

ROSSARI BIOTECH LIMITED

CIN: L24100MH2009PLC194818

Registered Office: 201 A - B, 2nd Floor, Akruti Corporate Park, L.B.S Marg,
Next to GE Gardens, Kanjurmarg (W), Mumbai - 400078.

Website: www.rossari.com; Email: info@rossari.com; Tel.: +91 22 6123 3800

Notice

Notice is hereby given that the 13th Annual General Meeting (“AGM”) of the Members of Rossari Biotech Limited will be held on Friday, 15th July, 2022 at 11:00 A.M. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the following Business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (including the consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To declare a Dividend of ₹ 0.50/- (25 %) per Equity Share of the Face Value of ₹ 2/- each for the Financial Year ended 31st March, 2022.

3. Appointment of Mr. Edward Menezes (DIN:00149205) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Edward Menezes (DIN: 00149205), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Continuation of directorship of Mr. Goutam Bhattacharya (DIN : 00917357), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (“**the Act**”) and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and as per the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Goutam Bhattacharya (DIN : 00917357), on the Board of the Company notwithstanding his attaining the age of Seventy-Five (75) years on 12th November, 2022, as a ‘Non-Executive, Independent Director’ of the Company, to hold office for his remaining term.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

5. Alteration/Deletion of Main and Other Object Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (“**The Act**”) and the other applicable provisions of the Act and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

A. Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE’.

B. The existing Main Objects of Clause III (A) (1) be deleted and in its place the following clause No. 1 be inserted:

1. To carry on business, in India and abroad, of manufacturers, processors, suppliers, distributors, trader, developer, importers, exporters, consultant, indenter, and agents and/or otherwise dealers, in fine and specialty chemicals, industrial and pure chemicals, organic and inorganic chemicals, and allied products, Industrial and institutional cleaning chemicals and equipment, polymer based chemicals, perfumes, flavours, pure drug solvents, dyes and drug intermediates, cosmetics,

insecticides, pesticides, heavy chemicals, alkalis, acids, gases, enzymes, textile auxiliaries, applications and products of biotechnology, surface active agents, silicone, nano-tech products, industrial preparations, chemicals for plastic, metals & metal based salts, polyester and other resins, pigment, varnishes, inks, paints, alcohols, sanitizer, quaternary ammonium compounds, dyes and colours, agrochemicals, pharmaceuticals, petrochemicals and all types and kinds of chemicals and, naphthenic and paraffinic products including base oils, institutional products, consumer products, biotechnology products and animal health & nutrition products, pet care products and all kinds of pharmaceutical & agro chemical products.

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Table A of the Schedule I of the Act, approval of the Members of the Company be and is hereby accorded for alteration in the Memorandum of Association of the Company, by merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause III (C) – ‘Other Objects’ with Clause III (B) – ‘Objects Incidental or Ancillary to the attainment of the Main Objects’ and consequently changing the object numbering as may be appropriate.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) - MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are :

RESOLVED FURTHER THAT the existing Clause III (C)– Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

6. Material Related Party Transaction(s) with Unitop Chemicals Private Limited

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

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), as recommended by the Audit Committee of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Unitop Chemicals Private Limited (“UCPL”), a Subsidiary Company of Rossari Biotech Limited (“Company”) and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and UCPL, for an aggregate value of up to ₹ 2,080 million (Rupees Two Thousand and Eighty Million Only) to be entered during Financial Year 2022-23, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

7. Ratification of remuneration payable to M/s. R. Shetty & Associates, Cost Auditors of the Company

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

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and as per the recommendation of the Audit Committee, the Board of Directors of the Company appointed M/s. R. Shetty & Associates, Cost Accountants (Firm Registration No.:101455), to conduct cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the Financial Year ending 31st March, 2023 on a remuneration of ₹ 1,00,000/- (Rupees One Lakhs only) per annum plus Tax as applicable, and reimbursement of out of pocket expenses incurred by M/s. R. Shetty & Associates in connection with aforesaid Audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

