

Resonance Specialties Limited

Head Office: 301, Evershine Mall, Off Malad Link Road, Malad (W) Mumbai: 400064.
Tel: + 91-22-40038920/42172222, FAX NO. 91-22-42172233
E-MAIL - info@resonancesl.com Website: www.resonancesl.com
CIN:L25209MH1989PLC051993

Date: August 24, 2020

To
The BSE Limited
Listing Department
Phiroz Jeejeebhoy Tower
25th Floor, Dalal Street,
Mumbai- 400001

Ref: - BSE Code – 524218

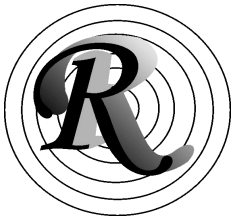
Sub: Submission of Annual Report for FY 2019-20 and intimation of voting through electronic means.

Dear Sir / Madam,

Please find enclosed herewith soft copy of the Annual Report 2019-20 (comprising of Notice calling 31st Annual General Meeting (AGM) along with Audited Financial Statements, Directors' Report, Auditors, Report, etc) of Resonance Specialties Limited ("the Company") in compliance with Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We would like to inform that the Company has on August 24, 2020 completed the process of dispatching of Annual Report 2019-20 to the shareholders. Further, in compliance with the relevant Circulars issued by the Ministry of Corporate Affairs, relevant provisions of the Companies Act, 2013 and Securities and Exchange Board of India, the Company is offering facility of remote e-voting ("remote e-voting") and e-voting facility during the AGM ("e-voting") to all the shareholders of the Company in respect of the businesses to be transacted at the 31st AGM, scheduled to be held through Video Conferencing (VC)/Other Audio Visual Means (OA VM) on Tuesday, September 15, 2020 at 11:00 p.m. For this purpose, the Company has engaged Central Depository Services (India) Ltd as its Authorized Agency.

The remote e-voting will commence from 9:00 a.m. (1ST) on Friday, September 11, 2020, to 5:00 p.m. (1ST) on Monday, September 14, 2020. Those members, who will be present in the AGM through VC/OA VM and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available in the AGM. The cut-off date for the purpose of remote e-voting and e-voting is Tuesday, September 08, 2020.



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The above is for your information and record.

Thanking you,

Yours Sincerely,

For Resonance Specialties Limited

Arti Lalwani
Company Secretary

31th Annual Report
2019-2020

*Let's
Work
together !*



Resonance Specialties Limited

Chairperson's Message



Dear Stakeholders,

At the outset, I hope you and your family are safe. We are indeed living through very unusual times and your Company has faced the challenge of Covid-19 pandemic by immediately mobilizing efforts to protect employees and our immediate communities. In line with the Resonance philosophy of community being a key stakeholder in the business, we proactively pivoted our assets to serve our communities to face the pandemic. Our approach to the pandemic was centered around four key actions of: 1. Safety of our employees, communities, partners and assets 2. Rapid pivot to digital to ensure business continuity 3. Conservation of cash through cost control, working capital and capex reduction 4. Ensuring continuous support to our customers and supply chain partners.

On the financial front, Companies operational Revenue stood at Rs. 5620.30/- Lakhs and is increased by 35% from last year's turnover of Rs. 4,162.94 lakhs. EBITDA increased by 53.61% to 965.56 Lakhs, while PAT increased by 69.24% to 542.38 Lakhs.

At this point of time, all our plants and R&D centers are operational. I take this opportunity to thank our teams for their resilience and agility. While this pandemic has impacted economic activity, we are confident of emerging stronger as we welcome out of this challenge. Going forward, we expect immediate market conditions to be challenging and your Company is well positioned to emerge stronger by leveraging the rethinking supply chain strategies around the world. I take this opportunity to thank you all for your continued support and trust in us.

With Warm Regards,
CA Archana Yadav

Managing Director's Message



Your company achieved many admirable wins and milestones through the first 11 months of FY 2020. But it was in the final days of the year that the true nature of its purpose-driven worldview truly shone through. Your company prioritized the health and safety of its employees, kept customers' mission-critical systems running under very difficult circumstances and pitched in to help communities across the world battle the pandemic. When we emerge out of this crisis, the world will be a very different place. We are witnessing many of those changes already. With cloud and the new class of collaboration tools, people are discovering that they are able to collaborate with each other just as well working from home, as they did in person in the pre-COVID era. Employers are discovering that the productivity is just as good, if not better, in this new way of working.

The specialty chemicals constitute 22% of total chemicals and petrochemicals market in India. The demand for specialty chemicals is expected to grow at 12% CAGR from FY19-22. At Resonance Specialties Limited, the company enjoys a special pride and privilege. Specialty chemicals are based on Pyridine chemistry, such as Lutidine, Cyano pyridines, Picoline, Collidines, Nutritional product, feed supplements, API, and vitamins etc. at their G.M.P. plant. Posing a backward

integration, we have upper hand over other global companies for most of our products. Our advantages are quality of product, dependable supply and competitive cost.

However next few months will be difficult, but your company is strong with deep relationships with customers and partners, enviable scale, a robust and resilient business model, and strong financials. It is well positioned to weather the storms ahead and take advantage of opportunities that come up during the downturn to acquire new capabilities and gain market share. In the post pandemic world, technology will play an ever larger role in helping enterprises adapt to the new normal and differentiate themselves.

Your company is well poised to take the lead in partnering customers to recover and rebound on to their growth and transformation journeys. On behalf of the Board of Directors of Resonance Specialties Limited, I want to thank you for your continued trust, confidence, and support.

With Warm Regards,
Dr. A.B. Gupta

RESONANCE SPECIALTIES LIMITED**RESONANCE SPECIALTIES LIMITED****BOARD OF DIRECTORS**

Ms. Archana Yadav
 Dr. A.B. Gupta
 Mr. B.P. Agrawal
 Dr. Yaqoob Ali
 Mr. Pankaj Khandelwal
 Mr. Ashish Katariya
 Mr. Ajay Patadia
 Mr. Dwarika Agarwal

Chairman - Independent Director
 Managing Director
 Non-Executive Director
 Independent Director (Resigned w.e.f. June 18, 2020)
 Whole-time Director (Appointed w.e.f. June 01, 2019) & Resigned w.e.f. October 07, 2019)
 Additional Whole-time Director (Appointed w.e.f. November 09, 2019)
 Additional Independent Director (Appointed w.e.f. June 27, 2020)
 Additional Director Finance (Appointed w.e.f. July 21, 2020)

REGISTERED OFFICE

301, Evershine Mall, ChincholiBunder,
 Junction Link Road, Malad (W) Mumbai
 400 064

Corporate Identity Number

L25209MH1989PLC051993
 Tel: +91 (22) 4217 2222 | Fax: +91 (22)
 4217 2233
 Email: info@resonancesl.com
 Website: www.resonancesl.com

STATUTORY AUDITORS

V. R. Bhabhra & Co.
 Chartered Accountants
 303, Sagar Shopping center,
 Andheri (W), Mumbai- 400 058

REGISTRAR & TRANSFER AGENTS:

M/s. Adroit Corporate Services Pvt. Ltd.
 Address: 17/18/19/20,
 Jaferbhoy Ind. Estate, 1st Floor,
 Makhwana Road, Marol Naka, Andheri -59
 Tel No: 022 4227 0400 Fax: 28503748
 Email: info@adroitcorporate.com
 Website: www.adroitcorporate.com

PLANT

T-140 MIDC Industrial Estate
 Tarapur, Maharashtra

INTERNAL AUDITORS

RAMANAND & ASSOCIATES
 6/c, Gr. Floor,
 Ostwal Park Bldg No. 4,
 Near Jesal Park Jain Temple,
 Bhayandar (East), Thane - 401105
 Phone No. -022-28171199 – 28171198
 Email Id rg@caramanandassociates.com
 ramanand_associates@rediffmail.com

SECRETARIAL AUDITORS

Alok Khairwar & Associates,
 F-214, B-Wing, Express Zone Mall Western Express highway
 Malad East Mumbai-400097

BANKERS

BANK OF BARODA
 Vile Parle (E), Mumbai 400057

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST (31ST) ANNUAL GENERAL MEETING OF THE MEMBERS OF RESONANCE SPECIALTIES LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 15, 2020 AT 11.00 A.M. (IST) VIA TWO-WAY VIDEO CONFERENCING ('VC') FACILITY OR OTHER AUDIO VISUAL MEANS ('OAVM') TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, including the Audited Balance Sheet as at March 31, 2020, the statement of Profit & Loss for the financial year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. B. P. Agrawal having DIN (02724594), who retires by rotation and being eligible, offers himself for re-appointment.
3. To confirm the payment of Interim Dividends on Equity Shares.

SPECIAL BUSINESS:

4. **Regularization of Appointment of Mr. Ashish Harishbhai Katariya, as an Executive Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 164, 165 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ashish Harishbhai Katariya (DIN: 08601262), who was appointed by Board of Directors as an Additional and Executive Director of the Company with effect from November 09, 2019, be and is hereby appointed as Executive Director (Whole Time Director) of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 161, 196, 197, 198, 203 and Schedule V read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), approval of the members of the Company be and is hereby accorded to the appointment of Mr. Ashish Harishbhai Katariya (DIN: 08601262), as Whole time Director of the Company for a period of five years from November 09, 2019, on the remuneration and on such terms and conditions as recommended by the Board of Directors in their meeting held on November 09, 2019 and set out in explanatory statement attached hereto with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof and as may be agreed to between the Board of Directors and Mr. Ashish Harishbhai Katariya.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Ashish Harishbhai Katariya, in respect of such financial year,

remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution."

5. **Regularization of Mr. Ajay Anantrai Patadia (DIN: 00298226) as Non Executive Independent Director.**

To appoint Mr. Ajay Anantrai Patadia as Non-Executive Independent Director who was appointed as an Additional Director and holds office upto the date of AGM and being eligible offers himself for appointment and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolutions.

"RESOLVED THAT pursuant to the recommendations received from the Board of Directors and provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and any rules made there under (including any statutory modification or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 for the time being in force, Mr. Ajay Anantrai Patadia an additional Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office for a period of 5 (five) consecutive years, with effect from June 27, 2020 to June 26, 2025 and that he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Director of the Company be and hereby authorized to do all such acts, deeds, things and matter as may be necessary, expedient and desirable to give effect to this resolution."

6. **Regularization of Appointment of Mr. Dwarika Agrawal, as an Director Finance of the Company**

"RESOLVED THAT Mr. Dwarika Agrawal who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 21, 2020 and who holds office up to the date of this Annual General Meeting under Section 161 (1) of the Companies Act, 2013 ('the Act') and who is eligible for re-appointment be and is hereby appointed as a Director Finance of the Company.

"RESOLVED FURTHER THAT pursuant to recommendation received from Board of Directors and the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, for the time being in force and as per the Articles of Association of the Company, consent of the members of the Company be and are hereby accorded to the appointment of Mr. Dwarika Agrawal as a Director Finance, for a period of 5 (five) years w.e.f. July 21, 2020 to July 20, 2025.

"RESOLVED FURTHER THAT the remuneration payable to Mr. Dwarika Agrawal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time".

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matter as may be necessary, expedient and desirable to give effect to this resolution.”

7. Approval for entering into Related Party Transactions by the Company

To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

Sr. No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/ KMP who is related and nature of their relationship	Name of the Related Party	Amount (in)	
				Receipts / Credits	Payments/ Debits
1.	Sale and purchase of goods/ Conversion of Goods	Dr. A. B. Gupta is Member /Relative of Member of the Co.	Avignon Exim Pvt. Ltd.	12,00,00,000	8,00,00,000
2.	Sale and purchase of goods/ Conversion of Goods	Dr. A. B. Gupta is Member /Relative of Member of the Co.	Vista Organics Pvt. Ltd.	-	21,00,00,000
3.	Leasing of Property	Dr. A. B. Gupta is Member /Relative of Member of the Co.	Vista Finance & Leasing Pvt. Ltd.	-	10,00,000
4.	Leasing of Property	Dr. A. B. Gupta is Member /Relative of Member of the Co.	Avignon Chemicals Pvt. Ltd.	-	10,00,000
5.	Leasing of Property	Dr. A. B. Gupta is Member /Relative of Member of the Co.	Ushma Investments Pvt. Ltd.	-	10,00,000

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

8. Ratification of Remuneration of the Cost Auditor for the F.Y. 2020-21:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Poddar & Co. as the Cost Auditor, appointed by the Board of Directors of the Company on the recommendation of the Audit Committee to conduct the audit of the cost records of the Company for the financial year 2020-21 amount will be mutual agreed in connection with the aforesaid audit, be and is hereby ratified and confirmed.

Registered Office: 301, Evershine Mall, ChincholiBunder Junction, Off. Malad Link Road, Malad (W), Mumbai – 400064 Dated: _____	For and on behalf of the Board of Directors Dr. A. B. Gupta Managing Director (DIN: 00025255)
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“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the amounts, as mentioned herein below:

NOTES:

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The detailed procedure for participation in the meeting through VC / OAVM is as per note no. 26 and also available at the Company’s website www.resonancesl.com.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorized Representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
- The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the AGM.

5. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
 6. The Explanatory Statement pursuant to Section 102(1) and (2) of the Act in respect of Item no. 2 and Special Business i.e. Item No. 4 & 8 is annexed hereto.
 7. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in the electronic mode up to the date of AGM of the Company and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send the e-mail to info@resonancesl.com.
 8. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Central Depository Services (India) Limited ("CDSL") in respect of the business to be transacted at AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL. Members of the Company holding shares either in physical for more in dematerialized form, as on the cut-off date i.e. September 08, 2020, may cast their vote either by remote e-voting as well as e-voting system as on date of AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. The information with respect to voting process and other instructions regarding e-voting are detailed in Note no. 24.
 9. The Notice of 31st AGM and the Annual Report of the Company for the year ended March 31, 2020 is uploaded on the Company's website www.resonancesl.com and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL. Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company / Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
 10. The Board of Directors of the Company has appointed Alok Khairwar and Associates, Practicing Company Secretaries, Mumbai as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
 11. The Scrutinizer shall submit a consolidated Scrutinizer's Report (votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting. The result declared along with the consolidated Scrutinizer's Report shall be simultaneously placed on the Company's website www.resonancesl.com and on the website of CDSL and communicated to the BSE Limited.
 12. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
 13. Members seeking any information or clarification on the accounts or any other matter to be placed at AGM are requested to send written queries to the Company on info@resonancesl.com, at least 10 days before the date of the meeting to enable the management to respond quickly.
 14. SEBI vide its circular dated June 08, 2018 amended Regulation 40 of the Listing Regulation pursuant to which requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode. Further, dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduce the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
 15. SEBI vide its circular dated April 20, 2018, directed all the listed companies to record the Income Tax PAN and bank account details of all their shareholders holding shares in physical form. All those shareholders who are yet to update their details with the Company are requested to do so at the earliest.
 16. Members wishing to claim dividends for previous financial years, which remain unclaimed, are requested to correspond with the Company's Registrars and Transfer Agent (RTA). In case any unclaimed Dividend Warrant is lying with any member, the same should be forwarded to RTA for revalidation.
- During the year, the Company has requested those members, whose dividends for previous financial years remaining unclaimed / unpaid, for claiming said dividend amount before transfer thereof to Investor Education and Protection Fund (IEPF).
- Members are requested to note that dividends not encashed or claimed within seven years from the thirty days of declaration of dividend, will, as per Section 124 of the Companies Act, 2013, be transferred to the IEPF.
- Pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the information in respect of the unclaimed dividends as on the date of the 30th AGM held on September 28, 2019 on its website www.resonancesl.com and also on the website of the Investor Education and Protection Fund www.iepf.gov.in.
- Further, provisions of Section 124 of the Companies Act, 2013 read with Rule 6 of IEPF Rules as amended, inter alia, mandates the Company to transfer all such shares, in respect of which dividend have not been paid or claimed for seven consecutive years or more, to the demat account of IEPF Authority.

17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in demat form the nomination form may be filed with the respective Depository Participant.
18. As required in terms of Secretarial Standard - 2 and Listing Regulations, the information (including profile and expertise in specific functional areas) pertaining to Director recommended for re-appointment in the AGM has been provided in the "Explanatory Statement" of the Notice. The Director has furnished the requisite consent / declarations for his re-appointment as required under the Companies Act, 2013 and the Rules there under.
19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
20. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends by registering their bank account details with the Company. For further information, you are requested to approach the RTA of the Company.
21. With a view to conserve natural resources, we request Members to update and register their email addresses with their Depository Participants (DPs) or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically. Members holding shares in Physical mode may register their email id by providing necessary details like Folio No., Name of Member(s) and self attested scanned copy of PAN card or Aadhar Card by email to info@resonancesl.com.
22. Since the AGM will be held through VC / OAVM in accordance with the MCA Circulars, the route map, proxy form and slip are not attached to the Notice.
23. The helpline number regarding any query / assistance for participation in the AGM through VC / OAVM are 022-23058738 or 022-23058543 or 022-23058542.
24. Voting process and instruction regarding remote e-voting:

Section A: Voting Process:

Members should follow the following steps to cast their votes electronically:

Step 1: Open the web browser during the voting period and log on to the e voting website www.evotingindia.com.

Step 2: Click on "Shareholders" to cast your vote(s).

Step 3: Please enter User ID

- (i) For account holders in CDSL: Your 16 digits beneficiary ID.
- (ii) For account holders in NSDL: Your 8 Character DP ID followed by 8 digits Client ID.

- (iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step 4: Enter the Image Verification as displayed and Click on "Login"

Step 5: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you have forgotten the password, then enter the User ID and the image verification code and click on "FORGOT PASSWORD" and enter the details as prompted by the system.

Step 6: Follow the steps given below if you are first time user:

- (i) holding shares in physical form
- (ii) holding shares in demat form

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The sequence number is printed on the Address sticker in case of the dispatch of the Annual Report through physical mode and mentioned in the covering e-mail in case of dispatch of soft copy.
DOB	Enter the Date of Birth ("DOB") as recorded in your demat account or in the Company records in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio no. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company, please enter the DP ID and Client ID / folio number in the Dividend Bank details field as mentioned in Step 3.

Step 7: After entering these details appropriately, click on "SUBMIT" tab.

Step 8: Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Step 9: For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 10: Click on the EVSN for the RESONANCE SPECIALTIES LIMITED on which you choose to vote.

Step 11: On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Step 12: Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

Step 13: After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Step 14: Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.

Section B: Other instruction regarding remote e-voting:

- i. The voting period begins on September 11, 2020 from 09:00 A.M. and ends on September 14, 2020 up to 05:00 P.M. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 08, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Non – Individual Shareholders and Custodians (i.e. other than Individuals, HUF, NRI etc.) are additionally required to note and follow the instructions mentioned below:
 - They are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts; they would be able to cast their vote.
- iii. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to upload the following in PDF Format in the system for the scrutinizer to verify the same:
 - a) Copy of Board resolution (where institution itself is voting)
 - b) Power of Attorney issued in favour of the Custodian as well as the Board resolution of the Custodian.
- iv. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- v. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com, under help section or contact Mr.Nitin Kunder (022-23058738) or Mr.Mehboob Lakhani (022-23058543) or Mr.Rakesh Dalvi (022-23058542), A

Wing,25th Floor, Marathon Futurex, Mafatlal Mills Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or write an email to helpdesk.evoting@cdslindia.com or calling on 022-23058738 or 022-23058543 or 022-23058542 during working hours on all working days.

All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

25. Voting process and instruction regarding e-voting at AGM are as under:
 - a. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - b. Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available in the AGM.
 - c. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
26. Instruction for members for attending the AGM through VC / OAVM are as under:
 - a. Member will be provided with a facility to attend the AGM through VC/ OAVM through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/ members login by using theremote e-voting credentials. The link for VC/ OAVM will be available in shareholder/ members login where the EVSN ofCompany will be displayed.
 - b. Members are encouraged to join the Meeting through Laptops / I Pads for better experience. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - c. For ease of conduct, Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at info@resonancesl.com.The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@resonancesl.com. These queries will be replied to by the company suitably by email.
 - d. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. Further the shareholders will be required to allow the camera for participation in the meeting as speaker.

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

ITEM NO. – 4**Regularization of Appointment of Mr. Ashish Harishbhai Katariya, as an Executive Director of the Company**

Mr. Ashish Katariya was appointed as an Additional Director of the Company in executive capacity with effect from November 09, 2019 pursuant to the provisions of section 161 of the Companies Act, 2013 (the "Act") by the Board of Directors at their meeting held on November 09, 2019.

In terms of the provisions of section 161 of the Act, Mr. Ashish Katariya will hold office upto the date of the ensuing Annual General Meeting (AGM).

Mr. Ashish Katariya is not disqualified from being appointed as Director under section 164 of the Act and has complied with the requirement of obtaining the Director Identification Number in terms of section 152(3) of the Act.

Mr. Ashish Katariya (aged 28 years) has done B-Tech Chemical Engg. He has been currently working as Manager. He possesses the vast experience of 5 years in the various fields.

The Board of Directors considers that in view of the background and experience of Mr. Ashish Katariya, it would be in the interest of the Company to appoint him as an Executive Director of the Company under the provisions of the Act.

The appointment and remuneration payable to the said appointee is also subject to the approval of the Members.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution at Item No. 4 of the Notice except Mr. Ashish Katariya.

Your Board recommends the above resolution at item No. 4 of the accompanying Notice for your approval.

ITEM NO. – 5

The Board through circular resolution dated June 27, 2020, appointed Mr. Ajay Anantrai Patadia (DIN: 00298226) as Additional (Independent) Director of the Company with effect from June 27, 2020, pursuant to Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, Mr. Ajay Anantrai Patadia will hold the office up to the date of ensuing AGM. The Company has received from Mr. Ajay Anantrai Patadia:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 and Form MBP-1.

Mr. Ajay Anantrai Patadia, S/o Mr. Anantrai Gangaram Patadiaisan Associate Company Secretary and Law Graduate from India, Ajay Patadia is the Founder of Nyuleaf Advisors. He is an all India 2nd Rank Holder in his professional qualification.

Having been closely associated with leading Indian & International business entities such as Reliance Group, Balaji Telefilms, Emaar Group, Dubai, he set up his venture, PMI Entertainment (PMI) as the start of his entrepreneurial aspiration. Over last fourteen years, PMI has become an established production house in India and during this period he has enabled PE investment in PMI, made investments in Joint Ventures in the entertainment sector, undertook successful exit both for PMI and its investors. Green Gold Animation, creators for "Chhota Bheem" animation series, has been one of the successful ventures undertaken by him through a Joint Venture.

