



# 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: L25209MH1989PLCO51993 GST:27AAACA9590Q1ZW

## THRU ONLINE FILING

October 11, 2023

BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 023  
Scrip Code - 524218

Dear Sir / Madam,


Re: Compliance Report on Corporate Governance for the quarter and half year ended September 30, 2023

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Compliance Report (Annexure I and Annexure II) on Corporate Governance of the Company for the quarter and half year ended September 30, 2023.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
Resonance Specialties Limited

  
Vaibhavi Rajeshirke  
Company Secretary & Compliance Officer

Encl: a/a

**FORMAT TO BE SUBMITTED BY LISTED ENTITY ON QUARTERLY BASIS**1. Name of Listed Entity: **Resonance Specialties Limited**2. Quarter ending: **September 30, 2023**

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 the Director is Disqualified?	Start date of Disqualification	End date of Disqualification	Details of Disqualification	Current status	Whether special resolution passed? (Refer Regn 17 (1A) of Listing Regn)	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment in	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)
Mrs.	Archana Surendra Yadav	Non-Executive - Independent Director	30-12-1976	No				Active	NA	-	08-02-2016	08-02-2021		91	3	3	2	3
Mr.	Ajay Patadia	Non-Executive - Independent Director	07-09-1974	No				Active	NA	-	27-06-2020			39	2	2	2	0
Mr.	Raj Kamal Prasad Verma	Non-Executive - Independent Director	22-03-1949	No				Active	YES	10-03-2021	10-11-2020			34	3	3	2	2

Title (Mr. / Ms.)	Name of the Director	Category (Chairperson /Executive /Non- Executive/ independent/ Nominee)	Date of birth	Whether the Director is Disqualified?	Start date of Disqualification	End date of Disqualification	Details of Disqualification	Current status	Whether special resolution passed? (Refer Regln 17 (1A) of Listing Regln)	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment in	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.	Prashant Godha	Non-Executive - Non Independent Director	16-11-1974	No				Active	NA	-	10-11-2020			-	4	0	1	0
Mr	Charchit Jain	Executive Director	19-07-1995	No				Active	NA	-	23-06-2022			-	1	0	2	0
Mr	Nilesh Jain	Non-Executive - Non Independent Director	28-04-1975	No				Active	NA	-	18-03-2023			-	2	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.

<b>II. Composition of Committees</b>				
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Date of appointment to the Committee</b>	<b>Date of Cessation</b>	<b>Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &amp;</b>
1. Audit Committee	Archana Surendra Yadav	21-05-2019		Non-Executive - Independent Director / Chairperson
	Raj Kamal Prasad Verma	18-11-2020		Non-Executive - Independent Director
	Ajay Patadia	27-06-2020		Non-Executive - Independent Director
	Charchit Jain	23-06-2022		Executive Director
2. Nomination & Remuneration Committee	Raj Kamal Prasad Verma	18-11-2020		Non-Executive - Independent Director / Chairperson
	Archana Surendra Yadav	31-12-2016		Non-Executive - Independent Director
	Ajay Patadia	27-06-2020		Non-Executive - Independent Director
	Prashant Godha	21-12-2020		Non-Executive - Non Independent Director
3. Stakeholders Relationship Committee	Raj Kamal Prasad Verma	21-12-2020		Non-Executive - Independent Director / Chairperson
	Archana Surendra Yadav	27-06-2020		Non-Executive - Independent Director
	Ajay Patadia	21-12-2020		Non-Executive - Independent Director
	Charchit Jain	23-06-2022		Executive Director
4. Corporate Social Responsibility Committee	Archana Surendra Yadav	21-07-2020		Non-Executive - Independent Director / Chairperson
	Raj Kamal Prasad Verma	18-11-2020		Non-Executive - Independent Director
	Ajay Patadia	21-12-2020		Non-Executive - Independent Director
	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 separating them with hyphen

