

February 26, 2025

To,
BSE Limited,
Compliance Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001

Security Name: RODIUM

Security Code No.: 531822

Dear Sir/Madam,

Sub:Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we enclose herewith the Postal Ballot Notice dated February 24, 2025 along with the Explanatory Statement, seeking approval of the Members, by way of Special Resolutions, for:

1. Re-appointment of Mr. Deepak Dungarshi Chheda (DIN: 00419447) as the Chairman and Managing Director of the Company for a period of three years;
2. Re-appointment of Mr. Harish Damji Nisar (DIN: 02716666) as the Whole-time Director of the Company for a period of three years;
3. Re-appointment of Mr. Rohit Keshavji Dedhia (DIN: 02716686) as the Whole-time Director of the Company for a period of three years.

The Postal Ballot Notice has been sent through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 21, 2025 ('Cut-off date') and whose email addresses are registered with the Company / Depositories. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circular, the manner of voting on the proposed Resolutions is restricted to e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms. The communication of assent / dissent of the Members will take place through the remote e-voting system only.

The remote e-voting period commences from 9:00 a.m. (IST) on **Friday, February 28, 2025 and shall end at 5.00 p.m. (IST) on Saturday, March 29, 2025**. The results of the voting by postal ballot will be announced not later than two working days from the conclusion of the remote e-voting.



Rodium Realty Ltd.

Perspective To Perfection®

The Postal Ballot Notice can also be accessed from the website of the Stock Exchange, i.e. BSE Limited ('BSE') at www.bseindia.com, on the website of the Company at <https://rodium.net/> and on the website of NSDL (agency providing the Remote e-voting facility) at www.evoting.nsdl.com.

We request you to kindly take the same on record.

For **Rodium Realty Limited**

Riddhi Soni

Company Secretary & Compliance Officer

Membership No.: A35252

CIN: L85110MH1993PLC206012

Corporate Office / Registered Office:-

401 / 402 / 501 X' Cube, Plot # 636, Opp. Fun Republic Theatre, Off Link Road, Andheri West, Mumbai- 400 053 India

T: +91 22 4231 0800

F: +91 22 4231 0855

E: info@rodium.net

W: www.rodium.net

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, each as amended, General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs for holding general meetings / conducting the postal ballot process through e-voting (the 'MCA Circular'), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the Resolutions as set out hereunder are proposed for approval by the Members of the Company as Special Resolutions by means of Postal Ballot by voting only through electronic means ('remote e-voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said Resolutions is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice.

In terms of the requirements specified in the MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 21, 2025 ('cut-off date') and whose e-mail addresses are registered with the Company / Depositories. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circular, the manner of voting on the proposed Resolutions is restricted to e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms. The communication of assent / dissent of the Members will take place through the remote e-voting system only.

In compliance with the provisions of the Act read with the Rules framed thereunder and the Listing Regulations, the Company is providing the remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of Cameo Corporate Services Limited ('Cameo'), the Registrar and Share Transfer Agent and National Securities Depository Limited ('NSDL'), Depository (i.e. the agencies engaged for providing the e-voting facility). The instructions for remote e-voting are provided in this Postal Ballot Notice. This Postal Ballot Notice can also be

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accessed from the website of the Stock Exchange, i.e. BSE Limited ('BSE') at www.bseindia.com, on the website of the Company at <https://rodium.net/> and on the website of NSDL (agency providing the Remote e-voting facility) at www.evoting.nsdl.com.

The remote e-voting period shall commence at 9.00 a. m. (IST) on Friday, February 28, 2025 and shall end at 5.00 p.m. (IST) on Saturday, March 29, 2025. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process before the end of the e-voting period. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by Cameo upon expiry of the aforesaid period.

SPECIAL BUSINESS

1. Reappointment of Mr. Deepak Chheda (DIN: 00419447) as 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, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and 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) and Articles of Association of the Company and subject to such approvals and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals and sanctions and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to approve the terms of re-appointment and remuneration of Mr. Deepak Chheda (DIN: 00419447) as the Chairman and Managing Director of the Company, designated as “Chairman” and “Managing Director”, who shall also be a Key Managerial Personnel under the Act, for a period of 3 (Three) years with effect from November 14, 2024 to November 13, 2027 (both days inclusive) and who shall not be liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement annexed herewith, with liberty to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration or any part thereof, including the basic salary within the approved scale, from time to time, as it may deem fit and as may be acceptable to Mr. Deepak Chheda.