His recent joint venture in an Investment Banking business has inspired him to establish Nyuleaf Advisors in 2017 as his own enterprise, wherein he can now extend his personal ambition and values along with his professional expertise and acumen to his clients. During his past stint in Investment Banking, he successfully completed transactions in Education, Consumer, Financial Services sectors. He has handled all aspects of business ranging from strategy to execution and support functions. Being an entrepreneur himself, Ajay brings significant value to clients in understanding their needs.

Except Mr. Ajay Anantrai Patadia, being appointee, none of the other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

ITEM NO. – 6**Regularization of Appointment of Mr. Dwarika Agrawal, as an Executive Director Finance of the Company.**

Mr. Dwarika Agrawal was appointed as an Additional Director of the Company in executive capacity with effect from July 21, 2020 pursuant to the provisions of section 161 of the Companies Act, 2013 (the "Act") by the Board of Directors at their meeting held on July 21, 2020.

In terms of the provisions of section 161 of the Act, Mr. Dwarika Agrawal will hold office upto the date of the ensuing Annual General Meeting (AGM).

Mr. Dwarika Agrawal is not disqualified from being appointed as Director under section 164 of the Act and has complied with the requirement of obtaining the Director Identification Number in terms of section 152(3) of the Act.

Mr. Dwarika Agrawal is Associate Member of The Institute of Chartered Accountants of India having Membership no. 144733. He has been currently working as Chief Financial Officer of the Company. He possesses the vast experience of more than 5 years in the various fields.

The Board of Directors considers that in view of the background and experience of Mr. Dwarika Agrawal, it would be in the interest of the Company to appoint him as a Director of the Company under the provisions of the Act.

The appointment and remuneration payable to the said appointee is also subject to the approval of the Members.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution at Item No. 6 of the Notice except Mr. Dwarika Agrawal.

Your Board recommends the above resolution at item No. 6 of the accompanying Notice for your approval.

ITEM NO. – 7

Approval for entering into Related Party Transactions by the Company

The provisions of Section 188(1) of the Companies Act, 2013 (“Act”) that governs the Related Party Transactions, through which the Act ensures the transparency in the transactions and dealings between the related parties of the Company, requires that for entering into any contract or arrangement as per the provisions of the section 188(1) of the Companies Act, 2013, a Company having paid up share capital of more than Ten Crore rupees and in the Sale, purchase, or supply of any goods or materials the transaction value is more than particular percentage of annual turnover and in case of availing or rendering of any services are more than 10 % of the turnover of the company or Rupees fifty Crore whichever is lower then, as per the provision of the act prior approval of the disinterested shareholders by way of a Special Resolution must be obtained.

The Board of Directors of the Company took note that for good governance and for appropriate compliance the Company has developed an efficient systems and practices and stringent operational control processes and with complete transparency may extend the good governance.

As per the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

The particulars of the transactions pursuant to the provisions of section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

- (1) Name of the Related Party:
- (2) Name of the Director or Key Managerial Personnel who is related, if any:
- (3) Nature of Relationship:
(Item 1-3 above are detailed in table below)

Sr. No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/ KMP who is related and nature of their relationship	Name of the Related Party	Amount (inRs.)	
				Receipts/ Credits	Payments/ Debits
1.	Sale and purchase of goods/ Conversion of Goods	Dr. A. B. Gupta is Member / Relative of Member of the Co.	Avignon Exim Pvt. Ltd.	12,00,00,000	8,00,00,000
2.	Sale and purchase of goods/ Conversion of Goods	Dr. A. B. Gupta is Member / Relative of Member of the Co.	Vista Organics Pvt. Ltd.	-	21,00,00,000
3.	Leasing of Property	Dr. A. B. Gupta is Member / Relative of Member of the Co.	Vista Finance & Leasing Pvt. Ltd.	-	10,00,000
4.	Leasing of Property	Dr. A. B. Gupta is Member / Relative of Member of the Co.	Avignon Chemicals Pvt. Ltd.	-	10,00,000
5.	Leasing of Property	Dr. A. B. Gupta is Member / Relative of Member of the Co.	Ushma Investments Pvt. Ltd.	-	10,00,000

Any other information relevant or important for the Board/Members to take a decision:

The support and services being provided by/to the Company to/from its related parties in relation to business enhancement and for building up good practices and process systems are overall towards the benefit and in the interest of the Companies. The respective agreements are entered on arm’s length basis and all factors relevant to the respective contracts have been considered by the Board before approval and presenting it to Member approval.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at Item No. 6 shall be entitled to vote on this special resolution.

Except above named Directors and their relatives (to the extent of their shareholding interest in the Company), no other director or Key Managerial Personnel or their relatives, is concerned or interested financially or otherwise, in passing of this resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

ITEM NO. 8

In accordance with the provisions of Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from a qualified Cost Accountant. The Board of Directors at its meeting held on July 21, 2020, on the recommendation of Audit Committee, approved the appointment and remuneration of Poddar & Co., Cost Accountant, to conduct the audit of the cost records of the Company for the financial year 2020-21.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2020-21 as set out in the resolution for aforesaid services to be rendered by them.

The Board of Directors recommends the resolution at Item No. 8 of this Notice for your approval. None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 8 of this Notice.

**Details of Directors seeking appointment/ re-appointment at the
31st Annual General Meeting**

(In pursuance of Regulations 26(4) and 36(3) of the Listing
Regulations and Secretarial Standard-2 on General Meetings)

Item No. 2:

Name	: Mr. Bishwanath Prasad Agrawal
Fathers' Names	: Mr. Lakshnichand Agrawal
Date of Birth	: January 01, 1944
Date of Appointment	: June 30, 2009
DIN	: 02724594
Expertise in specific functional areas	: He was associated with Department of Atomic Energy for long term. Thereafter, he worked with well known fertilizers and petrochemical plant in Iran. He has strong hold on functioning of chemical plant.
Years of Experience	: 54 Years
Qualifications	: Mechanical Engineer from Bhagalpur University
List of outside Directorship held in other Listed Companies	: NIL
Member of Committee on the Board	: 2 (Two)
Member/ Chairman of Committee in other Listed Companies	: NIL
No. of Board Meetings attended during the Year	: 4
No. of shares held in own name or in the name of relative(s)	: NIL

Item No. 4:

Name	: Mr. Ashish Katariya																		
Fathers' Names	: Mr. Harish Katariya																		
Date of Birth	: September 27, 1991																		
Date of Appointment	: November 09, 2019																		
DIN	: 08601262																		
Expertise in specific functional areas	: Chemical Engineering, Projects, Engineering & Maintenance, Procurement																		
Years of Experience	: 7																		
Qualifications	: B-Tech Chemical Engg																		
List of outside Directorship held in other Listed Companies	: N/A																		
Member of Committee on the Board	: N/A																		
Member/ Chairman of Committee in other Listed Companies	: N/A																		
No. of Board Meetings attended during the Year	: 2																		
No. of shares held in own name or in the name of relative(s)	: 20																		
Remuneration and Compensation	<table border="1"> <tr><td>Basic</td><td>Rs. 600,000</td></tr> <tr><td>HRA</td><td>Rs. 300,000</td></tr> <tr><td>Conveyance</td><td>Rs. 150,000</td></tr> <tr><td>Special Allowance</td><td>Rs. 258000</td></tr> <tr><td>Medical</td><td>Rs. 60,000</td></tr> <tr><td>LTA</td><td>Rs.60,000</td></tr> <tr><td>PF</td><td>Rs.72,000</td></tr> <tr><td>Total</td><td>Rs. 15,00,000</td></tr> <tr><td colspan="2">Note: Additional PI up to Rs.3,00,000 per annum</td></tr> </table>	Basic	Rs. 600,000	HRA	Rs. 300,000	Conveyance	Rs. 150,000	Special Allowance	Rs. 258000	Medical	Rs. 60,000	LTA	Rs.60,000	PF	Rs.72,000	Total	Rs. 15,00,000	Note: Additional PI up to Rs.3,00,000 per annum	
Basic	Rs. 600,000																		
HRA	Rs. 300,000																		
Conveyance	Rs. 150,000																		
Special Allowance	Rs. 258000																		
Medical	Rs. 60,000																		
LTA	Rs.60,000																		
PF	Rs.72,000																		
Total	Rs. 15,00,000																		
Note: Additional PI up to Rs.3,00,000 per annum																			

Item No. 5:

Name	: Ajay Anantrai Patadia
Fathers' Names	: Mr. Anantrai Gangaram Patadia
Date of Birth	: September 07, 1974
Date of Appointment	: July 27, 2020
DIN	: 00298226
Expertise in specific functional areas	: During his past stint in Investment Banking, he successfully completed transactions in Education, Consumer, Financial Services sectors. He has handled all aspects of business ranging from strategy to execution and support functions.
Years of Experience	: 14 years
Qualifications	: An Associate Company Secretary and Law Graduate from India
List of outside Directorship held in other Listed Companies	: N/A
Member of Committee on the Board	: N/A
Member/ Chairman of Committee in other Listed Companies	: N/A
No. of Board Meetings attended during the Year	: N/A
No. of shares held in own name or in the name of relative(s)	: N/A

Item No. 6:

Name	Mr. Dwarika Agrawal														
Fathers' Names	Mr. Brajesh Kumar Agrawal														
Date of Birth	July 13, 1984														
Date of Appointment	July 21, 2020														
DIN	07194113														
Expertise in specific functional areas	Preparation of Financial Statements, Accounting Standards, Guidance Notes issued by ICAI, compliance with provisions of Company & Income Tax Laws and requirements under various statutes such as Income Tax"														
Years of Experience	8 years														
Qualifications	The Institute of Chartered Accountants of India having Membership no. 144733														
List of outside NILL Directorship held in other Listed Companies	Not Applicable														
Member of Committee on the Board	Not Applicable														
Member/ Chairman of Committee in other Listed Companies	Not Applicable														
No. of Board Meetings attended during the Year	Not Applicable														
No. of shares held in own name or in the name of relative(s)	Not Applicable														
Remuneration and Compensation	<table border="1"> <tr><td>1. Basic</td><td>Rs. 720,000/-</td></tr> <tr><td>2. HRA</td><td>Rs. 430,008/-</td></tr> <tr><td>3. Conveyance</td><td>Rs. 98,400/-</td></tr> <tr><td>4. Medical</td><td>Rs. 15,000/-</td></tr> <tr><td>6. LTA</td><td>Rs. 15,000/-</td></tr> <tr><td>7. PF</td><td>Rs. 21,600/-</td></tr> <tr><td>Total</td><td>Rs.13,00,008</td></tr> </table>	1. Basic	Rs. 720,000/-	2. HRA	Rs. 430,008/-	3. Conveyance	Rs. 98,400/-	4. Medical	Rs. 15,000/-	6. LTA	Rs. 15,000/-	7. PF	Rs. 21,600/-	Total	Rs.13,00,008
1. Basic	Rs. 720,000/-														
2. HRA	Rs. 430,008/-														
3. Conveyance	Rs. 98,400/-														
4. Medical	Rs. 15,000/-														
6. LTA	Rs. 15,000/-														
7. PF	Rs. 21,600/-														
Total	Rs.13,00,008														

Registered Office:
301, Evershine Mall,
Chincholi Bunder Junction,
Off. Malad Link Road,
Malad (W), Mumbai – 400064
Dated: _____

By order of the Board,
For Resonance Specialties Ltd.
Dr. A. B. Gupta
Managing Director
(DIN: 00025255)

DIRECTORS' REPORT

To,
The Members,
Resonance Specialties Limited

Your Directors have great pleasure in presenting 31st Annual Report along with the Audited Financial Statements for the financial year ended March 31, 2020.

1. FINANCIAL RESULTS:

The financial performance of the Company for the financial year ended March 31, 2020 is summarized as under:

(Figures in Rupees Lakhs)

Particulars	2019-20	2018-19
Turnover	5620.30	4,162.94
Other Operating Income	188.09	139.17
Profit/ (Losses) Before Interest, Depreciation, Exceptional Items and Taxation	965.56	628.58
Interest and Finance cost	35.44	53.59
Depreciation	91.72	90.65
Exceptional Items and Others	146.20	8.50
Taxes including deferred tax	141.34	155.38
Profit/ (Losses) after taxes including deferred tax	550.87	320.46
Balance in P&L account brought forward	909.32	588.54
Balance in the P&L account carried forward to the Balance Sheet	545.62	320.42

2. REVENUES:

During the year under review, your Company's –

- Total Operational Revenues stood at Rs. 5620.30/- Lakhs;
- Operational Expenditure was Rs. 4843/- Lakhs;
- Operating profit (EBITDA) was Rs. 965.46/- Lakhs;
- Profit before Tax stood at Rs. 692.10/- Lakhs.

Operational Revenue stood at Rs. 5620.30/- Lakhs and is increased by 35% from last year's turnover of Rs. 4,162.94 lakhs.

3. DIVIDEND:

For FY 2020, based on the Company's performance, the Directors have declared interim dividends of Rs. 1/- per equity share. However as a prudent economic measure and in order to conserve the scarce liquid resources of the Company, the Directors do not recommend any final dividend on the equity shares for the year under review.

4. SHARE CAPITAL:

During the year under review, the Company has not issued nor redeemed any shares; so the share capital stands at par with the last year, which stood as Authorized Share Capital at Rs. 1,500.00 Lakhs divided into 150.00 lakhs Equity Shares of Rs.

10/- each as on March 31, 2020 and paid up Share Capital at Rs. 1,154.40 Lakhs divided into 115.44 Lakhs Equity Shares of Rs. 10/- each fully paid up.

5. TRANSFER TO RESERVES

The closing balance of the retained earnings of the Company for FY 2020, after all appropriation and adjustments was Rs. 1315.79/- Lakhs.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In the meeting of the Board of Directors held on May 29, 2019, Ms. Archana Yadav, Independent Women Director of the Company was elected as Chairman of the Board of Directors and the Company.

During the year, Mr. Pankaj Khandelwal, who was appointed as an Executive Director of the Company with effect from June 01, 2019 and further he resigned in the same year with effect from October 07, 2019.

Mr. Ashish Katariya has been appointed as Additional Executive Director of the Company w.e.f November 09, 2019 for a period of 5 years as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors in their meeting held on November 09, 2019, Mr. Ashish Katariya will hold the office up to the date of ensuing AGM and thus he is regularized at the ensuing Annual General Meeting. Item No. 4 of the Notice forms part of their appointment.

During the year, Mr. Sagar Lambole resigned from the post of Company Secretary and Compliance Officer from the closing hours of August 14, 2019, and in order to fill the position of Company Secretary and Compliance Officer vacated due to resignation of Mr. Sagar Lambole, Mr. Akhilesh Gupta was appointed as Company Secretary and Compliance Officer w.e.f. August 14, 2019, however he has also given resignation from the post of Company Secretary and Compliance on January 02, 2020. Ms. Arti Lalwani was appointed as Company Secretary and Compliance Officer w.e.f. January 10, 2020, which was ratified by the Board in the Board Meeting held on February 06, 2020.

Mr. B. P. Agrawal, Non-Executive Director retires by rotation and, being eligible, offers himself for re-appointment at the ensuing Annual General Meeting of the Company. Your Directors recommend his appointment at Item No. 2 of the Notice convening the Annual General Meeting.

Pursuant to the provisions of section 149 of the Act, Ms. Archana Surendra Yadav, and Mr. Yaqoob Ali, are the Independent Directors of the Company. All the Independent Directors have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Director during the year.

Brief profiles of the Directors proposed to be appointed/ re-appointed; qualification, experience and the names of the Companies in which they hold directorship, membership of the board committees, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided along with the Notice convening Annual General Meeting.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2019 are: Mr. Atma Bandhu Gupta, Managing Director, Mr. Ashish Katariya, Additional Executive Director, Ms. Arti Lalwani, Company Secretary and Compliance Officer, Mr. Dwarika Agrawal, Chief Financial Officer (CFO).

7. NO. OF MEETING OF THE BOARD:

Five meetings of the Board were held during the year under review. For details of meetings of the Board, please refer to the Corporate Governance Report, which is a part of this report.

8. BOARD COMMITTEES:

Currently, the Board has three Committees: the Audit Committee, the Nomination and Remuneration Committee, the Stakeholder's Relationship Committee. Also the Independent Directors meeting is held once in the year to discuss the overall performance of each Director and Board as a whole. A detailed note on the composition of the Board and its Committees is provided in the Corporate Governance Report section of this Annual Report.

9. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of independent directors, performance of non-independent directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

At the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the independent director being evaluated.

10. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review there were several matters which were pending has been either settled or order were passed by the Courts or Tribunals which will have positive impact on the Going Concern Status and Company's Operations in future and the same has been mentioned below:

- i. Company has taken the benefit of amenity scheme and paid Rs. 1.09 crore against Sales taxes matter which was pending since 2005-06 to 2009-10 for reassessment.
- ii. Company has taken the benefit of sab ka vikash scheme and paid Rs. 25 Lakhs against excise duty matter which was pending for reassessment.
- iii. Company has supplied material to Sulpra Pharmaceutical and Chemical and Mr. Santosh Gulwadi in the year 1994-95, however Mr. Santosh Gulwadi has not made the payment as a result of which Company has filed Summary Suit no. 7609 of 1998 in the Bombay City Civil Court. Further Bombay City Civil Court has passed the order in the favour of the Company and consequently property of Sulpra Pharmaceutical and Chemical and Mr. Santosh Gulwadi was attached as result of which he has approached the Company to settle the matter, which was later settled for Rs. 16 Lakhs out of the Court.
- iv. For the year 2016-17 and 2017-18 regular assessment is going on.
- v. Regular Assessments pending cases of sales taxes for the FY 2014-15, 2015-16 and 2016-17 has been successfully completed and refund obtained.

11. REPORTING OF FRAUDS:

There have been no instances of fraud reported by the Statutory Auditors under Section 143 (12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

12. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, as amended with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

- (a) In the preparation of the annual accounts for the Financial Year ended March 31, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at March 31, 2020 and of its profit for the year ended on that date;

- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors have prepared the annual accounts for the Financial Year ended on March 31, 2020 on a going concern basis;
- (e) The Directors have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and were operating effectively. The details of the same forms part of Management Discussion and Analysis Report; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis Report for the year under review as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given as a separate annexure to this Report.

14. PUBLIC DEPOSITS:

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

15. STATUTORY AUDITORS:

At the 28th Annual General Meeting held on September 14, 2017 the Members approved appointment of V. R. Bhabhra & Co., Chartered Accountants (Registration No.112861W) as Statutory Auditors of the Company to hold office for a period of four years from the conclusion of that AGM till the conclusion of the 32nd Annual General Meeting, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 31st Annual General Meeting.

The observations and comments given in the Auditors Report read together with the notes to the accounts are self-explanatory and hence do not call for any further information and explanation under section 134(3) of the Companies Act, 2013.

16. SECRETARIAL AUDITOR:

Secretarial Audit for the Financial Year 2019-20 was conducted by Alok Khairwar & Associates; Company Secretaries (COP 12880) in accordance with the provisions of Section 204 of the Companies Act, The Secretarial Auditor's Report is attached to this Report as Annexure-"B".

Secretarial Audit Report does not contain any qualification, reservations or adverse remark or disclaimer.

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY:

The Company has not given any loans or made any investments covered under the provisions of section 186 of the Companies Act, 2013.

The Company has also not given any guarantee during the year.

18. SUBSIDIARY COMPANIES:

The Company does not have any Subsidiary, Joint Venture or Associate Company.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

RELATED PARTY DISCLOSURES

RELATED PARTY DISCLOSURES
April 01, 2019 to March 31, 2020

a) List of the related party:

Particulars	Relationship	(% of holding) As at 31st March, 2020
Mr. Alok Gupta	Promoters	0.36%
Mr. Anoop Gupta	Promoters	0.20%
Dr. Atma Bandhu Gupta	Promoters	0.00%
Avignon Chemicals Pvt Ltd	Promoters	1.27%
Mrs. Usha Gupta	Promoters	0.00%
Ushma Investments Pvt Ltd	Promoters	28.55%
Vista Finance & Leasing Pvt Ltd	Promoters	34.34%

b) Key Management Personnel of Company

Managing Director	Dr. Atma Bandhu Gupta
Whole time Director	Mr. Pankaj Khandelwal (appointed w.e.f. 29.05.2019)
Whole time Director	Mr. Pankaj Khandelwal (resigned w.e.f. 07.10.2019)
Whole time Director	Mr. Ashish Kataria (appointed w.e.f. 09.11.2019)
Independent Director	Mrs. Archana Surendra Yadav
Independent Director	Dr. Yaqoob Ali (resigned w.e.f. June 18, 2020)
Non-Executive Director	Mr. Bishwanath Prasad Agrawal
Chief Financial Officer	Mr. Dwarika Agrawal (appointed w.e.f. 14.08.2018)
Company Secretary	Mr. Sagar Lambale (resigned w.e.f. 14.08.2019)
Company Secretary	Ms. Akhilesh Gupta (appointed w.e.f. 14.08.2019)
Company Secretary	Ms. Akhilesh Gupta (resigned w.e.f. 02.01.2020)
Company Secretary	Mrs. Arti Lalwani (appointed w.e.f. 10.01.2020)

c) Transactions during the year with related parties

Name of the party	Nature of transactions	As at 31st, March, 2020
Dr. Atma Bandhu Gupta	Director Remuneration	52,01,295
Mr. Pankaj Khandelwal	Director Remuneration	8,43,716
Meeting held in Quarter 1 ,2 3 and Quarter 3FY 2019-20	Director Sitting Fees	
Mrs. Archana Surendra Yadav		3,05,557
Dr. Yaqoob Ali		1,66,669
Mr. Bishwanath Prasad Agrawal		2,05,558
Vista Organics Pvt Ltd	Conversion Charges	12,15,69,985
	Purchase of Raw Materials	52,98,948
Avignon Exim Pvt Ltd	Sales/Purchase	Nil
Sarita Agrawal - Interest of Mr. Bishwanath Prasad Agrawal	Professional Fees	4,19,000
ARCHANA JAGPATI YADAV & ASSOCIATES- interest of Mrs. Archana Yadav (Note: Professional fees paid to Mrs. Archana Jagpati Yadav & Associates for amount of Rs. 280,000/- earlier intimated to Stock Exchange dated December 07, 2019 was with reference to FY 2018-19 which was paid in FY 2019-20)	Professional Fees	2,50,000
Alok Gupta	Professional Fees	9,00,000
Ushma Investments Pvt. Ltd	Rent	9,00,000
Avignon Chemicals Pvt. Ltd	Rent	9,00,000
Vista Finance & Leasing Pvt. Ltd	Rent	9,00,000
Mrs. Usha Gupta	Salary	8,00,000

d) Balance outstanding of related parties.

