Resonance Specialties

# Resonance Specialties Limited

**Regd. Office:** Plot No. 54-D, Kandivli Industrial Estate, Kandivali (W) Mumbai - 400067, India
**Tel:** +91-22-6857 2827/6210 6053 **Fax:** +91-22-28688544 **E-mail**-info@resonancesl.com
**Website :** www.resonancesl.com **CIN:** L25209MH1989PLC051993 GST:27AAACA9590Q1ZW

**August 17, 2026**

To,
**BSE Limited,**
P J Towers, Dalal Street,
Fort, Mumbai- 400001.
**BSE Scrip Code 524218**

Dear Sir/ Madam,

**Sub: Notice of Postal Ballot**

We are enclosing herewith Postal Ballot Notice ("Notice") seeking the approval of the members of the Company for the following ordinary resolution to be passed as set out in the attached Postal Ballot Notice dated August 4, 2026:

| **Ordinary Resolution:** | |
|---|---|
| 1. | Material Related party transaction with Kaygee Laboratories Private Limited ("KLPL") for purchase of KLPL's manufacturing facility situated at Mandideep, alongwith leasehold land, buildings, plant & machineries, licenses, permits, along with employees, etc. for a consideration of Rs. 29.98 crores on slump sale basis. |

The Notice is also available on the website of the Company at www.resonancesl.com and would also be available on the website of the Adroit Corporate Services Pvt Ltd at www.adroitcorporate.com.

This Postal Ballot Notice is being dispatched on Tuesday, August 18, 2026 to the shareholders of the Company as on cut-off date i.e. Friday, August 14, 2026.

You are requested to kindly take this on record.

Thanking you,

Yours Faithfully
For **Resonance Specialties Limited**

VAIBHAVI
PRUTHVI SHAH

Digitally signed by VAIBHAVI PRUTHVI SHAH
DN: c=IN, postalCode=400097, st=MAHARASHTRA, street=MANGLAM, OPP NAVJIVAN HIGH SCHOOL ,RANI SATI MARG ,MUMBAI SUBURBAN,MALAD EAST ,400097, l=MUMBAI SUBURBAN, o=Personal, serialNumber=73deba2742363019cb97820d89d833222843e0708f16b32ecf32e25023eb10f9, pseudonym=a4aef162ff2c4f0a8399959c807ea74d, 2.5.4.20=fa162cb84fa2001ddcf00323d8f18e8d8eed176c5cce4bb7557c7f4543399f7c, email=VRSIDDHI24@GMAIL.COM, cn=VAIBHAVI PRUTHVI SHAH
Date: 2026.08.17 16:00:53 +05'30'

**Vaibhavi Shah**
Company Secretary & Compliance Officer
ACS72229
Encl: a/a

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 108, Section 110, Section 118(10) and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration), Rules, 2014 ("**Rules**"), as amended from time to time read with Ministry of Corporate Affairs ("**MCA**") General Circular Nos. 14 and 17/2020 dated 8th April 2020 and 13th April 2020 and Circular No. 03/2025 dated 22nd September 2025, as applicable (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), read with General Circulars issued by the Securities and Exchange Board of India ("**SEBI**") from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to other applicable laws, rules and regulations for seeking consent / approval of members of the Company through Postal Ballot only by voting through electronic means ("**remote e-voting**") for:

**Material Related party transaction with Kaygee Laboratories Private Limited ("KLPL") for purchase of KLPL's manufacturing facility situated at Mandideep, Madhya Pradesh alongwith leasehold land, buildings, plant & machineries, licenses, permits, along with employees, etc. for a consideration of Rs. 29.98 crores on slump sale basis.**

An Explanatory Statement pursuant to Sections 102 read with Section 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the Listing Regulations as amended, SS-2 and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/depository participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice. The Notice is also available on the website of the Company at www.resonancesl.com.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company 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 & Associates, Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

