



Resonance
Specialties

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 businesses as set out hereunder by passing Special Resolutions, 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 Resolutions 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	Sunday, May 25, 2025 at 9:00 a.m.
2.	Date and time of closure of e-voting	Monday, June 23, 2025 upto 5:00 p.m.
3.	Declaration of results of Postal Ballot	Tuesday, June 24, 2025

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

SPECIAL BUSINESS:

ITEM NO. 1

Re-appointment of Mr. Ajay Patadia (DIN: 00298226) as an Independent Director of the Company for a second term of consecutive 5 years. (Special Resolution).

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Mr. Ajay Patadia (DIN 00298226), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for another (second) term of five consecutive years with effect from June 27, 2025 and till June 26, 2030.”

RESOLVED FURTHER THAT the Board be and is hereby 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.”

ITEM NO. 2

Re-appointment of Mr. Raj Kamal Prasad Verma (DIN: 02166789) as an Independent Director of the Company for a second term of consecutive 5 years. (Special Resolution).

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Mr. Raj Kamal Prasad Verma (DIN 02166789), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director, be and is

hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for another (second) term of five consecutive years with effect from November 10, 2025 and till November 9, 2030.”

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 Rajeshirke
Company Secretary & Compliance Officer
Membership No: ACS 72229

Mumbai; May 19, 2025.

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 Resolutions 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 Wednesday, May 21, 2025 ("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. Wednesday, May 21, 2025.
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 **Sunday, May 25, 2025 at 9:00 a.m. (IST)** and shall end on **Monday, June 23, 2025 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. **Monday, June 23, 2025**.
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 **Monday, 23rd June, 2025**. 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 23rd June, 2025.

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> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </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:

54-D, Kandivli Industrial Estate
Kandivli (West)
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 Rajeshirke
Company Secretary
ACS 72229

Mumbai,
May 19, 2025

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

Item No. 1:

Pursuant to the provisions of the Companies Act, 2013 (the Act), Mr. Ajay Patadia (DIN 00298226) was appointed as an Independent Director to hold office for a term of five consecutive years upto June 26, 2025 by the Members of the Company in the 31st Annual General Meeting held on 15th September, 2020.

As per Section 149 (10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years but shall be eligible for re-appointment on passing a special resolution by the Company for another (second) term of upto five consecutive years.

Based on the recommendation of Nomination and Remuneration Committee and performance evaluation of the Independent Director and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and the Listing Regulations, Mr. Ajay Patadia, being eligible for re-appointment as an Independent Director and having offered himself for re-appointment, it is proposed by the Board of Directors to re-appoint him as an Independent Director of the Company for another (second) term of five consecutive years from June 27, 2025 and till June 26, 2030.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of, Mr. Ajay Patadia for the office of the Independent Director of the Company.

The Company has received a declaration from Mr. Ajay Patadia that he meets the criteria of independence as prescribed under Section 149 of the Act and under Listing Regulations.

A brief profile of Mr. Ajay Anantrai Patadia is given below.

Mr. Ajay Anantrai Patadia, Aged 50 years S/o Mr. Anantrai Gangaram Patadia is an Associate Member of The Institute of Companies Secretaries of India and is a Law Graduate, Ajay Patadia is the Founder of Nyuleaf Advisors. He is an all India 2nd Rank Holder in his professional qualification.

Having been closely associated with leading Indian and International business entities such as Reliance Group, Balaji Telefilms, Emaar Group Dubai, he set up his venture, PMI Entertainment (PMI) as the start of his entrepreneurial aspiration. Over last fourteen years, PMI has become an established production house in India and during this period he has enabled PE investment in PMI, made investments in Joint Ventures in the entertainment sector, undertook successful exit both for PMI and its investors. Green Gold Animation, creators for “Chhota Bheem” animation series, has been one of the successful ventures undertaken by him through a Joint Venture.

