

**SCUTINIZER'S REPORT**

To,  
The Chairman,  
**Resonance Specialties Limited**  
Plot No. 54D, Kandivli Industrial Estate,  
Kandivli West, Mumbai 400067.

**Sub.: Resonance Specialties Limited - Scrutinizer's Report on Postal Ballot (E-voting) Results.**

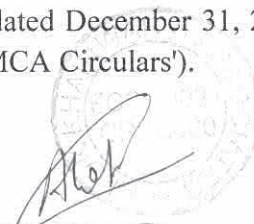
**Dear Madam,**

The Board of Directors of **Resonance Specialties Limited** (*hereinafter referred to as "the Company"*) at their meeting held on February 05, 2021, have appointed me as the Scrutinizer to conduct and scrutinize the Postal Ballot E- voting process in a fair and transparent manner in respect of the Resolution as circulated/ stated in the Postal Ballot Notice dated February 05, 2021 ('Notice').

In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (the 'Act'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations), the Secretarial Standard on the General Meetings ('SS-2') issued by the Institute of Company Secretaries of India read with the Circulars issued by the Ministry of Corporate Affairs in this regard, and any amendments thereto, the Company had provided facility for voting through electronic means (E-voting) to all the Members of the Company to enable them to cast their votes only through electronic means on the item mentioned in the Notice.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL), as the Electronic Voting Service Provider (hereinafter referred to as "CDSL" or "EVSP") who had made necessary arrangements to facilitate E-voting by the shareholders of the Company on their website <https://www.evotingindia.com>. Adroit Corporate Services Ltd ("RTA" or "Adroit") are the Registrars and Share Transfer Agents ('RTA') for the Company.

In view of the prevailing pandemic situation and to obviate difficulties faced by the Corporates in providing both voting by physical ballot and E-voting, a facility was extended for the members to cast their vote only through E-voting in accordance with the provisions of the General Circulars No.14/2020 dated April 08, 2020 and No.17/2020 dated April 13, 2020 No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars').



Accordingly, the Company had sent the Postal Ballot Notice including all the requisite information required to cast the vote, in electronic form only, to all its members who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants. The communication of the assent or dissent of the Members was sought through the E-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email address registered with the RTA so that they could also participate in the E-voting facility extended by the Company.

The Company and the EVSP had uploaded the Notice together with the explanatory statement on their respective websites viz. [www.resonancesl.com](http://www.resonancesl.com) and <https://www.evotingindia.com>. The Notice was also uploaded on the stock exchange websites where the securities of the Company are listed viz. [www.bseindia.com](http://www.bseindia.com). Electronic Voting Event Number "210203003" ('EVEN') was generated for casting the votes through E-voting mode. The Company and the EVSP have complied with, all the necessary formalities specified under the Act, the Rules and the Circulars issued in this regard.

The aforesaid Postal Ballot Notice was sent on February 8, 2021 to all the Members of the Company through e-mail who have registered their e-mail addresses as on February 5, 2021 (cutoff date}.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through E-voting}, was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by EVSP.

The total number of Members as on the Cutoff date was 11024. The E-voting period commenced from Tuesday, February 9, 2021 at 9:00 a.m. India Standard Time ('IST') till Wednesday, March 10, 2021 at 5:00 p.m. (IST). For those members whose email ID were not available, a Public Notice with regard to the Postal Ballot Notice was published on February 09, 2021, in "Financial Express" (English-All Edition) and on February 10, 2021 in "Free Press Journal" Mumbai, English Newspaper and on February 10, 2021 in "Navshakti", Marathi Newspaper providing requisite information and contact details of the EVSP for registering email id and queries on E-voting.