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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 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 re-enactment(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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

2. Reappointment of Mr. Harish Nisar (DIN: 02716666) 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, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and 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) and Articles of

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Association of the Company and subject to such approvals and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals and sanctions and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to approve the terms of re-appointment and remuneration of Mr. Harish Nisar (DIN: 02716666) as the Whole-Time Director of the Company, designated as “Whole-Time Director”, who shall also be a Key Managerial Personnel under the Act, for a period of 3 (Three) years with effect from November 14, 2024 to November 13, 2027 (both days inclusive) and who shall be liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement annexed herewith, with liberty to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration or any part thereof, including the basic salary within the approved scale, from time to time, as it may deem fit and as may be acceptable to Mr. Harish Nisar.

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 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. 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 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.”

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RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

3. Reappointment 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, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and 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) and Articles of Association of the Company and subject to such approvals and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals and sanctions and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to approve the terms of re-appointment and remuneration of Mr. Rohit Dedhia (DIN: 02716686) as the Whole-Time Director of the Company, designated as “Whole-Time Director”, who shall also be a Key Managerial Personnel under the Act, for a period of 3 (Three) years with effect from November 14, 2024 to November 13, 2027 (both days inclusive) and who shall be liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement annexed herewith, with liberty to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration or any part thereof, including the basic salary within the approved scale, from time to time, as it may deem fit and as may be acceptable to Mr. Rohit Dedhia.

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 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. Rohit Dedhia (DIN: 02716686), provided however, that the altered or varied remuneration shall

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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.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

**By order of the Board of Directors
Rodium Realty Limited**

**Sd/-
Riddhi Soni
Company Secretary
Membership No.: A35252**

Registered Office:

Plot No. 636, 501, X'cube, Off New Link Road,
Andheri (West), Mumbai- 400053,
Maharashtra, India

Date: February 24, 2025

Place: Mumbai

CIN: L85110MH1993PLC206012

Corporate Office / Registered Office:-

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NOTES:

1. The Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 ('the Act'), in respect of the proposed Resolutions given in this Postal Ballot Notice.
2. In compliance with the aforesaid MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as communication of assent / dissent by the Members will be through the remote e-voting system only.

Accordingly, in compliance with the applicable provisions of the Act and the said MCA Circular:

- The Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories; and the physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is dispensed with for this Postal Ballot.
 - The communication of assent / dissent of the Members will take place through the remote e-voting system only.
 - Members may note that the Notice has been uploaded on the website of the Company at <https://rodium.net/>
 - The Postal Ballot Notice can also be accessed from the website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and on the website of Cameo Corporate Services Limited ('Cameo'), the Registrar and Share Transfer Agent and National Securities Depository Limited ('NSDL'), Depository (i.e. the agencies engaged for providing the e-voting facility).
3. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the Resolutions proposed in this Postal Ballot Notice. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at bnidesai4u@gmail.com with a copy marked to cs@rodium.net and evoting@nsdl.co.in.
 4. All the documents referred to in the accompanying Postal Ballot Notice and Statement, if any, may be accessed for inspection upon log-in to www.evoting.nsdl.com. The said documents will also be available electronically for inspection by Members all working days of the Company from the date of dispatch of this Postal Ballot Notice till Saturday, March 29, 2025 (last date of remote e-voting), on the basis of the request being sent on email to cs@rodium.net.
 5. In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, all individual shareholders holding

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shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.

6. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
7. The remote e-voting facility will be available during the following period: Commencement of remote e-voting: 9.00 a.m. (IST) on Friday, February 28, 2025 and shall end at 5.00 p.m. (IST) on Saturday, March 29, 2025. The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.
8. The Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company at <https://rodium.net/> and on the website of NSDL at www.evoting.nsdl.com. The results shall be communicated to the Stock Exchange simultaneously.
9. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the last date of remote e-voting i.e. Saturday, March 29, 2025. Further, Resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. The cut-off date for Members to whom this Postal Ballot Notice is being sent and the Members who are eligible to exercise their right to vote on Resolutions set forth in this Postal Ballot Notice is Friday, February 21, 2025. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
11. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Resolutions, in accordance with the process specified in this Postal Ballot Notice.
12. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

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13. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

Information and Other Instructions Relating to E-Voting:

14. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as may be amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and applicable MCA Circulars, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on the resolution set forth in this Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility. The Company has appointed **Mr. Bhavesh Naginbhai Desai, Practicing Advocate (Registration no MAH/711/2019) of M/s. B. Desai & Associates** to act as the Scrutinizer, for conducting scrutiny of the votes cast.