By order of the Board of Directors,
For **Rossari Biotech Limited**

Parul Gupta

Company Secretary & Compliance Officer
Membership No.: A38895

Date: 21st June, 2022

Place : Mumbai

Registered Office:

201 A-B, 2nd Floor, Akruiti Corporate Park,
L.B.S Marg, Next to GE Gardens,
Kanjurmarg (W), Mumbai - 400 078, India.
CIN: L24100MH2009PLC194818

Notes

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (hereinafter referred as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations") permitted the holding of the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
4. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In line with the Circulars, the Annual Report for the Financial Year 2021-22 including Notice of the 13th AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at www.rossari.com and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of Link Intime India Private Limited ("LI IPL") at <https://instavote.linkintime.co.in>.
6. Institutional / Corporate Members (i.e. other than individuals/ HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution /Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to sanjayrd65@gmail.com with a copy marked to instameet@linkintime.co.in and investors@rossari.com Such Corporate Members are requested to refer 'General Guidelines for Members provided in this notice, for more information.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote
8. The SEBI has mandated the submission of the Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant (s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, LI IPL.
9. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
10. Members who wish to obtain any information on the Company or view the Financial Statements for the Financial Year ended 31st March, 2022 can send their queries at investors@rossari.com at least 7 (Seven) days before the date of 13th AGM. The same will be replied by/on behalf of the Company suitably.
11. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of LI IPL for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if/ they have been passed at the AGM.
13. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialise the shares with their Depository Participant.

14. The Register maintained under Section 170 and under Section 189 of the Act and the Certificate under the SEBI (Share Based Employee Benefits) Regulations, 2014, will be available electronically for inspection by the members during the AGM.
- Further, all the documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e. 15th July, 2022. Members seeking to inspect such documents can send an email to investors@rossari.com
15. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
16. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
17. The Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date on Friday, 8th July, 2022, may cast their vote by remote e-voting. The remote e-voting period commences on Tuesday, 12th July, 2022 at 09:00 A.M. (IST) and ends on Thursday, 14th July, 2022 05:00 P.M. (IST). Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS

Remote e-voting Instructions for Members are as under:

Pursuant to SEBI circular dated 9th December, 2020 on e-voting facility, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. • Upon Logging in you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name i.e. LINKINTIME and you will be redirected to “Instavote” website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME .	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in.</p> <p>➤ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p>Note:</p> <ol style="list-style-type: none"> 1. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above 2. Shareholders holding shares in NSDL form, shall provide ‘D’ above <p>➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>➤ Click “confirm” (Your password is now generated).</p> <ol style="list-style-type: none"> 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. 8. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote

Type of Shareholders	Login Method
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:	<p>2. Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'</p> <ul style="list-style-type: none"> • Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'. • In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address. • Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. • The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:	<ul style="list-style-type: none"> • Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website. <p>Note:</p> <ul style="list-style-type: none"> ➤ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. ➤ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. ➤ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event". ➤ User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
Institutional Shareholders:	<p>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LI IPL at https://instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutiniser to verify the same.</p>

Helpdesk

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

1. Helpdesk for Individual Shareholders holding securities in **Demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

2. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

B. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Instructions for Members for Joining the Meeting are as under:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in/>

Select the “**Company**” and ‘**Event Date**’ and register with your following details:

a) **Demat Account No. or Folio No:**

Manner of holding shares	Your User ID
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
For Members who holds shares in physical form	Folio Number registered with the Company

b) **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

c) **Mobile No.:** Enter your mobile number.

d) **Email ID:** Enter your email id, as recorded with your DP/ Company.

Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeet website.

2. Instructions for Shareholders/ Members to Speak during the AGM through InstaMeet:

a) The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@rossari.com from Friday, 8th July, 2022 (9:00 A.M. IST) to Monday, 11th July, 2022 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

b) Members will get confirmation on first cum first basis.

c) Members will receive “speaking serial number” once they mark attendance for the meeting.

d) Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

e) Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for the speaker.