Name of the Party	Receivable / (Payable)	As at 31st March 2020
Vista Organics Pvt Ltd		1,17,28,924.14 Cr
Avignon Exim Pvt Ltd.		Nil
Ushma Investments Pvt Ltd		2,01,988.20
Avignon Chemical Pvt Ltd		2,01,884.66
Vista Finance & Leasing Pvt Ltd		1,99,088.20
Bishwanath Prasad Agrawal		Nil
Dr. AtmaBandhu Gupta		Nil
Y-Chem Consulting		Nil
Alok Gupta		Nil

e) Key Management Personnel Compensation

Particulars	As at 31st March, 20
Mr. Dwarika Agrawal (Chief Financial Officer)	Rs. 12,58,068
Mr. Akhilesh Gupta (Company Secretary)	Rs. 2,77,445
Mrs. Arti Lalwani	Rs. 66,936
Mr. SagarLambole	Rs. 178428

20. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

In compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has established a Corporate Social Responsibility (CSR) Committee during the financial year 2020-21 comprising Dr. Atma Bandhu Gupta, Chairman as the Chairman and Mr. B.P. Agrawal, and Ms. Archana Yadav as other members. The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy), monitoring and ensuring implementation of the projects / programmes /activities proposed to be undertaken by the company, monitoring the implementation of the framework of the CSR Policy and recommending the amount of expenditure to be incurred on the Corporate Social Responsibility activities to the Board. For other details regarding the CSR Committee, please refer to the Corporate Governance Report attached as Annexure - III, which is a part of this report. The CSR policy is available on www.resonancesl.com.

21. CRITERIA FOR SELECTION OF CANDIDATES FOR APPOINTMENT AS DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL:

The Nomination and Remuneration Committee has laid down a well-defined criterion for selection of candidates for appointment as Directors, Key Managerial Personnel and Senior Management Personnel in the Nomination and Remuneration Policy recommended by them and approved by Board of Directors.

22. VIGIL MECHANISM POLICY:

The Company has a vigil mechanism policy to deal with instances of fraud and mismanagement, if any. The vigil mechanism policy is uploaded on the website of the Company at the website www.resonancesl.com.

23. POLICY ON DOCUMENTS RETENTION:

The Company has a policy on Documents Retention and the same has been displayed on the Company's website www.resonancesl.com.

24. POLICY ON DETERMINATION OF MATERIALITY OF EVENTS:

The Company has a policy on determination of Materiality of events and the same has been displayed on the Company's website www.resonancesl.com.

25. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has Internal Control Systems, commensurate with the size, scale, and complexity of its operation. The Internal Audit Team monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies within the Company. Based on the report of internal audit function process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant observations and corrective actions thereon are presented to the Audit Committee from time to time.

26. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:

The Company has in place adequate internal financial control commensurate with the size, scale, and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Company has adopted accounting policies, which are in line with the Accounting Standards and the Companies Act, 2013.

27. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year, no complaint has been received.

28. EXTRACT OF THE ANNUAL RETURN:

An extract of the Annual Return as of March 31, 2020 pursuant to sub-section (3) of Section 92 of the Companies Act, 2013 and forming part of the report is attached separately as Annexure - A to the Board's Report.

29. REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT EMPLOYEES:

The Nomination and Remuneration Committee has laid down the policy for remuneration of Directors, Key Managerial Personnel and Senior Management Personnel in the Nomination and Remuneration Policy recommended by them and approved by Board of Directors which can be accessed by web link <http://www.resonancesl.com/policies.html>.

30. DETAILS OF FAMILIARIZATION PROGRAMME ARRANGED FOR INDEPENDENT DIRECTORS HAVE BEEN DISCLOSED ON WEBSITE OF THE COMPANY:

The Familiarization Programme for Independent Directors is hosted on the Company's website at www.resonancesl.com.

31. EMPLOYEES:

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel), 2014 has been appended as Annexure 'I' to this Report. The information as required under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request by any member of the Company. In terms of Section 136 (1) of the Companies Act, 2013, the Report and the Accounts are being sent to the members excluding the said Annexure. Any member interested in obtaining copy of the same may write to the

Company Secretary at the Registered Office of the Company.

32. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

As required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, the particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are given in Annexure 'II' to the Board's Report hereto and forms part of this report.

33. Industrial Relations:

The industrial relations continued to be generally peaceful and cordial during the year.

34. Transfer to Investor Education and Protection Fund (IEPF):

Your Company has during the year under consideration not transferred any sum to IEPF as the dividend was declared for the year 2013-14 and 2014-15, hence it is kept open for the period of 7 years for the Investors to claim the same and it is due for transfer to IEPF in the year 2021 and 2022 respectively.

35. RISK MANAGEMENT:

The Company has a Risk Management Policy which has been adopted by the Board of Directors. Currently, the Company's risk management approach comprises Governance of Risk Identification of Risk Assessment of Control of Risk. The risks are identified and are discussed by the representatives from various functions. The Board and the Audit Committee provide oversight and review the risk management policy periodically.

36. CORPORATE GOVERNANCE REPORT:

A report on the Corporate Governance along with the Certificate from the Company Secretary in practice is separately given in the Annual Report.

37. ACKNOWLEDGEMENT:

The Board of Directors express their appreciation for the sincere co-operation and assistance of Government Authorities, Bankers, Customers, Suppliers, Business Associates and the efforts put in by all the employees of the Company. The Board of Directors expresses their gratitude to all our valued shareholders for their confidence and continued support to the Company. The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

For and on behalf of the Board

Dr. A. B. Gupta
Managing Director
 DIN: 00025255

Mrs. Archana Yadav
Director
 DIN:07335198

Date: July 21, 2020
 Place: Mumbai

Annexure I to the Board's Report

Particulars of Employees pursuant to Section 197(12) of the Companies Act, 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- i. The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year.

Dr.Atma Bandhu Gupta (MD): 1:19.90

- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

Directors:

- Dr. A. B. Gupta (MD): N.A.
- Mr. Ashish Katariya (WTD): N.A.

Key Managerial Personnel:

- Ms. Aarti Lalwani (CS): N.A.
- Mr. Dwarika Agrawal (CFO): N.A.

- iii. The percentage increase in the median remuneration of employees in the financial year – N.A.

- iv. The number of permanent employees on rolls of the company: 68 employees as on March 31, 2020.

- v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average Salary increase for KMP other than MD and WTD: N. A.

Average Salary increase for non KMPs:

Annexure 'II' to the Board's Report

Information pursuant to Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 forming part of Directors' Report for the year ended 31st March, 2020.

A. Conservation of Energy

- i. Steps taken or impact on conservation of energy: Optimized the pump/motor of water jet ejector system of Distillation Columns, boiler water pump, boiler blower
- ii. The capital investment on energy conservation investments: INR 86250
- iii. Impact of the Above Measures: -Ease of Operations & Power savings to tunes 115000 Units per Annum

B. Technology Absorption

- i. The efforts made towards technology absorption:

- Study of Ammonia and Acetone Recovery and recycle in our Process
- Upgradation in our Ammoxidation Plant

- ii. The benefits derived like product improvement, cost reduction, product development or import substitution:

- Study of Ammonia and Acetone Recovery and recycle in our Process leading to saving substantial amount of Raw materials for our synthesis reactions and also improvement in Effluent Load being easier for treatment and aiming towards ZLD.
- Upgradation of our Ammoxidation Plant leading to better yield in Cyanopyridines Production

- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

There was no import of technology during the year as well as in the last 3 years

- iv. The expenditure incurred on R & D

- v. The Company incurred following expenses for research and development.

- a. Capital: Rs. 4.12 Lakhs
- b. Recurring Rs.107.57 Lakhs
- c. Total R&D Expenditure as a percentage of the total turnover is 1.99% (P.Y. 2.17%).

C. Foreign Exchange Earnings and Outgo

Activities relating to Exports Activities taken to Increase Exports, Developments of New Export Markets for Product and Export Plans.

The Company is exploring new markets for its value added products through third party exports. The company's exports (including Deemed Exports) are Rs. 3436.43 Lakhs as against Rs.2648.66 Lakhs in the international market during the previous year 2648.66 Lakhs.

Foreign exchanges earned and out-go during the year ended March 2020.

Particulars	2019-20	2018-19
Foreign Exchanges Earned : FOB Value of Exports	3436.43	2,648.66
Total	3436.43	2,648.66

FORM – A		
Form for Disclosure of particulars with respect of conservation of energy		
Particulars	2019-20	2018-19
1. Total Energy Consumption		
A. Electricity		
(a) Purchased Units (Nos.)	23,35,919	19,05,558
Total amount Rs. (Lakhs)	208.93	162.10
Average rate Rs. /Unit	8.9	8.5
(b) Own Generation		
Through diesel generation unit (Nos.)	1,20,000	95,200
Units per litre of diesel	4.0	3.4
Average cost Rs./Unit	18.96	20.98
B. Coal (Quantity - MT)	3,099	2,912
Total Amount (in Lakhs)	216.93	203.85
Average Rate Rs. /KG	7.00	7.00

2. Consumption per unit of production

Pyridine & Cyanopyridines		
Electricity	3964	3,968
Coal (Units/MT)	5259	6063
HSD (Liters/MT)	51	58

Form B for Disclosure of Particulars With Respect To Technology Absorption

(A) RESEARCH AND DEVELOPMENT

I. Specific areas in which R & D carried out by the company.

- Development of Improved catalyst for Lutidine Reactions.
- Development of process for 2-chloro-3-cyanopyridine

II. Benefits derived as a result of above.

- Development of Improved catalyst for Lutidine/Collidine Reactions – Leading to 4% yield improvement in Production
- Development of process for 2-chloro-3-cyanopyridine – Path forward to develop to Pilot Scale and then later to Commercial Scale in the next Financial Year

III. Future Plan of Action.

- Development of distillation Piloting to improve time cycle, efficiency & yield
- Further improving effluent treatment plant and targeting ZLD in this financial year

IV. Expenses on R & D

- Capital Rs 4.12lakhs
- Recurring Rs. 107.57 lakhs

Total R & D Expenditure as a percentage of the totalturnoveris 1.99% (P.Y. 2.17%)

(B) TECHNOLOGY ABSORPTION / ADOPTION AND INNOVATION.

- Changing Next Gen Random and Structured Packings in our Distillation Processes to improve efficiencies with Recognized Packings suppliers

- Adopting recycle process for Ammonia and Acetone recovery back to our reactions by Stripping process via well recognized Consultant and fabrication in-house

- Cost benefit due to above – Improvement in cost effectiveness, in terms of usage of raw materials; energy efficiency and environmental improvement in commercial production while being competitive

- Affirmation that the remuneration is as per the Remuneration policy of the Company. The remuneration paid to employees is as per the remuneration policy of the Company.

Annexure 'III' to the Board's Report

Report On Corporate Social Responsibility (CSR) Activities

- A brief outline of the company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs. Company has adopted its CSR Policy striving for economic and social development that positively impacts the society at large. In so doing build a better, sustainable way of holistic life for the marginalized and underprivileged sections of the society and work towards raising the country's human development index. CSR Policy of the Company provides the overview of projects or programs which are proposed to be undertaken by the Company. The CSR Policy of the Company can be assessed at the company's website through the link: www.resonancesl.com.
- The Composition of the CSR Committee.
 - Dr. Atma Bandhu Gupta (Managing Director)
 - Mr. B.P. Agrawal, Member (Non-Executive Director)
 - Ms. Archana Yadav (Independent Director)
- Average net profit of the company for last three financial years: Rs. 2,64,80,636/-
- Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Rs 529612/-
- Details of CSR spent during the financial year.
 - Total amount to be spent for the financial year: Rs 529612/-
 - Manner in which the amount spent during the financial year is detailed below – The CSR Committee is in process and will finalise shortly
- CSR Committee hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and CSR Policy of the

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A
b)	Nature of contracts/arrangements/transaction	N.A
c)	Duration of the contracts/arrangements/transaction	N.A
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A
e)	Justification for entering into such contracts or arrangements or transactions'	N.A
f)	Date of approval by the Board	N.A
g)	Amount paid as advances, if any	N.A
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	1. Vista Organics Pvt. Ltd. 2. Vista Finance & Leasing Pvt. Ltd. 3. Avignon Chemicals Pvt. Ltd. 4. Ushma Investments Pvt. Ltd.
b)	Nature of contracts/arrangements/transaction	1. Sale and purchase of goods/ Conversion of Goods 2. Leasing of Property 3. Leasing of Property 4. Leasing of Property
a)	Duration of the contracts/arrangements/transaction	12 months
b)	Salient terms of the contracts or arrangements or transaction including the value, if any	As per terms and conditions agreed in Agreement between the both Company
c)	Justification for entering into such contracts or arrangements or transactions'	The said transactions are entered in normal course of business and at normal acceptable terms in market and in the best interest of the Company.
d)	Date of approval by the Board	May 29, 2019
e)	Amount paid as advances, if any	N. A
f)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	September 28, 2019

Form shall be signed by the people who have signed the Board's Report.

For & on behalf of the board of Directors

Dr. A. B. Gupta
Managing Director
(DIN: 00025255)

Ms. Archana Yadav
Director
(DIN: 07335198)

Place: Mumbai
Date: July 21, 2020

**ANNEXURE “A” TO THE BOARD’S REPORT
FORM MGT 9
EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2020**

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014]

I. Registration and other Details

CIN	L25209MH1989PLC051993
Registration Date	01/06/1989
Name of the Company	Resonance Specialties Limited
Category / Sub-Category of the Company	Public Company /Limited by shares
Address of the Registered Office and contact details	301, Evershine Mall, Chincholi Bunder Junction, off. Malad Link Road, Malad (W), Mumbai – 400064 Telephone: +91 (22) 4217 2222 Email id: info@resonancesl.com Website: www.resonancesl.com
Whether listed Company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	M/s. Adroit Corporate Services Pvt. Ltd. Address: 17/18/19/20, Jaferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri East-59 Tel No: +91(22) 4227 0400 Email Id:sales@adroitcorporate.com Website: www.adroitcorporate.com

II. Principal Business Activities of the Company

All the contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products/ Services	NIC Code of the Product/ service	% to total turnover of the Company
1	Pyridines & its Derivatives	29333918 & 29333990	100%

III. Particulars of Holding, Subsidiary and Associate Companies

The Company has no holding, subsidiary or associate company.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup a percentage of Total Equity)**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the end of the year {As on March 31, 2019}				No. of Shares held at the end of the year {As on March 31, 2020}				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	65002	-	65002	0.56	65002	-	65002	0.56	0
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	7405900	-	7405900	64.15	7405900	-	7405900	64.15	0
e) Bank/ FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)	7470902	0	7470902	64.72	7470902	0	7470902	64.72	0
(2) Foreign	-	-	-	-	-	-	-	-	-
B. Public Shareholding									

Category of Shareholders	No. of Shares held at the end of the year {As on March 31, 2019}				No. of Shares held at the end of the year {As on March 31, 2020}				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	0	3300	3300	0.03	0	3300	3300	0.03	0
b) Bank/ FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	0	5000	5000	0.04	0	5000	5000	0.04	0
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1):-	0	8300	8300	0.07	0	8300	8300	0.07	0
2. Non- Institutions									
a) Bodies Corp.	206110	6825	212935	1.84	201004	6825	207829	1.80	(0.04)
b) Individuals									
i) Individual shareholders holding nominal share capital upto 2 lakh	2038961	1039149	3078110	26.66	1982474	1021749	3004223	26.02	(0.64)
ii) Individual shareholders holding nominal share capital in excess of 2 Lakh	656661	20100	676761	5.86	703739	20100	723839	6.27	0.41
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	81922	400	82322	0.71	112519	400	112919	0.98	0.27
Clearing Members	8870	0	8870	0.08	15988	0	15988	0.14	0.06
Corporate Body – Broker	5800	0	5800	0.05	-	0	-	-	(0.05)
Trusts(2014)Qualified Foreign Investor(2015)	-	-	-	-	-	-	-	-	-
Sub-total (B) (2):-	2998324	1066474	4064798	35.21	3015724	1049074	4064798	35.21	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	2998324	1074774	4073098	35.28	3015724	1057374	4073098	35.28	0
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	10446026	1097974	11544000	100	10469226	1074774	11544000	100	0

The shareholding of Promoters listed above is pursuant to Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and submitted to the Stock Exchanges as on March 31, 2020

(ii) Shareholding of Promoters

Sr. No.	Share-holder's Name	Shareholding at the beginning of the year {As on 01st April, 2018}			Shareholding at the end of the year {As on 31st March, 2019}			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Alok Gupta	41800	0.36	-	41800	0.36	-	-
2	Anoop Gupta	23200	0.20	-	23200	0.20	-	-
3	Atma Bandhu Gupta	1	0.00	-	1	0.00	-	-
4	Avignon Chemical Pvt. Ltd.	146600	1.27	-	146600	1.27	-	-
5	Usha Gupta	1	0.00	-	1	0.00	-	-
6	Ushma Investment Pvt. Ltd.	3295200	28.55	-	3295200	28.55	-	-
7	Vista Finance & Leasing Pvt. Ltd.	3964100	34.34	-	3964100	34.34	-	-
	Total	7470902	64.72	-	7470902	64.72	-	-

(iii) Change in Promoters' Shareholding:-

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year				
Date wise Increase / decrease in promoters shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	There is no change in promoter holding.			
At the end of the year				

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Sangeetha S	191590	1.66	191590	1.66
2	Prashant Hansraj Thaman	101585	0.88	101585	0.88
3	Mantra Magic Enterprises Pvt Ltd	99600	0.86	99600	0.86
4	Anuj Shah	55260	0.48	55260	0.48
5	Radhey Shyam Mittal (HUF)	34000	0.29	51700	0.45
6	Girdharilal Seksaria	38506	0.33	38506	0.33
7	Tirumala Rao Nimmagadda	0	0	35000	0.30
8	MadhuBala Mittal	0	0	34477	0.30
9	Anant Jain	0	0	33214	0.29
10	Ninja SecuritiesPravite Limited	0	0	29487	0.26

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Dr. A. B. Gupta	1	0	1	0
2	Mr. B.P. Agrawal	NIL	0	NIL	0
3	Dr. Yaqoob Ali	NIL	0	NIL	0
4	Mr. Archana Yadav	NIL	0	NIL	0
5	Mr. Pankaj Khandalwal@	NIL	0	NIL	0
6	Mr. Ashish Katariya#	NIL	0	NIL	0

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7	Mr. Dwarika Agrawal	1	0	1	0
8	Mr. Sagar Lambole\$	NIL	0	NIL	0
9	Mr. Akhilesh Gupta%	NIL	0	NIL	0
10	Ms. Arti Lalwani&	NIL	0	NIL	0

- @ Mr. Pankaj Khandalwal was appointed as an Executive Director w.r.t June 01, 2019, has resigned from the Board w.e.f. October 07, 2019.
- #Mr. Ashish Katariya was appointed as an Additional Executive Director w.e.f. November 09, 2019.
- \$Mr. Sagar Lambole has resigned from the post of CS w.e.f. August 14, 2019.
- %Mr. Akhilesh Gupta was appointed as CS w.e.f. August 14, 2019 and resigned from the post of CS w.e.f. January 02, 2020.
- & Ms. Arti Lalwani was appointed as CS w.e.f. January 10, 2020.

(V) INDEBTEDNESS:*

Indebtedness of the Company including interest outstanding/accrued but not due for payment*

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,19,916	-	-	1,19,916
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,19,916	-	-	1,19,916
Change in Indebtedness during the financial year	-	-	-	-
• Addition	-	-	-	-
• Reduction	1,19,916	-	-	1,19,916
Net Change	1,19,916	-	-	1,19,916
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(i) Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Rupees)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Mr. Ashish Katariya (appointed on November 09, 2019)	Total
		Dr. A. B. Gupta (Managing Director)	Mr. Pankaj Khandalwal (resigned on October 07, 2019)		
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	49,20,000	8,43,716	9,34,062	66,97,778
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,81,295	-	-	2,81,295
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit				
	- Others, specify Consultancy charges				
5	Others, please specify (PF contribution)				
	Total (A)	52,01,295	8,43,716	9,34,062	69,79,073
	Ceiling as per the Schedule V of the Companies, Act, 2013				

Note: The remuneration is within the limit prescribed by schedule V of the companies Act, 2013

(ii) Remuneration to other directors:

(Amount in Rupees)

Particulars of Remuneration	Name of Directors			
	Mr. B. P. Agrawal	Mrs. Archana Yadav	Dr. Yaqoob Ali	Total
Fee for attending Board/ Committee	2,05,558	3,05,557	1,66,669	6,77,784
Commission				
Professional Fee	4,19,000	2,50,000	-	669,000
Total	6,24,558	5,55,557	1,66,669	13,46,784

(iii) Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Amount in Rupees)

Sr. No.	Particulars of Remuneration	Name of KMP				Total
		Mr. Dwarika Agrawal	Mr. Sagar Lambole (resigned on August 14, 2019)	Ms. Akhilesh Gupta (appointed on August 14, 2019, resigned on January 02, 2020)	Ms. Arti Lalwani (appointed on January 10, 2020)	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,58,068	1,78,428	2,77,445	66,936	
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- as % of profit	-	-	-	-	-
	- Others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total	12,58,068	1,78,428	2,77,445	66,936	

(VII) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

- The Company has not paid the penalty in terms of SEBI (LODR) 2015 for the year ended on March 31 2020.

ANNEXURE "B" TO THE BOARD'S REPORT

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED March 31, 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
RESONANCE SPECIALTIES LIMITED
Mumbai

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Resonance Specialties Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided

us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Resonance Specialties Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2020, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in Annexure I, for the financial year ended on March 31, 2020.

