



Resonance Specialties Limited

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Internal Financial Control Policy

1. **PURPOSE:**

Section 134(5)(e) of the Companies Act, 2013 requires Directors of a listed company to state in their Directors' Responsibility Statement that they have laid down Internal Financial Controls to be followed by the Company that is adequate and are operating efficiently. The Company at present is adhering to internal Financial Control commensurate with its size and operation which is now reduced into writing in terms of the requirements of Companies Act, 2013 read with Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Hence, the policy on Internal Financial Control ("Policy") is being framed and implemented.

2. **Definitions:**

- a. "**Audit Committee**" means Committee of Board of Directors of the Company constituted under the provisions of the Companies Act, 2013 and the Listing Regulations.
- b. "**Board**" means the Board of Directors of the Resonance Specialties Limited.
- c. "**Books or Books of Account**" as per sub-section (12A) of Section 2 of Income Tax Act, 1961 means and includes ledgers, day-books, cash books, account books and other books, whether kept in written form or as print-outs of data stored in floppy, disc, tape or any other form of electro-magnetic data storage device.
- d. "**Company**" means Resonance Specialties Limited.
- e. "**Financial Statement**" as per Section 2(40) of Companies Act, 2013 in relation to a Company means a Statement which includes-
 - (i) A balance sheet as at the end of the financial year;
 - (ii) A profit and loss account for the financial year;
 - (iii) Cash flow statement for the financial year;

- (iv) A statement of changes in equity, if applicable; and
 - (v) Any explanatory note annexed to, or forming part of, any document referred to in subclause (i) to sub-clause (iv)
- f. **“Internal Financial Control”** or ‘IFC’ as per Section 134(5)(e) of Companies Act, 2013 means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, safeguard of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information”.

3. OBJECTIVES:

- a. To mitigate risks and provide reasonable assurance that operations are efficient and effective, assets are safeguarded.
- b. Financial reporting is accurate and reliable
- c. To ensure Company’s resources are used prudently and managed in an efficient, effective and economical manner.
- d. IFC is a framework for an effective internal control system which conveys to Officials and the employees of the company that they are responsible for ensuring that the internal controls are established, documented, maintained and adhered to across the Company by all Employees.
- e. To ensure the propriety of transactions, sources of information, accountability, ownership, integrity, compliance with regulations and achievement through operational efficiency.

4. KEY NOTES ON INTERNAL CONTROL POLICY :

- a. Senior management, to be responsible for establishment of overall policies and active oversight of parameters and controls.
- b. Internal audit, to ensure that proper systems and procedures are at place for internal control at various departments
- c. Independent assessments are made encompassing functioning of various compliances under various statues and Rules & Regulations framed there under
- d. Adequate systems and procedures are at place for physical verification of stocks, fixed assets and other assets
- e. Proper books of accounts vouchers along with supporting documents are maintained, confirmation of balances from debtors, creditors and other parties are obtained periodically/ at year end
- f. Operational risks analysis, mitigation techniques
- g. There are adequate checks and balances, protection of customer funds and securities, operating systems, management information systems, management reporting, front and back office operations, contingency planning and disaster recovery.
- h. To ensure that products and activities are assimilated into the risk management system in a timely and appropriate manner.

5. Internal Financial Control Includes the following:

- a. Policies and Procedures for ensuring the orderly and efficient conduct of business including adherence to policies :**

Efficient conduct of business is essential to keep pace with the competitive world and to ensure that the Company is working at peak efficiency. Following are some of the components for efficient conduct of business:

Customer Satisfaction Policy:

The company has a policy to satisfy the existing customer's requirement and exploring possibilities of adding new customer(s). The Company realizes that effective resolution of customer complaints and proper feedback is crucial for good customer relations.

Employee Satisfaction Policy:

The Company considers employees as valuable resources to the organization and realizes that employee satisfaction is important for it to ensure their optimum productivity. The Company has various policies for benefit of employees. Such policies boost employee morale and play a vital role in their overall performance. The company has various policies i.e leave policy, travel policy and mediclaim policy etc.

Technology Policy:

The Company has a policy for continuous technology up-gradation. The Company uses secure and reliable technology. The use of technology is commensurate with size & nature of operations.

Communication Policy:

The Company places top priority on effective communication. It has an open door policy for its employees as well as customers so that they can communicate with ease. The Company has a streamlined customer communications system in place, which includes corporate presentation, profile, email correspondence etc.

