

January 06, 2023

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 <sup>th</sup> 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 December 31, 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 December 31, 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** Digitally signed  
by PARUL GUPTA  
Date: 2023.01.06  
20:33:00 +05'30'



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

Encl.: as above

**ROSSARI BIOTECH LIMITED**

(An ISO 9001:2015 & 14001:2015 Certified Company), CIN: L24100MH2009PLC194818

Regd. Office : 201 A - B, 2<sup>nd</sup> Floor, Akruti Corporate Park, L.B.S Marg, Next to GE Gardens, Kanjurmarg (W), Mumbai - 400078, India. T : +91-22-6123 3800 F : +91-22-2579 6982

Factory : Plot No. 10 & 11, Survey No. 90/1/10/ & 90/1/11/1, Khumbharwadi, Village Naroli, Silvassa - 396235, Dadra & Nagar Haveli (U.T.), India. T : 0260-669 3000

: Plot No. D3/24/3, Opposite Yokohama Tyre, Phase III, G.I.D.C Dahej, Village Galenda, Taluka Vagra, Bharuch-Gujarat - 392130, India. T : +91 2641-661621

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**ANNEXURE A**  
**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity **Rossari Biotech Limited**  
2. Quarter ending **31-12-2022**

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 Castelino	AAEPC8784B	07121874	Non-Executive - Independent Director	04-07-2018	29-09-2018	Yes	21-02-2020	--	53	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	--	48	12-11-1947	1	1	1	1
Mr.	Aseem Dhru	ACLPD2638J	01761455	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	--	--	37	07-04-1970	1	1	1	1
Mr.	Robin Banerjee	AADPB5755E	00008893	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	--	--	37	20-08-1955	2	2	4	Nil
Mr.	Sharabh Pachory	AEGPP3804F	08577249	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	--	--	37	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									
<b>II. Composition of Committees</b>															
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	--					
		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 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	--					
		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 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 (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)	
06-08-2022	-	-	-	-	-	
-	19-10-2022	Yes	7	5	73	
-	05-11-2022	Yes	7	5	16	
<i>*Details given for current quarter</i>						
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	05-11-2022	Yes	3	3	06-08-2022	90
Risk Management Committee	-	-	-	-	09-09-2022	-
Stakeholders Relationship Committee	-	-	-	-	05-08-2022	-
Corporate Social Responsibility Committee	19-10-2022	Yes	3	2	-	-
<i>*Details given for current quarter</i>						
V. Related Party Transactions			Compliance status (Yes/No/NA)			
<b>Subject</b>						
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			
<b>Note</b>						
<b>VI. Affirmations</b>						
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

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by PARUL  
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Parul Gupta  
Company Secretary  
Membership No.: A38895

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