

April 12, 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 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 ended March 31, 2024

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 March 31, 2024.

The same may please be taken on record and suitably disseminated to all concerned.

Thanking You

Yours Sincerely

For Rossari Biotech Limited

**Parul
Gupta** Digitally signed
by Parul Gupta
Date: 2024.04.12
20:13:18 +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 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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ANNEXURE A
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: Rossari Biotech Limited
2. Quarter ending: 31/03/2024

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(A) 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 Srinivasan Chari	AAEPC7152K	00149083	Managing Director - Executive Director	10-08-2009	26-09-2019	NA	--	--	--	05-12-1965	1	Nil	4	Nil
Mr.	Aseem Dhru	ACLPI02638J	01761455	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	--	--	52.19	07-04-1970	3	2	2	1
Mr.	Sharabh Pachory	AHGIIP3804E	08577249	Non-Executive - Independent Director	12-11-2019	19-11-2019	NA	--	--	52.19	30-07-1960	1	1	2	Nil
Ms.	Aparna Sharma	AAVPS10681I	07132341	Non-Executive - Independent Director	29-04-2023	29-04-2023	NA	--	--	11.02	03-09-1973	1	1	3	1
Ms.	Esha Padmanabhan Achari	ACWPA6697IB	10350369	Non-Executive - Independent Director	21-10-2023	21-10-2023	NA	--	--	5.11	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	Aseem Dhru	Chairperson	Non- Executive-Independent Director	12/11/2019	--
	Aparna Sharma	Member	Non- Executive-Independent Director	05/05/2023	--
	Sharabh Pachory	Member	Non- Executive-Independent Director	17/01/2023	--
	Esha Padmanabhan Achari	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	05/05/2023	--
	Esha Padmanabhan Achari	Member	Non- Executive-Independent Director	21/10/2023	--
Whether Regular Chairperson appointed: Yes					
3. Risk Management Committee	Sunil Srinivasan Chari	Chairperson	Managing Director-Executive Director	23/01/2021	--
	Edward Menezes	Member	Executive Chairman-Executive Director	19/01/2023	--
	Esha Padmanabhan Achari	Member	Non- Executive-Independent Director	21/10/2023	--
	Michael Menezes	Member	Director - Technical	14/05/2021	--
Whether Regular Chairperson appointed: Yes					
4. Stakeholders Relationship Committee	Aparna Sharma	Chairperson	Non- Executive-Independent Director	05/05/2023	--
	Sunil Srinivasan 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	05/05/2023	--
	Sharabh Pachory	Member	Non- Executive-Independent Director	21/10/2023	--
Whether Regular Chairperson appointed: Yes					



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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)	
21/10/2023	-	-	-	-	-	
-	20/01/2024	Yes	6	4	90	
<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	20/01/2024	Yes	4	4	21/10/2023	90
Nomination and Remuneration Committee	-	-	-	-	20/10/2023	-
Stakeholders Relationship Committee	20/01/2024	Yes	3	3	-	-
Corporate Social Responsibility Committee	-	-	-	-	20/10/2023	-
Risk Management Committee	21/02/2024	Yes	3	1	-	-
<i>*Details given for current quarter</i>						
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						
Details of Cyber security incidents						
Whether as per Regulation 27(2) (b) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No				
Date of the event		Brief details of the event				
Not Applicable		Not Applicable				
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 the 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
Audio or video recordings and transcripts of post earnings /quarterly calls	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
Secretarial Compliance Report	Yes
Materiality Policy as per Regulation 30(4)	Yes
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes
Disclosures under regulation 30 (8)	Yes
Statements of deviation(s) or variations(s) as specified in regulation 32	NA
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
Annual return as provided under Section 92 of the Companies Act, 2013	Yes
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes
It is clarified that these contents on the website of the listed entity are correct	Yes



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ANIMAL HEALTH AND NUTRITION

ANNEXURE II ANNUAL COMPLIANCE REPORT ON CORPORATE GOVERNANCE		
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
Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	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
Role of Nomination & Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Gap between the meetings of Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(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
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through Special Resolution or the alternate mechanism	25(2A)	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	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	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
Approval of the Board and shareholders for compensation of profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes
Vacancies in respect of Key Managerial Personnel	26A(1) & 26A(2)	Yes

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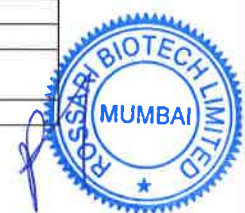
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ANIMAL HEALTH AND NUTRITION



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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ANIMAL HEALTH AND NUTRITION

ANNEXURE IV			
Applicability of Disclosure		Not Applicable	
Half year ending		March 31, 2024	
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	Nil	Nil	
Promoter Group or any other entity controlled by them	Nil	Nil	
Directors (including relatives) or any other entity controlled by	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection			
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	Not Applicable	Not Applicable	Not Applicable
Promoter Group or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt av			
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	Not Applicable	Not Applicable	Not Applicable
Promoter Group or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Directors (including relatives) or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
KMPs or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
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.			
<p>For Rossari Biotech Limited</p> <div style="text-align: center;">  </div> <p>Ketan Sablok Group - Chief Financial Officer</p>			

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