

April 07, 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 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 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

Digitally signed
by PARUL GUPTA
Date: 2023.04.07
17:52:59 +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, 2nd Floor, Akruiti 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 **31-03-2023**

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 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 Castilino	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	1	1	1	1
Mr.	Aseem Dhru	ACLDP2638J	01761455	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	--	--	40	07-04-1970	1	1	1	1
Mr.	Sharabh Pachory	AEGPP3804F	08577249	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	--	--	40	30-07-1960	1	1	1	Nil
Mr.	Robin Banerjee	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

Whether Regular Chairperson appointed

Yes

Whether Chairperson is related to Managing Director or CEO

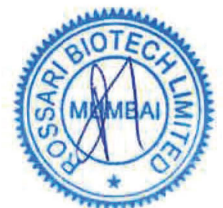
No

Whether Chairperson is related to Promoter

Yes

II. Composition of Committees

Name of Committee	Name of Committee members	Chairperson/ Membership	Category (Chairperson/Executive/ Non-Executive/ independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Aseem Dhru	Chairperson	Non-Executive-Independent Director	12-11-2019	--
	Goutam Bhattacharya	Member	Non-Executive-Independent Director	12-11-2019	--
	Robin Banerjee	Member	Non-Executive-Independent Director	14-02-2022	03-01-2023
	Sharabh Pachory	Member	Non-Executive-Independent Director	17-01-2023	--
Whether Regular Chairperson appointed	Yes				
2. Nomination & Remuneration Committee	Robin Banerjee	Chairperson	Non-Executive-Independent Director	12-11-2019	03-01-2023
	Sharabh Pachory	Chairperson	Non-Executive-Independent Director	19-01-2023	--
	Goutam Bhattacharya	Member	Non-Executive-Independent Director	19-01-2023	--
	Meher Castilino	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	03-01-2023
	Edward Menezes	Member	Executive Chairman-Executive Director	19-01-2023	--
	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 Castilino	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 Castilino	Chairperson	Non-Executive - Independent Director	12-11-2019	--
	Edward Menezes	Member	Executive Chairman-Executive Director	12-11-2019	--
	Goutam Bhattacharya	Member	Non-Executive - Independent 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)
19-10-2022	-	-	-	-	-
05-11-2022	-	-	-	-	16
-	19-01-2023	Yes	6	4	74
-	04-02-2023	Yes	6	4	15

*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	19-01-2023	Yes	3	3	05-11-2022	74
Audit Committee Meeting	04-02-2023	Yes	3	3	-	15
Risk Management Committee	03-03-2023	Yes	3	1	-	-
Corporate Social Responsibility Committee	-	-	-	-	19-10-2022	-

*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.	

For Rossari Biotech Limited



Parul Gupta
Company Secretary
Membership No.: A38895



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ANNEXURE II
ANNUAL COMPLIANCE REPORT ON CORPORATE GOVERNANCE

I. Disclosure on website in terms of Listing Regulations

Item	Compliance Status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of Vigil Mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
New name and the old name of the listed entity	NA
Advertisements as per regulation 47 (1)	Yes
Credit Rating or revision in credit rating obtained	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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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
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	-	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
Meeting 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 management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

III Affirmations:

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

For Rossari Biotech Limited



Parul Gupta
Company Secretary
Membership No.: A38895



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ANNEXURE IV

Applicability of Disclosure Not Applicable
Half year ending March 31, 2023

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		

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