



Resonance Specialties Limited

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CIN: L25209MH1989PLC051993

THRU ONLINE FILING

January 11, 2021

The Secretary
BSE Limited
Phiroze Jeejeeboy Towers,
Dalal Street, Mumbai - 400 001

Dear Sir / Madam,

Re: Compliance Report on Corporate Governance for the quarter ended December 31, 2020

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Compliance Report (Annexure I) on Corporate Governance of the Company for the quarter ended December 31, 2020.

Kindly acknowledge receipt of the same.

Thanking you,
For Resonance Specialties Limited

Sd/-

Minal Bhosale
Company Secretary and Compliance Officer

Encl: a/a

To be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Resonance specialties Limited

2. Quarter ending: December 31, 2020

I. Composition of Board of Directors													
Whether the listed entity has a Regular Chairperson									Yes				
Whether Chairperson is related to MD or CEO									No				
Title (Mr. / Ms.)	Name of the Director	Category (Chairperson /Executive /Non-Executive/independent/ Nominee)	Date of birth	Whether special resolution passed? (Refer Regulation 17 (1A) of Listing Regulation)	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Atma Bandhu Gupta @	Executive / Wholetime Director / Managing Director	04-11-1943	NA	-	01-09-2009	01-09-2018	21-12-2020	36	0	0	0	0
Mr.	Biswanath Prasad Agrawal @@	Non-Executive /Non- Independent Director	23-01-1944	Yes	28-09-2019	30-06-2009	15-09-2020	21-12-2020	-	0	0	0	0
Mrs.	Archana Surendra Yadav	Non-Executive / Independent Woman Director /Chairperson	30-12-1976	NA	-	08-02-2016	-	-	60	3	3	5	1
Mr.	Ashish Katariya+	Executive / Wholetime Director / CEO	27-09-1991	NA	-	09-11-2019	-	-	60	1	0	0	0

Mr.	Ajay Patadia	Non-Executive / Independent Director	07-09-1974	NA	-	27-06-2020	-	-	60	1	1	2	0
Mr.	Dwarika Prasad Agrawal	Executive / Wholetime Director / CFO	13-07-1984	NA	-	21-07-2020	-	-	60	1	0	1	0
Mr.	Raj Kamal Prasad Verma#	Non-Executive / Independent Director	22-03-1949	NA	-	10-11-2020	-	-	60	3	3	4	2
Mr.	Prashant Godha # #	Non-Executive / Non-Independent Director	16-11-1974	NA	-	10-11-2020	-	-	-	3	0	1	0

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

@ Mr. Atma Bandhu Gupta resigned from the Board of the Company due to his age, pre-occupation as well as other personal reasons with effect from 21st December, 2020.

@@ Mr. Biswanath Prasad Agrawal resigned from the Board of the Company due to his pre-occupation as well as personal reasons with effect from 21st December, 2020.

+Mr. Ashish Katariya the Whole Time Director is additionally designated as the CEO of the Company.

Mr. Raj Kamal Prasad Verma has been appointed as the Non-Executive / Independent Director with effect from 10th November, 2020 and Special Resolution for his appointment as a Non-Executive Director under Reg. 17 A will be taken within due course of time i.e. the upcoming AGM.

Mr. Prashant Godha has been appointed as the Non-Executive / Non-Independent Director with effect from 10th November, 2020.

II. Composition of Committees				
Name of Committee	Name of Committee members	Date of appointment to the Committee	Date of Cessation	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)
1. Audit Committee	Mrs. Archana Surendra Yadav	21-05-2019	-	Chairman of the Committee/Non-Executive / Independent Director
	Mr. Biswanath Prasad Agarwal@	30-05-2014	21-12-2020	Non-Executive / Non-Independent Director
	Mr. Ajay Patadia	27-06-2020	-	Non-Executive / Independent Director
	Mr. Raj Kamal Prasad Verma#	18-11-2020	-	Non-Executive / Independent Director
	Mr. Dwarika Agrawal ##	21-12-2020	-	Executive / Wholetime Director
<p>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories.</p> <p>@ Mr. Biswanath Prasad Agrawal resigned from the Board of the Company due to his pre-occupation as well as personal reasons with effect from 21st December, 2020 resulting in vacating the membership in the above committee.</p> <p># Mr. Raj Kamal Prasad Verma appointed as the Member w.e.f. 18-11-2020</p> <p>## Mr. Dwarika Agrawal appointed as the Member w.e.f. 21-12-2020</p>				

