

April 07, 2023

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

Dear Sir/Madam,

Sub: Report on Corporate Governance for the Quarter and Financial Year ended March 31, 2023

Pursuant to Regulation 27 (2) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith Compliance Report on Corporate Governance for the Quarter and Financial Year ended March 31, 2023.

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), 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 Yokoharna Tyre, Phase III, G.I.D.C Dahej, Village Galenda, Taluka Vagra, Bharuch-Gujarat - 392130, India. T : +91 2641-661621

) info@rossari.com





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

1. Name of Listed Entity Rossari Biotech Limited 2. Quarter ending 31-03-2023

Title			DIN	Catal	A CONTRACTOR OFFICE AND	D.A. PR	33.0	Date of	Date of	90	Date of	No of	No. of	Statistics ( Statistics ) and (	And the second second second second
(Mr. /Ms.)	Name of the Director	PAN	DAIY	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee)	Initial Date of Appointment	Appointme nt	Whethe r special resoluti on passed? [Refer Reg. 17(1A) of Listing Regulat ions]	pare of passing special resolution	Cessation	Tenure (in moaths)	Birth	Directorshi p in listed entities including this listed entity [in reference to Regulation 17A(1)]	Independen Independen t Directorshi p 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 o Chairperson i Audit/ Stakeholder Committee he in listed entiti listed entity (Refer Regulation 26(1) of Listin 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		56	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	-	51	12-11-1947	3	i	1,	.1
Mr.	Ascen Dhru	ACLPD2638J	01761455	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA		-	40	07-04-1970	1	1	1	1
	Sharabh Pachory	AEGPP3804F	08577249	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	-	12	40	30-07-1960	1	1	1	Nil
	Robin Bancrjee	AADPB5755E	00008893	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA		03-01-2023	37,03	20-08-1955	2	2	4	Nil
Whith	or Ronalar Cha	irperson appointe													
Wheth				or or CEO		Yes	-	-				_	_	_	
	er Chairperson	is related to Man is related to Pron	aging Directo	or or CEO		Yes No Yes									
Wheth	er Chairperson er Chairperson	is related to Man is related to Pron	aging Directo noter	or or CEO		No									
Wheth II.	er Chairperson er Chairperson	is related to Man	aging Directo noter	or or CEO Name of Committ	ee members	No		Category (C	hairperson/Exe independent/i		n-Executive/	Date of A	ppointment	Date of	Cessation
Wheth II. Name	er Chairperson er Chairperson Compositio	is related to Man is related to Pron	aging Directo noter	Name of Committ	hru	No Yes Chairpe Member Chairpe	rship rson	Nor	independent/l	Nominee) pendent Dir	ector	12-1	1-2019	Date of	Cessation
Wheth II. Name	er Chairperson er Chairperson Composition of Committee	is related to Man is related to Pron	aging Directo noter	Name of Committ Ascem Di Goutam Bhatt	luni acharya	No Yes Chairpe Member Chuirpe Memb	rship rson per	Nor	independent/l - Executive-Indep - Executive-Indep	Nominee) pendent Dir pendent Dir	ector	12-1	1-2019 1-2019	1	-
Wheth II. Name	er Chairperson er Chairperson Composition of Committee	is related to Man is related to Pron	aging Directo noter	Name of Committ Ascem D Goutam Bhatt Robin Band	hnu acharya crjec	No Yes Chairpe Member Cluipe Memb Memb	rship rson ber ber	Non Non	independent/l - Executive-Indep - Executive-Indep - Executive-Indep	Nominee) pendent Dir pendent Dir pendent Dir	ector ector	12-1 12-1 14-02	1-2019 1-2019 2-2022	1	
