



Dheeraj Sharma & Company

*Practicing Company Secretaries
(A peer reviewed firm)*

CS Dheeraj Sharma
(Proprietor)

SCRUTINIZER'S REPORT

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman/Managing Director,
ROSE ZINC LIMITED

514-515, SM Lodha Complex, Near Court Chouraha, Shastri Circle,
Udaipur - 313001, Rajasthan

Subject: Scrutinizer's Report on voting through remote e-voting and physical postal ballot in respect of the resolutions contained in the Postal Ballot Notice dated 17th August 2026.

Dear Sir,

I, Mr. Dheeraj Sharma, Practising Company Secretary (Membership No. 21999; Certificate of Practice No. 27723), was appointed as Scrutinizer by the Board of Directors of Rose Zinc Limited (the "Company") pursuant to the resolution passed at its meeting held on 17th August 2026, to scrutinize the postal ballot process conducted through remote e-voting and physical postal ballot in a fair and transparent manner in respect of the two Special Resolutions set out in the Postal Ballot Notice dated 17th August 2026 ("Notice").

The Company provided remote e-voting through National Securities Depository Limited (NSDL). The remote e-voting period commenced on 18th September 2026 at 9:00 a.m. and ended on 18th October 2026 at 5:00 p.m. One physical postal ballot form covering 1,600 shares was received and, as instructed, has been treated as a valid vote in favour of both resolutions, subject to the Scrutinizer's verification of its validity and timely receipt.

1. Responsibility of the Management

The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013, the rules made thereunder and other applicable laws relating to the postal ballot process, including dispatch of the Notice and provision of the remote e-voting facility to the members of the Company.

My responsibility as Scrutinizer is to scrutinise the votes cast through remote e-voting and valid physical postal ballot forms, and report the votes cast in favour of or against each resolution based on the records and information made available.

2. Cut-off Date and Voting Entitlement

The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions placed for approval of the Shareholders was Friday, 28th August 2026.

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3. Dispatch of Postal Ballot Notice

The Company has completed the dispatch of Notice of Postal Ballot on 8th September 2026 to all the Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-off Date 28th August, 2026 through electronic means to those Members whose e-mail addresses are registered with the Company/Depository Participants and by speed post/airmail to the Members whose e-mail addresses are not registered, in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Notice sent contained the detailed procedure to be followed by the shareholders who were desirous of casting their vote electronically as provided in Rule 22 of the Companies (Management and Administration) Rules, 2014.

As per the information provided by the Company, the total beneficiary position as on 28th August 2026 comprised 5,039 members. The Postal Ballot Notice was sent by email to 1,174 members and dispatched in physical form to 3,865 members. Out of the physical postal ballot dispatches, 578 were reported as undelivered.

Accordingly, the dispatch figures reported by the Company reconcile to the total beneficiary position $(1,174 + 3,865 = 5,039)$. The Company should retain the email transmission records, dispatch proof and undelivered-mail records with its statutory records.

4. Scrutiny of Votes

After closure of e-voting period, the votes cast by the shareholders were unblocked and downloaded from the e-voting website of NSDL in the presence of one witness who is not in the employment of the Company as prescribed in Sub Rule 4 (xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. The remote e-voting results downloaded from NSDL were scrutinized, reviewed and considered. The physical postal ballot form was also considered for inclusion in the voting totals, subject to verification of its validity, signature, shareholding entitlement, and receipt by the Scrutinizer within the prescribed time.



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5. Results of Voting

Resolution No. 1 – Special Resolution: Sale of Company's Premises pursuant to Section 180(1)(a) of the Companies Act, 2013

Particulars	Number of Shareholders	Number of Shares	% of Valid Votes
Votes in favour – remote e-voting	11	3,876,883	–
Votes in favour – physical postal ballot	1	1,600	–
Total votes in favour	12	3,878,483	99.8687%
Votes against – remote e-voting	2	5,100	–
Total votes against	2	5,100	0.1313%
Total valid votes	14	3,883,583	100.0000%

Conclusion: The Special Resolution was passed with the requisite majority, based on the combined remote e-voting and valid physical postal ballot votes.

Resolution No. 2 – Special Resolution: Shifting of Registered Office from Rajasthan to Maharashtra and consequential alteration of Clause II of the Memorandum of Association

Particulars	Number of Shareholders	Number of Shares	% of Valid Votes
Votes in favour – remote e-voting	12	3,879,683	–
Votes in favour – physical postal ballot	1	1,600	–
Total votes in favour	13	3,881,283	99.8688%
Votes against – remote e-voting	2	5,100	–
Total votes against	2	5,100	0.1312%
Total valid votes	15	3,886,383	100.0000%

Conclusion: The Special Resolution was passed with the requisite majority, based on the combined remote e-voting and valid physical postal ballot votes.

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6. Conclusion

Based on the remote e-voting data provided by NSDL and the physical postal ballot details stated above, and subject to verification of the physical ballot's validity and the correct voting entitlement date, I report that both Special Resolutions contained in the Postal Ballot Notice dated 17th August 2026 have been passed with the requisite majority. and deemed to be passed on the last date specified for Remote E-voting i.e. 18th October 2026.

The Company should record the date of passing consistently in its statutory records and filings in accordance with applicable law.

The electronic data and all other relevant records relating to the e-voting are in my safe custody and will be handed over to the Chairman of the Board of Directors of the Company for preserving safely after the Chairman considers, approve and sign the report on Postal Ballot.

Thanking you,

Yours faithfully,

For Dheeraj Sharma & Company
Practicing Company Secretary

Dheeraj Sharma
Membership No.: 21999
Certificate of Practice No.: 27723
UDIN: A021999H001960188
Place: Mumbai
Date: 21/10/2026



Submitted to the Managing Director of the Company.

Countersigned by:

For ROSE ZINC LIMITED

Ashok Kumar Merta
Managing Director
DIN: 00336444

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