



Rodium Realty Ltd.
Perspective To Perfection®

RODIUM REALTY LIMITED
CIN: L85110MH1993PLC206012

Registered Office Address: Plot No. 636, 501, X'cube, Off New Link Road,
Andheri (West), Mumbai MH 400053
T: +91-22-42310800; **F:** +91-22-42310855; **E:** info@rodium.net ; **W:** www.rodium.net

POSTAL BALLOT NOTICE

[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 Section 110 of the Companies Act, 2013 (the 'Act') and all other applicable provisions, if any of the Act read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, applicable provisions of the Securities and Exchange Board of India ('SEBI') including, but not limited to, Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('ICDR'), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), the resolutions set out below are proposed to be passed as Special Resolution by the members of the Company by way of Postal Ballot/electronic voting (e-voting).

The explanatory statement pursuant to Sections 102 and 110 of the Act pertaining to the below mentioned resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Notice for your consideration.

The Board of Directors of the Company, at its meeting held on March 09, 2020, have appointed M/s Hiya Rathi & Associates, Practicing Company Secretary (Membership Number A50191 and CP No. 18864) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Notice/Form including the notes appended herein and record your assent (for) or dissent (against) for the resolutions set out below either through e-voting (as per the instructions in the Notes under the section "E-Voting Instructions" in this Notice) or by filling the necessary details and affixing your signature at the designated place in the Postal Ballot Form and return the duly completed original Postal Ballot Form in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer c/o address at Cameo Corporate Services Limited ("Cameo") not later than 05.00 p.m. on Saturday, April 25, 2020. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed Business Reply Envelope.

The Scrutinizer will submit his/her report to the Chairman & Managing Director of the Company after completion of the scrutiny of the Postal Ballots received in physical form and through e-voting process and the results of the Postal Ballot (including e-voting) will be announced on or before Monday, April 27, 2020. The aforesaid results shall also be communicated to the BSE Limited and other statutory bodies within 48 (Forty-Eight) hours of the declaration of the result and shall also be displayed on the Company's website at www.rodium.net along with the Scrutinizer's Report.

ITEM NO. 1

TO CONSIDER VARIATION OF RIGHTS, TERMS AND CONDITIONS OF THE 9% CUMULATIVE REDEEMABLE PREFERENCE SHARES INTO 6% NON-CUMULATIVE OPTIONALLY CONVERTIBLE PREFERENCE SHARES:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT subject to the provisions of Section 42, Section 48, Section 55, Section 62(1)(c), Section 110 and Section 188 of the Companies Act 2013 (the "Act") read with Rule 13 of Companies (Share Capital and Debenture) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, of the Act and the rules made therein (including any amendments thereto or re-enactment thereof), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, Regulation 23 and other relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant rules/regulations, guidelines, if any as prescribed by SEBI, Article 74 and Article 11 of the Articles of Association of the Company, applicable provisions of the Memorandum of Association of the Company, and subject to such other approvals, consents, permissions and sanctions, if any, of SEBI, stock exchange and other appropriate statutory authorities, institution or bodies, as the case may be necessary in this respect, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for varying the rights, terms and conditions of the existing fully paid up Preference Share Capital of the Company being 70,00,000 (Seventy Lakhs) 9% Cumulative Redeemable Preference Shares of Rs.10/- (Rupees Ten Only) per share totally amounting to Rs.7,00,00,000/- (Rupees Seven Crores Only) to 70,00,000 (Seventy Lakhs) 6% Non-Cumulative Optionally Convertible Preference Shares ("NCOCPs") of Rs.10/- (Rupees Ten Only) per share totally amounting to Rs.7,00,00,000/- (Rupees Seven Crores Only).