2. According to the provisions of:
- (i) The Companies Act, 2013 (the Act) and the rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under & Securities and Exchange Board of India (Depositories and Participant) Regulations 2018;
 - (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the audit period)
 - (d) The Securities and Exchange Board of India (Share Based Employee Regulation 2014); (Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period)
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period) and
 - (i) Other Laws applicable to the Company;
 - i. The Factory Act, 1948
 - ii. Acts Prescribed under Prevention and Control of pollution
 - iii. Acts prescribed under Environment Protection
 - iv. Industrial Disputes Act, 1947
 - v. The Payment of Wages Act, 1936
 - vi. The Minimum Wages Act, 1948
 - vii. Employee State Insurance Act, 1948
 - viii. The Employee Provident Fund and Miscellaneous Provisions Act, 1952
 - ix. The Payment of Gratuity Act, 1972
3. We have relied on the representations made by the Company and its Officers and report of the Internal Auditors for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company of which adequate documents were not made available for verification to comment on their compliance status.
4. We have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreement entered into by the Company with the Stock Exchange(s) from time to time and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- During the financial year under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.
- We further report that,
- The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- We further report that during the audit period the Company has not made:
- i. Public/Right/Preferential issue of shares / debentures/ sweat equity, etc.
 - ii. Redemption / buy-back of securities.
 - iii. Merger / amalgamation / reconstruction, etc.
 - iv. Foreign technical collaborations.
- Observation**
- During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:*
- a. *The Whole Time Director Satish Chander Mathur who was also appointed as factory occupier for factory Situated at T -140 M.I.D.C Industrial area Tarapur., Maharashtra had resigned from company on November 1, 2018 but continued to hold the*

position of Factory occupier later on i.e Board of company in Board meeting held on November 09, 2019 appointed Mr. Ashish Katariya as Additional Director Executive Director (Whole Time Director) and factory occupier for factory Situated at T -140 M.I.D.C Industrial area Tarapur., Maharashtra

- b. The company was in receipt directions from Maharashtra Pollution Control Board for closure of factory Situated at T -140 M.I.D.C Industrial area Tarapur., Maharashtra issued by Maharashtra Pollution Control Board dated January, 15, 2020 later on after submission of explanations and clarification by company the communication from Maharashtra Pollution Control Board dated February 03, 2020 was received to restart the factory

For Alok Khairwar & Associates
Company Secretaries
UCN No: S2014MH257300

Sd /-
(Alok Khairwar)
Proprietor
FCS No: 10031
C.P.No:12880
UDIN: F010031B000485594
Place: Mumbai
Date: July 21, 2020

ANNEXURE - 1
To the Secretarial Audit Report

List of documents verified:

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 31st March, 2019.
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee and Stakeholders Committee' along with Attendance Register held during the financial year under report.
4. Minutes of General Body Meetings held during the financial year under report.
5. Statutory Registers viz. - Register of Directors' & KMP. - Register of Directors' Shareholding. -.Register of loans, guarantees and security and acquisition made by the Company. - Register of Renewed and Duplicate Share Certificate. - Register of Charge. - Register of Related Party Transaction. - Register of Members.
6. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013.
8. Intimation for closure of trading window under the Prohibition of Insider Trading Code.
9. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the financial year under report.
10. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year under report.

For Alok Khairwar & Associates
Company Secretaries
UCN No: S2014MH257300

Sd /-
(Alok Khairwar)
Proprietor
FCS No: 10031
C.P.No:12880
Place: Mumbai
Date: July 21, 2020

Annexure 2
To the Secretarial Audit Report

To,
The Members,
RESONANCE SPECIALTIES LIMITED
MUMBAI

Our report of even date is to be read along with this letter,

- 1) Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.

- 4) Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

For Alok Khairwar & Associates
Company Secretaries
UCN No: S2014MH257300

Sd/-
(Alok Khairwar)
Proprietor
FCS No: 10031
C.P.No:12880
Place: Mumbai
Date: July 21, 2020

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INTRODUCTION

The specialty chemicals constitute 22% of total chemicals and petrochemicals market in India. The demand for specialty chemicals is expected to grow at 12% CAGR from FY19-22. At Resonance Specialties Limited, the company enjoys a special pride and privilege. Specialty chemicals are based on Pyridine chemistry, such as Lutidine, Cyano pyridines, Picoline, Collidines, Nutritional product, feed supplements, API, and vitamins etc. at their G.M.P. plant. Posing a backward integration, we have upper hand over other global companies for most of our products. Our advantages are quality of product, dependable supply and competitive cost.

INDUSTRY STRUCTURE AND DEVELOPMENT

The specialty chemicals we manufacture have a varied application in the field of Pharmaceuticals & agricultural sector industries. The Indian pharma industry has been a world leader in generics both globally and in domestic markets contributing significantly to the global demand for generics in terms of volume. Made-in-India drugs supplied to the developed economies such as the US, EU and Japan are known for their safety and quality. The company is engaged in vital intermediates for pharmaceuticals Industries hence company's performance will be improving further in coming years. Being a part of sustainable Industry, our company has accelerated its research and development activity to enable us to grab the opportunity at the appropriate time.

The growth of Specialty chemicals industry was very slow in near past with a low margin of profit. Specialty chemicals are the product which needs performance; there can be single entity or composition of more products. The industry requires deep knowledge and innovation. Resonance has its roots imbibed in R&D and in-house process and technology development from Inception.

BUSINESS STRATEGY

Our business module is export oriented, although we have many local valued customers. Our core business strategy is our positioning as an integrated Product Development. Resonance has proven capabilities in integrated product development. We have successfully researched test batches at the laboratory, at our pilot plant and finally on commercial scales at our factory. Our knowledge of organic chemistry and our expertise in catalysis are key strengths that have stood by us through time. We have achieved successful results from R&D in our Plant processes in terms of better yields and resulting cost reduction measures across the Factories.

Improvement in Client Relationship – We have strong and established business relationship with our clients across Pharmaceuticals, Agrochemicals and Specialty Ingredients industries.

Our manufacturing facilities continue to adhere to GMP and are ISO 9000:2001 certified. Our products are Kosher, Halal, FSSC certified. In addition, our manufacturing facility have undergone successful audit and got approved by USFDA

OPPORTUNITIES AND THREATS

Pharmaceutical market is growing rapidly worldwide and in particular within India and other third world countries. The Company is making all the efforts to develop new applications of its products and is confident of substantially expanding the market in near future

During the year the Company has experienced large fluctuations in foreign exchange rates and import prices. However, due to, total backward integration and limited imports, Company did not face any major setback in the performance. Further inbuilt flexibility in the plant helped in changing product mix to face the challenges due to adverse market situation during the year.

MANUFACTURING

Enduring ideas of previous year and identifying new initiatives throughout the year in capacity enhancements, capability improvements, yield, costs, production efficiencies & Environment, Health and Safety (EHS), manufacturing has played crucial role in contributing to the growth of the organization in the market. The Company worked on semi-continuous column and continuous column and trail are taken for one of product for better separation at semi continuous column. Work is ongoing, positive results are achieved. Up-gradation of the Ammoxidation unit has benefited the company largely and it enabled the company to commission the reaction at improved conversion. Though the targeted yield is still to achieve and efforts to reach the level is certain. Productivity improvement tools and techniques have been implemented. We also modified the regenerator for fluidized bed reaction and our production yield in reaction also improved due to improvised process and catalyst.

We have taken a huge safety initiative and successfully replaced an old structure housing our Distillation Column by Structural Building Project which got commissioned successfully this year giving output which is so far encouraging in terms of production also.

The company has targeted becoming Zero Liquid discharging unit and has committed additional resources in ETP and MEE system like RO and ATFD in next financial year and commissioning the same.

PROJECTS

1. Ammonia + Acetone Recovery Project Implementation
2. ETP and RO Upgradation
3. Column packings replacement
4. Structural Building Project (Closed)

RESEARCH & DEVELOPMENT

The company takes pride in innovation and excellence in devolving the different plant process for Reaction and Distillation. Company's R & D work in the field of catalyst for fluidized bed and fixed bed reactions for Ammoxidation of Picoline and also for Lutidine and Collidines is of a great pride.

The research and development center of company is recognized by Department Of Scientific and Industrial Research, Govt. Of India and Management is making considerable expenses to undertake major R & D projects to develop alternate and efficient process for making pyridine based products. The R & D center is having collaboration with emeritus scientist from reputed research laboratories in India. Development of continuous distillation system shall certainly prove a bred through to the production of different products from their crudes.

Company is continued to conduct R & D work related to:

1. Development of improved version / new catalyst for the better yield and quality.
2. Improvement in process of value added products to reduce cost and increase productivity
3. Development of New products and esters of different acids,
4. Distillation technique development.

Benefits derived as a result of above.

- Development of Improved catalyst for Lutidine/Collidine Reactions – Leading to 4% yield improvement in Production
- Development of process for 2-chloro-3-cyanopyridine – Path forward to develop to Pilot Scale and then later to Commercial Scale in the next Financial Year

FUTURE PROSPECT

- Conservation of energy by optimizing machineries and avoiding breakdowns in plant which will lead to cost reduction by lesser use of Steam and Power. Absorption of Technology and adherence to Environmental Conservation.
- Development of distillation skill to improve time cycle, efficiency & yield
- To maintain the practice of keeping pace with the statutory compliance.

HUMAN RESOURCE MANAGEMENT

At Resonance, we believe that our success is the end results of the achievement of our team. Our performance metrics are clearly defined and for real achievers we offer an accelerated career growth unhindered by any hierarchy. Resonance offers a merit led environment where talent is respected and achievements are rewarded. Our flat management structure allows genuine appreciation of good work and we believe in delegating responsibilities.

We continually empower our team members to better themselves and offer clear career paths for advancement. The Company takes extreme pride in its greatest resource and asset - the employees. Our constant endeavors have been towards encouraging a culture of employee recognition & motivation and we are able to achieve this through are well designed policies & processes like Rewards & Recognition and other various employee benefit schemes. We also believe that the young talent has out of the box creativity and we nurture them to have become a proficient leader. We ensure that there is full adherence to the code of business conduct and fair business practices.

All safety and personal protective apparels are provided to the employees working in the related field in order to ensure their life security and surety. Regular safety training is provided to all employees as well as external professional expert was hired to empower the employees to work with managers to create easy-to understand safety procedures and protocols. Encourage people to think first, act second, and consider safety protocols as not just a rote function, but an essential fact of daily practice that will ensure to save their lives.

INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT STRATEGY

Risk-taking is an inherent trait of any enterprise. It is essential for growth or creation of value in a Company. At the same time, it is important that the risks are properly managed and controlled, so that the Company can achieve its objectives effectively and efficiently. Accordingly the Risk management Policy is laid down and the proper implementation is ensured by the company.

INTERNAL FINANCIAL CONTROL FRAMEWORK

Section 134(5) (e) of the Companies Act, 2013 requires a company to lay down Internal Financial Controls system (IFC) and to ensure that these are adequate and operating effectively. Internal financial controls, here, means the policy and procedure adopted by the company for ensuring the orderly and efficient conduct of its business including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The above requirement has the following elements:

1. Orderly and efficient conduct of business.
2. Safeguarding of its assets.
3. Adherence to company's policies.
4. Prevention and detection of frauds and errors.
5. Accuracy and completeness of the accounting records and timely preparation of reliable financial information.

At Resonance Specialties Limited, the internal financial controls system is in place and incorporates all the five elements as mentioned above. In addition, the Company has a transparent framework for periodic evaluation of the internal financial controls in the form of internal audit exercise carried out through the year and online controls self-assessment through Controls Manager Software, thereby reinforcing the commitment to adopt best corporate governance practices.

CAUTION

The statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be 'Forward looking statements' within the meaning of the applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference of the Company's operations include economic demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws, other statutes and incidental factor.

CORPORATE GOVERNANCE REPORT

[Pursuant to Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

The Company has over the years followed best practices of Corporate Governance. The Company is committed to the RSL Code of Conduct ('RSLCoC') which articulates values and ideals that guide and govern the conduct of the RSL as well as its employees in all matters relating to business. The Company's overall governance framework, systems and processes reflect and support our Mission, Vision and Values.

The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

13. COVID-19

There is no denying the fact that the consumer demand in the short term is definitely going to be impacted. As far as the situation in the last one month is concerned, we have seen a significant impact on the demand due to supply chain restrictions globally and locally. But generally, this quarter is going to be extremely muted. Hopefully, if the corona virus curve stabilizes; if the situation continues to be that way in India, too, we should hope that the impact will be limited to this quarter and the second half of next financial year onwards, we should start seeing a significant revival as far as consumer demand is concerned.

FINANCIAL SUMMARY

(Amount in Rs.)

	As on 31.03.2020	As on 31.03.2019	% Change
Net sales/ income from operations	56,20,29,864.30	41,62,94,139	35 %
Other income	1,85,09,032.78	1,39,17,348	32.99 %
Total income	58,05,38,897.08	43,02,11,487	34.94 %
Total expenditure	49,69,38,862	38,17,77,614	30.16 %
Profit/Loss before tax	6,89,79,823.12	4,75,84,167	44.96 %
Provision for			
-Current tax	1,61,18,619.7	1,39,42,559	15.61 %
-Deferred tax	13,76,858	15,95,420	-13.70 %
Total	1,47,41,761.7	1,55,37,979	-5.12 %
Profit/Loss after tax	5,42,38,061.4	3,20,46,188	69.24 %

For & on behalf of the board of Directors

Dr. A. B. Gupta **Ms. Archana Yadav**
Managing Director Director
(DIN: 00025255) (DIN: 07335198)

Place: Mumbai
Date: July 21, 2020

The Company has a strong legacy of fair, transparent and ethical governance practices and it believes that good Corporate Governance is essential for achieving long-term corporate goals and enhancing stakeholders' value. In this pursuit, the Company's Corporate Governance philosophy is to ensure fairness, transparency and integrity of the management, in order to protect the interests of all its stakeholders.

The Company has adhered to the requirements stipulated under Regulations 17 to 27 read with para C and D of Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as applicable [including relaxations granted by SEBI in the wake of Covid-19], with regard to Corporate Governance and the same has been disclosed in this Report. The Company endeavors to ensure that highest standards of ethical and responsible conduct are met throughout the organization.

2. BOARD OF DIRECTORS:

The Board of Directors of the Company is the highest governance authority within the management structure of the Company. Further, the Board is totally committed to the best practices for effective Corporate Governance. The Board regularly reviews and updates Corporate Governance practices to accommodate developments within the market place in general and the business in particular. The Company has an active, experienced, diverse and a well-informed Board. The Board along with its Committees undertakes its fiduciary duties keeping in mind the interests of all its stakeholders and the Company's Corporate Governance philosophy. The Nomination and Remuneration Committee of the Board ensures the right composition of the Board. As on March 31, 2020, the composition of the Board of Directors was as under:

Name	DIN	Category	No. of Board Meetings		Attendance at the last AGM	No. of directorships in other Co.		Chairmanships / memberships in other Companies	
			Held	attended		Pvt.	Pub-lic	Chairmanships	Memberships
Dr. A. B. Gupta	00025255	MD/ Promoter	5	4	Yes	0	0	0	0
Mr. B. P. Agrawal 1*	02724594	Non-Executive Non Independent Director	5	5	Yes	0	0	0	0
Ms. Archana S. Yadav	07335198	Non-Executive, Independent Director	5	5	Yes	0	2	0	0
Mr. Yaqoob Ali	07655705	Non-Executive, Independent Director	5	4	Yes	0	0	0	0
Mr. Pankaj Khandelwal@	07274235	Executive Director	1	1	Yes	0	0	0	0
Mr. Ashish Katariya#	08601262	Whole-time Director	2	1	Yes	5	0	0	0

1. *Mr. B. P. Agrawal (DIN: 02724594) Non-Executive – Non-Independent Director who retires by rotation and being eligible has offered himself for re-appointment.

2. @Mr. Pankaj Khandelwal was appointed as an Executive Director w.r.t June 01, 2019, has resigned from the Board w.e.f. October 07, 2019.

3* #Mr. Ashish Katariya was appointed as an Additional Executive Director w.e.f. November 09, 2019.

The 30th Annual General Meeting ('AGM') of the Company for the Financial Year ('FY') 2018-19 was held on September 28, 2019. All the Directors of the Company as on the date of the AGM except Mr. Pankaj Khandelwal, Executive Director were present at the 30th AGM.

None of the Directors on the Board is a Director in more than 7 listed entities. None of the Non-Executive Directors is an Independent Director in more than 7 listed companies as required under the Listing Regulations. Further, the Managing Director & CEO and the Executive Director do not serve as Independent Directors in any listed company. None of the Directors held directorship in more than 20 Indian companies, with not more than 10 public limited companies. None of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (committees being Audit Committee and Stakeholders Relationship Committee, as per Regulation 26(1) of the Listing Regulations) across all the public companies in which he/she is a Director. All the Directors have made the requisite disclosures regarding committee positions held by them in other companies.

None of the Directors of the Company is related to each other and there are no inter-se relationships between the Directors. As on March 31, 2020, Dr. A. B. Gupta held 1 equity shares of the Company. Apart from them, no other Director holds any shares in the Company. The Company has not issued any convertible instruments.

SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/qualifications, professional background,

special skills, nationality and geography. The Board of Directors have, based on the recommendations of the Nomination & Remuneration Committee, identified the following core skills/expertise/competencies of Directors as required in the context of the businesses and sectors of the Company for its effective functioning and the same is mapped against each of the Directors:

- Relevant experience in the matters of Safety, Sustainability and including Community and Values.
- Leadership experience in managing companies and associations including general management.
- Industry experience including entire value chain.
- Expertise in the field of science and technology given the Company's focus on research and innovation.
- Knowledge in the field of chemical industry.
- In-depth experience in corporate strategy and strategic planning.
- Relevant experience in Finance/Auditing/ Tax/Risk Management Function/ Regulatory/Corporate Governance.
- Experience in human resources and communication.

The current composition of the Board meets the requirements of skills, expertise and competencies as identified above.

BOARD PROCEDURE

The Board plays a critical role in the strategy development of the Company. To enable the Board to discharge its responsibilities effectively and take informed decisions, the Chairman and Managing Director apprise the Board on the overall performance of the Company every quarter.

The Board periodically reviews the strategy, annual business plan, business performance of the Company, technology and innovation, quality, customer centricity, capital expenditure budgets and risk management, safety and environment matters. Amongst other things, the Board also reviews the compliance reports of the laws applicable to the Company, internal financial controls and financial reporting systems, adoption of quarterly/half-yearly/annual results, transactions pertaining to purchase, major accounting provisions and minutes of the Meetings of the Audit and other Committees of the Board.

In addition to the information required under Regulation 17(7) read with Part A of Schedule II of the Listing Regulations, which is required to be placed before the Board, the Directors are also kept informed of major events and approvals obtained, if necessary. All the Board and Committee Meetings conducted are paperless with documents securely uploaded on the Board Application and accessed through an Electronic means.

This has resulted in saving paper, reducing the cycle time to make documents available to the Board/Committee Members and increasing confidentiality. Video conferencing facility is also used to facilitate Directors travelling/residing abroad or at other locations to participate in the Meetings. In compliance with the relaxations granted by the Ministry of Corporate Affairs due to outbreak of Covid-19, the Company has also conducted its Board and Committee Meetings through video conferencing, without physical presence of Directors and attendees, to adhere to the social distancing norms.

BOARD MEETINGS HELD

The Board met five (5) times during FY 2019-20. The gap between two Meetings did not exceed one hundred and twenty days and the Meetings were conducted in compliance with all applicable laws. The necessary quorum was present for all the Board Meetings.

INDEPENDENT DIRECTORS AND INDEPENDENCE OF DIRECTORS

The Company currently has 2 Non-Executive Independent Directors which comprise 40% of the total strength of the Board of Directors. Independent Directors are non-executive directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed there under. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1) (b) of the SEBI Listing Regulations and that they are independent of the management.

In the opinion of the Board, the Independent Directors fulfill the conditions of independence specified in the Act and the Listing Regulations and are independent of the management. Further, the

Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

MEETING OF INDEPENDENT DIRECTORS

During the year under review, one meeting of the Independent Directors of the Company was held on February 06, 2020 as required under Schedule IV of the Act (Code of Independent Directors) and Regulation 25(3) of the Listing Regulations. At their Meeting, the Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole, Chairperson (as elected by the Board for each meeting of the Board of Directors) after taking the views of Executive Directors and Non-Executive Directors and also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Meeting was attended by all the Independent Directors as on that date and Ms. Archana Yadav chaired the said Meeting.

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

All the Independent Directors of the Company have been appointed as per the provisions of the Act and the Listing Regulations. Formal letters of appointment are issued to the Independent Directors after their appointment by the Members. As required by Regulation 46 of the Listing Regulations, the terms and conditions of their appointment have been disclosed on the website of the Company at <http://www.resonancesl.com/policies.html>

INDUCTION AND FAMILIARISATION PROGRAMME FOR DIRECTORS

The Company has a familiarization programme for its Independent Directors. The objective of the programme is to familiarise the Independent Directors to enable them to understand the Company, its operations, strategies, business, functions, policies, industry and environment in which it functions and the regulatory environment applicable to it and operations of its subsidiaries. These include orientation programme upon induction of new Directors as well as other initiatives to update the Directors on a continuous basis. An induction kit is provided to new Directors which includes the Annual Report, overview of the Company, charters of the Committees, annual Board/Committee Meeting calendar, RSL CoC, Code of Conduct for Non-Executive Directors including Independent Directors, Company's Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, etc. Meetings with Business/Functional Heads are organized to provide a brief on the businesses/functions.

Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted various familiarization programmes to its Directors including review of long-term strategy, industry outlook, regulatory updates at the Board and Audit Committee Meetings, Corporate Social Responsibility, Data Analytics, Cyber Security, Tax, Digital and Litigation updates. Besides the above, presentation on Risk Management, HR processes and people strategy, Safety and Sustainability initiatives of the Company are made at their respective Committees where some of the Independent Directors are also members. The Directors are also kept continuously updated by regularly sharing various useful articles relating to the Company's performance, operations, its market and competition on the Board Application.

During the year, as part of the induction programme, Dr. Yaqoob Ali and Ms. Archana Yadav, Independent Directors visited the Company's plant at Tarapur and met the leadership teams there. The Directors spent entire day at the respective plants to get a deeper insight on the Company's operations. Pursuant to Regulation 46 of the Listing Regulations, the details of such familiarization programme during the year FY 2019-20 are available on the website of the Company at <http://www.resonancesl.com/policies.html>

APPOINTMENT/RE-APPOINTMENT OF DIRECTORS

As required under Regulation 26(4) and Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings issued by Institute of Company Secretaries of India, particulars of Directors seeking appointment/ re-appointment at this AGM are given in the Notice of the AGM which forms part of this Annual Report.

CODE OF CONDUCT

The Company has adopted the RSLCOC for its Whole-time Directors, Senior Management Personnel and other Executives which is available on the website of the Company at <http://www.resonancesl.com/policies.html>. The Board has also adopted a Code of Conduct for Non-Executive Directors, which incorporates the duties of Independent Directors as laid down in Schedule IV of the Act ('Code for Independent Directors') and Regulation 17(5) of the Listing Regulations and the same is available on the website of the Company at <http://www.resonancesl.com/policies.html>.