The e-voting facility is available at the link: www.evoting.nsdl.com

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Friday, February 28, 2025 at 9.00 a.m. (IST)	Saturday, March 29, 2025 at 5.00 p.m. (IST)

During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, February 21, 2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. A person who is not a member of the Company as on cut off date should treat the Notice for information purpose only. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

15. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New system Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL

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Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022-48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

(a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

(b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

(c) How to retrieve your 'initial password'?

i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the“ Initial password” or have forgotten your password:

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- (a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

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6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bndesai4u@gmail.com with a copy marked to cs@rodium.net and evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-48867000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 1: Re-appointment of Mr. Deepak Chheda (DIN: 00419447) as the Chairman and Managing Director of the Company for the period of three years:

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 30, 2021. Accordingly, his tenure as MD expired on November 13, 2024. The Board of Directors based on the recommendations received from Nomination and Remuneration Committee, at its meeting held on February 24, 2025 has proposed re-appointment Mr. Deepak Chheda (DIN: 00419447) as the Chairman and Managing Director with effect from November 14, 2024 for the further period of three years upto November 13, 2027.

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 through the Postal Ballot. Resolution passed by the Members through postal ballot shall be deemed to have been passed as if it is passed at a General Meeting of the Members.

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:

- i. The appointment of Mr. Deepak Chheda as the Chairman and Managing Director 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 and Managing Director, shall not be liable to retirement by

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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 and Managing Director 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:

1. **Basic Salary:** There will be no increase in the current remuneration of the director i.e. the director will be entitled to receive up to 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.

2. 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:

I. General Information

- i. Nature of Industry: Real Estate
- ii. Expected date of commencement of commercial production: N.A.
- iii. 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.

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iv. Financial performance based on given indicators:

Particulars	2023-24 (in Lakhs)	2022-23 (in Lakhs)	2021-22 (in Lakhs)
Revenue from operations	2,382.95	2,807.16	1,471.59
Profit/(Loss) before tax	39.30	89.58	(95.51)
Profit/(Loss) After tax	19.29	62.76	(37.50)

v. Foreign investments or collaborations, if any: The Company has not entered into any material foreign collaboration.

II. Information about the Appointee:

- i. **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.
- ii. **Past Remuneration:** Rs. 3,40,000/- (Rupees Three Lakh Forty Thousand only) per month.
- iii. **Recognition or Awards:** Mr. Chheda has won an award at National Level Low Income Urban Housing Design.
- iv. **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.
- v. **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.
- vi. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Deepak Chheda, the remuneration paid is

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commensurate with the remuneration packages paid to their similar counterparts in other companies.

- vii. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:** His wife is receiving professional fees for providing architectural consultancy services to the Company.

His Son is also appointed as the as Chief Financial Officer of the Company and receive 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.

III. Other Information:

- i. **Reasons for Loss or Inadequate Profit:**

The global economies were facing a synchronized slowdown due to the outbreak of coronavirus 2019 (COVID-19) which had globally disrupted people's lives, interrupted businesses and jeopardized decades of development progress. This also has had a significant impact on the entire Indian real-estate sector. The operations of the Company had also suffered during the lockdown phase since most of the construction sites were completely closed. Although the operations have picked up, the Company had a weak year in terms of reported earnings for FY 2023-24.

Besides, as per applicable accounting framework for real estate sector, revenue and profit shall be recognized according to project completion method. The profit of the Company will be largely dependent on the completion of project / phase rather on sale of units in the current financial year.

In view of the above factors, including prevailing market conditions, it is possible that the Company may not have sufficient operating profits for the purposes of payment of remuneration to the directors in case of inadequacy of profits or no profits.

- ii. **Steps taken for improvement, expected increase in productivity and profits in measurable terms**

The Company has completed various projects and is expecting respective Occupation Certificates soon. The Company is also awaiting clearances from regulators on the operations of various new projects. The Company remains positive about the long term direction of the sector on back of higher consumer confidence and increasing affordability due to declining interest rates and stagnant real estate prices.

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Details of the Director seeking re-appointment by resolution passed through Postal Ballot:

Name of the Director	Mr. Deepak Chheda
Director Identification Number	00419447
Date of Birth (Age)	02/07/1964
Nationality	Indian
Date of Appointment on Board	14/11/2009
Equity Shares held in Company as on March 31, 2024.	10,17,252 Equity Shares
Qualification	Master of architecture from California Polytechnic, State University
Expertise in specific functional area	Having 35 years of experience in Architecture and Real Estate Development
No. of meetings attended during the F.Y. 2023-2024.	7 (Seven)
*Directorship in other Companies	1. Sigma Fiscals Private Limited 2. Vinit Realities Private Limited 3. Lokahi Wellness Private Limited
**Chairmanship/Membership of Committees in other Companies	Nil

*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.