“RESOLVED FURTHER THAT such Preference Shares shall be considered as 6% Non-Cumulative Optionally Convertible Preference Share Capital of the Company i.e. the 6% NCOCPs w.e.f. from Wednesday, March 11, 2020 as approved by the Preference Shareholders of the Company subject to approval from the Members of the Company”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Board/Committee(s) of the Board and/or the Company Secretary of the Company be and are hereby jointly and/or severally authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters questions, difficulties or doubts arising out of the above transaction and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required and to deliver and/or file all such documents, as may be necessary or desirable, including filing of requisite reports, returns or forms with the Registrar of Companies, SEBI, stock exchange or other concerned regulatory authorities on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or any other Officer(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2

TO CONSIDER ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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 13, 61 of the Companies Act 2013 (the “Act”) and other applicable provisions, if any, of the Act (including any amendments thereto or re-enactment thereof), Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions, if any, including approval of Securities and Exchange Board of India (“SEBI”), stock exchange and other appropriate statutory authorities, institution or bodies, as the case may be, necessary in this respect, the consent of the members of the Company is hereby accorded to the Board of Directors of the Company for alteration of the Authorised Share Capital of the Company wherein the Authorized Share Capital of the Company be amended by altering the existing Authorized Share capital of Rs. 13,00,00,000/- (Rupees Thirteen Crores Only) consisting of (a) 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 6,00,00,000/- (Rupees Six Crores Only) and (b) 70,00,000 (Seventy Lakhs) 9% Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 7,00,00,000/- (Rupees Seven Crores Only) to (a) 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 6,00,00,000/- (Rupees Six Crores Only) and (b) 70,00,000 (Seventy Lakhs) 6% Non-Cumulative Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 7,00,00,000/- (Rupees Seven Crores Only).”

“RESOLVED FURTHER THAT the existing clause (V) of the Memorandum of Association of the Company be altered by deletion of the existing clause (V) and by substitution thereof with the following new Clause V:

V. The Authorized Share Capital of the Company is Rs.13,00,00,000/- (Rupees Thirteen Crores Only) consisting of the following: (a) 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 6,00,00,000/- (Rupees Six Crores Only) and (b) 70,00,000 (Seventy Lakhs) 6% Non-Cumulative Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 7,00,00,000/- (Rupees Seven Crores Only); each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and divide the shares in the capital for the time being into several classes and to attach therein respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Board/Committee(s) of the Board and/or the Company Secretary of the Company be and are hereby jointly and/or severally authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required and to deliver and/or file all such documents, as may be necessary or desirable, including filing of requisite reports, returns or forms with the Registrar of Companies, SEBI, stock exchange or other concerned regulatory authorities on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or any other Officer(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Board/Committee(s) of the Board and/or the Company Secretary of the Company be and are hereby jointly or severally authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to the aforesaid transactions and to do all acts, deeds and things in connection therewith and incidental thereto.”

By order of the Board
For an on behalf of
RODIUM REALTY LIMITED

Sd/-
Tulsi Rajput
Company Secretary
Membership No.: A42122

Registered Office:

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

Date : March 09, 2020

Place : Mumbai

NOTES:

1. The Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 setting out all the material facts and the reasons for the proposal is annexed herewith.
2. The Board of Directors, at its meeting held on March 09, 2020, have appointed Hiya Rathi & Associates, Practising Company Secretary (Membership Number A50191 and CP No. 18864) as the Scrutinizer for conducting the Postal Ballot/ e-voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners, received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as the close of business hours on Friday, March 13, 2020 (cut-off date).
4. As per Companies (Management and Administration) Rules, 2014 the Postal Ballot Notice is being sent by email to members who have registered their email ID's, for receipt of documents in electronic form, with their depository Participants or with the Company's Registrar and Share Transfer Agent Cameo. For Members whose email ID's are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage pre-paid self-addressed Business Reply envelope.
5. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company on the cut-off date, i.e. Friday, March 13, 2020 and a person who is not a Member as on Friday, March 13, 2020 shall treat this Notice for information purposes only.
6. The Company is pleased to offer e-voting facility as an option to all the Members of the Company, in compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, and applicable provisions of Securities and Exchange Board of India, but not limited to, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. The Company has availed the service of Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. Members may please refer to the instructions below for the purpose of voting through e-voting facility. The members have an option to either cast their vote in physical form or vote through E-voting facility.
8. The Postal Ballot Notice is also available on Company's website: www.rodium.net.
9. Members are requested to carefully read the instructions printed on the annexed Postal Ballot Form and the e-voting instructions. The Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed postage prepaid envelope, directly to the Scrutinizer c/o address at Cameo Corporate Services Limited ("Cameo") so as to reach them on or before Saturday, April 25, 2020. Any response received from the members after the close of working hours on Saturday, April 25, 2020 (5:00 PM IST) be considered as invalid and as if no response has been received from the member, in terms of sub-rule 12 of Rule 22 of the Companies (Management and Administration) Rules, 2014.
10. The date of declaration of results of the Postal Ballot shall be the date on or before Monday, April 27, 2020.

11. The Special Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they had been passed at a General Meeting of the Members.
12. Voting/e-voting period commences from **Friday, March 27, 2020, at 9.00 a.m. (IST) and ends on Saturday, April 25, 2020 at 5.00 p.m. (IST)** e-voting shall not be allowed beyond the said date and time. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, March 13, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after **Saturday, April 25, 2020 at 5.00 p.m. (IST)**. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
13. Kindly note that the Members can opt only for one mode of voting, i.e., either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Members cast their vote by physical ballot as well as by e-voting, then voting done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
14. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form, can download the Postal Ballot Form from the website of the Company www.rodium.net or seek a duplicate Postal Ballot Form, by sending an email to Company's Registrar (RTA) Cameo Corporate Services Limited at investor@cameoindia.com. The Registrar and Share Transfer Agent/Company shall forward the duplicate Postal Ballot Form along with postage prepaid self-addressed Business reply envelope to the member.
15. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) vernacular newspaper, each with wide circulation in the district, where the registered office of the Company is situated, and published on the Company website www.rodium.net.
16. Instructions for e-voting / The instructions for Members Voting Electronically are as under:

E-VOTING INSTRUCTIONS

- i. The Shareholder should log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders/Member"
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. 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"> • 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. • 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.
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"> • 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).

- vii. After entering these details appropriately, click on "SUBMIT" tab.

- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the relevant EVSN of Rodium Realty Limited.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. **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 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.
 - 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 mailed to 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.
- xix. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

VOTING IN PHYSICAL FORM:

- xx. Members desiring to exercise their votes by Physical Postal Ballot are requested to carefully read in the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the enclosed self-addressed envelope to the Scrutinizer c/o address at Cameo Corporate Services Limited ("Cameo"). The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered speed post at the expense of the Members will be accepted.
- xxi. The self-addressed envelope bears the name of Scrutinizer appointed by the Board and address to which duly completed postal ballot form is to be sent.
- xxii. Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent received in any other form shall be considered as invalid.
- xxiii. The envelope containing the Postal Ballot Form should reach the Scrutinizer c/o address at Cameo Corporate Services Limited ("Cameo") not later than the close of working hours i.e. 05:00 P.M. on April 25, 2020. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Member(s) has not been received.