As on March 31, 2020, all the Board Members and Senior Management of the Company have affirmed compliance with their respective Codes of Conduct. A declaration to this effect duly signed by the Managing Director & CEO forms part of this Report. Apart from reimbursement of expenses incurred in discharging their duties and the remuneration that the Directors would be entitled under the Act as Non-Executive Directors, none of the Directors has any other material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management. Senior Management of the Company have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the Company which could have potential conflict of interest with the Company at large.

3. AUDIT COMMITTEE

The Audit Committee's role is to assist the Board fulfill its Corporate Governance and overseeing responsibilities in relation to the Company's financial reporting process carried out by the Management, internal control system, risk management system and internal and external audit functions. The Audit Committee functions according to its Charter/Terms of Reference that defines its composition, authority, responsibilities and reporting functions. The Board has adopted a Charter of the Audit Committee for its functioning. All the items listed in Section 177 of the Act and Regulation 18(3) read with Part C of Schedule II of the Listing Regulations are covered in its terms of reference.

Terms of Reference

The Audit Committee of the Company is responsible for supervising the Company's internal controls and financial reporting process and inter alia, performs the following functions:

- i. Oversight of the Company's financial reporting process and disclosure of its financial information;
- ii. Review of the Company's accounting policies, internal accounting controls, financial and such other matters;
- iii. Review the functioning of Whistleblower Mechanism of the Company which shall include the Vigil Mechanism for Directors and employees to report genuine concerns in the prescribed manner;
- iv. Discuss and review, with the management and auditors, the annual/quarterly Financial Statements before submission to the Board;
- v. Hold timely discussions with external auditors regarding critical accounting policies and practices, significant reporting issues and judgments made, nature and scope of audit;
- vi. Evaluate auditors' performance, qualification, independence and effectiveness of audit process;
- vii. Recommend to the Board, the appointment, re-appointment, removal of the external auditors, fixation of audit fees and also approval for payment of audit and non-audit services;
- viii. Scrutinize inter-corporate loans and investments, and review the utilization of loans and/or advances from/ investment by the holding company in the subsidiary;
- ix. Reviewing the adequacy of internal control system, internal audit function and risk management function;
- x. Discussion with internal auditors of any significant findings and follow up thereon;
- xi. Provide guidance to the Compliance Officer for setting forth policies and implementation of the RSL Code of Conduct for Prevention of Insider Trading. Reviewing compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, atleast once in a financial year and verifying that the systems for Internal Controls are adequate and are operating effectively;
- xii. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xiii. Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate;
- xiv. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Further pursuant to Regulation 18(2)(c) of the Listing Regulations, the Audit Committee is empowered to investigate any activity within its terms of reference, seek information it requires from any employee, obtain outside legal or other Independent professional advice and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

MEETINGS HELD

During FY 2019-20, four (4) Meetings of the Audit Committee were held. The gap between two Meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the Meetings of the Committee.

COMPOSITION AND ATTENDANCE

Sr. no	Name of the Member	Category	No. of Meetings attended
1	Ms. Archana Surendra Yadav	Non Executive – Independent Director	4
2	Mr. Bishwanath Prasad Agrawal	Non Executive – Non - Independent Director	4
3	Dr. Yaqoob Ali	Non Executive – Independent Director	4

Ms. Archana Surendra Yadav, Chairperson of the Audit Committee is a Chartered Accountant, in one of the leading and respected Indian Accounting Firms. All Members of the Audit Committee are financially literate. The Company Secretary acts as the Secretary to the Audit Committee. The composition of the Committee is in conformity with Section 177 of the Act and Regulation 18(1) of the Listing Regulations. The Chairperson of the Audit Committee has one on one meeting both with the Internal Auditor and the Statutory Auditors to discuss key concerns on periodic basis.

During the year under review, the Committee reviewed the key audit findings covering operational, financial and compliance areas, internal financial controls and financial reporting systems. The Audit Committee also reviewed the reports on leadership of business ethics, reports on dealings under Prohibition of Insider Trading Regulations and Related Party Transactions. The Chairperson of the Audit Committee briefs the Board about the significant discussions at the Audit Committee Meetings. The minutes of each of the Audit Committee Meeting are placed in the next Meeting of the Board.

4. Nomination and Remuneration Committee

The role of the Nomination and Remuneration Committee ('NRC') is to oversee the selection of Directors and Senior Management Personnel based on criteria related to the specific requirement of expertise and independence. The NRC evaluates the performance of Directors and Senior Management Personnel based on the expected performance criteria. NRC also recommends to the Board the remuneration payable to Directors and Senior Management Personnel of the Company.

Terms of Reference

The Board has adopted a charter of the NRC for its smooth functioning covering aspects relating to composition, responsibilities, evaluation process, remuneration, Board development and reviewing HR strategy. The key terms of reference of the NRC, inter alia, are:

- i. Make recommendations to the Board regarding the setup and composition of the Board;
- ii. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
- iii. Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel ('KMP') and other employees;
- iv. Support the Board and Independent Directors, as may be required, in evaluation of the performance of the Board, its Committees and Individual Directors;
- v. Formulate criteria for evaluation of Directors and the Board;
- vi. Recommend to the Board, the appointment or removal of KMP and executive team members;
- vii. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- viii. On an annual basis, recommend to the Board the remuneration payable to Directors, KMP and executive team members of the Company;
- ix. Devise a policy on Board diversity;
- x. Recommend to the Board the appointment or re-appointment of Directors
- xi. Review matters related to remuneration and benefits payable upon retirement and severance to the Managing Director/ Executive Director(s), KMP and executive team members;
- xii. Assist the Board in fulfilling its corporate governance responsibilities relating to remuneration of Board, KMP and executive team members;
- xiii. Oversee familiarization programmes for Directors;
- xiv. Review HR and people strategy and its alignment with the business strategy periodically or when a change is made to either;
- xv. Provide guidelines for remuneration of Directors on material subsidiaries;
- xvi. Perform other activities related to the charter as requested by the Board from time to time.

Meetings Held

During FY 2019-20, four (4) Meetings of NRC were held. The necessary quorum was present for all the Meetings of the Committee.

Composition and Attendance

Sr. no	Name of the Member	Category	No. of Meetings attended
1	Dr. Yaqoob Ali	Non Executive – Independent Director	4
2	Ms. Archana Surendra Yadav	Non Executive – Independent Director	4
3	Mr. Bishwanath Prasad Agrawal	Non Executive – Non -Independent Director	4

The composition and terms of reference of the NRC are in compliance with the provisions of Section 178(1) of the Act and Regulation 19 of the Listing Regulations.

Board and Director Evaluation

In terms of the requirement of the Act and the Listing Regulations, during the year under review, the Board has carried out an annual performance evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees. The exercise was led by the Chairperson of the NRC along with the Chairperson elected for each Meeting of the Board.

Criteria for Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, its committees and Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by the Listing Regulations. The performance of the Board was evaluated after seeking inputs from all the Directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by SEBI.

The NRC has defined the evaluation criteria, procedure and time schedule for the performance evaluation process of the Board, its Committees and Directors. The criteria for Board Evaluation was based on the Guidance Note issued by SEBI which, inter alia, included questions on the following:

Board Evaluation

- Board Structure - qualifications, experience and competencies

- Board Diversity
- Meetings – regularity, frequency, agenda, discussion and recording of minutes
- Functions – strategy, governance, compliances, evaluation of risks, stakeholder value and responsibility, conflict of interest, review of TBEM findings and monitoring action plans
- Independence of management from the Board, access of Board and management to each other
- Succession plan and professional

Evaluation of Individual Directors

- Professional qualifications and experience
- Knowledge, skills and competencies
- Fulfillment of functions, ability to function as a team
- Attendance
- Commitment, contribution, integrity and independence

In addition to the above, the Chairperson of the Board Meetings is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer Meetings, impartiality and ability to keep shareholders' interests in mind.

Committee Evaluation

- Mandate and composition
- Effectiveness of the Committee
- Structure of the Committee
- Meetings – regularity, frequency, agenda, discussion and dissent, recording of minutes
- Independence of the Committee from the Board and contribution to decisions of the Board.

The Company has followed the practice of implementing each of the observations from the annual evaluation by calendarising its implementation through the Action Taken Report which is reviewed by the Board of Directors from time to time. The procedure followed for the performance evaluation of the Board, Committees and Individual Directors is detailed in the Board's Report.

Remuneration of Directors

The Company's philosophy for remuneration of Directors, KMP and all other employees is based on the commitment of fostering a culture of leadership with trust. The Company has adopted a Policy for remuneration of Directors, KMP and other employees, which is aligned to this philosophy.

Details of Remuneration of Executive Directors

Name	Salary, PF Perquisites & other allowances (Rs.)	Commission (Rs.)	Sitting fees* Board & Committee (Rs.)	Others (Rs.)	Total (Rs.)	Shareholding (No. of Shares)
Dr. A. B. Gupta	52,01,295	-	-	-	52,01,295	1
@Mr. Pankaj Khandelwal	8,43,716	-	-	-	8,43,716	-
#Mr. Ashish Kataria	9,34,062	-	-	-	9,34,062	-

1. @Mr. Pankaj Khandelwal was appointed as an Executive Director w.r.t June 01, 2019, has resigned from the Board w.e.f. October 07, 2019.

2* #Mr. Ashish Katariya was appointed as an Additional Executive Director w.e.f. November 09, 2019.

Non-Executive Directors

During FY 2019-20, the Company paid sitting fees of 27778 per Meeting to the Non-Executive Directors for attending each Meeting of the Board; Audit Committee and Nomination and Remuneration Committee; and 16667 per Meeting for attending each Meeting of Stakeholders Relationship Committee; Meetings of Independent Directors. The Company also reimburses out-of-pocket expenses incurred by the Directors for attending the Meetings.

Details of sitting fees paid/payable to the Non Whole-time Directors for the Financial Year ended March 31, 2020 is given below:

Name	Salary, PF Perquisites & other allowances (Rs.)	Commission (Rs.)	Sitting fees* Board & Committee (Rs.)	Others (Rs.) (Travelling)	Total (Rs.)	Shareholding (No. of Shares)
Ms. Archana Yadav	-	-	3,05,557	5,000	-	-
Mr. B. P. Agrawal	-	-	2,05,558	15,000	-	-
Dr. Yaqoob Ali	-	-	1,66,669	4,000	-	-

1. *Mr. B. P. Agrawal (DIN: 02724594) Non-Executive – Non-Independent Director who retires by rotation and being eligible has offered himself for re-appointment.

Succession Plan

The Company believes that sound succession plans for the senior leadership are very important for creating a robust future for the Company. The Nomination and Remuneration Committee works along with the Human Resource team of the Company for a structured leadership succession plan.

5. Stakeholders Relationship Committee

The Stakeholders Relationship Committee ('SRC') looks into various aspects of interest of shareholders.

Terms of Reference

The terms of reference of the SRC are as under:

- Resolving the grievances of the security holders including complaints related to transfer/transmission of shares / debentures, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc;
- Reviewing details of transfer of unclaimed dividend/ securities to the Investor Education and Protection Fund;
- Reviewing the transfer, transmission, dematerialization of securities;
- Reviewing measures taken for effective exercise of voting rights by shareholders;
- Reviewing adherence to the service standards in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Reviewing various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring

timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

- To approve issue of duplicate certificates.

Meetings Held

During FY 2019-20, three (4) Meetings of the SRC were held. The necessary quorum was present for all the Meetings of the Committee.

Composition and Attendance

Sr. no	Name of the Member	Category	No. of Meetings Attended
1	*Mr. Bishwanath Prasad Agrawal	Non Executive – Non -Independent Director	4
2	Dr. Yaqoob Ali	Non Executive – Independent Director	4
3	Mr. Atma Bandhu Gupta	Non Executive – Non -Independent Director	3

1. *Mr. B. P. Agrawal (DIN: 02724594) Non-Executive – Non-Independent Director who retires by rotation and being eligible has offered himself for re-appointment.

Status of Investor Complaints

The status of Investor Complaints as on March 31, 2020 as reported under Regulation 13(3) of the Listing Regulations is as under:

Complaints as on April 1, 2019	0
Received during the year	0
Resolved during the year	0
Pending as on March 31, 2020	0

Name, designation and address of the Compliance Officer

Ms. Arti Lalwani

Company Secretary and Compliance Officer
301, Evershine Mall, Chincholi Bunder Junction,

Off. Malad Link Road, Malad (W), Mumbai - 400 064.

Email: investors@resonancesl.com

Tel. No.: 022-42172222

On the recommendations of the SRC, the Company has taken various investors friendly initiatives like sending reminders to the investors who have not claimed their dividends, assisting and encouraging dematerialization of shares, etc.

1. General Body Meetings:

The last three years AGM along with special resolutions passed thereat:

Financial Year	Day, Date & Time	Venue	Particulars of special resolution passed
2016-2017 28th AGM	Thursday, 14th September, 2017, 11.00A.M.	Raheja Classique Club, Andheri (West), Mumbai -58	1. Approval for entering into Related Party Transactions by the Company
2017-2018 29th AGM	Tuesday, 14th August, 2018, 11.00 A.M.	Raheja Classique Club, Andheri (West), Mumbai -58	1. Re-appointment of Dr. A. B. Gupta (DIN: 00025255) as the Managing Director of the Company for a period of 3 (three) years. 2. Approval for entering into Related Party Transactions by the Company.
2018-2019 30th AGM	Tuesday, 28th September, 2019, 11.00 A.M.	Raheja Classique Club, Andheri (West), Mumbai -58	1. Continuation of Directorship of Mr. B. P. Agrawal as Non-Executive Director of the Company. 2. Approval for entering into Related Party Transactions by the Company.

No resolutions are proposed to be conducted through postal ballot in the Above AGM.

Procedure for postal ballot: The procedure for postal ballot will be as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

2. Means of communication:

Stock Exchange Intimations

All price-sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges where the securities of the Company are listed. All submissions to the Exchanges are made through the respective electronic filing systems. Material events or information as detailed in Regulation 30 of the Listing Regulations are disseminated to the Stock Exchanges by filing them with BSE Limited ('BSE') through BSE Online Portal. They are also displayed on the Company's website at www.resonancesl.com.

Financial Results

The quarterly/half-yearly/annual financial results are published in the Business Standard (English) and The Global Times (Marathi). The quarterly/half-yearly/annual financial results are displayed under 'Investors' section of the Company's website viz. www.resonancesl.com. They are also filed with BSE through BSE Online Portal.

Company's Website

The Company's website is in line with the requirements laid down under Regulation 46 of the Listing Regulations. It is a comprehensive reference of RSL management, vision, mission, policies, corporate governance, corporate sustainability, disclosures to investors, updates and news. The section on 'Investors' serves to inform the Members by giving complete financial details, annual reports, shareholding patterns, presentation made to institutional investors and analysts, corporate benefits, information relating to stock exchange intimations, Company policies, Registrar and Transfer Agent ('RTA'), etc. The Company has also uploaded the details of the unclaimed dividends by the Members on its website at www.resonancesl.com. The Members can log in and find out whether their dividends for any of the years are outstanding.

3. General Shareholder Information:

1	Forthcoming Annual General Meeting	i. Date and Time: Tuesday, September 15, 2020 at 11.00 a.m. (IST) ii. Venue: In accordance with the General Circular issued by the MCA on May 5, 2020, the AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') only
2	Financial Year	01st April, 2019 to 31st March, 2020
3	Future Calendar	
	Subject Matter	Date
	Financial Reporting of 1st Quarter ended on 30th June, 2020	Mid of September 2020
	Financial Reporting of 2nd Quarter ended on 30th September, 2020	Mid of Nov 2020
	Financial Reporting of 3rd Quarter ended on 31st December, 2020	Mid of Feb 2021
	Financial Reporting of 4th Quarter ended on 31st March, 2021	During May 2021
	Date of Annual General Meeting	During August 2021

4	Date of Book Closure	Wednesday, September 09, 2020 to Tuesday, September 15, 2020 (both days inclusive for the purpose of AGM)
5	Dividend payment date	Interim Dividend is declared during the year 2019-20
6	Listing on Stock Exchange at	Bombay Stock Exchange (BSE) 25th Floor, P. J. Towers, Dalal Street, Mumbai 400 001
7	Listing Fees & Custody Fees	Listing Fees as applicable have been paid.
8	Stock Code	524218
9	ISIN No.	INE486D01017
10	CIN No.	L25209MH1989PLC051993
11	Registrar and Transfer Agents	Adroit Corporate Services Pvt. Ltd. Address: 17/18/19/20, Jaferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400059 Tel No: 022 4227 0400 Email: info@adroitcorporate.com Website: www.adroitcorporate.com
12	Dematerialization of Shares	90.84% of the total equity capital is held in Dematerialized form with National Securities Depository Ltd. and Central Depository Services (India) Ltd. as on 31st March, 2020.
13	Outstanding ADRs/ GDRs	The Company has not issued any ADRs/GDRs
14	Plant Location	T-140, MIDC, Tarapur, Dist – Palghar (MH) India
15	Address for correspondence	The Shareholders may send their correspondence relating to transfer/ dematerialization and other correspondence relating to shares of the company to the Registrar and Transfer Agents of the Company. Shareholders holding shares of Company in dematerialized form should address their correspondence to their respective Depository Participants. For any other queries, correspondence please write to Registered office address of the Company, as below: 301, Evershine Mall, ChincholiBunder Junction, Malad (W), Mumbai -400 064. Designated e-mail id for investor correspondence: info@resonancesl.com
16	Share Transfer System	Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. The Directors and certain Company officials (including Chief Financial Officer and Company Secretary) are authorized by the Board severally to approve transfers, which are noted at subsequent Board Meetings.
17	Stock Price Data	High, low Market Price on Bombay Stock Exchange during each month in the last Financial year in comparison with BSE Sensex are as follows:

Share Price Data: High/Low and Volume during each month of 2019-2020 at BSE Month Table

Month	Share Price (in Rs.)		BSE Sensex	
	High	Low	No. of Shares traded	Value of Shares traded (₹ in lakh)
April 2019	25.95	20	52.61	11.93
May 2019	31.50	19.10	126.60	36.67
June 2019	44.40	27.55	278.01	105.20
July 2019	50.20	31.40	288.66	122.05
August 2019	40.20	27.65	110.52	37.02
September 2019	33.05	28.25	66.37	20.66
October 2019	32.50	27.55	42.37	12.83
November 2019	38	28.15	193.85	64.95
December 2019	37.85	30.70	76.64	25.54
January 2020	42	31.80	131.42	50.02
February 2020	66.45	36.05	953.68	540.30
March 2020	56.60	24.55	200.96	72.46

Shareholding Pattern and Distribution of Shareholding as on 31st March, 2020:

1. Shareholding Pattern as on financial year ended 31st March, 2020.			
	Category	No of Shares held	Percentage of Shareholding
A	Promoters Holding		
1.	Promoters		
	- Indian Promoters	74,70,902	64.72
	- Foreign Promoters	-	-

1. Shareholding Pattern as on financial year ended 31st March, 2020.			
	Category	No of Shares held	Percentage of Shareholding
2.	Person Acting in Concert	-	-
	Sub-Total	74,70,902	64.72
B	Non- Promoter Holdings		
1	Institutional Investors	-	-
2	Mutual Fund and UTI	3,300	0.03
	Sub-Total	3,300	0.03
C	Flls Holdings	5,000	0.04
	Sub-Total	5,000	0.04
D	Others Holding		
1	Indian Public	37,28062	32.53
2	NRIs / OBC	112919	0.98
3	Clearing Member	15988	0.14
4	Body Corporate	207829	1.80
	Sub-Total	40,73,098	35.28
	Grand Total (A+B+C+D)	1,15,44,000	100.00

List of Top 10 Shareholders of the Company as on March 31, 2020

Sr. No	Name of the Shareholder	Category	No. of the Shares held	% to the Capital
1	Vista Finance & Leasing Pvt. Ltd.	Corporate Bodies (Promoter Group)	39,64,100	34.34
2	Ushma Investments Private Limited	Corporate Bodies (Promoter Group)	32,95,200	28.54
3	Sangeetha S	Resident Individuals	191,590	1.66
4	Avignon Chemicals Pvt Ltd	Corporate Bodies (Promoter Group)	146,600	1.27
5	Prashant Hansraj Thaman	Resident Individuals	101,585	0.88
6	Mantra Magic Enterprises Pvt Ltd	Corporate Bodies	99,600	0.86
7	RadheyShyam Mittal (HUF)	Resident Individuals	51,700	0.45
8	Alok Gupta	Directors Relatives (Promoter Group)	41,800	0.36
9	Girdharilal Seksaria	Resident Individuals	38,506	0.33
10	Tirumala Rao Nimmagadda	Resident Individuals	35,000	0.30

Distribution of Shareholding as on 31st March, 2020.

Distribution of Shares (Slab Wise)	No. of Shareholders	Percentage to total No. of Shareholders	Total Share	Percentage to Total Share Capital
UPTO - 100	7495	70.81	701,079	6.07
101 - 500	2117	20.00	616,175	5.34
501 - 1000	534	4.62	415,917	3.60
1001 - 2000	249	2.35	383,867	3.33
2001 - 3000	75	0.71	191,402	1.66
3001 - 4000	44	0.42	156,003	1.35
4001 - 5000	26	0.25	123,314	1.07
5001 -10000	45	0.43	318,251	2.76
10001 - 20000	21	0.20	298,038	2.58
20001 - 50000	15	0.14	434,319	3.76
50001 & Above	8	0.08	79,05,635	68.48
Total	10584	100.00	1,15,44,000	100.00

IV) Disclosures**(a) Related Party Transactions**

The Audit Committee grants omnibus approval for the proposed related party transactions which will be valid for a year. The Audit Committee lays down the criteria for granting omnibus approvals in line with the policy for transactions which are repetitive in nature. In such cases where the volume for Related Party Transaction cannot be foreseen and details as required above are not available, the Audit Committee grants omnibus approval for such transactions subject to their value not exceeding Rupees One Crore per transaction. The Audit Committee reviews, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approval given. Where it requires, the Audit Committee will report the related party transaction for the approval of the Board. If the Board feels that shareholders' approval is required, then the same shall be put up for approval by the shareholders of the Company.

Details of materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, the Directors or the management or relatives, etc. are presented in the Notes to the Financial Statements. All details on the financial and commercial transactions, where Directors may have a potential interest, are provided to the Board. The interested Directors neither participate in the discussion, nor vote on such matters. During the financial year 2019-20, there were no material related party transactions entered by the Company that may have a potential conflict with the interests of the Company.

The Company has formulated a policy on Related Party Transactions and the said Policy is available on the website of the Company at (www.resonancesl.com/pdf/ResonanceSpecialtiesLimited_Policy_for_Related_Party_Transactions.pdf).

