

July 11, 2023

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| 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 |
|---|--|

Dear Sir/Madam,

Sub: Report on Corporate Governance for the Quarter ended June 30, 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 ended June 30, 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, 2nd 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 ATC Tyre Phase III, G.I.D.C Dahej, Village Galanda, Taluka Vagra, Bharuch-Gujarat - 392130, India. **T** : +91 2641-3505 03

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TEXTILE SPECIALITY CHEMICALS



ANIMAL HEALTH AND NUTRITION

ANNEXURE A
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity **Rossari Biotech Limited**
2. Quarter ending **30-06-2023**

| 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 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 | -- | 59 | 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 | -- | 54 | 12-11-1947 | 1 | 1 | 1 | 1 |
| Mr. | Asecm Dhru | ACLPD2638J | 01761455 | Non-Executive - Independent Director | 12-11-2019 | 19-11-2019 | NA | -- | -- | 43 | 07-04-1970 | 1 | 1 | 1 | 1 |
| Mr. | Sharabh Pachory | AEGPP3804F | 08577249 | Non-Executive - Independent Director | 12-11-2019 | 19-11-2019 | NA | -- | -- | 43 | 30-07-1960 | 1 | 1 | 1 | Nil |
| Ms. | Aparna Sharma | AAVPS1068H | 07132341 | Non-Executive - Independent Director | 29-04-2023 | 31-05-2023 | NA | -- | -- | 2.02 | 03-09-1973 | 1 | 1 | 2 | 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 | Asecm Dhru | Chairperson | Non- Executive-Independent Director | 12-11-2019 | -- |
| | Aparna Sharma | Member | Non- Executive-Independent Director | 05-05-2023 | -- |
| | Goutam Bhattacharya | Member | Non- Executive-Independent Director | 12-11-2019 | -- |
| | Sharabh Pachory | Member | Non- Executive-Independent Director | -- | -- |
| Whether Regular Chairperson appointed | Yes | | | | |
| 2. Nomination & Remuneration Committee | Sharabh Pachory | Chairperson | Non- Executive-Independent Director | 19-01-2023 | -- |
| | Aparna Sharma | Member | Non- Executive-Independent Director | 05-05-2023 | -- |
| | Goutam Bhattacharya | Member | Non- Executive-Independent Director | 19-01-2023 | -- |
| | 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 | -- |
| | 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 | -- |
| | Aparna Sharma | Member | Non- Executive-Independent Director | 05-05-2023 | -- |
| | 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 | -- |
| | Aparna Sharma | Member | Non- Executive-Independent Director | 05-05-2023 | -- |
| | 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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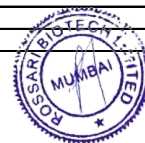
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| III. Meeting of Board of Directors | | | | | |
|---|---|---|------------------------------|--|---|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* (Yes/No) | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
| 19-01-2023 | - | - | - | - | - |
| 04-02-2023 | - | - | - | - | 15 |
| - | 29-04-2023 | Yes | 6 | 4 | 83 |
| - | 05-05-2023 | Yes | 7 | 5 | 5 |

*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 | 15 |
| Audit Committee Meeting | 29-04-2023 | Yes | 3 | 3 | 04-02-2023 | 83 |
| Audit Committee Meeting | 05-05-2023 | Yes | 3 | 3 | - | 5 |
| Nomination and Remuneration Committee | 28-04-2023 | Yes | 3 | 3 | - | - |
| Corporate Social Responsibility Committee | 28-04-2023 | Yes | 3 | 2 | - | - |
| Risk Management Committee | - | - | - | - | 03-03-2023 | - |

*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**
- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management 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.
 - 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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