The remote e-voting facility will be available during the following period:

| | |
|---|---|
| Commencement of remote e-voting period | **9.00 a.m. IST on Thursday, 20th August 2026** |
| Conclusion of remote e-voting period | **5.00 p.m. IST on Friday, 18th September 2026** |

The Company has appointed National Securities Depository Limited ("**NSDL**") for providing/facilitating remote e-voting to enable the Members to cast their votes electronically. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Scrutinizer will submit the report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within 2 working days from the conclusion of e-voting. The said results along with the Scrutinizer's Report would be intimated to BSE Limited ("**BSE**") where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.resonancesl.com and on the website of NSDL https://www.evoting.nsdl.com.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be **Friday, 18th September 2026** viz., last date specified by the Company for e-voting.

**SPECIAL BUSINESS:**

**Material Related party transaction with Kaygee Laboratories Private Limited ("KLPL") for purchase of KLPL's manufacturing facility situated at Mandideep, alongwith leasehold land, buildings, plant & machineries, licenses, permits, along with employees, etc. for a consideration of Rs. 29.98 crores on slump sale basis.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Regulation 23(4) read with Regulation 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with related rules, other applicable laws/statutory provisions, if any, each as amended from time to time (including any statutory modification, amendment or re- enactment thereof for the time being in force) and the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and based on the prior approval of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors of Company to enter into contract(s)/arrangement(s)/transaction(s) with Kaygee Laboratories Private Limited ("KLPL"), a related party of the Company within the meaning of Section 2(76) of the Act and under Regulation 2(1)(zb) of the Listing Regulations, more specifically set out in the explanatory statement to this resolution and on the material terms and conditions set out there in for purchase of KLPL's manufacturing facility being and situated at Plot No. 6, New Industrial Area - II, Mandideep, Dist Raisen - 462046, Madhya Pradesh alongwith all rights, title and interest in the leasehold land, factory buildings, plant & machineries, licenses, permits, along with employees, etc. with respect to the said manufacturing facility from KLPL on a slump sale basis, subject to necessary approvals, for a lumpsum consideration of Rs. 29.98 crores (Rupees Twenty-Nine Crores Ninety Eight Lakhs Only) and on terms and conditions as may be agreed between the Company and KLPL, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at an arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred under this resolution to any Director(s) or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company and to authorize them to do all such acts, deeds, matters and things as they may deem fit in their absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary agreement(s) and such other documents as may be required and for , seeking all necessary approvals from the concerned authorities to give effect to this resolution and also to resolve all such issues or questions that may arise in this regard and that all action(s) taken by such Authorised Director/Person for and behalf of the Company, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By order of the Board
For Resonance Specialities Limited

Sd/-
**Vaibhavi Shah**
Company Secretary
ACS 72229

Place: Mumbai
Date: 4th August 2026

**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

**NOTES:**

1. The Explanatory Statement and reasons for the proposed Ordinary Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.

2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/Depositories as on **Friday, 14th August 2026**, (**"Cut-off date"**) and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under these Notes.

3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

4. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the corresponding Rules framed thereunder, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically.

5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.resonancesl.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.

6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, 14th August 2026** being the cut-off date fixed for the purpose.

7. Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests to investors@resonancesl.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID between the period **Thursday, 20th August 2026** to **Friday, 18th September 2026**.

8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company/Registrar & Transfer Agent at investors@resonancesl.com along with the copy of the signed request letter in Form ISR -1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/ difficulties in registering the e-mail address, Members may write to investors@resonancesl.com.

9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Friday, 18th September 2026** at **5.00 p.m. (IST)** being the last date specified by the Company for e-voting.

10. In this Notice, the term "shareholder(s)" and "member(s)" are used interchangeably.

11. The Scrutinizer will submit his report to the Chairman or any other person authorised after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of e-voting. The Scrutinizer's decision on the validity of the votes cast will be final.

12. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to investors@resonancesl.com or for query/grievance with respect to E-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.com or call at 022 - 4886 7000.