Other than the Managing Director, his wife Mrs. Krupa Chheda and his Son Mr. Rohan Chheda, none of the other Directors or Key Managerial Personnel or their relatives is interested in the above mentioned resolution.

The Board of Directors recommends the Special Resolution as set out above for approval of the Members.

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Item No. 2: Re-appointment of Mr. Harish Nisar (DIN: 02716666) as Whole-time Director for a period of three years:

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 30, 2021. Accordingly, his tenure as WTD expired on November 13, 2024. The Board of Directors based on the recommendations received from Nomination and Remuneration Committee, at its meeting held on February 24, 2025 has proposed re-appointment Mr. Harish Nisar as WTD with effect from November 14, 2024 for the further period of three years upto November 13, 2027.

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 through the Postal Ballot. Resolution passed by the Members through postal ballot shall be deemed to have been passed as if it is passed at a General Meeting of the Members.

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:

- 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.

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Mr. Harish Nisar shall be entitled to remuneration as under:

1. **Basic Salary:** There will be no increase in the current remuneration of the director i.e. the director will be entitled to receive upto 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.
2. **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:

I. General Information

- i. Nature of Industry: Real Estate
- ii. Expected date of commencement of commercial production: N.A.
- iii. 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.
- iv. Financial performance based on given indicators:

Particulars	2023-24 (in Lakhs)	2022-23 (in Lakhs)	2021-22 (in Lakhs)
Revenue from operations	2,382.95	2,807.16	1,471.59
Profit/(Loss) before tax	39.30	89.58	(95.51)
Profit/(Loss) After tax	19.29	62.76	(37.50)

- v. Foreign investments or collaborations, if any: The Company has not entered into any material foreign collaboration.

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II. Information about the Appointee:

- i. **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 38 years of experience in manufacturing and business for industrial safety products and over 20 years of experience in redevelopment of properties.
- ii. **Past Remuneration:** Rs. 2,20,000/- (Rupees Two Lakh Twenty Thousand only) per month.
- iii. **Recognition or Awards:** None
- iv. **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.
- v. **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.
- vi. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Harish Nisar, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
- vii. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:** Mr. Nisar is drawing monthly remuneration from the Company and Mr. Harish Nisar also receives rent from the Company being the co-owner of the office space being used by the Company.

III. Other Information:

i. Reasons for Loss or Inadequate Profit:

The global economies were facing a synchronized slowdown due to the outbreak of coronavirus 2019 (COVID-19) which had globally disrupted people's lives, interrupted businesses and jeopardized decades of development progress. This also has had a significant impact on the entire Indian real-estate sector. The operations of the Company had also suffered during the lockdown

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phase since most of the construction sites were completely closed. Although the operations have picked up, the Company had a weak year in terms of reported earnings for FY 2023-24.

Besides, as per applicable accounting framework for real estate sector, revenue and profit shall be recognized according to project completion method. The profit of the Company will be largely dependent on the completion of project / phase rather on sale of units in the current financial year.

In view of the above factors, including prevailing market conditions, it is possible that the Company may not have sufficient operating profits for the purposes of payment of remuneration to the directors in case of inadequacy of profits or no profits.

ii. Steps taken for improvement, expected increase in productivity and profits in measurable terms

While the industry at large may be adversely impacted by this pandemic and the resultant slowdown during the recovery phase, the Company's project pipeline will help maintain operational momentum in the quarters ahead. The Company will do everything possible to ensure that it comes out of this crisis stronger and well positioned to continue to grow its market share and set itself up for significant earnings growth in the years ahead. The Company remains positive about the long term direction of the sector on back of higher consumer confidence and increasing affordability due to declining interest rates and stagnant real estate prices.

Details of the Director seeking re-appointment by resolution passed through Postal Ballot:

Name of the Director	Mr. Harish Nisar
Director Identification Number	02716666
Date of Birth (Age)	22/09/1954
Nationality	Indian
Date of Appointment on Board	14/11/2009
Equity Shares held in Company as on March 31, 2024	3,20,211 Equity Shares
Qualification	B.Sc.
Expertise in specific functional area	Having 38 years of experience in redevelopment of properties
No. of meetings attended during the F.Y. 2023-2024	7 (Seven)
*Directorship in other Companies	None
**Chairmanship/Membership of Committees in other Companies	None

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Other than Mr. Harish Nisar (WTD), none of the other Directors or Key Managerial Personnel or their relatives is interested in the above mentioned resolution.

The Board of Directors recommends the Special Resolution as set out above for approval of the Members.