3. Instructions for Shareholders/ Members to Vote during the AGM through InstaMeet:

- a) Once the electronic voting is activated by the scrutiniser/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e- voting can cast the vote as under:
 - On the Members VC page, click on the link for e-voting “Cast your vote”
 - Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.
 - After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
 - Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cutoff date under ‘Favour/ Against’.
 - After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
 - Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently

Note: Shareholders/ Members, who will be present in the AGM through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

- b) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- c) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- d) Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- e) In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or call on the Toll Free No.: 022- 49186175.

4. Guidelines to attend the AGM proceedings of LI IPL, InstaMeet:

For a smooth experience of viewing the AGM proceedings of LI IPL InstaMeet, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link [https://www.webex.com/ downloads. html/](https://www.webex.com/downloads.html)
or
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

 - If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
 - If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.
 - Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now
- c) The Members can join the AGM in the VC/ OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice in points given below. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Shareholders on ‘first come first serve’ basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.

C. DIVIDEND RELATED INFORMATION

The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 9th July, 2022 to Friday, 15th July, 2022 (both days inclusive) for the purpose of the AGM of the Company.

1. The Board of Directors has recommended a Final Dividend of Re. 0.50/- (25%) per equity share of face value of Rs. 2 each for the Financial Year ended 31st March, 2022 subject to approval of the Members at the ensuing AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after Thursday, 21st July, 2022 as under:
 - a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of the close of business hours on Friday, 8th July, 2022.
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Friday, 8th July, 2022.
2. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend Warrants / Demand Drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.
3. To avoid loss of Dividend Warrants/Demand Drafts in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH).
4. Procedure for registration of e-mail address and bank details by shareholders:
 - a) For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Private Limited by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the Email Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to Link Intime India Private Limited, Registrar and Transfer Agent (“RTA”) at rnt.helpdesk@linkintime.co.in.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.
 - b) For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
 - c) Registration of Bank Details for Demat shareholders:

Members holding shares in electronic forms are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are advised only to the respective Depository Participant of the Members.
 - d) Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their bank details can get the same registered with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the Email/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholder’s name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.
 - e) Registration of email id for shareholders holding shares in physical form:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their

e-mail addresses may get their e-mail addresses registered with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the Email / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

5. Communication in respect of deduction of tax at source on Final Dividend payout.

For all Shareholders:

- i. Dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at prescribed rates in the Income Tax Act, 1961. In general, no tax will be deducted on payment of dividend to category of members who are resident individuals (with valid PAN details updated in their folio/client ID records) and the total dividend amount payable to them does not exceed ₹ 5,000/-. Members not falling in the said category, can go through the detailed note with regard to applicability of tax rates for various other categories of members and the documents that need to be submitted for nil or lower tax rate, which has been provided on the Company's website at <https://www.rossari.com/wp-content/uploads/2022/06/Detailed-note-on-Deduction-of-Tax-at-source-on-Dividend.pdf>
- ii. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline.
- iii. Please note that the upload of documents (duly completed and signed) on the website of Link Intime India Private Limited, should be done on or before Record date for the dividend in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. All communication received upto Thursday, 30th June, 2022 at 06:00 P.M. on the tax determination/ deduction shall be considered for the dividend.
- iv. Shareholders may note that in case the tax on said Final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible. No claim shall lie against Company for any taxes deducted by the Company.
- v. All communications/ queries in this respect should be addressed to our RTA, LIPL to its email address Rossaribiodivtax@linkintime.co.in
- vi. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any tax proceedings.
- vii. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

D. GENERAL GUIDELINES FOR MEMBERS

1. The Company has appointed Mr. Sanjay Dholakia, Company Secretary (Membership No. F2655) of Sanjay Dholakia & Associates, Company Secretaries as the Scrutiniser to scrutinise the remote e-voting process and voting during the AGM in a fair and transparent manner.
2. As per the provisions of Section 72 of the Act, facility for making nomination is available for the members in respect of shares held by them. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
3. The Scrutiniser shall submit his consolidated report to the Chairman within 48 hours from the conclusion of the AGM. The results declared along with the Scrutiniser's Report shall be communicated to the BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, where the shares of the Company are listed and shall be placed on the Company's website www.rossari.com and on the website of share transfer agent, LIPL <https://instavote.linkintime.co.in> immediately after the result is declared by the Chairman or any other person authorised by the Chairman.
4. Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically.