13. The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and shall be uploaded on the website of the Company i.e., www.resonancesl.com and website of NSDL.

14. **Procedure and instructions for e-voting**

**Step 1: Access to NSDL e-Voting system**

**A) Log-in method for e-Voting for individual shareholders holding securities in demat mode**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

| Type of Shareholders | Login Method |
|---|---|
| **Individual Shareholders holding securities in demat mode with NSDL** | 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.<br>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.<br>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.jsp<br>4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: 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.<br>5) Shareholders/Members can also download NSDL Mobile App "**NSDL SPEED-e**" facility by scanning the QR code mentioned below for seamless voting experience.<br>NSDL Mobile App is available on<br>App Store Google Play |

| | |
|---|---|
| **Individual Shareholders holding securities in demat mode with CDSL** | 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 Myeasi username & password.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.<br>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.<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting 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 depository participants** | You can also login using the login credentials of your demat account through your DPs 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 Forget User ID and Forget Password option available at abovementioned websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| **Login type** | **Helpdesk details** |
|---|---|
| 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. |
| 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. |

**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<br>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<br>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<br>For example if folio number is 001*** and EVEN is **138664** then user ID is **138664001*** ** |

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**

**<u>How to cast your vote electronically on NSDL e-Voting system?</u>**

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 is active.

2. Select "**EVEN**" 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/ Company 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 send a 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 contact your DP and get your mail ID registered with them. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1** 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.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1 of Notice:

Regulation 23(4) of Listing Regulations as amended provides that all material related party transactions and subsequent material modifications as defined by the Audit Committee under sub-regulation (2) of Regulation 23 shall require prior approval of the shareholders / members by means of an Ordinary resolution. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the limits as per Schedule XII of the Listing Regulations. For Resonance Specialties Limited ("Resonance"), threshold limit is 10% of the annual turnover as per the last audited financial statements of the listed entity. The said limits are applicable, even if the transactions are in the ordinary course of business of the company concerned and at an arm's length basis.

Currently, Resonance gets its goods being chemical intermediates as well as certain Active Pharmaceutical Ingredients ("API") manufactured from the manufacturing facility of Kaygee Laboratories Private Limited ('KLPL') situated at Plot No. 6, New Industrial Area - II, Mandideep, Dist Raisen - 462046, Madhya Pradesh under job work (conversion) agreement. Resonance wants to purchase this manufacturing facility with leasehold land admeasuring about 22,304 sq mtr together with industrial buildings admeasuring about 5,227 sq mtr standing thereon alongwith all rights, title and interest in the said leasehold land, factory buildings, plant & machineries, licenses, permits, along with employees etc. with respect to the said manufacturing facility from KLPL on a slump sale basis, subject to necessary approvals for a consideration of Rs. 29.98 crores. It is in the above context that the Resolution is proposed for the approval of the Shareholders of the Company. The consideration of Rs. 29.98 crores is derived on the basis of valuation report dated July 24, 2026 issued by S R Valuers, Govt Registered Valuer and IBBI Registered valuer: Regn No.

IBBI/RV/04/2022/14808.

The Audit Committee and the Board of Directors had, on the basis of relevant details provided by the management, as required by law, reviewed and approved the said related party transaction, subject to approval of the shareholders of the Company. It be noted that said transaction is on an arms' length basis and in the ordinary course of Company's business and is in accordance with Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions. This transaction plays a critical role in strengthening business operations of the Company by ensuring a reliable and uninterrupted supply of goods of the required quality and quantity, thereby supporting Company's ongoing revenue generation and business sustainability. The acquisition of this manufacturing unit will make the Company a vertically integrated manufacturer, inter alia, in the field of Pyridine, collidines and their derivatives.

The Audit Committee has reviewed the certificate provided in this regard by the Whole-time Director & Chief Financial Officer of the Company as required under the Industry Standards Note on Related Party Transactions issued by SEBI vide its circular dated June 26, 2025.