(b) Accounting treatment in preparation of financial statements.

In preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India.

(c) Subsidiary Companies

The Company does not have any subsidiary company.

(d) Code for Prevention of Insider Trading Practices & other Policies

In January, 2015, SEBI notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 which came into effect from May 15, 2015. Pursuant thereto, the Company has formulated and adopted a revised Code for Prevention of Insider Trading. The Codes viz "Code of Conduct for Prevention of Insider Trading" and the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" allows the formulation of trading plan subject to certain conditions as mentioned in the said

Regulations and requires pre-clearance for dealing in the Company's shares. It also prohibits the purchase or sale of Company's securities by the Directors, designated person and connected persons, while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Company Secretary of the Company, is designated as the Compliance Officer for this Code.

(e) Vigil Mechanism / Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil Mechanism Policy under which the employees are free to report violations of applicable laws and regulations.

The same is posted on the website of the Company www.resonancesl.com

(f) CEO/CFO Certification

As required under Regulation 17(8) of the SEBI Listing Regulations, Managing Director and Chief Financial Officer of the Company have submitted a Compliance Certificate for the financial year ended March 31, 2020, which is annexed to this Report.

(g) Disclosure of Pending Cases/Instances of Non-Compliance

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

IV) Shareholder Information**a) Disclosures regarding the Board of Directors**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed under the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI Listing Regulations.

b) Means of Communication

In accordance with Regulation 46 of the SEBI Listing Regulations, the Company has maintained a functional website at www.resonancesl.com containing information about the Company viz., details of its business, financial information, shareholding pattern, compliance with corporate governance, details of the policies approved by the Company, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances etc. The contents of the said website are updated from time to time. The quarterly and annual results are published in Business Standard (English) and Mahanayak (Marathi) or Mumbai Mitra, which are national and local dailies respectively and also displayed on the Company's website for the benefit of the public at large.

Further, the Company disseminates to the Stock Exchanges (i.e. BSE), wherein its equity shares are listed, all mandatory information and price sensitive/ such other information, which in its opinion, are material and / or have a bearing on its performance/ operations and issues press releases, wherever necessary, for the information of the public at large. For the benefit of the members, a separate email id has been created for member correspondence viz., investors@resonancesl.com.

Dematerialization of Shares and Liquidity

As on March 31, 2020, 1,04,86,626 equity shares representing 90.84% of the total equity share capital of the Company, were held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited. The Company's equity shares are regularly traded on the BSE. The break-up of equity shares held in Physical and dematerialised form as on March 31, 2020, is given below:

Particulars	No. of equity shares	Percentage
Physical Segment	10,57,374	9.16
Demat Segment:-		
NSDL	18,97,569	16.44
CSDL	85,89,057	74.40
Total	1,15,44,000	100.00

Share Transfer System

Applications for transfer of Shares held in physical form are received at the office of the registrar and share transfer agent of the Company, Adroit Corporate Services Pvt. Ltd. They attend to share transfer formalities at least once a week and forward the same to the Company for the Stakeholder's Relationship Committee's approval. In order to expedite the process of share transfers in physical mode, the members of the Stakeholder's Relationship Committee has authorised the Company Secretary and the Director to conduct their meetings more frequently, to the extent of weekly meetings of the Committees and thereafter the Stakeholder's Relationship Committee ratifies the same.

Shares held in dematerialized form are electronically traded in the depository and the registrar and share transfer agent periodically receives from the depository the details of beneficiary holdings so as to update the records for sending all corporate communications and other matters.

Application for dematerialization of physical shares are processed and completed within a period of 15 days from the date of receipt, provided they are duly completed. Incomplete applications are immediately returned to the depository participants under advice to the shareholders.

Address for members' correspondence

Members are requested to correspond with the Registrars and Share Transfer Agents at the below given address on all matters relating to transfer/ dematerialization of shares, payment of dividend and any other query relating to Equity Shares or Debentures of the Company.

Registrars and Share Transfer Agents:

Contact Officer: Mr. Sandeep Holam
M/s. Adroit Corporate Services Pvt. Ltd.
Address: 17/18/19/20, Jaferbhoy Ind. Estate,
1st Floor, Makwana Road, Marol Naka, Andheri East-59
Tel No: +91 (22) 4227 0400
Email: info@adroitcorporate.com.

The Company has maintained an exclusive email id: investors@resonancesl.com which is designated for investor correspondence for the purpose of registering any investor related complaints and the same have been displayed on the Company's website: www.resonancesl.com. Members are required to note that, in respect of shares held in dematerialized form, they will have to correspond with their respective Depository Participants (DPs) for related matters. Members may contact the Compliance Officer and/or the Investor Relations Officer at the following address:

Compliance Officer & Investor Relations Officer:

Contact Officer: Ms. ArtiLalwani
301, Evershine Mall, ChincholiBunder Junction,
Off. Malad Link Road, Malad (W), Mumbai - 400 064.
Tel no: +91 (22) 42172222
Email: investors@resonancesl.com

V) Compliance:

(a) (i) Details of non-compliance, if any

There is no Non-Compliance of any requirement of Corporate Governance Report of sub para (2) to (10) of the Part C of Schedule V of the SEBI Listing Regulations.

(ii) Compliance with mandatory requirements

The Company has complied with all the mandatory items of the SEBI Listing Regulations.

(iii) Compliance with the Discretionary

Requirements under SEBI Listing Regulations Adoption of discretionary requirements of SEBI Listing Regulations is being reviewed by the Company from time to time.

(iv) Auditors' Certificate on Corporate Governance

The Company has obtained a Certificate from its Secretarial Auditors regarding compliance of the conditions of Corporate governance, as stipulated in Regulation 17 to 27, clause (b) to (i) of Regulation 46(2) and paragraphs C, D, and E of Schedule V to the SEBI Listing Regulations, which together with this Report on Corporate Governance is annexed to the Directors' Report and shall be sent to all the members of the Company and the Stock Exchanges along with the Annual Report of the Company.

(b) Compliance with Regulation 39(4) read with Schedule V and VI of SEBI Listing Regulations – Uniform procedure for dealing with unclaimed shares:

Pursuant to the General Circulars issued by the Ministry of Corporate Affairs with respect to Section 124 (6) of the Companies Act, 2013 read with Rules made thereunder in relation to transfer of Unclaimed shares to Investor Education and Protection Fund (IEPF), The Company has comply with the formalities, as may be necessary, in this regard.

VI) Investor safeguards and other information:

Dematerialisation of shares

Members are requested to convert their physical holdings to demat /electronic form through any of the registered Depository Participants (DPs) to avoid the hassles involved in dealing in physical shares such as possibility of loss, mutilation, etc. and also to ensure safe and speedy transaction in respect of the shares held.

Revalidation of Dividend warrants

Members who have either not opted for NECS/ECS mandate or do not have such a facility with their bankers and who have not encashed earlier dividends paid by the Company, are requested to write to the Company's Share Transfer Agents for revalidation of expired dividend warrants and failing their encashment for a period of seven years, they stand to lose the right to claim such dividend owing to transfer of unclaimed dividends beyond seven years to Investor Education and Protection Fund. The Form for such application is attached at the end of the Report.

Unclaimed Dividends

In view of amended Section 125 of the Companies Act, 2013, followed by the issue of Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, any money transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company to a fund called Investor Education and Protection Fund (the fund) set up by the Central Government. No claims shall lie thereafter against the fund or the Company in respect of such amounts transferred. Shareholders are therefore requested to verify their records and send claims, if any, before the respective amounts become due for transfer to the fund. The details of unclaimed dividend are as under:

Year	No. of Shareholders	Amount (Rs.)	Due date of transfer to Investor Education and Protection Fund (IEPF)
2013-14	4,552	3,97,336.50	14.08.2021
2014-15	4,816	4,16,979.00	28.09.2022

Update Address / E-Mail Address / Bank Details

To receive all communications/corporate actions promptly, members holding shares in dematerialized form are requested to please update their address/email address/ bank details with the respective DPs and in case of physical shares, the updated details have to be intimated to the Registrar & Share Transfer Agents. The Form for such application is attached at the end of the Report.

Electronic Service of Documents to Members at the Registered Email Address

As a responsible corporate citizen, your Company has been continuously supporting the "Green Initiatives" taken by the Ministry of Corporate Affairs, Government of India (MCA) and Securities and Exchange Board of India (SEBI).

Accordingly, in respect of Members / Members who have registered their email addresses, the Company has been dispatching all documents vide electronic form.

In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014 notified under the Companies Act, 2013, the Companies may give Notice of the General Meetings through electronic mode. Further, the said Rule provides that advance opportunity should be given at least once in a financial year to the Members / Members for registering their email address and changes therein, as may be applicable. Further Rule 11 of the Companies (Accounts) Rules, 2014 notified under the Companies Act, 2013 provides that in case of listed companies, financial statements may be sent by electronic mode to such Member / Members whose shareholding is in dematerialized form and whose email Ids are registered with the Depository Participant for communication purposes. As regards Member / Members whose shareholding is held in physical form, the financial statements may be sent in electronic mode to those members who have positively consented in writing for receiving by electronic mode.

In view of the above, the Company shall send all documents to Members like General Meeting Notices (including AGM), Annual Reports comprising Audited Financial Statements, Directors' Report, Auditors' Report and any other future communication (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those members, whose email address is registered with Depository Participant (DP)/Registrars & Share Transfer Agents (RTA) (hereinafter "registered email address") and made available to us, which has been deemed to be the member's registered email address for serving the aforesaid documents. To enable the servicing of documents electronically to the registered email address, we request the members to keep their email addresses validated/ updated from time to time. We wish to reiterate that Members holding shares in electronic form are requested to please inform any changes in their registered e-mail address to their DP from time to time and Members holding shares in physical form have to write to our RTA, Adroit Corporate Services Private Limited at their specified address, so as to update their registered email address from time to time.

It may be noted that the Annual Report of the Company is available on the Company's website www.resonancesl.com for ready reference. Members are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from the members, any time, as a member of the Company.

E- Voting Facility to members

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 30th

Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

Consolidate multiple folios (in respect of physical shareholding)

Members are requested to consolidate their shareholdings under multiple folios to eliminate the receipt of multiple communications and this would ensure that future correspondence/corporate benefits could then be sent to the consolidated folio.

Register Nomination(s)

Members holding shares in physical form, are requested to register the name of their nominee(s), who shall succeed the member as the beneficiary of their shares and in order to avail this nomination facility, they may obtain/submit the prescribed form from the Registrars & Share Transfer Agents. Members holding shares in dematerialized form are requested to register their nominations directly with their respective DPs.

Dealings of securities with registered intermediaries

In respect of dealings in securities, members must ensure that they deal only with SEBI registered intermediaries and must obtain a valid contract note/ confirmation memo from the broker/ sub-broker within 24 hours of execution of the trade(s) and it should be ensured that the contract note/ confirmation memo contains details about order no., trade no., trade time, quantity, price and brokerage.

For and on behalf of the Board

Date:	Dr. A. B. Gupta	Ms. Archana Yadav
Place: Mumbai	Managing Director	Director
	DIN: 00025255	DIN:07335198

DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 34 (3) READ WITH PART D OF SCHEDULE V THE SEBI LISTING REGULATIONS

To,
The Members
Resonance Specialties Limited

I hereby declare that all the Directors and the designated employees in the Senior Management of the Company have affirmed compliance with their respective Codes for the financial year ended 31st March, 2020.

For Resonance Specialties Limited

Dr. A B Gupta
Managing Director
DIN: 00025255

Date:
Place: Mumbai

CERTIFICATION BY MD AND CFO UNDER REGULATION 17(8) OF SEBI LISTING REGULATIONS

To
The Board of Directors
Resonance Specialties Limited

We have reviewed the financial statements and the cash flow statement of Resonance Specialties Limited for the year ended March 31, 2020 and that to the best of our knowledge and belief

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee;
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Dwarika Agrawal
Chief Financial Officer

Dr. A B Gupta
Managing Director
DIN: 00025255

Date:
Place: Mumbai

INDEPENDENT AUDITOR'S REPORT**To The Members of RESONANCE SPECIALTIES LIMITED****Report on the Standalone Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of RESONANCE SPECIALTIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020 and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr, No	Key Audit matter	Auditor's response
1	<p>Revenue Recognition</p> <p>Revenue is recognized upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods. Revenue is measured based on transaction price, which is the consideration, adjusted for rebates, discounts and incentives as also estimated sales returns. Revenue is one of the key profit drivers and therefore, accounting of revenue is considered as a key audit matter. [Refer Notes III(f) to the financial statements]</p>	<p>Our audit procedures, among other things, included the following:</p> <ol style="list-style-type: none"> 1. Considered the appropriateness of the Company's accounting policies regarding revenue recognition 2. Testing controls, automated and manual, around dispatches/deliveries/shipments inventory reconciliations and process of confirmation of receivable balances, testing for cut-offs and analytical review procedures. 3. Assessed the disclosures in accordance with the requirements of Ind AS 115 on "Revenue from Contracts with Customers".
3.	<p>Evaluation of uncertain tax positions</p> <p>The company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p>	<p>Our audit procedures, among other things, included the following:</p> <ol style="list-style-type: none"> (a) Obtained details of completed tax assessments and demands during the year ended march 31 2020 from management. (b) We involved our internal tax experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. (c) Our internal tax experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. (d) We considered the effect of new information in respect of uncertain tax positions as at 31st March ,2020 to evaluate whether any change was required to management's position on these uncertainties

Sr. No	Key Audit matter	Auditor's response
2	<p>Valuation of inventories</p> <p>Inventory forms a significant part i.e. 32% of the Company's total assets. Inventory comprises of Raw Materials, Finished Goods, Stock in process and Stores and Spares.</p> <p>The Company has complex product manufacturing process and thus, the overhead absorption over each process is quite complex and more particularly, to have the basis of absorption.</p> <p>The Company has worked out the overhead absorption cost rate based on the consumption of material and apply the same for all other overheads. Due to significance of arriving at the overhead absorption rate for the valuation of inventories, it is considered to be a key audit matter.</p> <p>Refer notes III(g) to the standalone financial statements.</p>	<p>We have reviewed the stock records and held discussion with the management. We verified arithmetical accuracy of valuation records/reports.</p> <p>For a sample of inventory items we have verified that the weighted average cost calculation by the system in case of inventory is appropriate.</p>
5	<p>Related Party Transactions</p> <p>Determination of transaction price for related party transactions is a key audit matter considering the significance of the transaction value and the significant judgments involved in determining the transaction value. Refer notes 37 of the standalone financial statements.</p>	<ul style="list-style-type: none"> • We have read the approvals obtained from audit committee, board of directors and shareholders. • We have assessed the disclosures in accordance with ind as 24 "related party disclosures".

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance total comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and

detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit

procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(1) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government of India in term of sub-section (11) of the section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors of the Company as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - refer note no.38 to the statements.
 - ii. The Company has made provision, as required under the applicable law or Indian accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For V.R.BHABHRA & CO.

Chartered Accountants
(Firm's Registration No. 112861W)

VIMAL R .BHABHRA

Partner
(Membership No. 046043)
Mumbai,
Date: 21st July 2020

Annexure A to the Independent Auditors' Report

(Referred to paragraph (9) under 'Report on other legal and regulatory requirements' of our report of even date to the member of resonance specialities limited on the Ind AS financial statements for the year ended March 31, 2020)

i. In respect of Fixed Assets :

- a. The Company has maintained proper records showing full particulars, including quantitative details and situation, of fixed assets.
- b. The fixed assets have been physically verified by the management in a phased manner, designed to cover all items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its business. Pursuant to the program, a portion of fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed asset have been noticed.
- c. The title deeds of immovable properties are held in the name of the company.

ii. In respect of Inventories :

- a. We are informed that the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable and also we have taken the physical inventory as on 31st march 2020.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to size of the Company and nature of its business.
 - c. On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. We are informed that the discrepancies noticed on verification between the physical stocks and the book records were not material in relation to the operations of the Company.
- iii. The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a) to (c) of the order are not applicable to the company and hence not commented upon.
 - iv. In our opinion and according to the information and explanation given to us, the company has complied with the provisions of Section 185 and 186 of the companies act, 2013 in respect of loan, investments, guarantees and security.
 - v. According to the information and explanations given to us, the company has not accepted any deposits from the public and hence the directives issued by the Reserve bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and Companies (Acceptance of deposit) Rule 2015 with regard to the deposits accepted from the public are not applicable.
 - vi. We have broadly reviewed the books of account and records maintained by the Company pursuant to the rules prescribed by the Central Government of India, the company is required to maintain cost records as specified under section 148(1) of the Companies Act, 2013 in respect of its products. We have broadly reviewed the same and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. The contents of these accounts and records have not been examined by us.

vii. In respect of statutory dues:

- a. According to the information and Explanation given to us and records of the Company as produced and examined by us, in our opinion, there have been some delays in depositing undisputed statutory dues in respect of Provident Fund, Income-tax, Sales-tax, Service-tax, Excise Duty, Goods and Services Tax, cess and any other statutory dues with the appropriate authorities.
 - b. According to the information and explanations given to us and the records of the Company examined by us there are no dues of income tax, Sales Tax, Wealth Tax, Service tax, Custom Duty, Excise Duty, Goods and services Tax or cess which have not been deposited on account of any dispute.
- viii. Based on our audit procedures and according to the information and explanations provided to us by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institution and bank.
 - ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
 - x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
 - xi. According to the information and explanation given to us and based on our examination of the records of the company, the company has paid and provided for managerial remuneration in accordance with the requisite approvals mandated by the provision of Section 197 read with schedule V to the act.
 - xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhicompany. Accordingly, paragraph 3(xii) of the Order is not applicable.
 - xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards and Companies Act, 2013.
 - xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
 - xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
 - xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For V R BHABHRA & CO.

Chartered Accountants
FRN: 112861W

Vimal R. Bhabhra

(Partner)
Membership No: - 046043
Place: Mumbai.
Date: 21st July 2020

Annexure B to the Independent Auditors' Report

(Referred to in paragraph 5(f) of the Independent Auditors' Report of even date to the members of Resonance Specialties Limited on the financial statements for the year ended March 31, 2020)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of Resonance Specialties Ltd. ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For V R BHABHRA & CO.

Chartered Accountants
FRN: 112861W

Vimal R. Bhabhra

(Partner)
Membership No: - 046043
Place: Mumbai.
Date: 21st July 2020

STATEMENT OF ASSETS AND LIABILITIES FOR THE YEAR ENDED 31ST MARCH 2020

Particulars	Note No.	As at 31.03.2020 Audited Amount (Rs.)	As at 31.03.19 Audited Amount (Rs.)
ASSETS			
Non-current assets			
Property, plant and equipment	2	13,82,52,974	13,74,08,933
Capital work-in-progress		1,84,21,954	83,39,109
Other intangible assets	2	28,67,134	32,98,300
Financial assets			
i. Other financial assets	3	1,17,31,132	1,31,36,144
Other Non Current Asset	4	2,36,372	6,79,568
Total non-current assets		17,15,09,566	16,28,62,054
Current assets			
Inventories	5	13,38,48,905	8,87,83,960
Financial assets			
i. Trade receivables	6	6,13,65,000	7,56,94,106
ii. Cash and cash equivalents	7	1,92,47,716	1,01,00,292
iii. Other Bank balances	8	62,88,963	68,58,277
iv. Other financial assets	9	70,82,190	6,68,764
Other current assets	10	1,77,73,942	3,66,83,039
Total current assets		24,56,06,716	21,87,88,438
Total assets		41,71,16,282	38,16,50,492
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	11,54,40,000	11,54,40,000
Other equity	12	18,98,95,946	14,92,59,834
Total Equity		30,53,35,946	26,46,99,834
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
i. Borrowings	13	-	-
Provisions	14	40,39,768	25,95,292
Deferred tax liabilities	15	1,68,71,498	1,82,48,357
Total Non-Current Liabilities		2,09,11,266	2,08,43,649
Current Liabilities			
Financial liabilities			
i. Borrowings	16	-	-
ii. Trade payables	17	6,59,20,335	6,84,59,920
iii. Other financial liabilities	18	52,48,052	71,03,765
Other current liabilities	19	4,90,696	58,79,450
Provisions	20	7,21,734	7,22,742
Current tax liability (net)		1,84,88,253	1,39,41,132
Total Current Liabilities		9,08,69,070	9,61,07,009
Total Liabilities		11,17,80,336	11,69,50,658
Total Equity and Liabilities		41,71,16,282	38,16,50,492
Mention below		-	
Corporate information	1		
Significant accounting policies	2		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
For **V.R.Bhabhra & Co**
Firm Registration No. 112861W
Chartered Accountants

CA Vimal R Bhabhra
Partner
Membership No.046043
Place : Mumbai,
Dated July 21 2020

For & on behalf of the Board
For **RESONANCE SPECIALTIES LIMITED**

Dr. A B GUPTA
Managing Director
DIN: 00025255

Ms. Archana Yadav
Director
DIN:07335198

Mrs. Arti Lalwani
Company Secretary

C.A Dwarika Agrawal
Chief Financial Officer

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2020

Particulars	Note No.	For the period ended 31st March 2020 Amount (Rs.)	For the period ended 31st March 2019 Amount (Rs.)
INCOME			
Revenue from operation(Gross)	21	63,81,36,604.84	45,44,12,636
Less:Goods & Service Tax		7,61,06,740.54	3,81,18,497
Revenue from operation(net)		56,20,29,864.30	41,62,94,139
Other Income	22	1,88,61,922.06	1,39,17,348
Mention here total income		58,08,91,786.36	43,02,11,487
EXPENDITURE			
Cost of raw material consumed	23	24,07,42,532.61	16,99,44,641
Purchases of Traded Goods	24	53,94,948.00	17,25,000
(Increase)/Decrease in inventories of Finished Goods, and stock in trade and work in process	25	-3,69,75,823.43	81,99,818
Employees benefit Expenses	26	3,89,62,414.32	2,97,29,658
Others Expenses	27	23,62,21,162.78	15,77,55,442
Mention here total expenses		48,43,45,234.28	36,73,54,559
Earning Before Interest, Depreciation & Taxation		9,65,46,552.08	6,28,57,928
Interest & Financial Cost	28	35,43,772.20	53,59,210
Depreciation	29	91,72,041.00	90,64,845
Profit/(Loss) Before Exception items, Prior Period Items &Taxation		8,38,30,738.88	4,84,33,873
Exceptional Items (income) / expenses	30	1,46,20,211.70	-1,67,206
Profit/(Loss) Before Prior Period Items &Taxation		6,92,10,527.18	4,82,66,667
Prior Period Items	31	-	-6,82,499
Profit/(Loss) Before Tax		6,92,10,527.18	4,75,84,168
Less : Provision for			
Current Tax		-1,54,82,987.66	(1,39,42,559)
MAT Credit Entitlement			-
Taxation of earlier years		-27,400.00	-
Deferred Tax Asset/(Expenses)		13,76,858.00	(15,95,420)
Profit/(Loss) for the period from Continuing Operations		5,50,76,997.52	3,20,46,189
Other Comprehensive Income			
A (i) items that will not be reclassified to profit or loss		4,15,859.00	(5,541)
(ii) Income tax relating to items that will not be reclassified to profit or loss		1,08,123	1,427
B (i) items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
Total other comprehensive Income		5,23,982	(4,114)
Total Comprehensive Income for the period (Comprising Profit/(Loss) and other comprehensive Income for the period)		5,45,53,015	3,20,42,075
Earning per equity share			
Basic & Diluted earning per share		4.73	2.78
Face value per share		10	10.00