The item for which approval of the Members of the Company was sought as stated in the Notice is mentioned hereunder: -





Sr. no	Type of Resolution	Description of the resolution
1	Special Resolution	Re-appointment of Mrs. Archana Yadav (DIN: 07335198) as an Independent Director of the Company for a second term of consecutive 5 years.
2	Ordinary Resolution	Appointment of Mr. Prashant Godha (DIN: 00012759) as a Non-Executive, Non-Independent Director
3	Special Resolution	Appointment of Mr. Raj Kamal Prasad Verma (DIN: 02166789) as an Independent Director

The E-voting process concluded at 5.00 p.m. on March 10, 2021. After the closure of E-voting process the votes cast through E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Miss. Radhika Chourasiya and Miss Aditi Bhosale witnesses, not in employment of the Company, as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since, E-voting facility was provided by CDSL, the details of the E-voting exercised by the Members were duly obtained from the website of CDSL. The details of the E-voting, the compilation of the data containing the Member's name, OP ID Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by CDSL on their website i.e. <https://www.evotingindia.com> which was duly scrutinized.

On scrutiny, I report that out of 11024 Members holding shares as on the cut-off date, i.e. Friday, February 05, 2021, 33 Members have exercised their votes through remote E-voting. The details of Postal Ballot results for the items placed for consideration and approval of the Members are given below:

**Item No 1: As a Special Resolution**

**1. Re-appointment of Mrs. Archana Yadav (DIN: 07335198) as an Independent Director of the Company for a second term of consecutive 5 years.**

Total no. of Members	11024		
Total no. of Equity Shares	11544000		
E-voting as per the Postal Ballot Notice	From Tuesday, February 9, 2021 at 9:00 a.m. India Standard Time ('IST') till Wednesday, March 10, 2021 at 5:00 p.m. (IST)		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	33	7206282
Less: E-voting considered as <i>abstained/less voted</i> * refer note below	B	Nil	Nil
Net E-voting (A-B) considered valid	C	<b>33</b>	<b>7206282</b>



**Item No 2: As a Ordinary Resolution**

**2. Appointment of Mr. Prashant Godha (DIN: 00012759) as a Non-Executive, Non-Independent Director.**

Total no. of Members	11024		
Total no. of Equity Shares	11544000		
E-voting as per the Postal Ballot Notice	From Tuesday, February 9, 2021 at 9:00 a.m. India Standard Time ('IST') till Wednesday, March 10, 2021 at 5:00 p.m. (IST)		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	33	7206282
Less: E-voting considered as <i>abstained/less voted</i> * refer note below	B	Nil	Nil
Net E-voting (A-B) considered valid	C	<b>33</b>	<b>7206282</b>

**Item No 3: As a Special Resolution**

**3. Appointment of Mr. Raj Kamal Prasad Verma (DIN: 02166789) as an Independent Director.**

Total no. of Members	11024		
Total no. of Equity Shares	11544000		
E-voting as per the Postal Ballot Notice	From Tuesday, February 9, 2021 at 9:00 a.m. India Standard Time ('IST') till Wednesday, March 10, 2021 at 5:00 p.m. (IST)		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	33	7206282
Less: E-voting considered as <i>abstained/less voted</i> * refer note below	B	Nil	Nil
Net E-voting (A-B) considered valid	C	<b>33</b>	<b>7206282</b>

**NOTE:**

1. Votes cast in favour or against have been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot.

2. A vote cast in favour or against is calculated based on the valid votes cast through Remote E-voting.

**Summary of E-voting through Postal Ballot**





**1. Item No 1: As a Special Resolution**

Promoter/ Public	No. of shares held (1)	No. of Valid votes polled (2)	% of Valid Votes polled on outstandi ng shares (3) = {(2) /(1)}* 100	No. of votes – in favour (4)	No. of vote s agai nst (5)	% of votes in favour on votes polled (6) = {(4) /(2)}* 100	% of votes again st on votes polled (7) = {(5) /(2)}* 100
Promoter And Promoter Group	7193426	7193426	100	7193426	0	100	0
Public	4350574	12856	0.2955	12856	0	100	0
<b>Total</b>	<b>11544000</b>	<b>7206282</b>	<b>62.42</b>	<b>7206282</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Percentage of votes cast in favour: 100. Percentage of votes cast Against: 0.**

**RESULTS ITEM NO 1:-** As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.1 as set forth in the Postal Ballot Notice dated February 05, 2021 has been passed by the Members with *requisite majority*. The Resolution is deemed as passed on the last date of voting that is Wednesday, March 10, 2021.