The details as required under Regulation 23 of Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, to provide minimum information before the Audit Committee and Shareholders of the Company for approval of Related Party Transactions ("**RPT Industry Standards**") are set forth below:

**Pursuant to the SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided herewith:**

**Minimum Information to be provided to the shareholders for approval of Material RPTs:**

| Sr. No. | Particulars | Information provided by the management |
|---|---|---|
| 1. | Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable | Refer below table titled as "Annexure – A" |
| 2. | Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT | The manufacturing unit proposed to be acquired was originally set-up in the year 1990 by M/s. Vista Organics Private Limited, a company incorporated by the erstwhile promoters of the Company. Since this manufacturing unit was set-up, it was manufacturing and supplying on an exclusive basis chemical intermediates as well as certain APIs manufactured at the said manufacturing unit to the Company on a job work basis. The products so manufactured were such products for which the Company was not having capability, manufacturing facility or technology to manufacture such products.<br><br>Subsequently in the year FY 2020-21, 100% of the shareholding of M/s. Vista Organics Private Limited was acquired by KLPL, a company belonging to the Company's present promoter group and thereafter, the said Vista Organics Private Limited was merged with KLPL in FY 2022-23. The manufacturing unit proposed to be acquired is recently inspected and approved by WHO, Geneva.<br><br>KLPL manufactures Company's required Chemical Intermediates and APIs under conversion agreement. Raw materials are provided by the Company on the basis of which KLPL manufactures finished goods and then it is supplied to Company. Accordingly, it would be beneficial for the Company to acquire and own this manufacturing facility, thereby securing uninterrupted production facility, enhance operational control and efficiency and eliminating the additional costs associated with outsourcing of the manufacturing activities for chemical intermediates as well as APIs required by the Company.<br><br>The proposed acquisition of the manufacturing facility of KLPL on a slump sale basis is a strategic business decision undertaken to strengthen the Company's manufacturing capabilities and support its |

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| | | long-term growth objectives. The acquisition comprises the manufacturing undertaking of KLPL situated at Plot No. 6, New Industrial Area - II, Mandideep, Dist Raisen - 462046, Madhya Pradesh together with all associated assets pertaining to the said manufacturing unit including leasehold land, factory buildings, plant and machinery, licenses, permits, together with employees and all related rights, title and interests of the said manufacturing unit on a slump sale basis.<br><br>Funding for the proposed acquisition will be partly from internal accruals and partly through borrowings. The purchase will enable the Company to expand its production capacity, improve operational efficiencies and ensure continuity of manufacturing operations through this acquisition of an established, fully functional manufacturing facility. The transaction is also expected to reduce the time, cost and execution risks associated with establishing a new greenfield manufacturing facility for manufacturing of chemical intermediates as well as certain APIs required by the Company for its business and will provide immediate access to operational infrastructure and an experienced workforce.<br><br>The proposed acquisition is aimed to drive significant operational synergies through the integration of manufacturing operations, optimization of resource allocation, improved economies of scale and enhanced supply chain efficiencies. It will also provide the Company with greater flexibility to meet growing customer demand and strengthen its competitive position in the market.<br><br>The consideration of Rs. 29.98 crores for the acquisition has been determined on the basis of independent valuation obtained from a registered valuer M/s. S R Valuers and is on arm's length principles and taking into account the value of the business undertaking, its assets, operational capabilities and future earning potential. The Audit Committee and the Board of Directors have carefully evaluated the valuation, reviewed the commercial rationale and the terms of the transaction and are of the view that the transaction is in the ordinary course of business and is on an arm's length basis and in the best interests of the Company and its shareholders. Entering into the proposed transaction will also reduce the volume of related party transactions, thereby simplifying and reducing the associated compliance requirements.<br><br>The proposed transaction is neither prejudicial to the interests of the public shareholders non discriminatory in nature and is in the best interest of the Company. |
| 3. | Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards | Yes |
| 4. | Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval | Yes, approved and is recommended to shareholders for approval. |
| 5. | Web-link and QR Code, through which shareholders can access | Valuation report from M/s S R Valuers, Govt approved /IBBI Registered Valuer is available at: www.resonancesl.com |