Mention below

As per our report of even date attached
For **V.R.Bhabhra & Co**
Firm Registration No. 112861W
Chartered Accountants

CA Vimal R Bhabhra
Partner
Membership No.046043
Place : Mumbai,
Dated July 21 2020

For & on behalf of the Board
For **RESONANCE SPECIALTIES LIMITED**

Dr. A B GUPTA
Managing Director
DIN: 00025255

Ms. Archana Yadav
Director
DIN:07335198

Mrs. Arti Lalwani
Company Secretary

C.A Dwarika Agrawal
Chief Financial Officer

CASH FLOW STATEMENT

	Year Ended 31th March 2020 Audited	Year Ended 31st March 2019 Audited
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before tax	6,92,10,527	4,75,84,167
Non Cash adjustment to reconcile profit/(loss) before tax to net cash flows		
Depreciation	91,72,041	90,64,845
Exceptional Non Cash Items	(1,46,20,212)	6,82,499
Loss on sales of Fixed Assets	-	(2,27,122)
Interest Expense	2,375	28,23,341
Provision for Gratuity	-	-
Other Comprehensive Income (net of tax)	5,23,982	(4,114)
Interest income	(6,67,723)	(4,08,284)
Unwinding interest income	(4,15,024)	(3,83,996)
Operating Profit before Change in Working Capital Changes	6,32,05,966	5,91,31,336
Provision For Bad Debts And Advances W/Back		
Movement in working Capital		
Increase(Decrease) in Trade payable	(25,39,585)	87,22,569
Increase(Decrease) in Long term provisions	14,44,476	5,51,829
Increase(Decrease) in other current liabilities	(53,88,754)	43,13,499
Increase(Decrease) in other current financial liabilities	(18,55,713)	(1,46,43,084)
Decrease/(Increase) in inventories	(4,50,64,945)	1,05,21,647
Decrease/(Increase) in Trade Receivables	1,43,29,106	(91,74,482)
Increase/(Decrease) in Provisions	(1,008)	(1,04,238)
Decrease/(Increase) in Long Term advances	-	-
Decrease/(Increase) in other current assets	1,89,09,097	(74,29,433)
Decrease/(Increase) in Other Financial Assets	(64,13,426)	2,02,217
	-	-
	(2,65,80,752)	(70,39,476)
Cash generated from operation	3,66,25,214	5,20,91,860
Direct Taxes paid	2,24,36,904	(5,66,890)
Net cash flows from operating activities	(A) 1,41,88,310	5,26,58,750
B CASH FLOW USED IN INVESTMENTS ACTIVITIES		
Purchases of Fixed assets including capital advances	(1,96,67,758)	(63,59,792)
Other Long Terms Financial Assets	18,48,208	9,39,874
Interest received	6,67,723	4,08,284
Net cash flows from Investment activities	(B) (1,71,51,826)	(50,11,634)
C Cash flow from financing activities		
Proceeds of Long term borrowings	-	(1,19,916)
Proceeds from short term borrowings (Net)	-	(3,35,74,115)
Dividend paid	1,15,44,000	-
Interest paid	(2,375)	(28,23,341)
Net cash flows /(used in)from Investment activities	(C) 1,15,41,625	(3,65,17,372)
Net cash increase/(decrease) in cash and cash equivalents	(A+B+C) 85,78,109	1,11,29,744
ADD : cash and cash equivalents at the beginning of the year	1,69,58,569	58,28,825
cash and cash equivalents at the end of the year	2,55,36,678	1,69,58,569
Components of cash and cash equivalents		
Cash on hand	69,812	16,184
Bank balance in current accounts	1,91,77,904	1,00,84,108
Bank balance in Fixed deposit accounts	62,88,963	68,58,277
	2,55,36,679	1,69,58,569

As per our report of even date attached
For **V.R.Bhabhra & Co**
Firm Registration No. 112861W
Chartered Accountants

CA Vimal R Bhabhra
Partner
Membership No.046043
Place : Mumbai,
Dated July 21 2020

For & on behalf of the Board
For **RESONANCE SPECIALTIES LIMITED**

Dr. A B GUPTA
Managing Director
DIN: 00025255

Ms. Archana Yadav
Director
DIN:07335198

Mrs. Arti Lalwani
Company Secretary

C.A Dwarika Agrawal
Chief Financial Officer

Note: 1

Accompanying notes to financial statements for the year ended March 31, 2020

1.1 CORPORATE INFORMATION:

Resonance Specialities Limited (Company) is incorporated under the companies Act 1956, and is listed with Bombay stock exchange, the main activity of company is manufacturing of Pyridine, Picoline, Cynopyridine and derivatives of the same. Bulks drugs and nutritional products are toll converted. In view of multi products manufacturing and frictional distillation in batches, overall average product cycle is around 2 to 4 months from the procurement till the disposal.

1.2 BASIS OF PREPARATION:**Compliance with Ind-AS:**

The Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- a) Land and Building classified as Property, Plant and equipments
- b) Certain financial assets and liabilities measured at fair value.

The Financial Statements are presented in Indian Rupees (INR) which is the functional currency for the company. All amounts have been rounded-off to the nearest rupee, unless otherwise indicated.

1.3 SIGNIFICANT ACCOUNTING POLICIES:

The following are the significant accounting policies applied by the Company in preparing its financial statements:

a) Property, Plant and Equipment:

- Leasehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the item.
- Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of item can be measured reliably.
- The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as

the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss on the date of disposal or retirement.

- Capital Work in Progress: Assets under installation/ commissioning are shown under the head Capital Work –in Progress.
- Depreciation on the property, plant and equipment is provided on the written down value basis over the useful life of assets as specified in Schedule II to the Companies Act, 2013. Property, plant and equipment which are added / disposed off during the year, depreciation is provided on pro-rata basis with reference to the month of addition/ deletion.

b) Current and Non-Current Classification:

The Company presents assets and liabilities in the balance sheet based on Current/Non-current classification.

An asset is classified as current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Deferred tax Assets and Liabilities are classified as Non-Current Assets and Liabilities.

c) Cash and cash equivalents:

For the purpose of presentation in statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institution, other short term, highly liquid investments with original maturities of 3 months or less that are readily convertible to known amounts of cash and which are

subject to an insignificant risk of changes in value, and bank overdraft. Fixed Deposit in the form of margin money for Letter of Credit and Guarantee are classified as other bank balances.

d) Financial Instruments:

Financial Assets:

➤ Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

➤ Subsequent Measurement

For purposes of subsequent measurement financial assets are classified in two broad categories:

Financial assets at fair value

Financial assets at amortised cost.

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

All other financial asset is measured at fair value through profit or loss. All equity investments are measured at fair value in the balance sheet, with value changes recognised in the statement of profit and loss, except for those equity investments for which the entity has elected to present value changes in other comprehensive income.

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognised in the statement of profit and loss.

➤ Derecognition:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset.

➤ Impairment of Financial Assets:

The Company assesses impairment based on expected credit losses model to the following:

- Financial assets measured at amortized cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12- months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from default events over the life of the financial instruments).

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables or contract revenue receivables.

Under simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime expected credit losses at each reporting date, right from its initial recognition.

The Company uses provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on the historically observed default rates over the expected life of the trade receivables and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly, 12 month expected credit losses is used to provide for impairment loss. However, if the credit risk has increased significantly, lifetime expected credit losses is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12-month expected credit losses.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increase in credit risk to be identified on a timely basis.

(II) Financial liabilities:

➤ Initial Recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings.

➤ Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

a) Financial liabilities at fair value through profit and loss:

It includes financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit and loss.

Financial liabilities classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit and loss are designated upon initial recognition, and only if the criteria in Ind AS 109 are satisfied.

b) Loans and Borrowings:

Borrowings are initially recognised at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction cost) and the redemption amount is recognised in profit or loss over the period of the borrowings using EIR method/ Straight line method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fees is deferred until the drawn down occurs. To the extent there is no evidence that it is probable that some or all of the facilities will be drawn down, the fee is capitalised as a prepayment of liquidity services and amortised over the period of the facilities to which it relates.

➤ Derecognition of Financial Liabilities:

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash asset transferred or liabilities assumed, is recognised in profit or loss as other gain/(losses).

(III) Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company, or the counterparty.

e) Fair value measurement:

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/profit in case of financial assets or liabilities.

f) Revenue Recognition:

• Sale of Goods

Revenue is recognized only when there is no significant uncertainty as to its measurability or collectability of the amount. Turnover includes sale of goods, and GST and are net of discounts and claims.

- **Interest income**

Interest income is accounted on accrual basis. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Interest income is included in other income in the statement of profit and loss.

- **Dividend income:**

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

g) Inventories:

In general, all inventories of finished goods ,work in progress etc, are stated at lower of cost or net realizable value. Finished goods stored in tanks pending final packing are included in the finished goods stocks and valued accordingly. Cost of inventories comprises of all cost of purchase, cost of conversion and other cost incurred in bringing the inventory of their present location and condition. Raw materials, Packing material & stores and spares are stated at cost on FIFO basis.

h) Export incentives

Export benefits are accounted for on accrual basis to the extent considered receivable.

i) Employee benefits:

i. Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Short - term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii. Defined Benefit plans:

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Measurement of the net defined benefit liability, which comprises actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payable during the year. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

iii. Other long-term employee benefits

The Company's net obligation in respect of long - term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Re- measurement is recognised in Statement of Profit and Loss in the period in which they arise.

Entitlements to annual privilege leave are recognized when they accrue to employees. Privilege leave can be availed or encashed subject to a restriction on the maximum number of accumulation of leave. The Company determines the liability for such accumulated leaves using the projected unit credit method with actuarial valuations being carried out at each reporting date.

j) Borrowing Cost

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. All other borrowing costs are expensed in the period in which they occur.

k) Leases:

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, and whether the fulfilment of the arrangement is dependent on the use of the specific assets or the arrangements conveys a right to use the asset, even if that right is not explicitly specified in the arrangement.

As Lessee (expenses)

Assets leased by the Company in its capacity as lessee where significant portion of risks and rewards of ownership are retained by lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessors expected inflationary cost increases.

l) Segment Reporting:

In accordance with Ind AS-108 "Operating Segments" the company has only one reportable primary business segment i.e. "Chemical Manufacturing". However, the company has secondary geographical segment which is disclosed in financial statements as per Ind AS-108.

Information about secondary geographical segments as per financial statements

Amount in Lacs

Particulars	April To March 20
Segment Revenue	
- India	2,183.86
- Outside India	3,436.43
Total	5,620.30

m) Taxation:

- i. Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.
- ii. Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.
- iii. Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
- iv. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
- v. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.
- vi. Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.
- vii. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes

relate to the same taxable entity and the same taxation authority.

- viii. The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.
- ix. The Company review the applicability of Minimum Alternative Tax (MAT) at the end of each reporting date. Credit of MAT, if any is recognised as a part of deferred tax assets. As deferred tax asset shall be recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized.
- x. Deferred tax assets are the amounts of income taxes recoverable in future periods in respect of:
 - (a) Deductible temporary differences;
 - (b) The carry forward of unused tax losses; and
 - (c) The carry forward of unused tax credits. The Company reviews the same at each reporting date and written down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the company will pay normal income tax during the specified period.

n) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o) Provisions and contingencies:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed in case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from past events, when no reliable estimate is possible;
- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Commitments include capital expenditure (net of advances) in relation to solar power plant.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

p) Impairment of Assets:

At each balance sheet date the company reviews whether there is any indication of impairment of the carrying amount of the company's fixed assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount and charged to profit & loss account in the year in which asset is identified as impaired. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. The impairment loss recognized in prior accounting periods is reversed if there has been a change in estimate of recoverable amount.

q) Research And Development

Revenue expenditure pertaining to Research & Development which are not for enduring benefit are charged to Profit & Loss Account. Expenditure incurred for enduring benefit for the development of the products/processes which will generate future economic benefit by the way of improvement in yield and efficiency of those products are carried over as R&D work in progress under the head 'Capital Work in Progress'. The value of process/product so developed is amortized over a period of ten years from the year of successful development.

1.4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgments, which have significant effect on the amounts recognized in the financial statement:

➤ **Property, plant and equipment and intangible assets.**

Management has assessed the remaining useful lives and residual value of fixed assets. Management believes that the assigned useful life is reasonable.

➤ **Defined Benefit Obligation**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined obligation is highly sensitive to changes in these assumptions. All assumption are reviewed at each reporting date.

➤ **Fair value measurement of financial instruments**

When the fair value of financial asset and liabilities recorded in balance sheet cannot be measured based on quoted price in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risks and volatility. Changes in assumption about these factors could affect the reported fair value of financial instruments.

➤ **Operating lease commitments – As a lessee**

The Company has entered into lease agreement of its registered office, located at 301, EvershineMall, Off Malad Link Road, Malad West, Mumbai-64. -The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

➤ **Income taxes**

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

➤ **Contingencies**

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

Depreciation Working
For the Quarter Ended 31-03-2020
Note No. 2

ASSETS DESCRIPTION	Gross Block				Depreciation				Net Block	
	As on 01.04.2019	Addition during the Year	Deductions Adustment	Block as on 31.03.2020	As on 01.04.2019	For the year upto Mar-2020	Deductions Adustment	Up to 31.03.2020	As on 31.03.2020	As on 31.03.2019
Lease Hold Land	3,99,49,055	-	-	3,99,49,055	83,01,292	6,37,869	-	89,39,160	3,10,09,895	3,16,47,763
Buildings	1,94,41,271	3,48,430	-	1,97,89,701	1,78,26,922	4,10,562	-	1,82,37,484	15,52,217	16,14,349
Plant & Machinery	30,27,70,202	84,13,226	-	31,11,83,428	20,61,65,938	66,99,411	-	21,28,65,350	9,83,18,081	9,66,04,264
Furniture & Fixtures	21,42,011	21,000	-	21,63,011	16,49,690	57,020	-	17,06,710	4,56,301	4,92,321
Office Equipment	49,07,518	3,89,417	-	52,96,935	44,63,755	1,73,854	-	46,37,609	6,59,326	4,43,763
Motor Car	33,07,940	-	-	33,07,940	20,95,499	1,69,367	-	22,64,866	10,43,074	12,12,441
Electric Installation	1,54,89,008	-	-	1,54,89,008	1,54,74,988	-	-	1,54,74,988	14,019	14,019
R & D Equipment	1,34,00,050	4,12,840	-	1,38,12,890	80,20,038	5,92,792	-	86,12,829	52,00,060	53,80,012
Intangible Assets	1,38,93,160	-	-	1,38,93,160	1,05,94,860	4,31,166	-	1,10,26,026	28,67,134	32,98,300
Total	41,53,00,215	95,84,913	-	42,48,85,128	27,45,92,982	91,72,041	-	28,37,65,022	14,11,20,108	14,07,07,233

Particulars	As on 31.03.2020 Amount (Rs.)	As on 31.03.2019 Amount (Rs.)
NOTE-3		
FINANCIAL ASSETS - Other Non- Current Financial Asset		
Security Deposits	73,47,316	68,02,292
Sales tax paid on protest		13,40,000
VAT Refundable	43,83,816	49,93,851
	1,17,31,132	1,31,36,143
NOTE-4		
OTHER NON-CURRENT ASSETS		
(Unsecured and considered good)		
MAT Credit Entitlement	2,50,000	2,50,000
Prepaid Rent - Non Current	-	4,15,859
Other advances	-13,628	13,709
	2,36,372	6,79,568
(Unsecured, considered Doubtful)		
Other advances to suppliers	10,00,000	10,00,000
Less: Provision for doubtful advances	(10,00,000)	(10,00,000)
	2,36,372	6,79,568
NOTE-5		
INVENTORIES		
(As taken, valued and certified by the Management)		
Raw Material	1,84,55,845	1,02,67,185
Stock Work In Progress	4,56,37,096	6,60,38,534
Finished Goods	6,73,89,098	1,00,11,836
Packing Material	12,12,025	13,54,740
Stores & Spares	3,40,014	5,33,989
Fuel	8,14,827	5,77,675
	13,38,48,905	8,87,83,960

Particulars	As on 31.03.2020 Amount (Rs.)	As on 31.03.2019 Amount (Rs.)
NOTE-6		
TRADE RECEIVABLE		
(Unsecured and considered good) *		
Debts outstanding for a period exceeding six months from the date they are due for payment	-	8,46,090
Less : provision for doubtful debts	-	-8,46,090
(Unsecured and considered good) *	-	-
Debts outstanding for a period exceeding six months from the date they are due for payment	-	-
Other debts Unsecured, considered good	6,13,65,000	7,56,94,106
	6,13,65,000	7,56,94,106
NOTE-7		
CASH AND CASH & EQUIVALENTS		
Cash on hand	69,812	16,184
Balance with banks		
in Cash credit accounts	25,88,881	1,00,37,761
in Current accounts	15,633	46,347
Fixed Deposit	1,65,73,390	-
	1,92,47,716	1,01,00,292
NOTE-8		
OTHER BANK BALANCES		
in Fixed Deposits (Margin Money)*	62,88,963	68,58,277
*(Under Lien towards margin of Letter of credits & Guarantees)	62,88,963	68,58,277
NOTE-9		
OTHER CURRENT FINANCIAL ASSET		
(Unsecured, considered good)		
IT Refund receivable	10,27,185	6,68,764
Advance Tax	60,55,005	-
	70,82,190	6,68,764
NOTE-10		
OTHER CURRENT ASSETS		
(Unsecured and considered good)		
Prepaid expenses	5,91,449	3,11,122
Prepaid Rent - Current	4,15,858	4,15,858
Advances for supply of goods & services	29,43,078	20,21,976
Advances for capital Goods	18,82,920	4,76,067
Staff advances	21,000	-1,60,367
Drawback, MEIS & GST credits	1,19,19,636	3,36,18,382
INSURANCE CLAIM RECEIVABLE	-	-
	1,77,73,942	3,66,83,039

Particulars	As on 31.03.2020 Amount (Rs.)	As on 31.03.2019 Amount (Rs.)
NOTE-11		
EQUITY		
i) SHARE CAPITAL		
AUTHORISED:		
1,50,00,000 (1,50,00,000) Equity shares of Rs. 10/- each	15,00,00,000	15,00,00,000
	15,00,00,000	15,00,00,000
ISSUED, SUBSCRIBED & PAID UP		
1,15,44,000 (1,15,44,000) Equity shares of Rs. 10/- each fully paid up	11,54,40,000	11,54,40,000
	11,54,40,000	11,54,40,000

a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period

Particulars	No. of shares	Amount
At the beginning of the period	1,15,44,000	1,15,44,000
Issued during the period		
Outstanding at the end of the period	1,15,44,000	1,15,44,000

b) Terms/ rights attached to equity shares

- The Company has only one class of shares referred to as equity shares having a par value of Rs.10/- Each holder of equity shares is entitled to one vote per share.

c) Details of shareholders holding more than 5% shares of the company

Equity share of Rs 10/-each fully paid

Particulars	No. Of Shares	%
Vista Finance & Leasing Pvt.Ltd		
As at 31 March, 2019	39,64,100	34.34%
As at 31 March, 2020	39,64,100	34.34%
Usma Investment Pvt.Ltd		
As at 31 March, 2019	32,95,200	28.55%
As at 31 March, 2020	32,95,200	28.55%

- d)** As per the records of the company, including its register of the shareholders/ members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownerships of shares

Particulars	As on 31.03.2020 Amount (Rs.)	As on 31.03.2019 Amount (Rs.)
NOTE-12		
RESERVE & SURPLUS		
a) CAPITAL RESERVE		
State Subsidy		
Balance as per last financial statements	20,00,000	20,00,000
b) REVALUATION RESERVE		
Balance as per last financial statements	5,63,26,923	5,63,26,923
Less: Adjustment in the current financial year		
Closing Balance	5,63,26,923	5,63,26,923

Particulars	As on 31.03.2020 Amount (Rs.)	As on 31.03.2019 Amount (Rs.)
c) SURPLUS IN THE STATEMENT OF PROFIT & LOSS		
Balance as per Last year	9,09,32,911	5,88,54,697
Profit/(Loss) for the year	5,45,53,015	3,20,42,074
Less: Proposed Divident paid	1,15,44,000	
Less: Dividend Distribution Tax paid	23,72,903	
Add / (Less) : IND AS Adjustments		36,140
Add: Excess Provision of earlier years		
Less: Depreciation Written Back		
Closing Balance	13,15,69,023	9,09,32,911
	18,98,95,946	14,92,59,834

NOTE-13**NON-CURRENT FINANCIAL LIABILITIES****i) BORROWING****SECURED TERM LOANS (LONG TERM BORROWING)**

a) Vehicle loan from Banks

(secured by hypothecation of Vehicles)

	-	-
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b) The Vehicles term loans are payable over a period of 5 years with interest @ 11.25% which is fully pepaid in july 2019

NOTE-14**PROVISIONS - Non Current**

Provision for Gratuity

	40,39,768	25,95,292
	40,39,768	25,95,292

NOTE-15**DEFERRED TAX LIABILITIES (NET)****Deferred Tax Liabilities**

Balance at the beginning of the year

1,82,48,357

1,59,70,438

Difference between tax and book depreciation

1,81,34,461

1,80,97,004

Provision for doubtful advances

2,78,200

2,78,200

Business Loss

-

Timing Differences pursuant to sect 43B of the Income tax Act

-9,84,763

-4,29,553

	12,62,963	(1,51,353)
	1,68,71,498	1,82,48,357

NOTE-16**SECURED CURRENT BORROWING)**

a] Cash Credit

-

-

b] Export Packing Credit

-

-

	-	-
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a) Note on Nature of Security on secured loan