Item No. 3: Re-Appointment of Mr. Rohit Dedhia (DIN: 02716686) as Whole-time Director for a term of three years

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 30, 2021. Accordingly, his tenure as WTD expired on November 13, 2024. The Board of Directors based on the recommendations received from Nomination and Remuneration Committee, at its meeting held on February 24, 2025 has proposed re-appointment Mr. Rohit Dedhia as WTD with effect from November 14, 2024 for the further period of three years upto November 13, 2027.

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 through the Postal Ballot. Resolution passed by the Members through postal ballot shall be deemed to have been passed as if it is passed at a General Meeting of the Members.

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:

- 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.

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- 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:

1. **Basic Salary:** There will be no increase in the current remuneration of the director i.e. the director will be entitled to receive upto 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.
2. **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 are provided below:

I. General Information

- i. Nature of Industry: Real Estate
- ii. Expected date of commencement of commercial production: N.A.
- iii. 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.
- iv. Financial performance based on given indicators:

Particulars	2023-24 (in Lakhs)	2022-23 (in Lakhs)	2021-22 (in Lakhs)
Revenue from operations	2,382.95	2,807.16	1,471.59
Profit/(Loss) before tax	39.30	89.58	(95.51)
Profit/(Loss) After tax	19.29	62.76	(37.50)

- v. Foreign investments or collaborations, if any: The Company has not entered into any material foreign collaboration.

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II. Information about the Appointee:

- i. **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 23 years of experience in financial management services.
- ii. **Past Remuneration:** Rs. 2,10,000/- (Rupees Two Lakh Ten Thousand Only)
- iii. **Recognition or Awards:** None
- iv. **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.
- v. **Remuneration Proposed:** Will be same as current remuneration i.e. 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.
- vi. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Rohit Dedhia, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
- vii. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:** 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 date. His father receives rent from the Company being the co-owner of the office space used by the Company as its registered office.

III. Other Information:

i. Reasons for Loss or Inadequate Profit:

The global economies were facing a synchronized slowdown due to the outbreak of coronavirus 2019 (COVID-19) which had globally disrupted people's lives, interrupted businesses and jeopardized decades of development progress. This also has had a significant impact on the entire Indian real-estate sector. The operations of the Company had also suffered during the lockdown

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phase since most of the construction sites were completely closed. Although the operations have picked up, the Company had a weak year in terms of reported earnings for FY 2023-24.

Besides, as per applicable accounting framework for real estate sector, revenue and profit shall be recognized according to project completion method. The profit of the Company will be largely dependent on the completion of project / phase rather on sale of units in the current financial year.

In view of the above factors, including prevailing market conditions, it is possible that the Company may not have sufficient operating profits for the purposes of payment of remuneration to the directors in case of inadequacy of profits or no profits.

ii. Steps taken for improvement, expected increase in productivity and profits in measurable terms

While the industry at large may be adversely impacted by this pandemic and the resultant slowdown during the recovery phase, the Company's project pipeline will help maintain operational momentum in the quarters ahead. The Company will do everything possible to ensure that it comes out of this crisis stronger and well positioned to continue to grow its market share and set itself up for significant earnings growth in the years ahead. The Company remains positive about the long term direction of the sector on back of higher consumer confidence and increasing affordability due to declining interest rates and stagnant real estate prices.

Details of the Director seeking re-appointment by resolution passed through Postal Ballot:

Name of the Director	Mr. Rohit Dedhia
Director Identification Number	02716686
Date of Birth (Age)	13/05/1964
Nationality	Indian
Date of Appointment on Board	14/11/2009
Equity Shares held in Company as on March 31, 2024.	3,19,466 Equity shares
Qualification	B.Com
Expertise in specific functional area	Having 26 years of experience in project execution, operation and financial management services.
No. of meetings attended during the F.Y. 2023-2024.	7 (Seven)
*Directorship in other Companies	None
**Chairmanship/Membership of Committees in other Companies	Nil

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Other than Mr. Rohi Dedhia (WTD), his son Mr. Perak Dedhia, none of the other Directors or Key Managerial Personnel or their relative is interested in the above mentioned resolution.

The Board of Directors recommends the Special Resolution as set out above for approval of the Members.

**By order of the Board of Directors
Rodium Realty Limited**

**Sd/-
Riddhi Soni
Company Secretary
Membership No.: A35252**

Registered Office:

Plot No. 636, 501, X'cube, Off New Link Road,
Andheri (West), Mumbai – 400053,
Maharashtra, India

Date: February 24, 2025

Place: Mumbai

CIN: L85110MH1993PLC206012

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