



**B.DESAI & ASSOCIATES**

B.COM.LLB.FCS  
ADVOCATES HIGH COURT

**REPORT OF SCRUTINIZER**

*[Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]*

To,  
The Chairman,  
**Mr. Deepak Dungarshi Chheda**  
**Rodium Realty Limited**  
Plot No. 636, 501, X'cube, Off New Link Road,  
Andheri(West) Mumbai 400053.

Dear Sir,

I, Bhavesh Desai, Practicing Advocate and proprietor of M/s. B.Desai & Associates, was appointed as Scrutinizer by the Board of Directors of Rodium Realty Limited (“Company”) for Scrutinizing the Postal Ballot which was conducted only through electronic means in respect of the resolution contained in the Notice of Postal Ballot dated February 24, 2025 in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed with respect to the provisions of Sections 108 and 110 of the Companies Act, 2013 (‘the Act’) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in terms of the General Circular Nos.14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022, 09/2023 and 09/2024 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024 respectively issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as “MCA Circulars”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and to submit our report thereon to the Company on the resolution as set out in Notice of Postal Ballot (hereinafter referred to as “Notice”).

**MANAGEMENT’S RESPONSIBILITY:**

1. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder; including MCA Circulars issued by MCA, the SEBI Circulars; and Listing Regulations pertaining to postal ballot / remote voting conducted through electronic means on the resolution contained in the Notice.
2. The Board of Directors has authorized Ms. Riddhi Soni, Company Secretary and Compliance officer of the Company to ensure the conduct of Postal Ballot process.

**CUT-OFF DATE:**

3. Pursuant to the MCA Circulars, the Members of the Company holding Equity Shares as on Friday, February 21, 2025 (‘cut-off date’) were entitled to vote on the proposed Resolution(s) as set out in the Notice through remote e-voting only.



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4. Pursuant to the provisions of the Act and MCA Circulars, the Company has sent Notice to those Members whose names appear in the Register of Beneficial Owners maintained by the Depositories or in the Register of Members of the Company as on cut-off date and whose email addresses are registered with the Depositories / Company, through electronic means only. In accordance with the MCA Circulars, no physical copy of the Notice, postal ballot form and pre-paid business reply envelope was dispatched to the Members. Also, the Company was not required to provide the facility of voting through physical postal ballot. Therefore, the voting done through remote e-voting only was considered for this report.

### **REMOTE E-VOTING:**

5. The Company has engaged services of National Securities Depository Limited ('NSDL') as the Agency for providing the facility of remote e-voting to the Members of the Company.
6. The remote e-voting period commenced on Friday, February 28, 2025 at 9:00 a.m. (IST) and concluded on Saturday, March 29, 2025 at 5:00 p.m. (IST) on NSDL's e-voting platform.

### **SCRUTINIZER'S RESPONSIBILITY:**

7. My responsibility as a scrutinizer is restricted to make Scrutinizer's report of the total votes cast in "favour" and "against" including the details of invalid votes, if any, on the resolution stated in the Notice.

### **ADVERTISEMENT:**

8. As stated in sub-rule 3 of Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time-to-time, public notices were published by the Company in Business Standard ('English Language Newspaper') and in Mumbai Lakshdweep ('Marathi Language Newspaper') on Wednesday, February 25, 2025 informing about the completion of dispatch of notices to its Members through electronic means.
9. I monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by NSDL through its designated platform.
10. After completion of e-voting, votes cast by the Members, were unblocked by me in the presence of two witnesses, Mr. Jeenesh Babaria and Ms. Prajakta Kelkar.
11. The remote e-voting report downloaded from the website of NSDL has been kept separately for the purpose of postal ballot.
12. The detailed result of the postal ballot (through remote e-voting) is annexed herewith as Annexure – A.
13. The combined list of Members who voted "FOR / AGAINST / INVALID" for the resolution(s) through remote e-voting process will be handed over to the Company Secretary of the Company.
14. Based on such results, I hereby certify that the resolution(s) set out in Notice has been approved and passed by the requisite consent of the Members and accordingly, I request the Company to announce the voting results.



