

**Annual Secretarial Compliance Report of Resonance Specialties Limited**  
**for the year ended March 31, 2023**

**To,**

**Resonance Specialties Limited.**

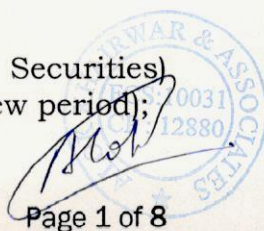
Plot No. 54D, Kandivali Industrial Estate,  
Kandivali West, Mumbai 400067.

We, Alok Khairwar & Associates Company Secretaries have examined:

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

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ("SEBI ACT") and the Regulations, circulars, guidelines issued there under; and
- ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");
- iii. The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-
  - a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the audit period);
  - c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period);

  
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e. Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period);

f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable during the review period);

g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

h. Securities and Exchange Board of India (Depositories and Participant) Regulations 2018;

i. any circulars/guidelines issued there under;

and based on the above examination, We hereby report that, during the Review Period.

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

Sr. no	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company	Management Response
1	Regulation 74(5) of the SEBI [Depositories and Participants) Regulations,	Regulation 74(5) of the SEBI [Depositories and Participants) Regulations, 2018	Company has submitted the Certificate under Regulation 74(5) of the SEBI [Depositories and	N.A	N.A	Company has submitted the Certificate under Regulation 74(5)	N.A	Company has submitted the Certificate under Regulation	N.A



	2018 i.e. Processing of Demat requests form by Issuer/ RTAs within fifteen days from the end of the quarter		Participa nts) Regulatio ns, 2018 for the Quarter ended Decembe r 31, 2022, 2 days delay on BSE			of the SEBI [Depos itories and Partici pants) Regula tions, 2018 for the Quart er ended Decem ber 31, 2022, 2 days delay on BSE		n 74(5) of the SEBI [Dep osito ries and Parti cipan ts) Regu latio ns, 2018 for the Quar ter ende d Dece mber 31, 2022 , 2 days delay on BSE	
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(b) The listed entity has maintained proper records under the provisions of the above regulation and circulars/ guidelines issued there under insofar as it appears from our examination of those records.

(c) The listed entity has taken the following actions to comply with the observations made in previous report: There was no observation made in previous report for the financial year ended March 31, 2022:

Sr. no	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Compa	Management Response

					<b>Warning, etc.)</b>			<b>ny</b>	
-	Not Any	N.A	Not Any	Not Any	Not Any	Not Any	Nil	Not Any	N.A

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

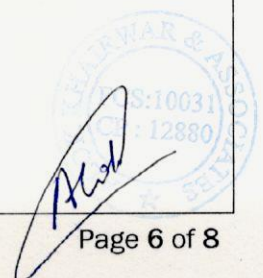
Further to the matter and as advised in the BSE Notice No. 20230316-14 dated 16th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the parts of ongoing Annual Secretarial Audit Report -

Sr. no	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1	<b>Secretarial Standard</b>  The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None
2	<b>Adoption and timely updation of the Policies:</b>  • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company.  • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes	None
3	<b>Maintenance and disclosures on Website:</b>	Yes	None

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


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	start of every financial year as prescribed in SEBI Regulations.		
8	<p><b><u>Related Party Transactions:</u></b></p> <ul style="list-style-type: none"> <li>The Company has obtained prior approval of Audit Committee for all Related party transactions.</li> <li>In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee</li> </ul>	Yes	The Company has obtained prior approval of Audit Committee for all related party transactions.
9	<p><b><u>Disclosure of events or information:</u></b></p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The Company is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	Initially Company started maintaining required digital database in the excel format. However, to strengthen it further, Company had implemented a server based tool, wherein required data containing the nature of unpublished price sensitive information is maintained.
11	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock</p>	Yes	None



	Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		
12	<p><b>Additional non-compliances, if any:</b></p> <p>No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.</p>	Yes	None

**For Alok Khairwar & Associates  
Company Secretaries**

  
(Alok Khairwar)  
Proprietor  
FCS No: 10031  
C.P.No:12880  
P.R. No.: 1761/2022  
UDIN: F010031E000247257

Place: Mumbai  
Date: May 03, 2023

**To,**

**Resonance Specialties Limited.**

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

**Subject: Annual Secretarial Compliance Report for the Financial Year  
2022-23.**

**Dear Sir,**

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

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

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

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

**For Alok Khairwar & Associates  
Company Secretaries**

  
(Alok Khairwar)

Proprietor

FCS No: 10031

C. P. No: 12880

P.R. No.: 1761/2022

UDIN: F010031E000247257

Place: Mumbai

Date: May 03, 2023