



RESONANCE SPECIALTIES LIMITED

Regd. Office: Plot No. 54-D, Kandivli Industrial Estate, Kandivli West, Mumbai-400067

Phone: 022-6210 6053 Email Id: investors@resonancesl.com

Website: www.resonancesl.com CIN: L25209MH1989PLC051993

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 Section 110 read with Section 108 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the guidelines/ requirements prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot vide General Circular Nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated 19th September, 2024 (collectively the "MCA Circulars") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), as amended from time to time, to transact the special business as set out hereunder by passing Special Resolution, by way of postal ballot through voting by electronic means (e-voting) only.

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement setting out the material facts in respect of Resolution proposed to be passed is annexed to this Postal Ballot Notice and forms part of this Postal Ballot Notice ("Notice").

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Therefore, the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The voting by the Members would take place only through the remote e-voting system. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency.

In compliance with Regulation 44 of the Listing Regulations, the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members to enable them to cast their votes electronically on the resolutions proposed in this Notice. The instructions for remote e-voting are appended to this Notice.

Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting votes by remote e-voting.

The schedule of remote e-voting is as under:

Sr. No.	Event Details	Timeline
1.	Date and time of commencement of e-voting	Thursday, February 12, 2026 at 9:00 a.m.
2.	Date and time of closure of e-voting	Friday, March 13, 2026 upto 5:00 p.m.
3.	Declaration of results of Postal Ballot	Monday, March 16, 2026

The remote e-voting module shall be disabled by NSDL after closure of e-voting.

SPECIAL BUSINESS:

ITEM NO. 1

Appointment of Ms. Dhara Shah (DIN: 07530998) as an Independent Director of the Company. (Special Resolution)

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

“RESOLVED THAT Ms. Dhara Shah (DIN: 07530998) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 4th February, 2026 under Section 161 of the Companies Act, 2013 (the Act) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Dhara Shah (DIN: 07530998) a non-executive director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from 4th February, 2026 to 3rd February, 2031.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution.”

Registered Office:
Plot no 54-D, Kandivli Industrial Estate
Kandivli west, Mumbai- 400067.

E-mail:
company.secretary@resonancesl.com
Website: www.resonancesl.com
CIN: L25209MH1989PLC051993

For Resonance Specialties Limited

Sd/-
Vaibhavi Shah
Company Secretary & Compliance Officer
Membership No: ACS 72229

Mumbai; February 4, 2026.

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), setting out the material facts relating to the aforesaid Resolution is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. The Notice is being sent only in electronic form to those Members whose names appear in the Company's Register of Members / List of Beneficial Owners as received from the Depositories as on Friday, February 6, 2026 ("Cut-Off Date") and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date, i.e. Friday, February 6, 2026.
3. Institutional / Corporate Members (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to vote through remote e-voting on its behalf and the same shall be received by the Scrutinizer / Company on or before close of remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail to the registered e-mail address investors@resonancesl.com with a copy marked to evoting@nsdl.co.in. The Institutional Members (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

5. The Company is providing the facility of remote e-voting to its members and has engaged the services of National Securities Depository Limited (NSDL) for this purpose. The members are requested to go through the detailed "INSTRUCTIONS FOR REMOTE E-VOTING" and Notes appended to the Postal Ballot Notice.
6. The Postal Ballot Notice has been uploaded on the website of the Company at www.resonancesl.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice is also disseminated on the website of the NSDL at www.evoting.nsdl.com.
7. The remote e-voting shall commence on **Thursday, February 12, 2026 at 9:00 a.m. (IST)** and shall end on **Friday, March 13, 2026 at 5:00 p.m. (IST)**. During this period, the members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by the NSDL for voting thereafter.
8. The Board of Directors have appointed Mr. Alok Khairwar (FCS NO. 10031; CP 12880) or failing him Mr. Rajkumar Gupta (ACS No. 43015, CP 18582) of M/s. Alok Khairwar and Associates,

Practicing Company Secretaries, as a scrutinizer (the 'Scrutinizer') to scrutinize the Postal Ballot process in a fair and transparent manner.

9. The Scrutinizer will submit his report to the Chairperson or any other person authorised by him, after scrutiny of the votes cast, the result of the Postal Ballot within 48 hours of the end of remote e-voting process. The Scrutinizer's decision on the validity of votes cast will be final.
10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.resonancesl.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairperson or any other person authorized by him/her and the same shall be communicated to the Stock Exchange where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
11. The resolutions, if passed by the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for remote e-voting i.e. **Friday, March 13, 2026**.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to email id company.secretary@resonancesl.com from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID upto **Friday, March 13, 2026**. These documents are also available for inspection at the Registered Office of the Company on any working day during normal working hours (excluding Saturday) upto **March 13, 2026**.