(The above borrowing from Bank is secured by hypothecation of present and future stock of raw material, stock in process and Finished goods and book debts of the company, and further secured by first charge by way of equitable mortgage of land and building, plant and machineries and all immovable properties of the company situated at T 140 MIDC Tarapur, Dist-Thane and further guaranteed by Managing Director of the company and is repayable on demand)

b) Working capital borrowing carry interest rate of 11.55% per annum

Particulars	As on 31.03.2020 Amount (Rs.)	As on 31.03.2019 Amount (Rs.)
NOTE-17		
TRADE PAYABLE		
Total outstanding dues of micro enterprises and small enterprises	1,91,966	43,54,973
Total outstanding dues of other than micro enterprises and small enterprises	6,57,28,369	6,41,04,947
Total	6,59,20,335	6,84,59,920
Trade payable to related parties (Refer Note 37)	6,02,916	2,10,49,510
Trade payable to others	6,51,25,453	4,30,55,437
Total	6,57,28,369	6,41,04,947
Note		
Detail of dues to micro and small enterprises as define under MSMED act, 2006		
a) The principal amount and interest due thereon remaining unpaid to suppliers		
I Principal	1,91,966	43,54,973
II Interest due thereon	-	-
b) I the delayed payment of principal amount paid beyond the appointed date during the year	-	52,74,851
II Interest actually paid under Section 16 of the delayed payments, as per the agreed terms.	-	
c) I Interest accrued during the year, for all the delayed payments, as per the agreed terms.	-	
II Interest payable for the period of delay in making payments, as per the agreed terms.	-	
d) I Total interest accrued during the year	-	
II Total interest accrued during the year and remaining unpaid	-	
e) Further interest remaining due and payable for earlier years	-	
The above information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information and confirmation available with the company as per March 31st 2020.		
NOTE-18		
OTHER CURRENT FINANCIAL LIABILITIES		
Tax Deducted at source payable	5,39,635	9,78,061
Statutory dues payable	3,05,427	4,05,617
Outstanding salaries & expenses	44,02,990	57,20,087
	52,48,052	71,03,764
NOTE-19		
OTHER CURRENT LIABILITIES		
Advances from customers	4,90,696	58,79,450
Creditors for Capital Goods		
	4,90,696	58,79,450
NOTE-20		
Provision - Current		
Provision for Retirement Benefit	7,21,734	7,22,742
	7,21,734	7,22,742

Particulars	As on. 31.03.2020 Amount (Rs.)	As on. 31.03.2019 Amount (Rs.)
NOTE-21		
REVENUE FROM OPERATIONS		
Sale of Products		
Finished Goods	63,10,98,543	45,12,61,638
Traded Goods	54,56,374	25,66,800
Others Sale	15,81,688	5,84,198
	63,81,36,605	45,44,12,636
Less GST on Sale	7,61,06,741	3,81,18,497
	56,20,29,864	41,62,94,139
Sale of Service		
Conversion (Job) Charges	-	-
	56,20,29,864	41,62,94,139
NOTE-22		
OTHER INCOME		
Interest on Fixed deposit with bank	6,67,723	4,08,284
Gain on exchange fluctuation	46,00,292	30,99,428
Unwinding Interest Income	4,15,024	3,83,996
Export Benefit/Duty Drawback	1,15,19,389	1,00,11,385
Other Receipts	16,59,493	14,255
	1,88,61,922	1,39,17,348
NOTE-23		
COST OF RAW MATERIAL CONSUMED		
Inventory at the beginning of the period	1,27,33,590	2,57,75,660
Add : Purchases	24,88,31,655	16,76,21,812
	26,15,65,244	19,33,97,472
Less: Inventory at the end of the period	2,08,22,712	1,27,33,590
	24,07,42,533	18,06,63,882
NOTE-24		
PURCHASES OF TRADED GOOD		
(a) Purchases	53,94,948	17,25,000
	53,94,948	17,25,000
NOTE-25		
(INCREASE) / DECREASE IN INVENTORIES		
Inventories at the end of the year		
Work in progress	4,56,37,096	6,60,38,534
Finished goods	6,73,89,098	1,00,11,836
	11,30,26,194	7,60,50,370
Inventories at the beginning of the year		
Work in progress	6,60,38,534	6,38,68,264
Finished goods	1,00,11,836	2,03,80,924
	7,60,50,370	8,42,49,188
	-3,69,75,823	81,98,818

Particulars	As on. 31.03.2020 Amount (Rs.)	As on. 31.03.2019 Amount (Rs.)
NOTE-26		
EMPLOYEE BENEFITS EXPENSES		
Salaries and wages	3,43,41,950	2,69,11,949
Workmen and staff welfare expenses	33,35,250	23,75,659
Provision for Gratuity Expenses	12,85,214	4,42,050
	3,89,62,414	2,97,29,658
NOTE-27		
OTHER EXPENSES		
	54,78,149	42,22,929
Packing Material Consumed	38,14,933	46,13,302
Conversion Charges	12,15,69,985	5,67,82,451
Power & Fuel	4,87,44,561	4,31,27,936
Freight & Transport Charges	1,31,00,763	1,36,80,858
Excise duty expenses		-
Repair & Maintenance		
For Plant & Machineries	87,31,699	51,60,207
For Buildings	4,15,229	5,42,776
For Others	73,630	5,51,789
Traveling, Conveyance, Lodging & Boarding	33,93,740	21,48,200
Postage, Telephone & Internet Charges	8,15,387	9,17,311
Professional & Legal Expenses	89,21,834	35,81,430
Insurance Premium	14,31,833	13,20,334
Rent	27,63,273	31,87,249
Rates & Taxes	9,05,607	20,50,540
Commission	6,77,007	7,29,234
Discount	5,77,285	22,80,802
R & D Expenses	1,07,56,842	90,23,992
Director Sitting Fee	6,77,784	4,86,117
Audit Fees	5,00,000	5,00,000
Other Expenses	28,71,624	28,47,988
	23,62,21,163	15,77,55,442
NOTE-28		
INTEREST & FINANCIAL COST		
Interest on fixed term Loan	2,330	29,741
Interest on others	45	27,93,601
Financial Charges	23,08,143	25,35,869
Interest on MSME	12,33,255	-
	35,43,772	53,59,210
NOTE-29		
DEPRECIATION		
Depreciation for the year (Ref note 3)	91,72,041	90,64,845
Less: Transferred to Revaluation reserve		
	91,72,041	90,64,845

Particulars	As on. 31.03.2020 Amount (Rs.)	As on. 31.03.2019 Amount (Rs.)
NOTE-30		
EXCEPTIONAL ITEMS		
Sales tax payment for the period 2005-06 to 2009-10	1,19,61,192	-1,67,206
Excise duty Payment from	26,59,020	
	1,46,20,212	-1,67,206
NOTE-31		
Prior Period Items		
Deffer tax on Gratuity	-	6,82,499
	-	6,82,499

NOTE-32
Segment Reporting as per Ind AS 108

In accordance with Ind AS-108 "Operating Segments" the company has only one reportable primary business segment i.e. "Chemical Manufacturing". However, the company has secondary geographical segment which is disclosed in financial statements as per Ind AS-108. Information about secondary geographical segments as per financial statements

Particulars	Amount in Lacs
Segment Revenue	
- India	2,183.86
- Outside India	3,436.43
Total	5,620.30

NOTE-33
Employee benefit obligation

Post Employment Benefit Plans

(a) **Gratuity:**

The Company provides for gratuity for employees as per the Payment of Gratuity Act,1972. Employees who are in continuous service for the period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employee last drawn salary per month computed proportionately for 15 days salary multiplied for the number of services.

Particulars	(Amount in Rupees)	
	As at March 31, 2020	As at March 31, 2019
PVO at the beginning of the Year	33,18,034	28,70,443
Interest Cost	2,02,531	2,07,820
Past Service Cost (unvested benefits)		-
Current Service Cost	3,56,551	2,34,230
Past Service Cast – Vested Benefit	-	-
Current Cost/ (Credit)	-	-
Benefits Paid	(5,63,480)	-
Actuarial (Gain) / Loss	7,26,132	5,541
PVO at the end of the Year	40,39,768	33,18,034

Recognised in Profit and loss

Particulars	As at March 31, 2020	As at March 31, 2019
Current Service Cost	3,56,551	2,34,230
Past Service Cost (non vested benefits)	-	-
Net Interest Cost	2,02,531	2,07,820
Past Service Cost – Vested Benefit	-	-
Employees' Contribution	-	-
Benefits Paid	(5,63,480)	-
Actuarial (Gain) / Loss	7,26,132	5,541
Total Expenses recognized in Profit and Loss A/c	7,21,734	4,47,591

Other Comprehensive Income for the period

Particulars	As at March 31, 2020	As at March 31, 2019
Component of actuarial gain/losses on obligation:		
Due to change in financial assumption	1,71,758	2,77,568
Due to change in demographic assumption	-	-
Due to change in experience adjustment	5,54,374	(2,72,027)
Return on plan assets excluding amounts included in interest income	-	-
Total Expenses recognized in Other Comprehensive Income A/c	7,26,132	5,541

Reconciliation of net defined benefit - Gratuity Liability

Particulars	As at March 31, 2020 ⁱⁱ	As at March 31, 2019
Net opening provisions in books of accounts	33,18,034	28,70,443
Transfer in/(out) obligation	7,26,132	5,541
Transfer in/(out) plan asset	-	-
Employee benefit expenses	5,59,082	4,42,050
Amounts recognized in Other Comprehensive Income	-	-
Benefits paid by the Company	(5,63,480)	-
Contributions to plan assets	-	-
Closing provisions in books of accounts	40,39,768	33,18,034

Funded status of the plan

Particulars	As at March 31, 2020	As at March 31, 2019
Present value of unfunded obligation	-	-
Present value of funded obligation	40,39,768	33,18,034
Fair value of plan asset	-	-
Net Liability/(Asset)	40,39,768	33,18,034

Sensitivity Analysis of Gratuity:

Particulars	Impact on defined benefit obligation(in %)	
	As at March 31, 2020	As at March 31, 2019
1% Increase in Discount rate	39,13,499	32,19,116
1% Decrease in Discount rate	41,76,558	34,24,243
1% Increase in Salary growth rate	41,28,127	33,77,643
1% Decrease in Salary growth rate	39,67,706	32,62,372

Sensitivity Analysis Method

Sensitivity analysis is performed by varying a single parameter while keeping all other parameters unchanged. Hence, the result may vary if two or more variables are changed simultaneously. It fails to focus on the interrelationship between underlying parameters. The methods used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

Following are the Principal Actuarial Assumptions used as at the Balance Sheet date :

Particulars	As at March 31, 2020	As at March 31, 2019
Discount Rate	5.47%	6.85%
Salary Escalation Rate – Management Staff	10.00%	10.00%
Turnover Rate	20.00%	20.00%
Mortality Table	IALM (2012-14) Ult	IALM (2006-08) Ult

(C) Risk Exposure

Though its defined benefit plans, the Company is expose to number of risks, the most significant of which are detailed below:

1. Acturial risk :

It's the risk that benefit will cost more than expected. This can arise due to following reasons:

- Adverse salary growth experience : salary hikes that are higher than the assumed salary escalation will result in an increase in obligation at a rate that is higher than expected.
- Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.
- Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

2. Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

3. Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company there can be strain on the cashflows.

4. Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

5. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

NOTE-34
Fair values

Fair value measurement include both the significant financial instruments stated at amortised cost and at fair value in the statement of financial position. The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value.

NOTE-35
Financial risk management objectives and policies

The risk management policies of the Company are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Management has overall responsibility for the establishment and oversight of the Company's risk management framework.

In performing its operating, investing and financing activities, the Company is exposed to the Credit risk, Liquidity risk and Market risk.

Carrying amount of financial assets and liabilities:

The following table summaries the carrying amount of financial assets and liabilities recorded at the end of the period by categories:

Particulars	Amount Rs. in thousands	
	As at March 31, 2020	As at March 31, 2019
Financial assets		
Cash and bank balances	2,55,36,679	1,69,58,569
At end of the year	2,55,36,679	1,69,58,569
Financial liabilities		
Borrowings	-	-
Other financial liabilities	52,48,052	71,03,765
At end of the year	52,48,052	71,03,765

Credit risk on financial assets

The company is engaged in business of manufacturing of Pyridine, Picoline, Cynopyridine and derivatives of the same. Bulks drugs and nutritional products are toll converted. Receivables are typically not secured by any form of credit support such as letters of credit, performance guarantees or escrow arrangements. Credit risk is the risk that counterparty will not meet its obligations under a financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks and other financial instruments.

Financial assets that are potentially subject to concentrations of credit risk and failures by counter-parties to discharge their obligations in full or in a timely manner consist principally of cash, cash equivalents and other receivables. Credit risk on cash balances with Bank are limited because the counterparties are entities with acceptable credit ratings. The exposure to credit risk for loan to related parties is limited because the related parties are entities with acceptable credit rating.

Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

Amount Rs. in thousands

Particulars	Amount Rs. in thousands	
	As at March 31, 2020	As at March 31, 2019
Borrowings	-	-
Other financial liabilities	52,48,052	71,03,765
Less: cash and cash equivalents	(2,55,36,679)	(1,69,58,569)
Net debt	(2,02,88,627)	(98,54,804)
Equity share capital	11,54,40,000	11,54,40,000
Equity component of financial instruments	18,98,95,946	14,92,59,834
Total equity		
Total member's capital	30,53,35,946	26,46,99,834
Capital and net debt	28,50,47,320	25,48,45,030
Gearing ratio (%)	(7.12)	(3.87)

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

NOTE-37**Related Party Disclosures**

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods, are:

a) List of the related party

(Amount in Rupees)

Particulars	Relationship	(% of holding)	
		As at March 31, 2020	As at March 31, 2019
Mr.Alok Gupta	Promoters	0.36%	0.36%
Mr.Anoop Gupta	Promoters	0.20%	0.20%
Dr.Atma Bandhu Gupta	Promoters	0.00%	0.00%
Avignon Chemicals Pvt Ltd	Promoters	1.27%	1.27%
Mrs.Usha Gupta	Promoters	0.00%	0.00%
Ushma Investments Pvt Ltd	Promoters	28.55%	28.55%
Vista Finance & Leasing Pvt Ltd	Promoters	34.34%	34.34%
Mr.Satish Chander Mathur	Director	0.00%	0.00%

b) Key Management Personnel of Company

Managing Director	Dr. Atma Bandhu Gupta
Whole time Director	Mr. Pankaj Khandelwal (appointed w.e.f. 29.05.2019)
Whole time Director	Mr. Pankaj Khandelwal (resigned w.e.f. 07.10.2019)
Whole time Director	Mr. Ashish Kataria (appointed w.e.f. 09.11.2019)
Independent Director	Mrs. Archana Surendra Yadav
Independent Director	Dr. Yaqoob Ali
Non-Executive Director	Mr. Bishwanath Prasad Agrawal
Chief Financial Officer	Mr. Dwarika Agrawal (appointed w.e.f. 14.08.2018)
Company Secretary	Mr. Akhilesh Gupta (appointed w.e.f. 14.08.2019)
Company Secretary	Mr. Akhilesh Gupta (resigned w.e.f. 02.01.2020)
Company Secretary	Mrs. Arti Lalwani (appointed w.e.f. 10.01.2020)
Company Secretary	Mr. Sagar Lambole (appointed w.e.f. 14.02.2019)

c) Transactions during the year with related parties

Name of the party	Nature of transactions	As at March 31, 2020	As at March 31, 2019
Dr. Atma Bandhu Gupta	Director Remuneration	52,01,295	46,86,402
Mr. Satish C Mathur	Consultancy Fees	-	11,47,500
Mr. Pankaj Khandelwal	Director Remuneration	8,43,716	-
	Director Sitting Fees		
Meeting held in Quarter 1 FY 2019-20	Director Sitting Fees	1,16,667	1,25,001
Mrs. Archana Surendra Yadav		66,666	44,445
Dr. Yaqoob Ali		5,556	Leave of Absence
Mr Laxmi Ratan Daga		-	44,445
Mr. Bishwanath Prasad Agrawal		44,445	36,111
Meeting held in Quarter 2 FY 2019-20	Director Sitting Fees	1,55,558	1,77,780
Mrs. Archana Surendra Yadav		66,668	44,445
Dr. Yaqoob Ali		44,445	44,445
Mr Laxmi Ratan Daga		-	44,445
Mr. Bishwanath Prasad Agrawal		44,445	44,445
Meeting held in Quarter 3 FY 2019-20	Director Sitting Fees	1,55,557	1,88,891
Mrs. Archana Surendra Yadav		66,667	44,445
Dr. Yaqoob Ali		44,445	44,445
Mr Laxmi Ratan Daga		-	55,556
Mr. Bishwanath Prasad Agrawal		44,445	44,445
Meeting held in Quarter 4 FY 2019-20	Director Sitting Fees	2,50,002	1,88,891
Mrs. Archana Surendra Yadav		1,05,556	44,445
Dr. Yaqoob Ali		72,223	44,445
Mr Laxmi Ratan Daga		-	55,556
Mr. Bishwanath Prasad Agrawal		72,223	44,445
Vista Organics Pvt Ltd	Conversion Charges	1215,69,985	567,82,451
	Purchase of Raw Materials	52,98,948	17,25,000
Avignon Exim Pvt Ltd	Sales	NIL	37,71,073
	Conversion Charges Income	NIL	NIL
Y-Chem Consulting Interest of Dr.Yaqoob Ali	Professional Fees	NIL	4,32,000
Sarita Agrawal - Interest of Mr. Bishwanath Prasad Agrawal	Professional Fees	4,19,000	NIL
Bishwanath Prasad Agrawal	Professional Fees	NIL	1,85,300
Alok Gupta	Professional Fees	9,00,000	-
Ushma Investments Pvt Ltd	Rent	9,00,000	9,00,000
Avignon Chemicals Pvt Ltd	Rent	9,00,000	9,00,000
Vista Finance & Leasing Pvt Ltd	Rent	9,00,000	9,00,000
Mrs.Usha Gupta	Salary	8,00,000	8,00,004

d) Balance outstanding of related parties

Name of the Party	Receivable / (Payable)	As at March 31, 2020	As at March 31, 2019
Vista Organics Pvt Ltd	Receivable / (Payable)	117,28,924	-210,49,510
Avignon Exim Pvt Ltd.	Receivable / (Payable)	-	10,49,854
Ushma Investments Pvt Ltd	Receivable / (Payable)	2,01,988	Nil
Avignon Chemical Pvt Ltd	Receivable / (Payable)	2,01,885	Nil
Vista Finance & Leasing Pvt Ltd	Receivable / (Payable)	1,99,088	Nil
Neha Consulting Agency	Receivable / (Payable)	Nil	Nil
Ascent Financial Services	Receivable / (Payable)	Nil	Nil
Mr Laxmi Ratan Daga	Receivable / (Payable)	Nil	Nil
Bishwanath Prasad Agrawal	Receivable / (Payable)	Nil	Nil
Dr. Atma Bandhu Gupta	Receivable / (Payable)	Nil	Nil
S. C. Mathur	Receivable / (Payable)	Nil	1,44,423
Y-Chem Consulting	Receivable / (Payable)	Nil	2,95,000

e) Key Management Personnel Compensation

Particulars	As at March 31, 2020	As at March 31, 2019 ⁱⁱ
Post-employment benefits		
Short-term employee benefits		
Mr. Akhilesh Gupta (Company Secretary)	2,77,445	-
Mr. Dwarika Agrawal (Chief Financial Officer)	12,58,068	10,70,669
Mrs. Arti Lalwani	66,936.00	
Mr. Sagar Lambole	1,78,428.00	74,799.00
Total	17,80,877	10,70,669

NOTE-38

Contingent Liabilities

Particulars	Guarantees excluding financial guarantees	
	As at March 31, 2020	As at March 31, 2019
Bank Guarantee issued by banks on behalf of the Company against lien of fixed deposit receipts:	20,00,000	44,10,855
Sales Tax Demand against which the company has filed appeal for the AY 2005-06 to AY 2009-10 for which Appeal Order Pass on 10/07/2017 that the assessment order pass by the assessing authority is set-aside. The case is remanded back to Deputy Commissioner of Sales Tax Palghar for fresh assessment under sub-section 7 of section 23 of the CST Act 1956. which was completed and get the copy of assessment.	NIL	-
Letter of Credit Outstanding	253,38,880	96,76,144
Claim against the company by a customer but not admitted. The outcome of the same is pending in City Civil Court, Mumbai. Pending the outcome the same is considered as contingent liability in the current year.	33,63,214	33,63,214
Common input matter of INH CESTATE pending before Additional Commissioner of CGST & Central Excise. The same is completed by getting the benefit of Subka Vikash Scheme	NIL	63,81,962
Common input matter of INH CESTATE pending before Additional Commissioner of CGST & Central Excise. The same is completed by getting the benefit of Subka Vikash Scheme	NIL	32,23,501
Total	307,02,094	270,55,676

NOTE-39

Capital Commitments

- a) Capital expenditure contracted at the end of the reporting period but not recognised as liability is as follows : There were no capital liability yet to be recognized
- b) The Company had cancellable operating leases which expired as on 31st March'21.

NOTE-40

Earning per Share

Particulars	As at March 31, 2020	As at March 31, 2019
Basic Earning Per Share		
Profit/(Loss) attributable to Equity shareholders	545,53,015	320,42,075
Weighted average number of equity V shares	115,44,000	115,44,000
Face value per Share	10	10
Basic Earnings Per Share(in Rs.)	4.73	2.78
Diluted Earnings per Share (in Rs.)	4.73	2.78

Note 41

Events Occuring After the Balance Sheet Date

No subsequent event has been observed which may required an adjustment to the statement of financial position.

As per our report of even date attached
For **V.R.Bhabhra & Co**
Firm Registration No. 112861W
Chartered Accountants

CA Vimal R Bhabhra
Partner
Membership No.046043
Place : Mumbai,
Dated July 21, 2020

For & on behalf of the Board
For **RESONANCE SPECIALTIES LIMITED**

Dr. A B GUPTA
Managing Director
DIN: 00025255

Ms. Archana Yadav
Director
DIN:07335198

Mrs. Arti Lalwani
Company Secretary

CA. Dwarika Agrawal
Chief Financial Officer

BY COURIER

If undelivered please return to:



Resonance Specialties Limited

301, Evershine Mall, Chincholi Bunder Junction, Off Malad Link Road, Malad (W) Mumbai-400064
Tel.: +91 (22) 4217 2222 Email : info@resonancesl.com | Website : www.resonancesl.com