

April 09, 2021

DCS-CRD BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023 Fax No.2272 3121/2037/2039 Stock Code: 543213	Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No.C/1, 'G'Block Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No.2659 8237/8238 Stock Code: ROSSARI
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Dear Sir/Madam,

Sub: Report on Corporate Governance for the quarter and year ended March 31, 2021

Pursuant to Regulation 27 (2) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith Compliance Report on Corporate Governance for the quarter and year ended March 31, 2021.

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,
Yours Sincerely,

Thanking You,
For Rossari Biotech Limited



Parul Gupta
Company Secretary & Compliance Officer
Membership No.: A38895

Encl.: as above

ROSSARI BIOTECH LIMITED
(An ISO 9001:2015 & 14001:2015 Certified Company)

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Factory : Plot No. 10 & 11, Survey No. 90/1/10 & 90/1/111/1, Kumbharwadi, Village Naroli, Dadra & Nagar Haveli (U.T.), Silvassa - 396 235. India. T 0260 - 669 3000
E info@rossarimail.com W www.rossari.com CIN: L24100MH2009PLC194818

ANNEXURE A
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity **Rossari Biotech Limited**
2. Quarter ending **31-03-2021**

Title (Mr./Ms.)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/ Non-Executive/independent / Nominee)	Initial Date of Appointment	Date of Re-Appointment	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulation s]	Date of passing special resolution	Date of Cessation	Tenure (in months)	Date of Birth	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Edward Menezes	AAGPM5575L	00149205	Executive Director	10-08-2009	26-09-2019	NA	--	--		31-10-1960	1	Nil	Nil	Nil
Mr.	Sunil Chari	AAEPC7152K	00149083	Managing Director - Executive Director	10-08-2009	26-09-2019	NA	--	--		05-12-1965	1	Nil	2	Nil
Ms.	Meher Castelino	AAEPC8784B	07121874	Non-Executive - Independent Director	04-07-2018	29-09-2018	Yes	21-02-2020	--	32	06-07-1944	2	2	1	1
Mr.	Goutam Bhattacharya	AADPB5276E	00917357	Non-Executive - Independent Director	06-12-2018	30-09-2019	NA	--	--	27	12-11-1947	1	1	1	1
Mr.	Aseem Dhru	ACLPD2638J	01761455	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	--	--	16	07-04-1970	1	1	Nil	1
Mr.	Robin Banerjee	AADPB5755E	00008893	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	--	--	16	20-08-1955	3	2	3	Nil
Mr.	Sharabh Pachory	AEGPP3804F	08577249	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	--	--	16	30-07-1960	1	1	Nil	Nil
Whether Regular Chairperson appointed						Yes									
Whether Chairperson is related to Managing Director or CEO						No									
Whether Chairperson is related to Promoter						Yes									
II. Composition of Committees															
Name of Committee		Name of Committee members		Chairperson/ Membership	Category (Chairperson/Executive/ Non-Executive/ independent/Nominee)		Date of Appointment		Date of Cessation						
1. Audit Committee		Aseem Dhru		Chairperson	Non- Executive-Independent Director		12-11-2019		--						
		Goutam Bhattacharya		Member	Non- Executive-Independent Director		12-11-2019		--						
		Sunil Chari		Member	Managing Director-Executive Director		12-11-2019		--						
Whether Regular Chairperson appointed		Yes													
2. Nomination & Remuneration Committee		Robin Banerjee		Chairperson	Non- Executive-Independent Director		12-11-2019		--						
		Sharabh Pachory		Member	Non- Executive-Independent Director		12-11-2019		--						
		Meher Castelino		Member	Non- Executive-Independent Director		12-11-2019		--						
Whether Regular Chairperson appointed		Yes													
3. Risk Management Committee		Sunil Chari		Chairperson	Managing Director-Executive Director		23-01-2021		--						
		Robin Banerjee		Member	Non- Executive-Independent Director		23-01-2021		--						
		Goutam Bhattacharya		Member	Non- Executive-Independent Director		23-01-2021		--						
		Manikantan Viswanathan		Member	Group-Chief Financial Officer		23-01-2021		--						
Whether Regular Chairperson appointed		Yes													
4. Stakeholders Relationship Committee		Goutam Bhattacharya		Chairperson	Non- Executive-Independent Director		12-11-2019		--						
		Meher Castelino		Member	Non- Executive-Independent Director		12-11-2019		--						
		Sunil Chari		Member	Managing Director-Executive Director		12-11-2019		--						
Whether Regular Chairperson appointed		Yes													
5. Corporate Social Responsibility Committee		Meher Castelino		Chairperson	Non-Executive - Independent Director		12-11-2019		--						
		Goutam Bhattacharya		Member	Non-Executive - Independent Director		12-11-2019		--						
		Edward Menezes		Member	Executive Director		12-11-2019		--						
Whether Regular Chairperson appointed		Yes													

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III. Meeting of Board of Directors						
Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)		
24-10-2020	Yes	7	5	-		
23-01-2021	Yes	7	5	90		
23-03-2021	Yes	7	5	58		
IV. Meeting of Committees						
Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	No. of Directors present*	Number of Independent Directors Present*	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	23-01-2021	Yes	3	2	24-10-2020	91
Nomination & Remuneration Committee	Nil	-	-	-	24-10-2020	-
Risk Management Committee	27-03-2021	Yes	3	2	-	-
Stakeholders Relationship Committee	23-01-2021	Yes	3	2	-	-
Corporate Social Responsibility Committee	Nil	-	-	-	-	-
V. Related Party Transactions		Compliance status (Yes/No/NA)				
Subject						
Whether prior approval of audit committee obtained		Yes				
Whether shareholder approval obtained for material RPT		NA				
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes				
Note						
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.						
2 If status is "No" details of non-compliance may be given here.						
VI. Affirmations						
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.						
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015						
a. Audit Committee						
b. Nomination & remuneration committee						
c. Stakeholders relationship committee						
d. Risk management committee (applicable to the top 500 listed entities)						
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.						
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.						
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.						

For Rossari Biotech Limited

Parul Gupta
Company Secretary
 Membership No.: A38895

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ANNEXURE II
ANNUAL COMPLIANCE REPORT ON CORPORATE GOVERNANCE

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance Status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
New name and the old name of the listed entity	NA
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained	NA
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Whether company has provided information under separate section on its website as per Regulation	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes

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Particulars	Regulation Number	Compliance Status
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	NA
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: Yes		

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ANNEXURE III

I Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA

For Rossari Biotech Limited

Parul Gupta
Company Secretary
Membership No.: A38895

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