PROCEDURE FOR REMOTE E-VOTING:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

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:

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 remote e-Voting for Individual shareholders holding securities in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.2. 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.3. 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.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login 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 my 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 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 e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the

	system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participant	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 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.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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 - 4886 7000
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 toll free No. 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.

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 8 digits 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:
 - 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.
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.
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 investors@resonancesl.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
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 - 4886 7000 or 022 - 2499 7000 or send a request to Mr. Sanjeev Yadav, at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@resonancesl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN

(self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@resonancesl.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

Registered Office:

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Mumbai - 400 067
Tel : 022 - 6210 6053
E-mail: investors@resonancesl.com
Website: www.resonancesl.com
CIN: L25209MH1989PLC051993

By Order of the Board
For **Resonance Specialties Limited**

Sd/-
Vaibhavi Shah
Company Secretary
ACS 72229

Mumbai,
February 4, 2026

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1:

The Board on the recommendation of the Nomination and Remuneration Committee (NRC) of the Board has appointed Ms. Dhara Shah (DIN: 07530998) as an Additional Director of the Company with effect from 4th February, 2026 and also as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 4th February, 2026 to 3rd February, 2031, subject to approval of the Members by way of a special resolution.

Ms. Dhara Shah, aged 38 years, by qualification is a B.Com, LL.B and is also a qualified Company Secretary. She has experience of about 10 years in this field of Company Secretarial and Corporate field.

She is also a Director of the following companies:

Sr. no.	Company name	Designation
1.	Relic Technologies Limited	Independent Director
2.	Lyka Exports Limited	Non Executive Director
3.	Lyka BDR International Limited	Non Executive Director

Her experience in the commercial, compliance and legal field will be of immense benefit to the Company.

NRC has identified knowledge, experience and expertise in the commercial, compliance and legal field as the skills required for this role. After reviewing the profile of Ms. Dhara Shah, the NRC and the Board was of the view that Ms. Dhara Shah possesses appropriate skills, experience and knowledge as required for the role of an Independent Director. Accordingly, the NRC has recommended to the Board her candidature as an Independent Director of the Company.

The Board has also appointed her as the Member of the following Committees of the Board with effect from 4th February, 2026:

(1) Audit Committee, (2) Nomination and Remuneration Committee, and (3) Stakeholders Relationship Committee (4) Corporate Social Responsibility Committee

She does not hold any equity shares of the Company

She is the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of Relic Technologies Limited. She has retired as an Independent Director from Lyka Labs Limited on August 3, 2025.

The Company has received a declaration from Ms. Dhara Shah to the effect that she meets the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and Rules framed thereunder and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of the Listing Regulations. Ms. Dhara Shah has also confirmed that she is not debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Ms. Dhara Shah has also confirmed that she is in compliance with applicable Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to her registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

She is not related to any Director or Key Managerial Personnel of the Company.

The Board, on the basis of confirmations / declarations provided by Ms. Dhara Shah is of the opinion that she fulfils the conditions / criteria specified under the Act, the Rules framed thereunder and the Listing Regulations in relation to her appointment as an Independent Director of the Company and that she is independent to the management of the Company.

The Company has received a notice pursuant to Section 160 of the Act from a Member signifying the intention to propose the appointment of Ms. Dhara Shah as a Director of the Company.

The letter of her appointment as an Independent Director setting out the terms and conditions of her appointment would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at company.secretary@resonancesl.com. The same is also placed on the website of the Company www.resonancesl.com.

Pursuant to the provisions of section 149, 152, and other applicable provisions of the Companies Act, 2013 and Regulation 17(1C) of the Listing Regulations, approval of Members for appointment of a person on the Board of Directors of a company is required to be obtained either at the next general meeting or within three months from the date of appointment, whichever is earlier. Hence, the approval of the Members for her appointment is sought through in this Postal Ballot Notice.

The Board, considering the qualification, experience and expertise of Ms. Dhara Shah, recommends the Special Resolution as set out at Item No.1 of this Postal Ballot Notice for approval of the Members.

Except Ms. Dhara Shah, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of The Institute of Company Secretaries of India (ICSI).

Registered Office:

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By Order of the Board
For **Resonance Specialties Limited**

Sd/-
Vaibhavi Shah
Company Secretary
ACS 72229

Mumbai,
February 4, 2026