Wheth II. Name I. Aud	er Chairperson eer Chairperson Compositio of Committee lit Committee	is related to Man is related to Prom n of Committees	aging Directe	Name of Committ Aseem D Goutam Bhatt Robin Ban Slurabh Pac	hnu acharya crjec	No Yes Chairpe Member Chuirpe Memb	rship rson ber ber	Non Non	independent/l - Executive-Indep - Executive-Indep	Nominee) pendent Dir pendent Dir pendent Dir	ector ector	12-1 12-1 14-02	1-2019 1-2019	1	-
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Wheth II. Name I. Aud Wheth	er Chairperson Compositio of Committee lit Committee er Regular Cha	is related to Man is related to Pron n of Committees	aging Directo noter	Name of Committ Ascen D Goutam Bhatt Robin Ban Sharabh Pa Yes	hru acharya crjee chory erjee chory	No Yes Chairpe Member Chairpe Memb Memb	rship erson er er er er fson tson	Non Non Non Non Non	independent// - Executive-Indep - Executive-Indep - Executive-Indep - Executive-Indep - Executive-Indep - Executive-Indep	Nominee) pendent Dir pendent Dir pendent Dir pendent Dir pendent Dir pendent Dir	ector ector ector ector ector ector	12-1 12-1 14-0 17-0 12-1 12-1 19-0	1-2019 1-2019 2-2022 1-2023	03-0	   
Wheth II. Name I. Aud Wheth	er Chairperson Compositio of Committee lit Committee er Regular Cha	is related to Man is related to Pron n of Committees	aging Directo noter	Name of Committ Aseem Di Goutam Bhat Robin Ban Sharabh Pa Yes Robin Ban Sharabh Pa	lura acharya crjee chory chory chory acharya	No Yes Chairpe Member Memb Memb Memb	rship tront per per per tront tront per	Non Non Non Non Non Non Non Non	independent/l - Executive-Indep - Executive-Indep - Executive-Indep - Executive-Indep - Executive-Indep	Nominee) pendent Dir pendent Dir pendent Dir pendent Dir pendent Dir pendent Dir pendent Dir	ector ector ector ector ector ector ector	12-1. 12-1. 14-0: 17-0. 12-1. 19-0. 19-0.	1-2019 1-2019 2-2022 1-2023 1-2019 1-2019	03-0	
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Wheth II, Name I, Aud I, Aud Wheth 2, Non Wheth 3, Risk Wheth 4, Stak	er Chairperson er Chairperson Compositio of Committee lit Committee lit Committee er Regular Cha er Regular Cha k Management ( er Regular Cha ceholders Relati er Regular Cha	is related to Man is related to Pron n of Committees irperson appointe suncration Commi irperson appointe Committee	aging Directe noter d d d d e d	Name of Committ Goutam Bhatt Robin Ban Sharabh Pa Yes Robin Ban Sharabh Pa Goutam Bhatt Meher Cast Sunil Che Goutam Bhatt Mikhail Me Yes Goutam Bhatt Mikhail Me Yes Sunil Che Yes Sunil Che Yes	hru acharya crijee chory acharya elino ari crijee acharya acharya acharya acharya acharya acharya acharya acharya ari elino ari elino	No Yes Chairpe Member Chairpe Memb Memb Chairpe Chairpe Chairpe Memb Memb Memb Memb Memb Memb Memb	rship rson ber ber ber rson rson rson rson ber rson ber rson ber rson ber rson ser rson ber rson rson ber rso	Non Non Non Non Non Non Exec Non Non Non Non Non Non Non	independent// - Executive-Indep - Executive-Indep - Executive-Indep - Executive-Indep - Executive-Indep - Executive-Indep - Executive-Indep - Executive-Indep - Executive-Indep Director - Trop - Executive-Indep Director - Trop - Executive-Indep - Executive-Indep	Nominee) pendent Dir pendent Dir	ector ector	12-11 14-02 17-0 19-0 19-0 12-1 19-0 23-0 19-0 23-0 14-02 14-02 12-1 12-1 12-1 12-1 12-1 12-1 12-1 12-1 12-1 12-1 12-1 12-1 19-0 19	1-2019 1-2019 2-2022 1-2023 1-2023 1-2023 1-2023 1-2023 1-2023 1-2021 1-2021 1-2021 1-2021 1-2021 1-2021 1-2021 1-2019 1-2019 1-2019 1-2019	03-0	
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## **ROSSARI BIOTECH LIMITED**

