

January 10, 2024

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, 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 December 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, 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 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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ANIMAL HEALTH AND NUTRITION

ANNEXURE A  
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity **Rossari Biotech Limited**  
2. Quarter ending **31/12/2023**

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 Regulation s]	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
Mr.	Goutam Bhattacharya	AADPB5276E	00917357	Non-Executive - Independent Director	6/12/2018	30-09-2019	Yes	15-07-2022	5/12/2023	60	12-11-1947	1	Nil	Nil	Nil
Mr.	Asecm Dhru	ACLPD2638J	01761455	Non-Executive - Independent Director	12/11/2019	19-11-2019	NA	--	--	49	07-04-1970	3	2	2	1
Mr.	Sharabh Pachory	AEGPP3804F	08577249	Non-Executive - Independent Director	12/11/2019	19-11-2019	NA	--	--	49	30-07-1960	1	1	2	Nil
Ms.	Aparna Sharma	AAVPS1068H	07132341	Non-Executive - Independent Director	29/04/2023	31/05/2023	NA	--	--	8	3/09/1973	1	1	2	1
Ms.	Esha Achan	ACWPA6697B	10350369	Non-Executive - Independent Director	21/10/2023	6/12/2023	NA	--	--	2	25/04/1968	1	1	1	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	5/05/2023	--
	Goutam Bhattacharya	Member	Non- Executive-Independent Director	12/11/2019	5/12/2023
	Sharabh Pachory	Member	Non- Executive-Independent Director	17/01/2023	--
	Esha Achan	Member	Non- Executive-Independent Director	21/10/2023	--
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	5/05/2023	--
	Goutam Bhattacharya	Member	Non- Executive-Independent Director	19/01/2023	5/12/2023
	Esha Achan	Member	Non- Executive-Independent Director	21/10/2023	--
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	5/12/2023
	Mikhail Menezes	Member	Director - Technical	14/05/2021	--
	Esha Achan	Member	Non- Executive-Independent Director	21/10/2023	--
	Whether Regular Chairperson appointed	Yes			
4. Stakeholders Relationship Committee	Goutam Bhattacharya	Chairperson	Non- Executive-Independent Director	12/11/2019	5/12/2023
	Aparna Sharma	Chairperson	Non- Executive-Independent Director	30/12/2023	--
	Sunil Chari	Member	Managing Director-Executive Director	12/11/2019	--
	Sharabh Pachory	Member	Non- Executive-Independent Director	21/10/2023	--
Whether Regular Chairperson appointed	Yes				
5. Corporate Social Responsibility Committee	Edward Menezes	Chairperson	Executive Chairman-Executive Director	29/07/2023	--
	Aparna Sharma	Member	Non- Executive-Independent Director	5/05/2023	--
	Goutam Bhattacharya	Member	Non- Executive - Independent Director	12/11/2019	5/12/2023
	Sharabh Pachory	Member	Non- Executive-Independent Director	21/10/2023	--
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)	
29/07/2023	-	-	-	-	-	
-	21/10/2023	Yes	6	4	83	
<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	21/10/2023	Yes	4	4	29/07/2023	83
Nomination and Remuneration Committee	20/10/2023	Yes	3	3	28/07/2023	-
Stakeholders Relationship Committee	-	-	-	-	28/07/2023	-
Corporate Social Responsibility Committee	20/10/2023	Yes	3	2	-	-
Risk Management Committee	-	-	-	-	28/08/2023	-
<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>Details of Cyber security incidents</b>						
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No			
<b>Date of the event</b>			<b>Brief details of the event</b>			
Not Applicable			Not Applicable			
<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 the Board of Directors.						

For Rossari Biotech Limited



Parul Gupta  
Company Secretary  
Membership No.: A38895



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