His recent joint venture in an Investment Banking business has inspired him to establish Nyuleaf Advisors in 2017 as his own enterprise, wherein he can now extend his personal ambition and values along with his professional expertise and acumen to his clients. During his past stint in Investment Banking, he successfully completed transactions in Education, Consumer, Financial Services sectors. He has handled all aspects of business ranging from strategy to execution and support functions. Being an entrepreneur himself, Ajay brings significant value to clients in understanding their needs.

He is a Director of the Company since June 27, 2020. He is also the Member of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Board of Directors of the Company.

He is also a Director of the following companies:

1. Savani Financials Limited (Listed Company)	2. PMI Entertainment (India) Private Limited
3. NLA Advisory Services Private Limited	

He does not hold any equity shares in the Company.

Mr. Ajay Patadia is not debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority.

Details of number of board meetings held and attended by him during his tenure as a Director of the Company are as follows:

Financial year	No. of Board Meetings held in the financial year	No. of Board Meeting attended
2020-21 (appointed w.e.f. 27.06.2020)	5	5
2021-22	5	5
2022-23	5	5
2023-24	5	5
2024-25	4	4
2025-26 (till 26.06.2025)	1	1

In the opinion of the Board, Mr. Ajay Patadia fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management.

The letter of his appointment as an Independent Director setting out the terms and conditions of his 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.

The Board considers that his continued association, considering his qualification and experience, would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Ajay Patadia as an Independent Director.

Accordingly, the Board recommends Special Resolution at Item No.1 of this notice, in relation to re-appointment of Mr. Ajay Patadia as an Independent Director for another (second) term of five consecutive years with effect from June 27, 2025 till June 26, 2030 for the approval by the members of the Company by way of Special Resolution.

Except Mr. Ajay Patadia, 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. Mr. Ajay Patadia is not related to any Director or Key Managerial Personnel of the Company.

This Explanatory Statement together with the accompanying Notice of the Postal Ballot 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).

Item No. 2:

Pursuant to the provisions of the Companies Act, 2013 (the Act), Mr. Raj Kamal Prasad Verma (DIN 02166789) was appointed as an Independent Director by the members of the Company through postal ballot, results of which were declared on March 12, 2021 to hold office for a term of five (5) consecutive years from November 10, 2020 and upto November 9, 2025.

As per Section 149 (10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years but shall be eligible for re-appointment on passing a special resolution by the Company for another (second) term of upto five consecutive years.

Regulation 17(1A) of the SEBI Listing Regulations also requires the listed entities to avail approval of shareholders by way of Special Resolution to appoint or continue the directorship of non-executive Directors who have attained the age of seventy-five years.

Based on the recommendation of Nomination and Remuneration Committee and performance evaluation of the Independent Director and considering his qualification and vast and diverse experience of several decades in the corporate world in the leadership positions, his skills and expertise as well as the benefit which the Company derive from his continuance as an Independent Director on the Board of the Company, though he has already attained the age of 75 years, and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and the Listing Regulations, Mr. Raj Kamal Prasad Verma, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, it is proposed by the Board of Directors to re-appoint him as an Independent Director of the Company for another (second) term of five consecutive years from November 10, 2025 and upto November 9, 2030 for his continuation as an Independent Director even though he has already attained the age of 75 years on March 22, 2024.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of, Mr. Raj Kamal Prasad Verma for the office of the Independent Director of the Company.

The Company has received declaration(s) from Mr. Raj Kamal Prasad Verma to the effect that he meets the criteria of independence as prescribed in Section 149 of the Act and under Listing Regulations and that he is eligible for re-appointment as an Independent Director of the Company.

A brief profile of Mr. Raj Kamal Prasad Verma ("Mr. Verma") is given below:

Mr. Verma aged 76 years holds a Master degree in Business Management. He also holds a post graduate diploma in Industrial Relations and Personnel Management. He has domain expertise in the area of Pharmaceuticals, Bio-technology, API, Specialty Chemicals, Diagnostics and Medical Devices Business and is also involved in the functions like consulting and training.

He is a Director of the Company as an Independent Director. He is also the Chairman of the Stakeholder Relationship Committee and Nomination and Remuneration Committee and Member in the Audit Committee, Corporate Social Responsibility Committee of the Company.

He holds 10 equity shares in the Company.