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| | the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT | QR Code is |
| 6. | Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making | Not Applicable |
| 7. | Any other information that may be relevant | None |

**Annexure – A**

**Pursuant to the SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided herewith:**

**Part A: Minimum information of the proposed RPT, applicable to all RPTs:**

**A(1): Basic details of the related party**

| **Sr. No.** | **Particulars** | **Information provided by the management** |
|---|---|---|
| 1. | Name of the related party | Kaygee Laboratories Private Limited |
| 2. | Country of incorporation of the related party | India |
| 3. | Nature of business of the related party | Manufacturing of Chemical intermediates and bulk drugs (APIs) as well as investment activities. |

**A(2): Relationship and ownership of the related party**

| **Sr. No.** | **Particulars** | **Information provided by the management** |
|---|---|---|
| 1. | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Mr. Prashant Godha and Mr. Charchit Jain, Directors of the Company are Directors of Kaygee Laboratories Private Limited ("KLPL"). KLPL is also belonging to same promoter group as is the Company. |
| | Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether | Not Applicable |

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| | direct or indirect, in the related party. | |
| | Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Not Applicable |
| | Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Indirect: Kaygee Laboratories Private Limited holds 14.35% of the equity share capital of Makers Laboratories Limited, which, in turn, holds 45.48% of the equity share capital of the Company.<br><br>Kaygee Investments Private Limited, another company, belonging to the same promoter group also holds 8.77% of the equity share capital of the Company. |

**A(3): Details of previous transactions with the related party**

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount (Rs. in crs) of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>Not Applicable. This related party transaction is specifically pertaining to purchase of the manufacturing unit on a slump sale basis.</td></tr>
<tr><td>2.</td><td>Total amount (Rs. in crs) of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>(Rs. In crores)
<table>
<tr><th>#</th><th>Nature of Transactions</th><th>April 2026 to June 2026</th><th>April 2025 to March 2026</th></tr>
<tr><td>1.</td><td>Purchase/ sale of materials, capital goods, plant & machineries, packing materials, contract manufacturing services, loan license manufacturing services, material conversion services, payment of advances, etc. at a market determined price that would be generally be agreed by the trade / industry for similar nature of transaction</td><td rowspan="3">3.72</td><td rowspan="3">16.78</td></tr>
<tr><td>2.</td><td>Availing of/rendering of services at a price that would be generally charged in the trade / industry for that particular type of service.</td></tr>
<tr><td>3.</td><td>Provision of common services at proportionate cost.</td></tr>
</table>
</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation</td><td>None</td></tr>
</table>

| | | |
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| | undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | |

**A(4): Amount of the proposed transactions**

| Sr. No. | Particulars | Information provided by the management |
|---|---|---|
| 1. | Amount **(Rs in crs.)** of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | **(Rs. In crores)**<br><table><tr><th>#</th><th>Nature of Transactions</th><th>FY 2026-2027</th></tr><tr><td>1.</td><td>Purchase of manufacturing unit with leasehold land admeasuring about 22,304 sq mtr together with Industrial buildings admeasuring about 5,227 sq mtr standing thereon being and situated at Plot No. 6, New Industrial Area - II, Mandideep, Dist. Raisen - 462046, Madhya Pradesh, along with all rights, title and interest in the leasehold land, factory buildings, plant & machineries, licenses, permits, along with employees, etc. with respect to the said manufacturing facility from Kaygee Laboratories Private Limited on a slump sale basis, subject to necessary approvals, for a consideration of Rs. 29.98 crores.</td><td>29.98</td></tr></table> |
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3. | Value of the proposed transactions as a percentage of the listed entity's annual turnover for the immediately preceding financial year | 33.22% of the annual turnover of the Company for FY 2025-26. |
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately | Not applicable |