- xxiv. Assent or dissent to the proposed resolution may be recorded by placing a tick (√) mark in the appropriate column.
- xxv. This Postal Ballot Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member.
- xxvi. There will be one Postal Ballot Form to every Folio/Client ID irrespective of the number of joint holders.
- xxvii. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer c/o address at Cameo Corporate Services Limited ("Cameo") not later than the date specified at instruction No. (xxiii) above.
- xxviii. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanying by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorised signatories.
- xxix. Incomplete, unsigned or incorrectly ticked Ballot form will be rejected.
- xxx. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
- xxxi. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer as well as no extra comments to be written on the Postal Ballot Form as otherwise the same will be considered as invalid.
17. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
18. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs, the Notice of Postal Ballot is being sent by e-mail and to others, the same is sent by post along with the Postal Ballot Form.
19. The Scrutinizer will submit their report on Postal Ballot to the Chairman of the Company after completion of the scrutiny of the Postal Ballot Forms and E-voting and the results will be announced by the Chairman or a Person authorised by him on or before Monday, April 27, 2020. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or by the authorized person, if the result of the Postal Ballot indicated that the requisite majority of the Members had assented to the resolution. The said results would be intimated to the BSE Limited where the Company's Shares are listed, and will be displayed along with the Scrutinizer's report on the Company's website viz. www.rodium.net.
20. All the material documents referred to in the explanatory statement above would be available for inspection at the registered office of the Company during business hours from the date of dispatch of Notice till Saturday, April 25, 2020.
21. Only a Member entitled to vote is entitled to vote by e-voting or fill in the Postal Ballot Form and send it to the Scrutinizer address at 'Cameo', and any recipient of the notice who has no voting right should treat the notice as intimation only.
22. The Company is concerned about the environment and utilizes natural resources in a sustainable way. To support "Green Initiative", the Members are requested to update their email address with their concerned Depository Participant to enable us to send you necessary documents /communication via email. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar and Share Transfer Agent (RTA) Cameo Corporate Services Limited, 'Subramanian Building' No. 1, Club House Road, Chennai 600002, Tamil Nadu, India, Phone-04428460390, Fax-04428460129, E-mail: investor@cameoindia.com.

By order of the Board
For an on behalf of
RODIUM REALTY LIMITED
Sd/-
Tulsi Rajput
Company Secretary
Membership No.: A42122

Registered Office:

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

Date : March 09, 2020

Place : Mumbai

ANNEXURE TO THE NOTICE

Explanatory Statement (Pursuant to Sections 102(1) and 110 of the Companies Act, 2013) Item No.1

TO CONSIDER VARIATION OF RIGHTS, TERMS AND CONDITIONS OF THE 9% CUMULATIVE REDEEMABLE PREFERENCE SHARES INTO 6% NON-CUMULATIVE OPTIONALLY CONVERTIBLE PREFERENCE SHARES:

The Company has considered varying the rights, terms and conditions of such Preference Shares of the Company being 70,00,000 (Seventy Lakhs) 9% Cumulative Redeemable Preference Shares of Rs.10/- (Rupees Ten Only) per share totally amounting to Rs. 7,00,00,000/- (Rupees Seven Crores Only) to 70,00,000 (Seventy Lakhs) 6% Non-Cumulative Optionally Convertible Preference Shares ("NCOCPs") of Rs.10/- (Rupees Ten Only) per share totally amounting to Rs.7,00,00,000/- (Rupees Seven Crores Only). In view of Company, such variation in the rights, terms and conditions of the Preference Shares is necessary, in spite of the best effort of your Company, profit earned by your Company is inadequate, due to the slowdown of current market conditions for Real Estate Industry, to give dividend to the Shareholders of the Company, but still Company has continued to give dividend to its Shareholders with such minimal profit. After distribution of dividend Company is left with small amount of profit with which Company finds it very difficult to manage working capital. Hence, it has inevitably led the Board of Directors to approach the members of the Company for varying the nature and terms and conditions of the 9% Cumulative Redeemable Preference Shares to 6% NCOCPs.

The Board of the Directors of the Company believes that there is no alternative to the above proposal and it would serve the long term interests of the Company and its members. Section 55 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 framed there under, inter alia, requires the Company to obtain the prior approval of the members of the Company, by way of a special resolution for Variation of 9% Cumulative Redeemable Preference Shares to 6% Non-Cumulative Optionally Convertible Preference Shares. Section 48 of the Companies Act, 2013 states that the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class and if such variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained. Section 110 read along with Rule 22 (16) (f) of the Companies (Management and Administration) Rules 2014, states that a variation in the rights attached to a class of shares or debentures or other securities as specified under Section 48, have to be transacted only by means of voting through a Postal Ballot. Therefore, the special resolution by way Postal Ballot is passed to obtained the consent of Equity Shareholders of the Company.

