

ROSSARI BIOTECH LIMITED

CIN: L24100MH2009PLC194818

Registered Office: 201 A - B, 2nd Floor, Akruiti Corporate Park, L.B.S Marg,
Next to GE Gardens, Kanjurmarg (W), Mumbai - 400078.

Website: www.rossari.com; Email: info@rossari.com; Tel.: +91 22 6123 3800

Notice

Notice is hereby given that the 15th Annual General Meeting (“AGM”) of the Members of Rossari Biotech Limited will be held on Friday, 23rd August, 2024 at 09:00 A.M. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of the audited standalone financial statement of the Company for the Financial Year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT the audited standalone financial statement of the Company for the Financial Year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. Adoption of the audited consolidated financial statement of the Company for the Financial Year ended 31st March, 2024 and the report of Auditors thereon

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT the audited consolidated financial statement of the Company for the Financial Year ended 31st March, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

3. Declaration of dividend for the Financial Year ended 31st March, 2024

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT dividend at the rate of ₹ 0.50 (25%) per equity share of face value of ₹ 2/- (Rupees two only) each fully paid-up, be and is hereby declared for the Financial Year ended 31st March, 2024 and the same be paid as recommended by the Board of Directors of the Company, subject to deduction of tax at source and, in accordance with the provisions of Section 123 and rules made thereunder and the other applicable provisions, if any of the Companies Act, 2013.”

4. Appointment of Mr. Edward Menezes (DIN: 00149205) as a director liable to retire by rotation

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Mr. Edward Menezes (DIN: 00149205), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

5. Material Related Party Transaction(s) with Unitop Chemicals Private Limited

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) as amended from time to time and as per Section 188 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as (“the Board”) which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the Explanatory Statement with Unitop Chemicals Private Limited (“UCPL”), a Subsidiary of Rossari Biotech Limited (“the Company”) and accordingly a related party under Regulation 2(1)(zb)

of the Listing Regulations, on such terms and conditions as may be agreed between the Company and UCPL, for an aggregate value of up to ₹ 7,230 million (Rupees Seven Thousand Two Hundred and Thirty Million only), to be entered during Financial Year 2024-25, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

6. Re-appointment of Mr. Edward Menezes (DIN:00149205) as Whole Time Director designated as Executive Chairman of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, subject to the provisions of the Articles of Association of the Company, Nomination and Remuneration Policy and as per the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for re-appointment of Mr. Edward Menezes (DIN:00149205) as a Whole Time Director designated as Executive Chairman of the Company for a period of 5 (five) years commencing from 01st October, 2024 to 30th September, 2029 (both days inclusive), liable to retire by rotation, upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ("**the Board**") which term shall be deemed to include, unless the context otherwise required, Nomination and Remuneration Committee or any committee which the Board may have constituted / empowered or hereinafter constitute to exercise the powers conferred on the Board by this Resolution), be and are hereby authorised to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, widen, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Edward Menezes in the light of further progress of the Company, which shall be in accordance with the prescribed provisions of the Act and the Rules made thereunder (including any statutory modification(s) amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force).

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, obtaining requisite approval(s), statutory, contractual or otherwise in relation to the above, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Director(s), Key Managerial Personnel and/or Senior Managerial Personnel of the Company, be and are hereby severally authorised to sign and execute the appointment letter/contract (and any other agreement relating to compensation and benefits) between the Company and Mr. Edward Menezes inter-alia containing terms and conditions of appointment.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7. Re-appointment of Mr. Sunil Chari (DIN: 00149083) as Managing Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, subject to the provisions of the Articles of Association of the Company, Nomination and Remuneration Policy and as per the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the re-appointment of Mr. Sunil Chari (DIN: 00149083) as the Managing Director of the Company for the further period of 5 (five) years commencing from 01st October, 2024 to 30th September, 2029 (both days inclusive), liable to retire by rotation, upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as (“**the Board**”), which term shall be deemed to include, unless the context otherwise required, Nomination and Remuneration Committee or any committee which the Board may have constituted / empowered or hereinafter constitute to exercise the powers conferred on the Board by this Resolution), be and are hereby authorised to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, widen, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Sunil Chari in the light of further progress of the Company which shall be in accordance with the prescribed provisions of the Act and the Rules made thereunder (including any statutory modification(s) amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force).

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, obtaining requisite approval(s), statutory, contractual or otherwise in relation to the above, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Director(s), Key Managerial Personnel and/or Senior Managerial Personnel of the Company, be and are hereby severally authorised to sign and execute the appointment letter/contract (and any other agreement relating to compensation and benefits) between the Company and Mr. Sunil Chari inter-alia containing terms and conditions of appointment.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. Approval of appointment and remuneration of related party, Ms. Yashika Chari, holding office or place of profit

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 188 of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s) amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) as amended from time to time, and subject to such approvals as may be required, and the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred

to as (“the **Board**”) which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to appoint Ms. Yashika Chari, daughter of Mr. Sunil Chari, Managing Director and one of the Promoter of the Company, for holding of office or place of profit /employment in Rossari Global DMCC, a Wholly Owned Subsidiary of the Company, at a remuneration of AED 11,125 (AED Eleven Thousand One Hundred and Twenty Five Only) per month and perquisites & allowances, as more particularly specified in the relevant explanatory statement annexed to the Notice of this Meeting.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

