

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	<input type="text" value="L24100MH2009PLC194818"/>	<input type="button" value="Pre-fill"/>						
Global Location Number (GLN) of the company	<input type="text"/>							
* Permanent Account Number (PAN) of the company	<input type="text" value="AAECR4325G"/>							
(ii) (a) Name of the company	<input type="text" value="ROSSARI BIOTECH LIMITED"/>							
(b) Registered office address	<input type="text" value="201 A - B, 2nd Floor, Akruti Corporate Park, L.B.S Marg, N ext to GE Gardens, Kanjurmarg (W) Mumbai Maharashtra 400078"/>							
(c) *e-mail ID of the company	<input type="text" value="cs@rossari.com"/>							
(d) *Telephone number with STD code	<input type="text" value="02261233800"/>							
(e) Website	<input type="text" value="www.rossari.com"/>							
(iii) Date of Incorporation	<input type="text" value="10/08/2009"/>							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes <input type="radio"/> No							
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No							

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE Limited	1
	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

The Annual General Meeting of the Company will be held on May 31, 2023.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BUZIL ROSSARI PRIVATE LIMITED	U24297MH2013PTC251413	Subsidiary	100
2	ROSSARI CONSUMER PRODUCTS PRIVATE LIMITED	U24110MH1999PTC121848	Subsidiary	100
3	UNITOP CHEMICALS PRIVATE LIMITED	U24110MH1980PTC022967	Subsidiary	65
4	TRISTAR INTERMEDIATES PRIVATE LIMITED	U24231GJ1997PTC032927	Subsidiary	76
5	ROMAKK CHEMICALS PRIVATE LIMITED	U24299MH2021PTC357112	Subsidiary	50.1

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	60,000,000	55,155,486	55,155,486	55,155,486
Total amount of equity shares (in Rupees)	120,000,000	110,310,972	110,310,972	110,310,972

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	60,000,000	55,155,486	55,155,486	55,155,486
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	120,000,000	110,310,972	110,310,972	110,310,972

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	55,056,386	55056386	110,112,772	110,112,772	
Increase during the year	0	99,100	99100	198,200	198,200	41,919,300
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	99,100	99100	198,200	198,200	41,919,300
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
NIL						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify				0	0	
NIL						
At the end of the year	0	55,155,486	55155486	110,310,972	110,310,97	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
nil						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NIL						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE02A801020

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

9,751,720,000

(ii) Net worth of the Company

8,548,790,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	32,208,140	58.4	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others NIL	0	0	0	
	Total	32,208,140	58.4	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	3,941,668	7.15	0	
	(ii) Non-resident Indian (NRI)	134,863	0.24	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	1,107,180	2.01	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	7,215,370	13.08	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Shareholders	10,548,265	19.12	0	
	Total	22,947,346	41.6	0	0

Total number of shareholders (other than promoters)

96,632

**Total number of shareholders (Promoters+Public/
Other than promoters)**

96,634

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	92,097	96,632
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	58.4	0
B. Non-Promoter	0	5	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	5	2	4	58.4	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Edward Menezes	00149205	Director	16,118,820	
Sunil Chari	00149083	Managing Director	16,089,320	
Goutam Bhattacharya	00917357	Director	0	
Meher Castelino	07121874	Director	0	
Aseem Dhru	01761455	Director	0	
Sharabh Pachory	08577249	Director	0	
Manasi Nisal	ABMPN4877F	CFO	2,500	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Parul Gupta	BJFPG6041Q	Company Secretar	1,000	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Robin Banerjee	00008893	Director	12/11/2019	03/01/2023