The Preference Shareholders of the Company in their meeting separately held on Wednesday, March 11, 2020, have already given their consent and approval for the varying of the rights, terms and conditions and the subsequent conversion or redemption of such Optionally Convertible Preference Share Capital.

At the meeting of the Board of Directors of the Company held on March 09, 2020, the Board of Directors of the Company have approved such varying of the rights, terms and conditions of the fully paid up Preference Share Capital of the Company being 70,00,000 (Seventy Lakhs) 9% Cumulative Redeemable Preference Shares of Rs.10/- (Rupees Ten Only) per share totally amounting to Rs.7,00,00,000/- (Rupees Seven Crores Only) to 70,00,000 (Seventy Lakhs) 6% Non-Cumulative Optionally Convertible Preference Shares ("NCOCPs") of Rs.10/- (Rupees Ten Only) per share totally amounting to Rs.7,00,00,000/- (Rupees Seven Crores Only).

The Board of Directors therefore recommends the special resolution as set out in Item No.1 for approval of the members of the Company. As per the applicable laws, the consent of the members for the above purpose is required to be obtained through Postal Ballot, hence the consent of the members of the Company is sought through Postal Ballot, for the aforesaid Item.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution No. 1 of this Notice except to the extent of their shareholding in the Company or to the extent of the shareholding of companies/ other entities of which they are directors or members or hold other similar positions.

Item No.2

TO CONSIDER ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Company has considered alteration of the present Authorized Share Capital of the Company from existing Authorized Share Capital of Rs. 13,00,00,000/- (Rupees Thirteen Crores Only) consisting of (a) 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 6,00,00,000/- (Rupees Six Crores Only) and (b) 70,00,000 (Seventy Lakhs) 9% Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 7,00,00,000/- (Rupees Seven Crores Only) to (a) 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 6,00,00,000/- (Rupees Six Crores Only) and (b) 70,00,000 (Seventy Lakhs) 6% Non-Cumulative Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 7,00,00,000/- (Rupees Seven Crores Only).

Such alteration is necessary to give effect to above variation in the rights of Preference Shareholders of the Company. For such alteration of the Authorized Share Capital as aforesaid and making the necessary amendments thereto in the Capital Clause of the Memorandum of Association of the Company, the Company is required to obtain the approval of its members of the Company by way of special resolution u/s 13 of the Companies Act, 2013. The Board believes that there is no alternative to the above proposal and it would serve the long term interests of the Company and the members of the Company.

The Clause V – Memorandum of Association shall be altered by deletion of the existing clause and by substitution thereof with the following:

“V. The Authorized Share Capital of the Company is Rs.13,00,00,000/- (Rupees Thirteen Crores Only) consisting of the following: (a) 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 6,00,00,000/- (Rupees Six Crores Only) and (b) 70,00,000 (Seventy Lakhs) 6% Non-Cumulative Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 7,00,00,000/- (Rupees Seven Crores Only); each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and divide the shares in the capital for the time being into several classes and to attach therein respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the times being be provided by the Articles of Association of the Company.

At the meeting of the Board of Directors of the Company held on March 09, 2020, the Directors have approved the alteration of the Memorandum of Association of the Company. The Board of Directors therefore recommends the special resolution as set out in Item 2 for approval of the members of the Company. The Memorandum of Association of the Company, after such aforesaid alteration in Clause V, is open for inspection by the members at the registered office of the Company at on all working days, except Saturdays and Sundays, during business hours upto the last date of the Postal Ballot, i.e. Saturday, April 25, 2020.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution No. 2 of this Notice except to the extent of their shareholding in the Company or to the extent of the shareholding of companies/ other entities of which they are directors or members or hold other similar positions.