Adherence to Company's policies:

The Company has been disseminating all its policies to the concerned persons and whenever possible, feedback is taken to the effect that they have understood the policies and will abide by the same in letter and spirit. The Company also periodically reviews the policies and update them.

b. Safeguarding of Assets of the Company

The Company has to safeguard its moveable and immovable assets against accidental losses, corruption, misuse or theft.

Company's assets include Tangible & Intangible Assets Funds, securities, investments and negotiable instruments Employees.

Property Entrusted to Third Parties

Only the person properly Authorized may keep the assets of the Company in his custody and entrust the same for safekeeping to third parties.

Use of Company's Property off Premises

Equipment, files or other information, property or assets of the Company are, if required may be removed from the Company's premises with proper authorization. Where permission is given for Company property or assets to be used off-site, as part of an approved arrangement, the employees are expected to keep those assets safe and confidential by following proper safety procedures.

Computer Systems and Electronic

Technology. Computer systems programme and information is required to be protected from theft or misuse. It is the employee's responsibility to safeguard any information which they have in their custody and control. This is the case even when the employees are disposing any unwanted material; they must comply at all times with the Company's security processes and protection requirements, including any specific requirements applicable to a system or programme, which they use.

Employee Retention

The Company attaches high importance to retain talented employees and continuously upgrade their skill and knowledge by various interactions at all levels of operations. The company has well structured leave and leave encashment policy. Company has also taken adequate policies in respect of gratuity payments. Adequate steps are taken to ensure compliances with requirements of Provident Fund (PF) regulations and also Employees State Insurance Corporation (ESIC) requirements for applicable employees. The day to day operations are conducted in a transparent & inclusive manner. Each employee is encouraged to participate in discussions & decision making by making suggestions. The working atmosphere is cordial & conducive for growth & morale boost.

Cash

The Company has adequate system in place to protect its cash balance which is managed at optimum level, under the supervision of a senior official of the Company. The expenses & other spending can only be done by the authority of Whole Time Directors. All are made aware of process/procedure to be followed in this regard.

Audits and Internal Checks

The Company apart from statutory audit has an internal audit mechanism, which is being modified/upgraded as per the requirements from time to time.

c. Prevention and detection of frauds and errors

Following are some of the examples of fraud:

- I. Forgery or unauthorized alteration of any document or account belonging to the Company
- II. Forgery or unauthorized alteration of cheque, bank draft, E-banking transaction(s) or any other financial instrument etc.
- III. Falsifying records such as pay-rolls, removing the documents from files and /or replacing it by a fraudulent note etc.

- IV. Willful suppression of facts/ deception in Matter of appointment, placements, submission of reports, etc. as a result of which a wrongful gain(s) is/are made to one and wrongful loss(s) to the others.
- V. Utilizing Company funds for personal or other than official purposes.
- VI. Authorizing or releasing payments for goods not supplied or services not rendered.
- VII. Destruction, disposition, removal of records or any other assets of the Company with intention to manipulate and misrepresent the facts so as to create suspicion /suppression/cheating as a result of which objective assessment/ decision would not be arrived at.

Any other act that falls under the fraudulent activity.

Fraud prevention and detection:

The Company has in place various essential elements of fraud detection process which inter alia include:

- Internal Control
- Internal Audit by an Independent Agency.
- Statutory Audit carried on quarterly and annual basis
- Reconciliation of all banks accounts regularly.

There is a frequent supervision of all employees and review of their work especially for employees having access to financial records. The company has adequate internal controls to prevent fraud from occurring and detective controls to reveal any inconsistency.

d. Timely preparation of reliable financial information.

Under the Listing Regulation with the stock exchange, the Company is required to publish unaudited quarterly/ yearly financial results and also audited financial results at the end of the year within the time frame prescribed under the listing agreement. The said information is also uploaded on the Company's website.

In case of quarterly results, the same are published in leading newspapers within 48 hrs of its approval by the Board of Directors. The company also update its track record of transactions on regular basis on its website as required under SEBI regulations.

The Company has inbuilt mechanism for timely preparation of reliable financial information within given time and the company has a track record of doing the same without undue delay.

Review of the policy by Audit Committee

The above policy has been reviewed by the Audit Committee in terms Section 177 of the Companies Act, 2013.

