



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

May 15, 2024

**The Secretary
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Scrip Code: 524218**

**Sub: Certificate under Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

Pursuant to Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015, we are enclosing herewith a certified copy of the Annual Secretarial Compliance Report for the period ended March 31, 2024 under Regulation 24A issued by M/s. Alok Khairwar and Associates, Company Secretaries.

Kindly take the above on record.

Thanks & Regards,

For Resonance Specialties Limited

**Vaibhavi Rajeshirke
Company Secretary
ACS 72229**

Encl:a/a

Annual Secretarial Compliance Report of Resonance Specialties Limited for the year ended March 31, 2024

To,

Resonance Specialties Limited.

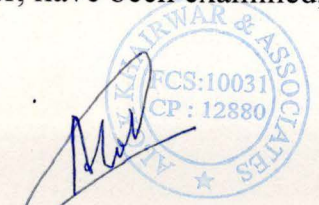
Plot No. 54D, Kandivali Industrial Estate,
Kandivali West, Mumbai 400067.

We, Alok Khairwar & Associates Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by Resonance Specialties Limited ("the listed entity"),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) any other document/ filing, us may be relevant, which has been relied upon to make this certification,

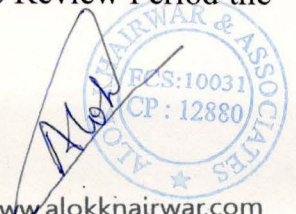
for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ("SEBI ACT") and the Regulations, circulars, guidelines issued there under; and
- ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");
- iii. The specific Regulations (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-



- a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the audit period);
- c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(Not applicable to the company during the review period);
- e. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period);
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable during the review period);
- g. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. The Securities and Exchange Board of India (Depositories and Participant) Regulations 2018;
- i. any circulars/guidelines issued there under;

and based on the above examination, We hereby report that, during the Review Period the compliance status of listed entity is appended as below-



(a) The listed entity has complied with the provisions of the above regulations and circulars/guidelines issued there under, except in respect of matters specified below:-

Sr. no	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company	Management Response
1	Regulation 47(3) of the SEBI (Listing Obligations and Disclosure Requirement).	Regulation 47 (3) of the SEBI (Listing Obligations and Disclosure Requirement)	Company has conducted Board Meeting on November 03, 2023 for approving unaudited financial result for the quarter ended September 30, 2023 and	N.A	N.A.	Company has conducted Board Meeting on November 03, 2023 for approving unaudited financial result for the quarter ended September 30, 2023 and	N.A	Company has conducted Board Meeting on November 03, 2023 for approving unaudited financial result for the quarter ended September 30, 2023 and accordingly intimated Outcome of the Board Meeting on November 03, 2023 to the Stock exchange and published the unaudited financial result for the quarter	Threedays delay in filing newspaper advertisement cutting of unaudited financial results for quarter ended September 30, 2023, though the said financial results submitted to the exchange



		<p>accordingly intimated Outcome of the Board Meeting on November 03, 2023 to the Stock exchange and published the unaudited financial result for the quarter ended September 30, 2023 in the newspaper on November 04, 2023 and submitted newspaper advertisement cutting of unaudited financial results for</p>		<p>accordingly intimated Outcome of the Board Meeting on November 03, 2023 to the Stock exchange and published the unaudited financial result for the quarter ended September 30, 2023 in the newspaper on November 04, 2023 and submitted newspaper advertisement cutting of unaudited financial results for</p>	<p>ended September 30, 2023 in the newspaper on November 04, 2023 and submitted newspaper advertisement cutting of unaudited financial results for quarter ended September 30, 2023 to the Stock exchange on November 08, 2023.</p>	<p>in a timely manner</p>
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			quarter ended September 30, 2023 to the Stock exchange on November 08, 2023.			quarter ended September 30, 2023 to the Stock exchange on November 08, 2023..			
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(b) The listed entity has maintained proper records under the provisions of the above regulation and circulars/ guidelines issued there under insofar as it appears from our examination of those records.

(c) The listed entity has taken the following actions to comply with the observations made in previous report:



Sr. no	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fin e/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company	Management Response
The listed entity has during the Review Period ensured that there is no delay in intimation to the stock exchange as per Regulation 74(5) of the SEBI (Depositories and Participants) Regulation 2018.									



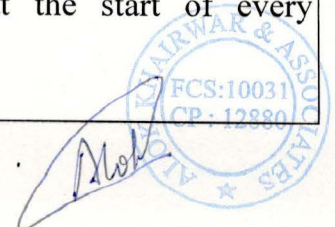
We further report that there was no event of appointment/ re-appointment/ resignation of Statutory Auditors of the Listed Entity during the review period and the Listed Entity has not modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Further to the matter and as advised in the BSE Notice No. 20230316-14' dated 16th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the parts of ongoing Annual Secretarial Audit Report –

Sr. no	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1	<p><u>Secretarial Standard</u></p> <p>The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	The Company has duly complied with the SS issued by the ICSI.
2	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	The Company has updated all applicable policies under SEBI Regulations and the same are in conformity with SEBI Regulations and has been reviewed.
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Company is maintaining a functional website 	Yes	The Company has maintained fully functional website https://www.resonancesl.com/ and disclosures are made in compliance with the requirements

	<ul style="list-style-type: none"> • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 		
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <ul style="list-style-type: none"> • Identification of material subsidiary companies; • Requirements with respect to disclosure of material as well as other subsidiaries 	NA	The Company does not have any subsidiary.
6	<p><u>Preservation of Documents:</u></p> <p>The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	The has complied with the SEBI Regulations for preserving and maintaining records asprescribed and has duly in place the said policy.
7	<p><u>Performance Evaluation:</u></p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every</p>	Yes	The Company has duly conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year.



	financial year as prescribed in SEBI Regulations.		
8	<p><u>Related Party Transactions:</u></p> <ul style="list-style-type: none"> • The Company has obtained prior approval of Audit Committee for all Related party transactions. • In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee 	Yes	The Company has obtained prior approval of Audit Committee for all related party transactions.
9	<p><u>Disclosure of events or information:</u></p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	The Company has duly complied with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued</p>	Yes	No actions has been taken against Company/its Promoters/ Directors/Subsidiaries either by SEBI or Stock exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder



	thereunder		
12	Additional non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	None

For Alok Khairwar & Associates

Company Secretaries


(Alok Khairwar)

Proprietor

FCS No: 10031

C.P.No:12880

P.R. No.: 1761/2022

UDIN: F010031F000250513

Place: Mumbai

Date: 26th April, 2024



ALOK KHAIRWAR
& ASSOCIATES

ALOK KHAIRWAR AND ASSOCIATES

F214 B wing, Express Zone Mall,
Western Express Highway,
Near Oberoi Mall, Malad East,
Mumbai - 400 097.

To,

Resonance Specialties Limited.

Plot No. 54D, Kandivali Industrial Estate,
Kandivali West, Mumbai 400067.

Sub.: Annual Secretarial Compliance Report for the Financial Year 2023-24.

Dear Sir,

We have been engaged by Resonance Specialties Limited (hereinafter referred to as the "Company") bearing CIN: L25209MH1989PLC051993, whose Equity Share is listed on BSE Limited (BSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, including recent update by SEBI on said Circular, and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

**For Alok Khairwar & Associates
Company Secretaries**


(Alok Khairwar)

Proprietor

FCS No: 10031

C. P. No: 12880

P.R. No.: 1761/2022

UDIN: F010031F000250513

Place: Mumbai

Date: 26th April, 2024