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	15/07/2022	99,979	61	88

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/05/2022	7	7	100
2	21/06/2022	7	7	100
3	06/08/2022	7	7	100
4	19/10/2022	7	7	100
5	05/11/2022	7	7	100
6	19/01/2023	6	6	100
7	04/02/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	19/05/2022	3	3	100
2	Audit Committee	15/06/2022	3	3	100
3	Audit Committee	21/06/2022	3	3	100
4	Audit Committee	06/08/2022	3	3	100
5	Audit Committee	05/11/2022	3	3	100
6	Audit Committee	19/01/2023	3	3	100
7	Audit Committee	04/02/2023	3	3	100
8	Nomination and Remuneration	30/04/2022	3	3	100
9	Stakeholders Forum	05/08/2022	3	3	100
10	Corporate Social Responsibility	14/05/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Edward Mene	7	7	100	3	3	100	
2	Sunil Chari	7	7	100	3	3	100	
3	Goutam Bhatt	7	7	100	10	10	100	
4	Meher Castelli	7	7	100	4	4	100	
5	Aseem Dhru	7	7	100	7	7	100	
6	Sharabh Pach	7	7	100	3	3	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Edward Menezes	Executive Chair	11,122,471	0	0	0	11,122,471
2	Sunil Chari	Managing Direct	1,132,191	0	0	0	1,132,191
	Total		12,254,662	0	0	0	12,254,662

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Manasi Nisal	Chief Financial C	6,663,726	0	1,062,500	0	7,726,226
2	Parul Gupta	Company Secre	1,923,802	0	425,000	0	2,348,802
	Total		8,587,528	0	1,487,500	0	10,075,028

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Aseem Dhru	Indepedent Dire	0	0	0	1,350,000	1,350,000
2	Goutam Bhattachar	Indepedent Dire	0	0	0	1,800,000	1,800,000
3	Meher Castelino	Indepedent Dire	0	0	0	1,000,000	1,000,000
4	Sharabh Pachory	Indepedent Dire	0	0	0	950,000	950,000
5	Robin Banerjee	Indepedent Dire	0	0	0	1,100,000	1,100,000
	Total		0	0	0	6,200,000	6,200,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

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(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

38895

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT-8_Rossari_31032023.pdf
List of Foreign Portfolio Investors.pdf
List of Committee Meetings.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

BCOM LLB FCS

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **ROSSARI BIOTECH LIMITED**, a Company registered under the provisions of the Companies Act, 1956 and having its registered office at 201 A - B, 2nd Floor, Akruiti Corporate Park, L.B.S Marg, Next to GE Gardens, Kanjurmarg (W) Mumbai 400078 as required to be maintained under the Companies Act, 2013 (“**the Act**”) and the rules made thereunder for the financial year ended on 31st March 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately.

B. during the aforesaid Financial Year the Company has generally complied with provisions of the Act & Rules made there under in respect of:

1. The Company is a Listed Company;
2. Maintenance of the registers/records except index and register of members and transfer which is maintained by the Registrar and Transfer Agent and made entries therein within the time prescribed therefore;
3. Filing of the required forms and returns with the Registrar of Companies (ROC) within the time prescribed under the Act;

However, no forms or returns were filed with the Regional Director, Central Government, Company Law Board/The Tribunal, Court or other authorities.

4. Calling/ convening/ holding meetings of the Board of Directors and Committees and the meetings of the members of the Company within due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute book/ registers maintained for the purpose and the same have been signed;
5. Closure of Register of Members;

For the purpose of 13th Annual General Meeting, the Company has closed its Register of Members and Share Transfer Books from Saturday, July 09, 2022 to Friday, July 15, 2022 (both days inclusive)

6. Advances or loans, to its Directors and/or persons or firms or Companies referred in Section 185 of the Act;



SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

BCOM LLB FCS

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

7. Contracts/arrangements with related parties as specified in section 188 of the Act;
8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

There was no alteration or reduction in share capital of the Company. Since the Company has not issued any Preference Shares or Debentures, the question of their redemption or conversion does not arise. The Company has not bought back any security. The Company has approved the Shares Transfers after complying with the required provisions of Companies Act.

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the act;

There were no transactions necessitating the Company to keep in abeyance the Rights Shares and Bonus Shares pending registration of transfer of Shares.

