

October 19, 2022

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, 5 th 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 ended September 30, 2022

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 ended September 30, 2022.

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

Thanking You

Yours Sincerely

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

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CIN: L24100MH2009PLC194818

ANNEXURE A
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity **Rossari Biotech Limited**
2. Quarter ending **30-09-2022**

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 Regulations]	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	Chairperson 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	4	Nil
Ms.	Meher Castellino	AAEPC8784B	07121874	Non-Executive - Independent Director	04-07-2018	29-09-2018	Yes	21-02-2020	--	50	06-07-1944	2	2	4	1
Mr.	Goutam Bhattacharya	AADPB5276E	00917357	Non-Executive - Independent Director	06-12-2018	30-09-2019	Yes	15-07-2022	--	45	12-11-1947	1	1	1	1
Mr.	Aseem Dhru	ACLPD2638J	01761455	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	--	--	34	07-04-1970	1	1	Nil	1
Mr.	Robin Banerjee	AADPB5755E	00008893	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	--	--	34	20-08-1955	3	2	5	Nil
Mr.	Sharabh Pachory	AEGPP3804F	08577249	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	--	--	34	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/	Category (Chairperson/Executive/ Non-	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	--
	Robin Banerjee	Member	Non- Executive-Independent Director	14-02-2022	--
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 Castellino	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	--
	Mikhail Menezes	Member	Director - Technical	14-05-2021	--
Whether Regular Chairperson appointed	Yes				
4. Stakeholders Relationship Committee	Goutam Bhattacharya	Chairperson	Non- Executive-Independent Director	12-11-2019	--
	Meher Castellino	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 Castellino	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 (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* (Yes/No)	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)	
19-05-2022	-	-	-	-	-	
21-06-2022	-	-	-	-	32	
-	06-08-2022	Yes	7	5	45	
*Details given for current quarter						
IV. Meeting of Committees						
Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes/No)	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 Meeting	-	-	-	-	19-05-2022	26
Audit Committee Meeting	-	-	-	-	15-06-2022	5
Audit Committee Meeting	06-08-2022	Yes	3	3	21-06-2022	45
Nomination & Remuneration Committee	-	-	-	-	30-04-2022	-
Risk Management Committee	09-09-2022	Yes	3	2	-	-
Stakeholders Relationship Committee	05-08-2022	Yes	3	2	-	-
Corporate Social Responsibility Committee	-	-	-	-	14-05-2022	-
*Details given for current quarter						
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			Yes			
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes			
Note						
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						
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 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	Yes
Note		
For Rossari Biotech Limited		
 Parul Gupta Company Secretary Membership No.: ACS 38895		

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ANNEXURE IV

Applicability of Disclosure Not Applicable
Half year ending September 30, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Rossari Biotech Limited

Manasi



Manasi Nisal
Chief Financial Officer

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