5. Members must quote their Folio No. / Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company's Registrar and Share Transfer Agent, LI IPL.
6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
7. The voting rights of shareholder shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 8th July, 2022
8. In case a person has become a Member of the Company after sending of AGM Notice but on or before the cut-off date for e-voting i.e., on Friday, 8th July, 2022, he/ she may obtain the User ID through writing an email to enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.
9. In case the email address is not registered with the Company / Depository Participant / RTA, please follow the process of registering the same as mentioned below:

Physical Holding	Send a request to Registrar and Transfer Agents of the Company, Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in giving details of Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address. Please send your bank detail with original cancelled cheque to our RTA (i.e. Link Intime India Private Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (W) Mumbai 400083 along with letter mentioning folio no. if not registered already.)
Demat Holding	Please contact your Depository Participant (DP) to register/ update your email address and bank account details.

10. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the AGM.
11. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The remote e-voting module shall be disabled by LI IPL for voting 15 minutes after the conclusion of the Meeting.

STATEMENT ANNEXED TO THE NOTICE SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

In respect of Item No. 4

Mr. Goutam Bhattacharya (DIN: 00917357), 74 years, is Non-Executive, Independent Director of the Company. The Members of the Company, at their Annual General Meeting held on 30th September, 2019, had granted approval for his appointment as Non-Executive, Independent Directors of the Company for a term of 5 (Five) years, w.e.f. 6th December, 2018 upto 5th December, 2023, not liable to retire by rotation.

Mr. Bhattacharya will be attaining the age of 75 years on 12th November, 2022 and in view of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Brief Profile:

Mr. Goutam Bhattacharya holds a bachelor's degree in Science (Chemistry) and has done post-graduation in Management Studies from the Indian Institute of Management (IIM), Ahmedabad.

Mr. Bhattacharya has over 50 years of experience in the Specialty Chemicals Industry in India and at an International level. He was previously associated with Pulcra Chemicals India Private Limited as the Managing Director. He started his career with BASF India Limited.

Justification for his continuation as Non-Executive, Independent Directors on the Board of the Company is as under:

Mr. Bhattacharya brings over 5 decades of experience in Specialty Chemicals Industry in India and Internationally. He is an active member of the Board and the Board Committees of which he is a member. He brings independent judgement on the Board of the Company and his continued association will be valuable and positive. With his expertise, skills and knowledge for a chemical industry, he articulates and provides his valuable guidance and inputs in all matters pertaining to the business of the Company. Mr. Bhattacharya is physically fit and current with finance and business matters.

Based on his exceptional experience and active participation in the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of Mr. Goutam Bhattacharya as "Independent Directors" of the Company. The aforementioned Non-Executive Independent Director fulfill all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from him that he has met the criteria of independence as prescribed under the Act and Listing Regulations, presently applicable. Further, he has also confirmed that he is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013.

A brief resume of Mr. Goutam Bhattacharya the nature of his expertise in specific functional areas, names of the companies in which he is holding Directorships, Committee Memberships / Chairmanships, his shareholding etc. are separately annexed in terms of Regulation 36(3) of the Listing Regulations.

The Board, recommends passing of this Special Resolution as set out at Item No. 4 of this Notice, for your approval.

Except Mr. Goutam Bhattacharya, None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 4 of the Notice.

In respect of Item No. 5

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities. The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The "Main Object" clause of the Memorandum of Association ("MOA") of the Company is being amended by deletion of Clause III (A) and with insertion of New Clause III (A).

