupees Fifty 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.

## II. 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. Shailesh Shah in connection with the Company's business.

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

### General Information

#### Nature of Industry: Real Estate

Expected date of commencement of commercial production: N.A.

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.

Financial performance based on given indicators: N.A.

Foreign investments or collaborations, if any: N.A.

#### Information about the appointee

**Background details:** Mr. Shailesh Shah is a Whole-Time Director. He is a Commerce Graduate from Mumbai University and an associate member of Institute of Chartered Accountants of India. He has more than 20 years of experience as Chartered Accountant. He has also diversified into real estate projects. He is a member of the Clothing Manufacturers Association of India.

**Past Remuneration:** Rs. 50,000/- (Rupees Fifty Thousand Only) per month

**Recognition or Awards:** None

**Job Profile and his suitability:** He is looking after and overall in charge of finance department in the Company. He also plays an important role in policy implementation and liaising with banks and financial institutions for obtaining funds. His job profile is in line with his qualification and his expertise based on his past experience.

**Remuneration Proposed:** Will be same as current remuneration Rs. 50,000/- (Rupees Fifty Thousand Only) per month which is in line with the industry standard and present size of the Company.

Mr. Shah is only drawing monthly remuneration from the Company.

**Reasons for Loss or Inadequate Profit and Steps taken for improvement, expected increase in productivity and profits in measurable terms**

After several years of losses, the Company started generating net profits since 2009-10 (with the exception of 2012-13). The Company's residential project at Kandivali, Mumbai is nearing completion and the Company has already progressed with work on its project at Matunga, Mumbai.

The Company is also planning to launch its X'meadows Project in the current financial year, subject to availability of regulatory approvals. Based on the above, the Company is anticipated to enhance its profitability prospects in the coming years.

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 the Mr. Shailesh Shah (WTD) none of the other Directors or Key Managerial Personnel is interested in the above mentioned resolution.

The Board of Directors recommends the Special Resolution set out in Item No.8 for approval of the Members.

**IN RESPECT OF ITEM NO. 9**

Ms. Tejal Mehta, was appointed as the Independent Director of the Company in the annual general meeting held on September 27, 2014 for the term of five years and who holds office of Independent Director up to March 31, 2019, pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of Listing Agreement.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment on passing a Special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI Regulations, Ms. Tejal Mehta, being eligible for reappointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed for the second term as an Independent Director for a term of five consecutive years w.e.f March 31, 2019 upto March 31, 2024.

Ms. Tejal Mehta does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Ms. Tejal Mehta fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her re-appointment as an Independent Director of the Company and is independent of the management.



Copy of the draft letter for appointment of Ms. Tejal Mehta as an Independent Director setting out terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Tejal Mehta as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Ms. Tejal Mehta as an Independent Director for another term of five consecutive year's w.e.f March 31, 2019 upto March 31, 2024, for the approval by the Members of the Company.

Except Ms. Tejal Mehta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice of the AGM. Ms. Tejal Mehta is not related to any Director of the Company.

The Brief Profile and further details of Ms. Tejal Mehta, as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India and SEBI Regulations pertaining to the reappointment of Ms. Tejal Mehta has been Annexed to this notice.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **IN RESPECT OF ITEM NO. 10**

Mr. Sudhir Mehta, was appointed as the Independent Director of the Company in the annual general meeting held on September 27, 2014 for the term of five years and who holds office of Independent Director up to March 31, 2019, pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of Listing Agreement.

As per Section 149(10) of the Companies Act, 2013 and an Independent Director shall be eligible for re-appointment on passing a Special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

As per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, No listed entity Company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect. Mr. Sudhir Mehta has attained the age of seventy-five years, and since Mr. Sudhir Mehta has the rich experience of more than 50 years in the field of Taxation. He is the member of the Bombay Bar Association, The Chamber of Income Tax Consultants, All India Federation of Tax Practitioners and past secretary of Income Tax Appellate Tribunal, and has served the company for past 8 years and has earned a good performance evaluation report, hence the board recommends the re-appointment of Mr. Sudhir Mehta, for the approval by the Members of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI Regulations, Mr. Sudhir Mehta, being eligible for reappointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed for the second term as an Independent Director for a term of five consecutive years w.e.f March 31, 2019 upto March 31, 2024.

Mr. Sudhir Mehta does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Sudhir Mehta fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Sudhir Mehta as an Independent Director setting out terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sudhir Mehta as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Sudhir Mehta as an Independent Director for another term of five consecutive year's w.e.f March 31, 2019 upto March 31, 2024, for the approval by the Members of the Company.