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13. The combined list of Members who voted "FOR / AGAINST / INVALID" for the resolution(s) through remote e-voting process will be handed over to the Company Secretary of the Company.
14. Based on such results, I hereby certify that the resolution(s) set out in Notice has been approved and passed by the requisite consent of the Members and accordingly, I request the Company to announce the voting results.
15. The resolution(s) specified in the Notice is deemed to be passed on the last date of remote e-voting i.e., Saturday, March 29, 2025.

Thanking you,  
Yours faithfully,  
For B.Desai & Associates

**Bhavesh Desai**  
Practicing Advocate  
Registration No. MAH/711/2019

Witness 1: Mr. Jeenesh Babaria

Witness 2: Ms. Prajakta Kelkar

*Jeenesh Babaria*  
*P. Kelkar*

**For and on behalf of Rodium Realty Limited**

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**Riddhi Soni**  
Company Secretary & Compliance officer

Date: March 29, 2025  
Place: Mumbai



**ANNEXURE-A**

**RESULT OF THE POSTAL BALLOT**

**1. Reappointment of Mr. Deepak Chheda (DIN: 00419447) as the Chairman and Managing Director of the Company for the period of three years (Special Resolution):**

(i) Votes in favour of the resolution:

<b>Manner of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by members</b>	<b>% of total number of votes casted</b>
Remote e-voting	37	575954*	100.00
<b>TOTAL</b>	<b>37</b>	<b>575954</b>	<b>100.00</b>

(ii) Votes against the resolution:

<b>Manner of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by members</b>	<b>% of total number of votes casted</b>
Remote e-voting	1	1	0.00
<b>TOTAL</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(iii) Invalid Votes:

<b>Manner of voting</b>	<b>Number of members who voted (whose votes were declared invalid)</b>	<b>Number of invalid votes cast by them</b>
Remote e-voting	0	0

*\*1034412 Votes polled by interested parties have been excluded from the count.*

**2. Reappointment of Mr. Harish Nisar (DIN: 02716666) as Whole-Time Director of the Company for the period of three years (Special Resolution):**

(i) Votes in favour of the resolution:

<b>Manner of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by members</b>	<b>% of total number of votes casted</b>
Remote e-voting	43	1600820*	100.00
<b>TOTAL</b>	<b>43</b>	<b>1600820</b>	<b>100.00</b>



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(ii) Votes against the resolution:

Manner of Voting	Number of members voted	Number of votes cast by members	% of total number of votes casted
Remote e-voting	1	1	0.00
<b>TOTAL</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(iv) Invalid Votes:

Manner of voting	Number of members who voted (whose votes were declared invalid)	Number of invalid votes cast by them
Remote e-voting	0	0

*\*9546 Votes polled by interested parties have been excluded from the count.*

### 3. Reappointment of Mr. Rohit Dedhia (DIN: 02716686) as Whole-Time Director of the Company for the period of three years (Special Resolution):

(i) Votes in favour of the resolution:

Manner of Voting	Number of members voted	Number of votes cast by members	% of total number of votes casted
Remote e-voting	43	1290900*	100.00
<b>TOTAL</b>	<b>43</b>	<b>1290900</b>	<b>100.00</b>

(ii) Votes against the resolution:

Manner of Voting	Number of members voted	Number of votes cast by members	% of total number of votes casted
Remote e-voting	1	1	0.00
<b>TOTAL</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(v) Invalid Votes:

Manner of voting	Number of members who voted (whose votes were declared invalid)	Number of invalid votes cast by them
Remote e-voting	0	0

*\*319466 Votes polled by interested parties have been excluded from the count.*

Based on the aforesaid results of e-voting, we report that the Special Resolution as contained in the Notice of Postal Ballot dated February 24, 2025, has been passed with requisite majority.

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