



Resonance Specialties Limited

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Website: www.resonancesl.com **CIN:** L25209MH1989PLC051993 **GST:**27AAACA9590Q1ZW

THRU ONLINE FILING

April 1, 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 March 31, 2021

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 March 31, 2021.

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: March 31, 2021

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 Director ship 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)
Mrs.	Archana Surendra Yadav+	Non-Executive / Independent Woman Director /Chairperson	30-12-1976	NA	-	08-02-2016	08-02-2021	-	60	3	3	4	1
Mr.	Ashish Katariya	Executive / Wholetime Director / CEO	27-09-1991	NA	-	09-11-2019	-	-	-	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	-	-	-	1	0	1	0
Mr.	Raj Kamal Prasad Verma#	Non-Executive / Independent Director	22-03-1949	Yes	10-03-2021	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.

+ Mrs. Archana Yadav has been re-appointed as the Independent Director for a consecutive period of five years from 08-02-2021 to 07-02-2026 vide a special resolution by the members of the company as per the provisions of the Companies Act, 2013 through Postal Ballot held by the company and the resolution was passed on 10-03-2021.

Mr. Raj Kamal Prasad Verma has been appointed as the Independent Director vide a special resolution by the members of the company as per the provisions of for the Non-Executive Director under Reg. 17 A through Postal Ballot held by the company and the resolution was passed on 10-03-2021.

Mr. Prashant Godha has been appointed as the Directors vide an ordinary resolution by the members of the company through Postal Ballot held by the company and the resolution was passed on 10-03-2021.

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. Raj Kamal Prasad Verma	18-11-2020	-	Non-Executive / Independent Director
	Mr. Ajay Patadia	27-06-2020	-	Non-Executive / Independent Director
	Mr. Dwarika Agrawal	21-12-2020	-	Executive / Wholetime Director
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. Ajay Patadia	27-06-2020	-	Non-Executive / Independent Director
	Mr. Prashant Godha	21-12-2020	-	Non-Executive / Non-Independent Director
3. Stakeholders Relationship Committee	Mr. Raj Kamal Prasad Verma	18-11-2020	-	Chairman of the Committee Non-Executive / Independent Director
	Mrs. Archana Surendra Yadav	27-06-2020	-	Non-Executive / Independent Director
	Mr. Ajay Patadia	21-12-2020	-	Non-Executive / Independent Director
	Mr. Dwarika Prasad Agrawal	21-12-2020	-	Executive Director
4. Corporate Social Responsibility Committee	Mrs. Archana Surendra Yadav	21-07-2020	-	Chairman of the Committee /Non-Executive / 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

Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories.

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)
December 21, 2020	February 5, 2021	21.12.2020 to 05.02.2021 - 45 days	Yes	6	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)
November 10, 2020	February 5, 2021	10.11.2020 to 05.02.2021 - 86 days	Yes	4	3

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)
November 10, 2020	February 5, 2021	10.11.2020 to 05.02.2021 - 86 days	Yes	4	3

IV. Meeting of Committees - (Corporate Social Responsibility 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)
-	February 5, 2021	The First CSR Committee Meeting was held on 05.02.2021	Yes	4	3

Annexure I

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>	

Annexure II

I. Disclosure on Website in terms of Listing Regulations

Sr. No.	Item	Compliance Status (Yes/ No/ NA)
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	NA
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes

11	email address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	NA
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA
16	New name and the old name of the listed entity	NA
17	Advertisements as per regulation 47 (1)	Yes
18	Credit rating or revision in credit rating obtained	Yes
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
21	Materiality Policy as per Regulation 30	Yes
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA
23	It is certified that these contents on the website of the listed entity are correct	Yes

Annexure I

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: -
Name & Designation : Minal Bhosale, Company Secretary and Compliance Officer Mumbai, April 1, 2021

II. Annual Affirmations

Sr	Particulars	Regulation No.	Compliance Status (Yes/ No/ NA)
1	Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	NA
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes

26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	Yes
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Annexure 2

III. Annual Affirmations

Sr	Particulars	Compliance Status (Yes/ No/ NA)
1	The listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity has been complied	NA