Except Mr. Sudhir Mehta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.10 of the accompanying Notice of the AGM. Mr. Sudhir Mehta is not related to any Director of the Company.

The Brief Profile and further details of Mr. Sudhir Mehta, as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India and SEBI Regulations pertaining to the reappointment of Mr. Sudhir Mehta has been Annexed to this notice.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **IN RESPECT OF ITEM NO. 11**

Mr. Yogesh Shah, was appointed as the Independent Director of the Company in the annual general meeting held on September 27, 2014 for the term of five years and who holds office of Independent Director up to March 31, 2019, pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013

read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of Listing Agreement.

As per Section 149(10) of the Companies Act, 2013 and an Independent Director shall be eligible for re-appointment on passing a Special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI Regulations, Mr. Yogesh Shah, being eligible for reappointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed for the second term as an Independent Director for a term of five consecutive years w.e.f March 31, 2019 upto March 31, 2024.

Mr. Yogesh Shah does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Yogesh Shah fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Yogesh Shah as an Independent Director setting out terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Yogesh Shah as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Yogesh Shah as an Independent Director for another term of five consecutive year's w.e.f March 31, 2019 upto March 31, 2024, for the approval by the Members of the Company.

Except Mr. Yogesh Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.11 of the accompanying Notice of the AGM. Mr. Yogesh Shah is not related to any Director of the Company.

The Brief Profile and further details of Mr. Yogesh Shah, as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India and SEBI Regulations pertaining to the reappointment of Mr. Yogesh Shah has been Annexed to this notice.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



## **IN RESPECT OF ITEM NO. 12**

Mr. Vatsal Jayantilal Shah, was appointed as the Independent Director of the Company in the annual general meeting held on September 27, 2014 for the term of five years and who holds office of Independent Director up to March 31, 2019, pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of Listing Agreement.

As per Section 149(10) of the Companies Act, 2013 and an Independent Director shall be eligible for re-appointment on passing a Special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI Regulations, Mr. Vatsal Jayantilal Shah, being eligible for reappointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed for the second term as an Independent Director for a term of five consecutive years w.e.f March 31, 2019 upto March 31, 2024.

Mr. Vatsal Jayantilal Shah does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Vatsal Jayantilal Shah fulfils the conditions specified under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Vatsal Jayantilal Shah as an Independent Director setting out terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vatsal Jayantilal Shah as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. Vatsal Jayantilal Shah as an Independent Director for another term of five consecutive year's w.e.f March 31, 2019 upto March 31, 2024, for the approval by the Members of the Company.

Except Mr. Vatsal Jayantilal Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.12 of the accompanying Notice of the AGM. Mr. Vatsal Jayantilal Shah is not related to any Director of the Company.

The Brief Profile and further details of Mr. Vatsal Jayantilal Shah, as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India and SEBI Regulations pertaining to the reappointment of Mr. Vatsal Jayantilal Shah has been Annexed to this notice.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By order of the Board of Directors  
For **RODIUM REALTY LIMITED**  
Sd/-  
**Tulsi Rajput**  
Company Secretary  
**A42122**

Date: August 13, 2018

Place: Mumbai

*Registered Office:*

*Rodium Realty Limited*

*501, X'Cube, Plot No. 636, Opp. Fun Republic Theatre,  
Off Link Road, Andheri (West), Mumbai- 400053*