Mr. Verma is not debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority.

In the opinion of the Board, Mr. Raj Kamal Prasad Verma fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management.

Details of number of board meetings held and attended by him during his tenure as a Director of the Company are as follows:

Financial year	No. of Board Meetings held in the financial year	No. of Board Meeting attended
2020-21 (appointed w.e.f. 10.11.2020)	5	3
2021-22	5	5
2022-23	5	5
2023-24	5	5
2024-25	4	4
2025-26 (till 19.05.2025)	1	1

He is on the Board of Director of the Following Companies:

1. Makers Laboratories Ltd., A Listed Company (Listed Company)	2. Evse Ready India Private Limited
3. Avik Pharmaceutical Limited	4. Numantra Technologies Private Limited
5. Omada Software Technologies Private Limited	

The letter of his appointment as an Independent Director setting out the terms and conditions of his 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.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Raj Kamal Prasad Verma as an Independent Director.

Accordingly, the Board recommends Special Resolution at Item No.2 of this notice, in relation to re-appointment of Mr. Raj Kamal Prasad Verma as an Independent Director for another (second) term of five consecutive years with effect from November 10, 2025 and upto November 9, 2030 for the approval by the members of the Company by way of a Special Resolution.

Except Mr. Raj Kamal Prasad Verma, 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. 2 of the accompanying Notice. Mr. Raj Kamal Prasad Verma is not related to any Director or Key Managerial Personnel of the Company.

This Explanatory Statement together with the accompanying Notice of the Postal Ballot 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).

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT

(Pursuant to Regulation 36(3) Of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings)

Name	Mr. Ajay Anantrai Patadia	Mr. Raj Kamal Prasad Verma
DIN	00298226	02166789
Date of Birth and Age	September 07, 1974 50 years	March 22, 1949; 76 Years
Date of first appointment as a Director of the Company	June 27, 2020	November 10, 2020
Qualifications	An Associate Member of The Institute of Companies Secretaries of India and a Law Graduate	Master Degree in Business Management, Post graduate diploma in Industrial Relations and Personnel Management
Expertise in specific functional areas	During his past stint in Investment Banking, he successfully completed transactions in Education, Consumer, Financial Services sectors. He has handled all aspects of business ranging from strategy to execution and support functions.	Pharmaceuticals, Biotechnology, API, Specialty Chemicals & Diagnostics and Medical devices
Terms and Conditions of appointment and reappointment	For a term of 5 (five) consecutive years from June 27, 2025 to June 26, 2030	For a term of 5 (five) consecutive years from November 10, 2025 upto November 9, 2030
Details of Remuneration last drawn	NA	NA
Details of Remuneration sought to be paid	Sitting fees payable for attending Board/Committee Meetings	Sitting fees payable for attending Board/Committee Meetings
Number of Board meetings attended during the FY 2024-25	Four (4)	Four (4)
Directorships held in other companies	1. Savani Financials Limited 2. PMI Entertainment (India) Private Limited 3. NLA Advisory Services Private Limited	1. Makers Laboratories Limited 2. Evse Ready India Private Limited 3. Avik Pharmaceutical Limited 4. Numantra Technologies Private Limited 5. Omada Software Technologies Private Limited
Listed Entities from which	None	1. Krebs Biochemicals and Industries Ltd.

he/she has resigned/retired as Director in past 3 years		(retired upon completion of term of appointment)
Memberships / Chairmanships of committees of other companies	<u>Savani Financials Limited (Listed Company)</u> Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee	<u>Makers Laboratories Limited (Listed Company)</u> 1. Member of Audit Committee and Nomination and Remuneration Committee 2. Chairman of Stakeholder Relationship Committee <u>Avik Pharmaceutical Limited (Listed Company)</u> 1. Chairman of Audit Committee 2. Member of Corporate Social Responsibility Committee
Number of Equity Shares held in the Company	None	10

Registered Office:

54-D, Kandivli Industrial Estate
Kandivli (West)
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 Rajeshirke
Company Secretary
ACS 72229

Mumbai,
May 19, 2025