III. Meeting of Board of Directors							
Sr.	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of quorum meet (yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of Independent Directors attending the meeting*
1.	11-05-2023		YES	6	6	3	3
2.	08-08-2023	88	YES	6	6	3	3
3.	30-08-2023	21	YES	6	6	3	3

IV. Meeting of Committees (Audit Committee)							
Sr.	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of quorum meet (yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1.	11-05-2023		Yes	4	4	3	0
2.	08-08-2023	88	Yes	4	4	3	0
3.	30-08-2023	21	Yes	4	4	3	0

V. Meeting of Committees (Nomination and Remuneration Committee)							
Sr.	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of quorum meet (yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1.	08-08-2023		Yes	4	4	3	0
2.	30-08-2023	21	Yes	4	4	3	0

<b>VI. Meeting of Committees (Corporate Social Responsibility Committee)</b>							
<b>Sr.</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	<b>Whether requirement of quorum meet (yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting*</b>	<b>No. of members attending the meeting (other than Board of Directors)</b>
1.	11.05.2023		Yes	4	4	3	0
<b>VII. Meeting of Committees (Stakeholder Relationship Committee)</b>							
<b>Sr.</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	<b>Whether requirement of quorum meet (yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting*</b>	<b>No. of members attending the meeting (other than Board of Directors)</b>
1.	11-05-2023		Yes	4	4	3	0
<b>VIII. Meeting of Committees (Risk Management Committee)</b>							
<b>Sr.</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	<b>Whether requirement of quorum meet (yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting*</b>	<b>No. of members attending the meeting (other than Board of Directors)</b>
1.							
2.							

<b>IX. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/N.A.) refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes (Approval is obtained in the Annual General Meeting of the Company held on 08/08/2023)
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p><b>Note</b></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>	

**Details of Cyber Security Incidence**

<b>X. Details of Cyber Security Incidence</b>			
Whether as per Regulation 27(2)(ba) of SEBI(LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			NO
Date of the event		Brief details of the event	



XI. Affirmations	Compliance Status (Y/N)
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>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"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)</li> </ol> </li> <li>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.</li> <li>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.</li> <li>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: -</li> </ol>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>
<p>Name &amp; Designation : Vaibhavi Rajeshirke, Company Secretary &amp; Compliance Officer Mumbai, October 11, 2023</p>	

**Note:** Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**FORMAT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF 6 MONTHS AFTER END OF FINANCIAL YEAR ALONG-WITH SECOND QUARTER REPORT OF NEXT FINANCIAL YEAR**

3 Name of Listed Entity: **Resonance Specialties Limited**

2. Half year ended: **September 30, 2023**

<b>III. Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of Stakeholders relationship committee at the annual general meeting	20(3)	Yes
Disclosure of Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b>            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.            2 If status is "No" details of non-compliance may be given here.            3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>Name &amp; Designation :</b> Vaibhavi Rajeshirke, Company Secretary &amp; Compliance Officer            Mumbai, October 11, 2023</p>		

**FORMAT TO BE SUBMITTED TWICE A YEAR, ON A HALF YEARLY BASIS BY THE LISTED ENTITY AT THE END OF EVERY 6 MONTHS OF THE FINANCIAL YEAR**Name of Listed Entity: **Resonance Specialties Limited**Half year ended: **September 30, 2023****I. Disclosure of Loans / guarantees / comfort letters / securities etc: Not Applicable**

There are no loans, guarantees, comfort letters or securities in connection with any loan(s) given directly or indirectly by the Company to promoter(s), promoter group, director(s), key managerial personnel or any entity controlled by them.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly connection with any loan(s) or any other form of debt availed by:

<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			

KMPs or any other entity controlled by them			
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: 2 :

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security(Cash, Shares Etc)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. – **Not Applicable**

**Charchit Jain**  
CFO

## Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - by a government company to/ for the Government or government company
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - by a banking company or an insurance company ; and
  - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table