*Tel: 91 22 4231 0800 Fax: 91 22 42310855*

*Website: [www.rodium.net](http://www.rodium.net)*

*Email ID: [cs@rodium.net](mailto:cs@rodium.net)*

*CIN: L85110MH1993PLC206012*



### Details of Directors seeking appointment/re-appointment at the Annual General Meeting

Particulars	Mr. Deepak Chheda	Mr. Harish Nisar	Mr. Rohit Dedhia	Mr. Shailesh Shah	Ms. Tejal Daftary	Mr. Sudhir Mehta	Mr. Yogesh Shah	Mr. Vatsal Shah
Director Identification Number	00419447	02716666	02716686	1230174	01896772	03187758	02774568	01839985
Date of Birth (Age)	02/047/1964	22/09/1954	13/05/1964	10/02/1967	21/06/1985	21/07/1936	14/10/1961	16/09/1965
Nationality	Indian	Indian	Indian	Indian	Indian	Indian	Indian	Indian
Date of Appointment on Board	14/11/2009	14/11/2009	14/11/2009	14/11/2009	13/08/2014	12/08/2010	04/08/2009	04/08/2009
Shareholding in the Company	952059 Eq.Sh	320330 Eq. Sh	319466 Eq. Sh	588,521 Eq. Sh	Nil	Nil	Nil	Nil
Qualification	Master of Architecture from California Polytechnic, State University	B.Sc	B.Com.	B.Com., C.A.	B.M.M.	B.Com, L.L.B.	Chartered Accountant	B.Com, L.L.B.
***Expertise in Specific functional area	Having 32 Years of experience in Architecture and Real Estate Development	Having 20 years of experience in redevelopment of properties.	Having 21 years of experience in project execution, operation and financial management services.	Having 20 years of experience in financial management, marketing and promotion in real estate sector.	Having more than 12 years of experience in field of Public Relation related activities.	Having more than 60 years of experience in the field of Taxation.	Having more than 33 years of experience in the field of Accounting Laws, Taxation and Finance.	Having more than 25 years of experience in the field of Civil and Company Law matters.
Number of Meetings	5	6	6	5	5	3	6	4
Directorship held in other Companies*	3	3	1	1	1	1	Nil	Nil
Chairmanship/ Membership of Committees in other Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	2

\*Directorships mentioned above exclude the directorships held in Rodium Realty Limited.

\*\*Memberships in various committees mentioned above exclude the memberships held in private companies and in Rodium Realty Limited.

\*\*\* Please refer to the Directors Profile Section in this Annual Report for detailed profile.

Note: i. The Directorship held in other company's details is as on May 26 2018

ii. The re-appointment of all the Independent Directors has been approved and recommended by the Board base on the evaluation of their performance.

**PROXY FORM- MGT-11**

**(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

Name of the Member:			
Registered address:			
Email Id:		Regd. Folio No./Client ID*	
No . of Shares held		DP ID	

(\*Applicable for members holding shares in electronic form )

I/We \_\_\_\_\_ being a Member of RODIUM REALTY LIMITED, hereby appoint

a) Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email id: \_\_\_\_\_ Signature: \_\_\_\_\_

OR failing him/her

b) Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our Proxy to vote (on a poll)for me/us and on my/our behalf, at the Twenty-Fifth(25<sup>th</sup>) Annual General Meeting of the Company to be held on Friday, September 28, 2018 at 9.00 a.m. at G-3/103 Morya Landmark No 01. off, Link Rd, Andheri (West), Mumbai, Maharashtra 400053 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resoluti on Nos.	Resolutions		
Ordinary Business		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2018, together with the Reports of the Directors and Auditors thereon.		
2.	To declare dividend on Preference shares for the Financial Year ended March 31,2018, at the rate of 9% i.e., Rs. 0.90/- per preference share.		
3.	To declare dividend on equity shares for the Financial Year ended March 31, 2018 at the rate of 8% i.e., Rs. 0.80/- per equity share.		

4.	To re-appoint a Director in place of Mr. Rohit Dedhia (DIN: 02716686), who retires by rotation and, being eligible for himself for reappointment.		
<b>Special Business</b>			
5.	Re-appointment of Mr. Deepak Chheda (DIN: 00419447) as the Chairman and Managing Director of the Company for the period of three years		
6.	Re-appointment of Mr. Harish Nisar (DIN 02716666) as Whole-Time Director of the Company period of three years		
7.	Re-appointment of Mr. Rohit Dedhia (DIN: 02716686) as Whole-Time Director of the Company for the period of three years		
8.	Re-appointment of Mr. Shailesh Shah (DIN: 01230174) as Whole-Time Director of the Company for the period of three years		
9.	Re-appointment of Ms. Tejal Mehta (DIN 01896772) as a Women Independent Director of the Company for a second term of five consecutive years		
10.	Re-appointment of Mr. Sudhir Mehta (DIN: 03187758) as a Independent Director of the Company for a second term of five consecutive years		
11.	Re-appointment of Mr. Yogesh Shah (DIN: 02774568) as a Independent Director of the Company for a second term of five consecutive years		
12.	Re-appointment of Mr. Vatsal Jayantilal Shah (DIN: 01839985) as a Independent Director of the Company for a second term of five consecutive years		

\*signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Affix Re.1/  
Revenue  
Stamp

Name of the Member:	Signature of the Member:
Name of the proxy:	Signature of the Proxy:

*Please see overleaf*

**NOTE:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and notes, please refer to the Notice of 25th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate



**BALLOT PAPER (in lieu of e-voting)**

Name of the Member:			
Registered address:			
Email Id:		Regd. Folio No./Client ID*	
No. of Shares held		DP ID	

(\*Applicable for members holding shares in electronic form)

Resolution Nos.	Resolutions		
<b>Ordinary Business</b>		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2018, together with the Reports of the Directors and Auditors thereon.		
2.	To declare dividend on Preference shares for the Financial Year ended March 31, 2018, at the rate of 9% i.e., Rs. 0.90/- per preference share.		
3.	To declare dividend on equity shares for the Financial Year ended March 31, 2018 at the rate of 8% i.e., Rs. 0.80/- per equity share.		
4.	To re-appoint a Director in place of Mr. Rohit Dedhia (DIN: 02716686), who retires by rotation and, being eligible for himself for reappointment.		
<b>Special Business</b>			
5.	Re-appointment of Mr. Deepak Chheda (DIN: 00419447) as the Chairman and Managing Director of the Company for the period of three years		
6.	Re-appointment of Mr. Harish Nisar (DIN 02716666) as Whole-Time Director of the Company period of three years		
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11.	Re-appointment of Mr. Yogesh Shah (DIN: 02774568) as a Independent Director of the Company for a second term of five consecutive years		

12.	Re-appointment of Mr. Vatsal Jayantilal Shah (DIN: 01839985) as a Independent Director of the Company for a second term of five consecutive years		
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I/We hereby exercise my vote in respect of the Ordinary Resolution(s) / Special Resolution(s) as stated in the Notice convening the Twenty-Fifth Annual General Meeting by conveying my assent or dissent to the said resolution(s) by placing the tick mark (✓) at the appropriate box below.

\*signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Affix Re.1/  
Revenue  
Stamp

Name of the Member:	Signature of the Member:
Name of the proxy:	Signature of the Proxy:

**NOTE:**

- Shareholders may fill up the ballot form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, Mr. Bhavesh Desai and Associates, Practising Company Secretary, 407, Sanjay Enclave, Above Mahindra Showroom, Opposite Milap Cinema, S.V. Road, Kandivali West, Mumbai 400 067, so as to reach by 6.00 p.m. on Wednesday, September 26, 2018. Ballot form received thereafter will strictly be treated as if not received.
- The Company will not be responsible if the envelope containing the ballot form is lost in transit.
- Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
- A shareholder can opt for only one mode of voting i.e., either through e-voting or by Ballot. If a shareholder casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- The right of voting by ballot form shall not be exercised by a proxy.
- To avoid fraudulent transactions, the identity/signature of the shareholders holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of shareholders holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e., Cameo Corporate Services Limited). Shareholders are requested to keep the same updated.
- There will be only one ballot form for every Folio/DP ID Client ID irrespective of the number of joint holders. In case of joint holders, the ballot form should be signed by the first named shareholder and in his/her absence by the next named shareholder. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such ballot form from other joint holders.
- Where the ballot form has been signed by an authorized representative of the body corporate/ trust/ society, etc. a certified copy of the relevant board resolution/ authorization to vote should accompany the ballot form.

**ATTENDANCE SLIP**

[YOU ARE REQUESTED TO FILL THE SLIP, SIGN AND HANDOVER AT THE ENTRANCE OF THE MEETING HALL]

Regd. Folio No. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

Client Id\* \_\_\_\_\_

DP Id\* \_\_\_\_\_

I hereby record my attendance at the Twenty-Fifth Annual General Meeting which will be held on Friday, September 28, 2018 at 9.00 a.m. at G-3/103 Morya Landmark No 01. off, Link Rd, Andheri (West), Mumbai, Maharashtra 400053.

(\*Applicable for members holding shares in electronic form)

NAME OF THE MEMBER/PROXY (IN BLOCK LETTERS) \_\_\_\_\_

SIGNATURE OF THE MEMBER/PROXY \_\_\_\_\_

**Note: Please read the instructions given in the Notes of the Notice of the Annual General Meeting for e-voting. The e-voting period starts on Tuesday, September 25, 2018 at 9.00 a.m. and ends on Thursday, September 27, 2018 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter.**



# VENUE TO AGM

## Royalista Banquet & Lounge

Royalista Banquet & Lounge, G-3/103 Morya Landmark No. 01, Off Link Road, Andheri (West), Mumbai- 400053