10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;

During the period under review there was no requirement to transfer of unpaid/ unclaimed dividend/ other amounts as applicable to Investor Education and Protection Fund in accordance with Section 125 of the Act.

11. Signing of audited financial statement as per the provision of Section 134 of the Act and report of directors as per sub-section (3) (4) and (5) thereof;
12. Constitution/ appointment/ re-appointment/ filling up casual vacancies/ disclosure of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment of auditors as per the provisions of Section 139 of the Act;
14. Approvals required to be taken from Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

The Company was not required to obtain any such approvals.

15. Acceptance/ renewal/ repayment of deposits;

The Company has not acceptance/ renewal/ repayment of or renewed any Deposits

16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect;

The Company has borrowed funds only from Banks and other financial institutions during the year under review.



SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

BCOM LLB FCS

GP 15, 2nd Floor, Raghuleela Mall, Behind Painsur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company;

The Company has not made any alteration in its Memorandum or Articles of Association.

For **SANJAY DHOLAKIA & ASSOCIATES**

(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor

Membership No.:2655
CP No.: 1798

Place: Mumbai
Date: 00th May, 2023

UDIN:

Rossari Biotech Limited

Details in respect of shares held by or on behalf of the FIIs/ FPIs.

Sr. No	Name Of FII/FPI	FII/FPI	Folio No/DP Id	Address	No. of Share	% of share holding
1	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	FPI	IN30343810016687	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	48471	0.0879
2	UTI GOLDFINCH FUNDS PLC - UTI INDIA BALANCED FUND	FPI	IN30005410097813	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	11481	0.0208
3	COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	FPI	IN30016710049693	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI	12742	0.0231
4	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	FPI	IN30005410013410	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	1220	0.0022
5	NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING	FPI	IN30005410085015	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	15612	0.0283
6	SHINSEI UTI INDIA FUND (MAURITIUS) LIMITED	FPI	IN30016710030184	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI	227066	0.4117
7	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA - STATE STREET GLOBAL ADVISORS	FPI	IN30016710146165	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	2496	0.0045
8	ABU DHABI INVESTMENT AUTHORITY - MONSOON	FPI	IN30343810006004	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	29867	0.0542
9	AL MEHWAR COMMERCIAL INVESTMENTS L.L.C. - (WHITING)	FPI	IN30014220771567	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	210000	0.3807
10	COPTHALL MAURITIUS INVESTMENT LIMITED - NON ODI ACCOUNT	FPI	IN30343810019701	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	4	0
11	MALABAR INDIA FUND LIMITED	FPI	IN30014210644960	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI	371828	0.6741
12	NORTHERN TRUST COLLECTIVE EMERGING MARKETS EX CHINA INVESTABLE MARKET INDEX FUND - NON-LENDING	FPI	IN30005410117072	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	1356	0.0025
13	TAIYO GREATER INDIA FUND LTD	FPI	IN30016710136803	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	689381	1.2499
14	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	FPI	IN30343810017116	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	29711	0.0539
15	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	FPI	IN30343810016679	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	1721	0.0031
16	GOLDMAN SACHS FUNDS - GOLDMAN SACHS INDIA EQUITY PORTFOLIO	FPI	IN30005410116795	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	666135	1.2077
17	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	FPI	IN30014210779541	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	3557	0.0064
18	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	FPI	IN30014220772422	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	3795	0.0069