Further, the Companies Act, 2013, has prescribed a new format of MOA for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging appropriate and relevant Objects under Clause III (C) – 'Other Objects' with Clause III (B) – 'Objects Incidental or Ancillary to the attainment of the Main Objects' and also to rename Clause III (B) of the Object Cause as MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are: and numbering appropriately. This will result in the existing clause III (C) – Other objects of the MOA of the Company to be deleted in its entirety. Further in keeping with

the amendments as introduced by the Companies Act 2013 the Main Objects clause of the MOA of the Company, Clause III(A) is accordingly to be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'

The Board at its meeting held on 19th May, 2022 has approved amendment and alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of Members through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board, recommends passing of this Special Resolutions as set out at Item No. 5 of this Notice, for your approval.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 5 of the Notice.

In respect of Item No. 6

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 1st April, 2022, states that all Related Party Transaction ('RPT') with an aggregate value exceeding ₹ 1,000 Crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, being a material related party transaction, shall require approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the respective companies and on arm's length basis.

The transactions by Rossari Biotech Limited ("Rossari / the Company") with Unitop Chemicals Private Limited ("UCPL"), for Financial Year 2022-23 are estimated to be ₹ 2,080 million (Rupees Two Thousand and Eighty million only) and this amount exceeds the threshold of 10% of annual consolidated turnover of the Company, one of the criteria prescribed above in the amended definition of Material Related Party Transactions and therefore, it is a Material Related Party Transactions. Accordingly, it requires approval of the Company by way of passing of an Ordinary Resolution.

Background, details and benefits of the transaction :

UCPL is a subsidiary of the Company is mainly engaged in the business of manufacturing of surfactants, emulsifiers and specialty chemicals, with a production capacity of 86,000 MTPA UCPL is one of the prominent market leader in Non-ionic and Specialty Blended Surfactants. Along with the other surfactants, ethoxylates and propoxylates are a major category of surfactants and make up the key components of many textiles, homecare and personal care formulations of the Company. They are also used in the manufacture of performance enhancing polymers. UCPL has a product range that falls within the Company's four pillars of chemistry (surfactants, acrylics, silicones and enzymes), which gives Company synergies for manufacturing and marketing that can be high value accretive in the long run.

With the vision of integration of UCPL in Rossari Group, along with the other subsidiaries, your Company anticipates higher operating levels, which will necessitate an increase in the value of transactions of purchase and sale of goods and services with its subsidiaries. Rossari purchases various materials and products from UCPL, including ethoxylates and propoxylates and other surfactants, various export benefit license etc. Rossari also sells goods to UCPL. Further, Rossari avails various services from UCPL for business purpose in area where UCPL has requisite expertise and infrastructure. Also, UCPL avails various services from Rossari in the area of consultancy, IT assets, infrastructure and other services for business purpose. With this view and to achieve the vision of the group in the long run, the Company has entered into/ is proposing to enter into related party transactions with UCPL including following operational transactions during the Financial Years 2022-23:

- Purchase and Sale of Goods, Services including consultancy, business auxiliary, marketing and job working;
- Infrastructure and Resources Sharing including human resources, offices and Reimbursement of expenses paid/ received, etc.;
- Purchase and sale of fixed assets, forming part of business strategy.*

*not construing an undertaking as per the provisions of the Act and/or Listing Regulations.

The aggregate value of the above transactions for Financial Year 2022-23 is up to ₹ 2,080 million. These transactions will not only help the Company to manage manufacturing operations smoothly but also ensure consistent flow of desired quality and quantity of various raw materials for uninterrupted operations and increasing the productivity. The Company will also get benefit from the lower transportation cost because of its proximity to the UCPL's factory at Dahej. The Company can also co-develop special ethoxylates and propoxylates with UCPL for our formulations to enhance their performance and differentiate the products in the market. This all in turn will contribute towards Rossari's Group synergy and help achieve significant growth in the long run.

The transactions will also help both the companies in generation of revenue and business enhancement while catering to their business requirements.

The Management has provided the Audit Committee with the relevant details, as required under the law, for the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into

the above-mentioned RPTs with UCPL. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Accordingly, on the basis of the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 6 of the accompanying Notice to the Members for approval.