RODIUM REALTY LIMITED
CIN: L85110MH1993PLC206012

Registered Office Address: Plot No. 636, 501, X'cube, Off New Link Road,
Andheri (West), Mumbai MH 400053

T: +91-22-42310800; **F:** +91-22-42310855; **E:** info@rodium.net; **W:** www.rodium.net

POSTAL BALLOT FORM

Postal Ballot No.: _____

1. Name & address of the Sole/First named Member :

2. Name(s) of Joint holder(s), if any :

3. Regd. folio/DP No./Client ID No. :

4. No. of shares held as on March 13, 2020 :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Ballot for the business stated in the notice of the Postal Ballot dated March 09, 2020 issued by the Company by sending my/our assent or dissent to the said Special Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution	Type of Resolution Ordinary / Special	No. of shares for which votes cast	For (I/We assent to the Resolution)	Against (I/We dissent to the Resolution)
1	To consider variation of rights, terms and conditions of the 9% Cumulative Redeemable Preference Shares to 6% Non-Cumulative Optionally Convertible Preference Shares;	Special			
2	To consider Alteration of Memorandum of Association (Capital Clause V).	Special			

Signature of the Member

Place:

Date:

Electronic Voting Particulars

If desirous of E-voting, please read the instructors given in the Postal Ballot Notice before exercising the option.

EVSN (E-voting Sequence Number)	User ID	Password
Cut-off date for reckoning voting rights for Postal Ballot and E-voting	Commencement of voting by Postal Ballot and E-voting (Start Date)	Last date of receipt of Postal Ballot and close of E-voting (End Date)
Friday, March 13, 2020	Friday, March 27, 2020, at 9.00 a.m. (IST)	Saturday, April 25, 2020 at 5.00 p.m.(IST)

INSTRUCTIONS:

1. **A Member desiring to exercise vote by Postal Ballot may complete the Form and send it to Scrutinizer c/o address at 'Cameo' (RTA) in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, the envelope containing the Form, if sent by courier or any other mode at the expense of the Member, will also be accepted.**
2. Duly completed Form should reach not later than Saturday, April 25, 2020 at 05.00 p.m. All Forms received thereafter will be treated as if the reply from the Member has not been received.
3. Assent or Dissent to the proposed Resolution may be recorded by placing a tick mark (✓) in the appropriate column.
4. This form is to be completed and signed by the Member (as per Signature registered with the Company). In case of Joint holding, this form should be completed and signed by the First-Named Member and in his/her absence, by the next named Member. There will be only one Postal Ballot Form for each Folio irrespective of the number of Joint holder(s).
5. A Member cannot exercise his/her vote by proxy on Postal Ballot.
6. In case the Form is signed by the Power of Attorney holder for and on behalf of the Member, it must be accompanied by a Power of Attorney. In case of Equity Shares held by Companies, Trusts, Societies, etc., the duly completed Form should be accompanied by a certified true copy of the Board Resolution/Governing Body.
7. Unsigned, incomplete, improperly or incorrectly ticked Forms shall be rejected.
8. A Member need not use all his votes nor cast all his votes in the same manner.
9. Members are requested not to send any other paper along with the Form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The attached self-addressed envelope is only for the limited purpose of this Postal Ballot process and the same should not be used by the Member for sending any other correspondence to the Company.
11. A Member may request for a duplicate Form, if so required. However, the duly filled in duplicate Form should reach to the Scrutinizer c/o address at 'Cameo' (RTA) not later than the date specified at instruction No. 2 above.
12. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Friday, March 13, 2020.
13. Signature of Member should be as per specimen registered/ recorded with Company/ Depository.
14. Any cutting / overwriting in this Ballot Paper should be signed by the Member.