



Resonance Specialties Limited

Regd. Office: Plot No. 54-D, Kandivli Industrial Estate, Kandivali (W) Mumbai - 400067, India
Tel: +91-22-6857 2827/6210 6053 Fax: +91-22-28688544 E-mail: info@resonancesl.com
Website : www.resonancesl.com CIN: L25209MH1989PLCO51993 GST:27AAACA9590Q1ZW

THRU ONLINE FILING

May 21, 2025

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

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

Dear Sir,

Pursuant to Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015, we are enclosing herewith a certified copy of the Annual Secretarial Compliance Report for the period ended March 31, 2025 under Regulation 24A issued by M/s. Alok Khairwar and Associates, Company Secretaries.

Kindly take the above on record.

Thanks & Regards,

For Resonance Specialties Limited

**Vaibhavi Rajeshirke
Company Secretary
ACS 72229**

Encl:a/a

Annual Secretarial Compliance Report of Resonance Specialties Limited for the year ended March 31, 2025

**To,
Resonance Specialties Limited.**

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

I, Alok Khairwar & Associates Company Secretaries have examined:

- a) all the documents and records made available to me 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, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 ("SEBI ACT") and the Regulations, circulars, guidelines issued there under; and
 - ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");
 - iii. The specific Regulations (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-
 - a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as Listing Regulation):
 - b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (The provisions of the said regulations are not applicable to the Listed Entity during the review 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; (The provisions of the said regulations are not applicable to the Listed Entity during the year review period);
- e. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; (The provisions of the said regulations are not applicable to the Listed Entity during the review period);
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. (The provisions of the said regulations are not applicable to the Listed Entity during the review period);
- g. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. The Securities and Exchange Board of India (Depositories and Participant) Regulations 2018;
- i. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulation, 2013. (The provisions of the said regulations are not applicable to the Listed Entity during the review period).
- j. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (The provisions of the said regulations are not applicable to the Listed Entity during the review period.)
- k. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006

l. any circulars/guidelines issued there under;

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

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



Sr. No	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company	Management Response
1	Clarification on significant price movement under Regulation 30 of SEBI (LODR) Regulations, 2015	Regulation 30 of SEBI (LODR) Regulations, 2015	Nil	BSE Ltd	Clarification	Significant movement in price of securities without corresponding announcement	Nil	The Company responded within prescribed time and complied with disclosure obligations	The Company clarified that there were no material events or information requiring disclosure and that it is in compliance with SEBI (LODR) Regulations, 2015

(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 reports:

S r. n o	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company	Management Response
1	Regulation 47(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 47(3)	Delay in submission of newspaper advertisement of financial results	Not Applicable	Not Applicable	Three days' delay in submission of newspaper advertisement cutting of unaudited financial results for the quarter ended September 30, 2023.	N.A	The Company submitted the financial results to the stock exchange on time and published the same in newspapers within the prescribed timeline. However	The Company has taken note of the lapse and has implemented internal checks to ensure timely compliance in futur

								, there was a delay in submission of the newspaper advertisement cutting to the stock exchange. No action has been initiated or taken by the stock exchange in this regard.	e. There has been no recurrence of the same during the year under review.
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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	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118 (10) of the Companies Act, 2013	Yes	The listed entity has duly complied with the SS issued by the ICSI.

	and mandatorily applicable		
2	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	The listed entity has updated all applicable policies under SEBI Regulations and the same are in conformity with SEBI Regulations and has been reviewed.
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	The listed entity has maintained fully functional website https://www.resonancesl.com/ and disclosures are made in compliance with the requirements
4	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <ul style="list-style-type: none"> Identification of material subsidiary companies; Requirements with respect to disclosure of material as well as other subsidiaries 	NA	The listed entity does not have any subsidiary.

6	<p><u>Preservation of Documents:</u> The listed entity 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	As per the confirmations given by the listed entity, and on our test check basis, listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records is as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations.
7	<p><u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations.
8	<p><u>Related Party Transactions:</u></p> <ul style="list-style-type: none"> • The listed entity has obtained prior approval of Audit Committee for all Related party transactions. • In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee. 	Yes	The listed entity has obtained prior approval of Audit Committee for all related party transactions.
9	<p><u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits</p>	Yes	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015

	prescribed thereunder.		within the time limits prescribed there under.
10	<p><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	The listed entity has duly complied with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	Yes	No actions has been taken against Company/its Promoters/ Directors/Subsidiaries either by SEBI or Stock exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed There were no entity or any of its material subsidiaries during the financial NA such transactions year, the listed entity and/ or its material subsidiary(ies) has during the review / have complied with paragraph 6.1 and 6.2 of section V-D period. of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	No such instances during the review period

13	Additional non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	None
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For Alok Khairwar & Associates

Company Secretaries

Alok Omprakash Khairwar
Digitally signed by Alok Omprakash Khairwar
 Date: 2025.04.29 15:48:29 +05'30'

(Alok Khairwar)

Proprietor

FCS No: 10031

C.P.No:12880

P.R. No.: 1761/2022

UDIN: F010031G000229789

Place: Mumbai

Date: April 29, 2025

To,
Resonance Specialties Limited.
Plot No. 54D, Kandivali Industrial Estate,
Kandivali West, Mumbai 400067.

Sub.: Annual Secretarial Compliance Report for the Financial Year 2024-25.

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
Omprakash
Khairwar

Digitally signed by Alok
Omprakash Khairwar
Date: 2025.04.29
15:48:56 +05'30'

(Alok Khairwar)

Proprietor

FCS No: 10031

C. P. No: 12880

P.R. No.: 1761/2022

UDIN: F010031G000229789

Place: Mumbai

Date: April 29, 2025