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| | preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction) | |
| 5. | Value of the proposed transactions as a percentage of the related party's annual turnover (if turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding audited financial year (2024-25), if available | Kaygee Laboratories Private Limited (KLPL)– 102.25%<br><br>The financials of KLPL for the financial year ended March 31, 2026 are yet to be audited. |
| 6. | Financial performance **(Rs. in crs)** of the related party for the immediately Preceding audited financial year (FY 2024-25): | **(Rs. In crores)**<br><br>**Particulars of Kaygee Laboratories Private Limited** — **FY 2024-25**<br>Total Income — 29.32<br>Profit After Tax — 9.21<br>Net worth — 23.04<br><br>The financials of KLPL for the financial year ended March 31, 2026 are yet to be audited. |

**A(5): Basic details of the proposed transaction**

| Sr. No. | Particulars | Information provided by the management |
|---|---|---|
| 1. | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Purchase of manufacturing unit with leasehold land admeasuring about 22,304 sq mtr together with Industrial buildings admeasuring about 5,227 sq mtr standing thereon being and situated at Plot No. 6, New Industrial Area - II, Mandideep, Dist Raisen - 462046, Madhya Pradesh, alongwith all rights, title and interest in the leasehold land, factory buildings, plant & machineries, licenses, permits, together with employees etc. with respect to the said manufacturing facility from Kaygee Laboratories Private Limited on a slump sale basis, subject to necessary approvals, for a consideration of Rs. 29.98 crores.<br><br>The agreement will be entered into in due course of time subject to necessary approvals required. |
| 2. | Details of each type of the proposed transaction | As mentioned in A(4) above |

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| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | One-time transaction |
| 4. | Whether omnibus approval is being sought? | Not Applicable |
| 5. | Value of the proposed transaction during a financial year.<br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Rs. 29.98 crs. |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | Same as provided above |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | Details given in A(2)(1) above |
| | a. Name of the director / KMP | • Mr. Prashant Godha, Non-Executive, Promoter Director<br>• Mr. Charchit Jain, Whole-time, Professional Director |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Prashant Godha – is part of Promoter group and holds 2.08% in his individual capacity of Makers Laboratories Limited. Makers Laboratories Limited holds 45.48% in the Company. He does not hold any shareholding in the Company.<br><br>Mr. Charchit Jain does not hold any equity shares of the Company. |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | Valuation report by M/s. S R Valuers and other relevant documents shall be made available for inspection in accordance with the process specified in the 'Notes' section forming part of this Postal Ballot Notice |
| 9. | Other information relevant for decision making | None. All relevant information forms a part of this disclosure setting out requisite facts. |

**B Details for specific transactions**

**B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

| Sr. No. | Particulars | Information provided by the management |
|---|---|---|
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | It is important in the nature and type of business in which your Company operates to maintain confidentiality/ intellectual property rights. Considering the above, bidding or other process is generally not feasible and alternative method (for instance Independent Valuer Report) is considered.<br><br>The proposed transaction is on arm's length basis and in the ordinary course of Company's business and is in the best interest of the Company. |

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| 2. | Basis of determination of price | Based on valuation report |
| 3. | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | Not applicable |
| | a. Amount of Trade advance | |
| | b. Tenure | |
| | c. Whether same is self-liquidating? | |

**PART C**

**Information to be provided only if a specific type of RPT proposed to be undertaken is a *material RPT* and is in addition to Part A and B:** Not Applicable

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution set out under this Notice.

Except as mentioned above, none of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out in the Notice.

Basis the consideration and approval/recommendation of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of the accompanying Notice for approval of the Members.

By order of the Board
For Resonance Specialties Limited

Sd/-

**Vaibhavi Shah**
Company Secretary
ACS 72229

Place: Mumbai
Date: 4th August 2026

**Registered Office:**
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