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 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

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Date(s) of Meeting (if any) in the previous quarter	(if in the relevant quarter Quorum ) in the previous (Yes/N		requirement of orum met* Yes/No)	Number of Direc	Number of Directors present* Nu			Maximum gap between any two consecutive (in number of days)		
19-10-2022										
103-11-2022					-		16			
- 19-01-2023			Yes	6		4		74		
- 04-02-2023 Yes			Yes	6		4		15		
Details given for cu	Contraction of the second s									
IV. Meeting of	Committees									
Name of Committee		Date(s) of meeting of the committee in the relevant quarter Whether requ Quorum met (Yes/i			Number of indeper directors presen		g of the committee in ous quarter	Maximum gap between any two consecutive meetings in number of days*		
Audit Committee Mee	ting	19-01-2023	Yes	3	3	05-1	1-2022	74		
Audit Committee Mee	ting	04-02-2023	Yes	3	3	1		15		
Risk Management Co	mmittee	03-03-2023	Yes	3	1					
Corporate Social Reso	ansibility Committee	(*				19-1	0-2022	1.5		
Details given for cu	rrent quarter									
V. Related Par	ty Transactions		Comp	liance status (Yes/No/NA)						
Subject										
	al of audit committee obtained		Yes							
	approval obtained for material			Yes						
Whether details of RP Audit Committee	T entered into pursuant to om	nibus approval have be	en reviewed by Yes							
Note										
2. The composition of a. Audit Committee	s of Board of Directors is in of the following committees is nuncration committee									

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 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.

c. Stakkolders relationship committee
d. Risk management committee
d. Risk management committee
3. The committee members have been made aware of their powers, role and responsibilities as specified.
4. The meetings of the board of directors and the above committees have been conducted in the mannee
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

For Rossari Biotech Limited

Parul Gupta Company Secretary Membership No.: A38895



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ANNEXURE II ANNUAL COMPLIANCE REPORT ON CORPORATE GOVERNANCE	
I. Disclosure on website in terms of Listing Regulations	0
Item	Compliance Status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of Vigil Mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
New name and the old name of the listed entity	NA
Advertisements as per regulation 47 (1)	Yes
Credit Rating or revision in credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
It is clarified that these contents on the website of the listed entity are correct	Yes



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ANNEXURE II ANNUAL COMPLIANCE REPORT ON CORPORATE GO	VERNANCE	
II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/Na)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Duorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Duorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee		Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Veeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior	26(3)	Yes
nanagement personnel	2640	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: Yes

For Rossari Biotech Limited





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: 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 IV		
Applicablity of Disclosure	Not Applicable		
Half year ending	March 31, 2023		
I. Disclosure of Loans / guarantees / comfort letters / securitie	s etc.		
(A) Any loan or any other form of debt advanced by the listed	l entity directly or indire	ctly 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 the	em		
(B) Any guarantee/ comfort letter (by whatever name called)	provided by the listed en	tity directly or indirectly, in co	nnection with any loan(s) or
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 indir	ectly, in connection with	any loan(s) or any other form	of debt availed by:
Paties	Transformitedant	A	D-1
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	Silares etc. j	provided during six mondis	Cild of Six months
Promoter Group 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			
Directors (including relatives) or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by			
Directors (including relatives) or any other entity controlled by them KMPs 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		sourities in connection with one l	pan(a) (or other form of dakt)
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 w			
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 w given directly or indirectly by the listed entity to promoter(s), pror	noter group, director(s) (ir	ncluding their relatives), key man	
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 w given directly or indirectly by the listed entity to promoter(s), pror	noter group, director(s) (ir	ncluding their relatives), key man	
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 w	noter group, director(s) (ir	ncluding their relatives), key man	
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 w given directly or indirectly by the listed entity to promoter(s), pror their relatives) or any entity controlled by them are in the economic For Rossari Biotech Limited	noter group, director(s) (ir	ncluding their relatives), key man	

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