2. Nomination & Remuneration Committee	Mr. Raj Kamal Prasad Verma#	18-11-2020	-	Chairman of the Committee/Non-Executive / Independent Director
	Mrs. Archana Surendra Yadav	31-12-2016	-	Non-Executive / Independent Director
	Mr. Biswanath Prasad Agarwal@	21-05-2019	21-12-2020	Non-Executive / Non-Independent Director
	Mr. Ajay Patadia	27-06-2020	-	Non-Executive / Independent Director
	Mr. Prashant Godha##	21-12-2020	-	Non-Executive / Non-Independent Director
<p>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories. # Mr. Raj Kamal Prasad Verma has been appointed as the Member and designated as a Chairman w.e.f. 18-11-2020 @ Mr. Biswanath Prasad Agrawal resigned from the Board of the Company due to his pre-occupation as well as personal reasons with effect from 21st December, 2020 resulting in vacating the memberships in the above committee. # # Mr. Prashant Godha has been appointed as the Member w.e.f. 21-12-2020</p>				
3. Stakeholders Relationship Committee	Mr. Raj Kamal Prasad Verma#	18-11-2020	-	Chairman of the Committee Non-Executive / Independent Director
	Mr. Biswanath Prasad Agarwal@	31-12-2016	21-12-2020	Non-Executive/ Non Independent Director
	Mrs. Archana Surendra Yadav	27-06-2020	-	Non-Executive / Independent Director
	Mr. Atma Bandhu Gupta@@	30-05-2018	21-12-2020	Executive Director
	Mr. Ajay Patadia##	21-12-2020	-	Non-Executive / Independent Director
	Mr. Dwarika Prasad Agrawal###	21-12-2020	-	Executive Director
<p>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories. # Mr. Raj Kamal Prasad Verma has been appointed as the Member w.e.f. 18-11-2020 and designated as Chairman w.e.f. 21-12-2020 @ Mr. Biswanath Prasad Agrawal resigned from the Board of the Company due to his pre-occupation as well as personal reasons with effect from 21st December, 2020 resulting in vacating the membership in the above committee. @@ Mr. Atma Bandhu Gupta resigned from the Board of the Company due to his pre-occupation as well as other personal reasons with effect from 21st December, 2020 resulting in vacating the membership in the above committee. # # Mr. Ajay Patadia appointed as the Member w.e.f. 21-12-2020 # # # Mr. Dwarika Prasad Agrawal appointed as the Member w.e.f. 21-12-2020</p>				
4. Corporate Governance Committee	Mrs. Archana Surendra Yadav+	21-07-2020	-	Chairman of the Committee /Non-Executive / Independent Director
	Mr. Atma Bandhu Gupta@	21-07-2020	21-12-2020	Executive Director
	Mr. Biswanath Prasad Agarwal@@	21-07-2020	21-12-2020	Non-Executive / Non Independent Director
	Mr. Raj Kamal Prasad Verma#	18-11-2020	-	Non-Executive / Independent Director
	Mr. Ajay Patadia##	21-12-2020	-	Non-Executive / Independent Director
	Mr. Prashant Godha	21-12-2020	-	Non-Executive / Non Independent Director
<p>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories. @ Mr. Atma Bandhu Gupta resigned from the Board of the Company due to his pre-occupation as well as other personal reasons with effect from 21st December, 2020 resulting in vacating the membership in the above committee. @@ Mr. Biswanath Prasad Agrawal resigned from the Board of the Company due to his pre-occupation as well as personal reasons with effect from 21st December, 2020 resulting in vacating the membership in the above committee. # Mr. Raj Kamal Prasad Verma appointed as the Member w.e.f. 18-11-2020 # # Mr. Ajay Patadia appointed as the Member w.e.f. 21-12-2020 + Mrs. Archana Yadav designated as the Chairman w.e.f. 21-12-2020</p>				

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (current quarter)	No. of Independent Directors attending the meeting* (current quarter)
September 15, 2020	November 10, 2020	15.09.2020 to 10.11.2020 - 55 days	Yes	8	3
	December 21, 2020	10.11.2020 to 21.12.2020 - 40 days	Yes	8	3

IV. Meeting of Committees - (Audit Committee)					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two Consecutive meetings in number of days*	Whether requirement Of Quorum met (details)	Number of Directors present* (current quarter)	No. of Independent Directors attending the meeting* (current quarter)
September 15, 2020	November 10, 2020	15.09.2020 to 11.10.2020 - 55 days*	Yes	3	2

IV. Meeting of Committees - (Nomination and remuneration committee)					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two Consecutive meetings in number of days*	Whether requirement Of Quorum met (details)	Number of Directors present* (current quarter)	No. of Independent Directors attending the meeting* (current quarter)
July 21, 2020					
September 15, 2020	November 10, 2020	15.09.2020 to 11.10.2020 - 55 days*	Yes	3	2

IV. Meeting of Committees - (Stakeholders Relationship Committee)					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two Consecutive meetings in number of days*	Whether requirement Of Quorum met (details)	Number of Directors present* (current quarter)	No. of Independent Directors attending the meeting* (current quarter)
July 21, 2020					
September 15, 2020	November 10, 2020	15.09.2020 to 11.10.2020 - 55 days*	Yes	3	1

V. Related Party Transactions	
Subject	Compliance status (Yes/No/N.A.)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes. Approval was obtained in the Annual General Meeting of the Company held on September 15,2020.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	

VI. Affirmations
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: -
<p>Name & Designation : Minal Bhosale, Company Secretary and Compliance Officer</p> <p>Mumbai, January 11, 2021</p>