

Report of Scrutinizer on Remote E - Voting

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule
20(4)(xii) of the Companies (Management and Administration) Rules,
2014]**

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

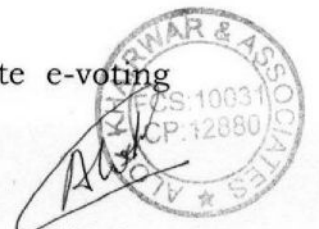
**Ref: 32nd Annual General Meeting held on Thursday, August 26,
2021 at 11.35 A.M**

**Sub: Scrutinizer's Report on Remote e-voting conducted through
Video Conferencing (VC)/Other Audio Visual Means (OAVM)
pursuant to the provisions of Section 108 of the Companies
Act, 2013 ("the Act") read with rule 20 of the Companies
(Management and Administration) Rules, 2014 as amended by
Companies (Management and Administration) Amendment
Rules, 2015**

Dear Sir,

We Alok Khairwar & Associates, Company Secretaries, have been appointed as the Scrutinizer by the Board of Director of Resonance Specialties Limited pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 31st Annual General Meeting of the Equity Shareholders of the Company held on Thursday, August 26, 2021 at 11.35 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) and concluded at 12.44 P.M.

I was also appointed as scrutinizer to scrutinize the remote e-voting process during the said AGM.



The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) by the shareholders on the resolutions proposed in the Notice of 32nd Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means (by remote e-voting) in the meeting are conducted in a faith and transparent manner and render Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by CDSL.

The Notice dated August 02, 2021 Convening Annual General Meeting (AGM) of the Company along with Statement setting out material fact under Section 102 of the Companies Act, 2013 were sent to the Shareholder in respect of the below mentioned resolutions to be passed at the said Annual General Meeting of the Company to be held on August 26, 2021 at 11.35 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) through electronic mode to those Members whose email addresses are registered with the Company /Depositories, in compliance with the MCA circulars dated May 5, 2020 and January 13, 2021 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021.

In accordance with the Notice of 32nd Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on August 03, 2021, the remote e-voting commenced on August 23, 2021, 09:00 AM and ended on August 25, 2021, 05:00 P.M.



The Equity Shareholders holding shares as on August 20, 2021, "cutoff date" were entitled to vote on the resolutions stated in the Notice of 32nd Annual General Meeting of the Company.

This Annual General Meeting of the Equity Shareholders of Resonance Specialties Limited was convened through Video Conferencing (VC)/Other Audio Visual Means (OAVM) pursuant to the General Circular number 14/2020, 17/2020 and 20/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) without the physical presence of the shareholders at common venue. .

The votes on remote e-voting were unblocked at 02.58 p.m. on August 26, 2021, the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of CDSL (<https://evotingindia.com>) and the same are being handed over to the Chairman/Company Secretary.

The results of the scrutiny of voting by remote e-voting in respect of resolutions contained in Notice dated August 02, 2021 are as under;

(1) Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2021 together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)



(i) Voted in **favour** of the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	50	6264651	100.00

(ii) Voted **against** the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

(iii) Invalid Votes:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

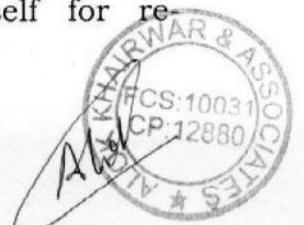
Result: We report that all the votes casted in favour of the aforesaid Resolution and no votes cast against accordingly the resolution may be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.

(2) Resolution

To appoint a Director in place of Mr. Ashish Katariya (DIN 08601262), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

(i) Voted in **favour** of the resolution:



Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	50	6264651	100.00

(ii) Voted **against** the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

(iii) Invalid Votes:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

Result: We report that all the votes casted in favour of the aforesaid Resolution and no votes cast against accordingly the resolution may be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.

(3) Resolution

To declare dividend on equity shares @ Re. 1/- per share i.e. 10% on face value of Rs. 10/- each (Ordinary Resolution)



(i) Voted in **favour** of the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	50	6264651	100.00

(ii) Voted **against** the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

(iii) Invalid Votes:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

Result: We report that all the votes casted in favour of the aforesaid Resolution and no votes cast against accordingly the resolution may be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.

(4) Resolution

To appoint M/s. Kailash Chand Jain & Co., Chartered Accountants (Firm Registration No. 112318W) as the Statutory Auditors and fix their remuneration (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	50	6264651	100.00

(ii) Voted **against** the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

(iii) Invalid Votes:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

Result: We report that all the votes casted in favour of the aforesaid Resolution and no votes cast against accordingly the resolution may be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.

(5) Resolution

Ratification of remuneration payable to M/s Poddar & Co., Cost Auditors of the company. (Ordinary Resolution)



(i) Voted in **favour** of the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	50	6264651	100.00

(ii) Voted **against** the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

(iii) Invalid Votes:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

Result: We report that all the votes casted in favour of the aforesaid Resolution and no votes cast against accordingly the resolution may be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.

(6) Resolution

Approval for entering into related party transactions during any financial year not exceeding in aggregate an amount of Rs. 50 crores (rupees fifty crores only) with Vista Organics Private Limited (Ordinary Resolution)



(i) Voted in **favour** of the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Remote e-voting	49	6264641	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Remote e-voting	1	10	0.00

(iii) Invalid Votes:

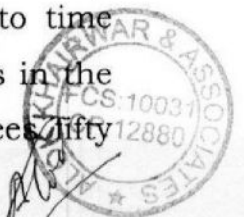
Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

Result: We report that the numbers of votes cast in favour of the aforesaid Resolution are more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.

(7) Resolution

Authorisation to borrow any sum or sums of money from time to time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) to the extent of Rs. 50 crores (Rupees Fifty



crores) and create charge over the assets of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	49	6264641	100.00 (Rounded Off)

(ii) Voted against the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	1	10	0.00

(iii) Invalid Votes:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

Result: We report that the number of votes cast in favour of the resolution was not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting, we report that the Special Resolution with regard to Resolution No 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Invalid Votes: There were no invalid votes.



(8) Resolution

To consider the Reclassification of the shareholding of Dr. Atma Bandhu Gutpa and his Family members / Companies, the promoters shareholders of the company, as the non-promoter shareholders (Ordinary Resolution)

(i) Voted in favour of the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	50	6264651	100.00

(ii) Voted against the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

(iii) Invalid Votes:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

Result: We report that all the votes casted in favour of the aforesaid Resolution and no votes cast against accordingly the resolution may be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.





All the relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 32nd Annual General Meeting and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

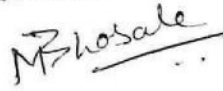
Thanking you,

Yours faithfully,

**FOR ALOK KHAIRWAR & ASSOCIATES
COMPANY SECRETARIES**



CS Alok Khairwar
(Proprietor)
FCS: 10031
CP No: 12880
UDIN: F010031C000839882
Place: Mumbai
Dated: August 26, 2021

For RESONANCE SPECIALTIES LTD.


Company Secretary