Details of the proposed transactions Unitop Chemicals Private Limited, being a related party of the Company, are as follows:

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021

Sr. No.	Description	Details
1.	Details of Summary of information provided by the management to the Audit Committee	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Unitop Chemicals Private Limited (UCPL) is a subsidiary and a related party of the Company. The Company is Holding Company of UCPL and holds 65 % of its equity shares as on date of this Notice.
b)	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Edward Menezes and Mr. Sunil Chari are common Directors in both the Companies.
c)	Tenure of the proposed transaction	Recurring Nature and approval is sought for the Financial Year 2022-23.
d)	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves Sale and Purchase of goods (including ethoxylates and propoxylates and other surfactants etc.), Services (including consultancy, business auxiliary, marketing and job working) sharing of infrastructure and resources and other transactions for business purpose from/to UCPL during Financial Year 2022-23, aggregating up to ₹ 2,080 million.
e)	Any advance paid or received for the contract or arrangement, if any	Not Applicable
f)	Value of Transaction	₹ 2,080 million
g)	Percentage of annual consolidated turnover considering Financial Year 2021-22 as the immediately preceding financial year	14.10%
2.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	Not Applicable
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments : (a) nature of indebtedness; (b) cost of funds; and (c) tenure	
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
(iv)	the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	
3	Justification for the transaction	Please refer to " Background, details and benefits of the transaction " which forms part of the explanatory statement to the resolution no. 6.
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms a part of this Notice.

The proposed related party transactions are in the ordinary course of business and are undertaken by the Company at arm's length and as per the applicable transfer pricing. The price paid for a product/service would be based on actual costs along with arm's length margin applied thereon in compliance with transfer pricing principles.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 6.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 6 of this notice, for your approval.

Except Mr. Edward Menezes and Mr. Sunil Chari and their relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 6 of the Notice.

In respect of Item No. 7

The Board of Directors at its meeting held on 19th May, 2022, on the recommendations of the Audit Committee, had approved the appointment and remuneration of M/s. R. Shetty & Associates, Cost Accountants (Firm Registration No.:101455), as the Cost Auditors for audit of the cost accounting records of the Company for the Financial Year ending 31st March, 2023, at a remuneration of ₹ 1,00,000 (Rupees One Lakhs only) excluding taxes and reimbursement of out of pocket expenses at actuals, if any, in connection with the audit.

M/s. R. Shetty & Associates, Cost Accountants have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959. In accordance with the provisions of Section 148 (3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to Cost Auditors for conducting the audit of the cost records of the Company, if required, for the Financial Year ending 31st March, 2023.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 7 of this notice, for your approval.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 7 of the Notice.

By Order of the Board of Directors
For **Rossari Biotech Limited**

Date: 21st June, 2022
Place : Mumbai

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

Particulars of the Directors seeking appointment / re-appointment at the 13th AGM pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting :

Particulars	Details	
Name of the Director	Mr. Edward Menezes	Mr. Goutam Bhattacharya
DIN	00149205	00917357
Designation	Executive Chairman	Independent Director
Date of Birth	31/10/1960	12/11/1947
Age	61 years	74 years
Nationality	Indian	Indian
Date of first appointment on the Board	10/08/2009	06/12/2018
Date of re- appointment by the Members	30/09/2019	30/09/2019
	He holds a bachelor's degree in Science (Chemistry Major) from K. J. Somaiya College of Science, University of Bombay and a Bachelor's degree of Science (Technology) in textile chemistry from University Department of Chemical Technology (UDCT), University of Bombay. He also holds a master's degree in marketing management from Prin. L. N. Welingkar Institute of Management Development & Research, Mumbai. Edward Menezes was also awarded 'UAA Distinguished Alumnus technology day award, 2013' by UDCT and the Institute of Chemical Engineering.	Mr. Goutam Bhattacharya holds a Bachelor's degree in Science (Chemistry) and has done post-graduation in Management Studies from the Indian Institute of Management (IIM), Ahmedabad.
Expertise in functional area	He has over 27 years of experience in the Specialty Chemicals Industry.	Mr. Bhattacharya has over 50 years of experience in the Specialty Chemicals Industry in India and at an International level.
Number of Equity Shares held in the Company as on 31 st March, 2022	16228820#	Nil
Directorships on other Board as on 31 st March, 2022	Directorship: 1. Buzil Rossari Private Limited 2. Rossari Biotech (India) Private Limited 3. Romakk Chemicals Private Limited 4. Rossari Hydra Chemicals Private Limited 5. Rossari Manuchar (India) Private Limited 6. Rossari Personal Care Products Private Limited 7. Rossari Speciality Chemicals Private Limited 8. Suisse Silicon Specialties Private Limited 9. Unitop Chemicals Private Limited 10. Tristar Intermediates Private Limited	Nil
Committee Membership of other Board as on 31 st March, 2022	Nomination and Remuneration Committee: 1. Romakk Chemicals Private Limited 2. Unitop Chemicals Private Limited 3. Tristar Intermediates Private Limited Corporate Social Responsibility Committee: 1. Unitop Chemicals Private Limited (Chairperson) 2. Tristar Intermediates Private Limited (Chairperson)	
Number of Board Meetings attended during the Financial Year 2021-22	7	7
Relationship with other Directors, Manager and KMP	Not Applicable	Not Applicable
Remuneration Last drawn	₹ 9.51 million per annum	₹ 1.2 million (Sitting Fees)
Terms and conditions of appointment	Appointed as an Executive Chairman of the Company for 5 years, liable to retire by rotation.	Appointed as a Non-Executive, Independent Director, of the Company for 5 years, not liable to retire by rotation.

The shares held by Mr. Edward Menezes includes the shares held by him in name of Menezes Family Trust.

Note: For other details of the above Directors, please refer to the Report on Corporate Governance, which forms a part of this Annual Report.

SUMMARISED INFORMATION AT GLANCE

Particulars	Details
Time and Date of AGM	11:00 A.M. on Friday, 15 th July, 2022
Venue / Mode	Through Video Conferencing at the following link : https://instameet.linkintime.co.in/
Record Date for payment of final dividend	Friday, 8 th July, 2022
Book Closure Dates	From : Saturday, 9 th July, 2022 To : Friday, 15 th July, 2022
Final Dividend Recommended for the Financial Year 2021-22	₹ 0.50 Per Share
Final dividend payout date, if approved by members	On or after Thursday, 21 st July, 2022
Detailed information on TDS	https://www.rossari.com/wp-content/uploads/2022/06/Detailed-note-on-Deduction-of-Tax-at-source-on-Dividend.pdf
Cut-off date for e-Voting	Friday, 8 th July, 2022
E-voting start time and date	Tuesday, 12 th July, 2022 at 09:00 A.M IST
E-voting end time and date	Thursday, 14 th July, 2022 at 05:00 P.M IST
E-voting website links (please use as applicable)	https://eservices.nsdl.com https://web.cdslindia.com/myeasi/home/login https://instavote.linkintime.co.in
E-voting Event Number (EVEN)	220167
Weblink for temporary registration to receive AGM Notice and credentials for E-voting / AGM	https://linkintime.co.in/emailreg/email_register.html
Contact Details of the RTA	Rajiv Ranjan Assistant Vice President Link Intime India Private Limited C-101, 247 Park, L.B.S Marg, Vikroli (W), Mumbai 400 083. Email ID: enotices@linkintime.co.in Website: www.linkintime.co.in Tel. Number: 022 4918 6000
Contact Details of the Company	Parul Gupta Company Secretary & Compliance Officer Rossari Biotech Limited 201 A-B, 2 nd Floor, Akruiti Corporate Park, L.B.S Marg, Next to GE Gardens, Kanjurmarg (W), Mumbai – 400 078, India. Email ID: investors@rossari.com Website: www.rossari.com Tel. Number: 022 6123 3800