19	EMIRATES NBD SICAV - EMIRATES INDIA EQUITY FUND	FPI	IN30016710139131	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	15525	0.0281
20	ISHARES MSCI EM SMALL CAP UCITS ETF	FPI	IN30005410105132	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	4256	0.0077
21	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF	FPI	IN30016710121383	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	2152	0.0039
22	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	FPI	IN30014220772439	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	4425	0.008
23	ISHARES CORE MSCI EM IMI UCITS ETF	FPI	IN30005410105204	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	18403	0.0334
24	JSS INVESTMENTFONDS II - JSS RESPONSIBLE EQUITY - INDIA	FPI	IN30152430052115	STANDARD CHARTERED BANK,SECURITIES SERVICES,3RD FLOOR, 23-25 M.G. ROAD FORT, MUMBAI	50266	0.0911
25	PUBLIC SECTOR PENSION INVESTMENT BOARD - IIFL ASSET MANAGEMENT LIMITED	FPI	IN30005410113463	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	240711	0.4364
26	SPDR PORTFOLIO MSCI GLOBAL STOCK MARKET ETF	FPI	IN30014220772061	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	4231	0.0077
27	STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	FPI	IN30014220772391	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	30496	0.0553
28	STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL	FPI	IN30343810013442	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI	476872	0.8646
29	ISHARES MSCI INDIA SMALL-CAP ETF	FPI	IN30005410109248	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	16168	0.0293
30	KB INDIA GROWTH EQUITY FUND	FPI	IN30005410033150	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	11501	0.0209
31	SPDR S&P EMERGING MARKETS SMALL CAP ETF	FPI	IN30014220772140	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	10495	0.019
32	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	FPI	IN30152410090603	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI	2769	0.005
33	GS INDIA EQUITY	FPI	IN30014210778279	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	16755	0.0304
34	MALABAR SELECT FUND	FPI	IN30014210749266	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI	316566	0.574
35	UTI INDIA DYNAMIC EQUITY FUND	FPI	IN30005410095787	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	568333	1.0304

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS:

(C) COMMITTEE MEETINGS:

Number of meetings held: 13

Sr. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Corporate Social Responsibility Committee	15/10/2022	3	3	100
12	Risk Management Committee	09/09/2022	4	4	100
13	Risk Management Committee	03/03/2023	4	3	75

Yours Faithfully,

For ROSSARI BIOTECH LIMITED

Parul Gupta
Company Secretary & Compliance Officer
Membership No.: 38895

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

info@rossari.com

www.rossari.com

To,

The Registrar of Companies
Everest Building, 100 Marine Drive,
Mumbai 400 002

Dear Sir,

Subject: Clarification to Annual Return for the Financial Year 2022-23.

Please note the following clarifications in respect of Annual Return for Financial Year 2022-23

1. Point number III of the Annual Return

As on March 31, 2023 the Company is holding 50.10% Shares in Romakk Chemicals Private Limited ("Romakk"). Accordingly, pursuant to the applicable provisions of the Companies Act, 2013 Romakk is a Subsidiary of the Company. However, pursuant to the provisions of Indian Accounting Standards Romakk is considered as Associate Company for consolidation purpose.

2. Point number VI (a) and (b) of the Annual Return

Following is the Shareholding of the Promoter and Members of Promoter Group

Sr. No	Name	Category	No. of Shares Held	Percentage (%) of Shares Held
1.	Edward Menezes	Promoter	16118820	29.22
2.	Sunil Srinivasan Chari	Promoter	16089320	29.17
3.	Anita Menezes	Promoter Group	1002630	1.82
4.	Jyotishna Sunil Chari	Promoter Group	1000330	1.81
5.	Yash Sunil Chari	Promoter Group	165000	0.29
6.	Mikhail Menezes	Promoter Group	133200	0.24
7.	Menezes Family Trust - in the name of Edward Walter Menezes	Promoter Group	110000	0.20
8.	Chari Family Trust - in the name of Sunil Srinivasan Chari	Promoter Group	110000	0.20
9.	Rossari Biotech India Pvt Ltd	Promoter Group	3016200	5.47

We would like to clarify that Shareholding of Promoter Group is disclosed under Public / Other than Promoters as in Point VI (a) shareholding of Promoter has to be mentioned and so shareholding of Promoter Group is disclosed under Point VI (b) of the Annual Return.

We request you to take the above clarification on record.

Thanking you,

Yours Faithfully,

For Rossari Biotech Limited

Parul Gupta

Company Secretary & Compliance Officer

Membership No.: 38895

ROSSARI BIOTECH LIMITED

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

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