**Item No 2: As a Ordinary Resolution**

Promoter/ Public	No. of shares held (1)	No. of Valid votes polled (2)	% of Valid Votes polled on outstandi ng shares (3) = {(2) /(1)}* 100	No. of votes – in favour (4)	No. of vote s agai nst (5)	% of votes in favour on votes polled (6) = {(4) /(2)}* 100	% of votes again st on votes polled (7) = {(5) /(2)}* 100
Promoter And Promoter Group	7193426	7193426	100	7193426	0	100	0
Public	4350574	12856	0.2955	12856	0	100	0
<b>Total</b>	<b>11544000</b>	<b>7206282</b>	<b>62.42</b>	<b>7206282</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Percentage of votes cast in favour: 100. Percentage of votes cast Against: 0.**

**RESULTS ITEM NO 2:-** As the number of votes cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No.2 as set forth in the Postal Ballot Notice dated February 05, 2021 has been passed by the Members with *requisite majority*. The Resolution is deemed as passed on the last date of voting that is Wednesday, March 10, 2021.

**Item No 3: As a Special Resolution**

Promoter/ Public	No. of shares held (1)	No. of Valid votes polled (2)	% of Valid Votes polled on outstandi ng shares (3) = {(2) /(1)}* 100	No. of votes – in favour (4)	No. of vote s agai nst (5)	% of votes in favour on votes polled (6) = {(4) /(2)}* 100	% of votes again st on votes polled (7) = {(5) /(2)}* 100
Promoter And Promoter Group	7193426	7193426	100	7193426	0	100	0
Public	4350574	12856	0.2955	12856	0	100	0
<b>Total</b>	<b>11544000</b>	<b>7206282</b>	<b>62.42</b>	<b>7206282</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Percentage of votes cast in favour: 100. Percentage of votes cast Against: 0.**

**RESULTS ITEM NO. 3:-** As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.3 as set forth in the Postal Ballot Notice dated February 05, 2021 has been passed by the Members with *requisite majority*. The Resolution is deemed as passed on the last date of voting that is Wednesday, March 10, 2021.

I further report that as per the Postal Ballot Notice dated February 05, 2021 and the Board Resolution dated February 05, 2021, the Chairman or a person authorized by him in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolutions referred, on or before March 12, 2021. The result of the Postal Ballot will be displayed on the website of the Company [www.resonancesl.com](http://www.resonancesl.com) and on the website of CDSL <https://www.evotingindia.com>, the service provider. The results shall also be forwarded to BSE Limited and CDSL, the exchange where equity shares of the Company are listed and to the Company at its Registered Office.



Page 6 of 7





ALOK KHAIRWAR  
& ASSOCIATES

## ALOK KHAIRWAR AND ASSOCIATES

F214 B wing, Express Zone Mall,  
Western Express Highway,  
Near Oberoi Mall, Malad East,  
Mumbai - 400 097.


I further report that, Rule 22 of the Companies (Management and Administration} Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from CDSL, the Service Provider for the E-voting facility extended by them recording the consent or otherwise received from the Members, by E-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of your Company.

Thanking you,


Yours faithfully,

For Alok Khairwar & Associates  
Company Secretary  
UCN No: S2014MH257300

  
(Alok Khairwar)  
Proprietor  
FCS No: 10031  
C.P.No:12880  
UDIN: F010031B004060737

Place: Mumbai  
Date: March 11, 2021

The following were the witnesses to the unblocking of the votes on March 11, 2021

  
1. Miss Radhika Chaudhary

  
2. Miss Aditi Bhosale

Received and acknowledged by:

  
Chairman/Company Secretary  
Resonance Specialties Limited