9. Ratification of remuneration payable to M/s. R. Shetty & Associates, Cost Auditors of the Company

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 read with all other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and as per the recommendation of the Audit Committee, the Board of Directors of the Company appointed M/s. R. Shetty & Associates, Cost Accountants (Firm Registration No.:101455), to conduct cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) for the Financial Year ending 31st March, 2025 on a remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand only) plus taxes and reimbursement of out of pocket expenses at actuals, incurred by M/s. R. Shetty & Associates in connection with aforesaid Audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By order of the Board of Directors,
For **Rossari Biotech Limited**

Parul Gupta
Company Secretary & Compliance Officer
Membership No.: A38895

Date: 20th July, 2024

Place: Mumbai

Registered Office:

201 A-B, 2nd Floor, Akruiti Corporate Park,
L.B.S Marg, Next to GE Gardens,
Kanjurmarg (W), Mumbai - 400 078, India.

CIN: L24100MH2009PLC194818

Tel.: +91 22 6123 3800

E-mail : investors@rossari.com

Website : www.rossari.com

NOTES

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 08th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 05th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and Circular No. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 (hereinafter referred to as “Circulars”), and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”) permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
4. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In line with the Circulars, the Annual Report for the Financial Year 2023-24 including Notice of the 15th AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at www.rossari.com and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at www.nseindia.com and on the website of Link Intime India Private Limited (“LI IPL”) at <https://instavote.linkintime.co.in>
6. Institutional / Corporate Members (i.e. other than individuals/ HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body resolution /authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to sanjayrd65@gmail.com with a copy marked to instameet@linkintime.co.in and investors@rossari.com. Such Corporate Members are requested to refer ‘General Guidelines for Members’ provided in this notice, for more information.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. The SEBI has mandated the submission of the Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company’s share transfer agent, LI IPL.
9. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
10. Online Dispute Resolution Portal
SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 04th August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to abovementioned Circulars, post exhausting the option to resolve their grievances with the Registrar and Share Transfer Agent / the Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website at <https://www.rossari.com/wp-content/uploads/2024/06/ODR-Dispute-Resolution-website.pdf>
11. Members who wish to obtain any information on the Company or view the Financial Statements for the Financial Year ended 31st March, 2024 can send their queries at investors@rossari.com at least 7 (Seven) days before the date of 15th AGM. The same will be replied by/on behalf of the Company suitably.
12. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of the

Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of Link Intime India Private Limited (“LI IPL”) for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.

14. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialise the shares with their Depository Participant.
15. The Register maintained under Section 170 and Section 189 of the Act and the Certificate under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the members during the AGM.

Further, all the documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e 23rd August, 2024.. Members seeking to inspect such documents can send an email to investors@rossari.com.

16. Members are provided with the facility for voting through voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
17. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted their vote through remote e-voting.
18. The Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date on Friday, 16th August, 2024, may cast their vote by remote e-voting. The remote e-voting period commences on Saturday, 17th August, 2024 at 09:00 A.M. (IST) and ends on Friday, 23rd August, 2024 at 05:00 P.M. (IST). Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS

Remote e-voting Instructions for Members are as under:

As per the SEBI circular dated 09th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>METHOD- 1- If registered with NSDL IDeAS facility</p> <p>Users who have registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> (a) Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”. (b) Enter user id and password. Post successful authentication, click on “Access to e-voting”. (c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>Users not registered for IDeAS facility:</p> <ol style="list-style-type: none"> (a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp (b) Proceed with updating the required fields. (c) Post registration, user will be provided with Login ID and password. (d) After successful login, click on “Access to e-voting”. (e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Type of Shareholders	Login Method
	<p>METHOD 2 - By directly visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit URL: https://www.evoting.nsdl.com/ Click on the “Login” tab available under ‘Shareholder/Member’ section. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>METHOD 1 – From Easi/Easiest</p> <p>Users who have registered/ opted for Easi/Easiest:</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com. Click on New System Myeasi Login with user id and password After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>Users not registered for Easi/Easiest</p> <ol style="list-style-type: none"> To register, visit URL: https://web.cdslindia.com/myeasinew/Registration/EasiRegistration Proceed with updating the required fields. Post registration, user will be provided Login ID and password. After successful login, user will be able to see e-voting menu. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime Insta Vote website for casting the vote during the remote e-voting period. <p>METHOD 2 -By directly visiting the e-voting website of CDSL.</p> <ol style="list-style-type: none"> Visit URL: https://www.cdslindia.com/ Go to e-voting tab. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with depository participants</p>	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <ul style="list-style-type: none"> ➤ Login to DP website ➤ After Successful login, Members shall navigate through “e-voting” tab under Stocks option. ➤ Click on e-voting option, Members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. ➤ After successful authentication, click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Type of Shareholders	Login Method
<p>Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode</p>	<ol style="list-style-type: none"> 1. Open the internet browser and visit the URL: https://instavote.linkintime.co.in. 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ Members holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format). D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p>Notes:</p> <ul style="list-style-type: none"> ➤ Shareholders/ Members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above ➤ Shareholders holding shares in NSDL form, shall provide ‘D’ above ➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ➤ Click “confirm” (Your password is now generated). <ol style="list-style-type: none"> 3. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> 1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 2. E-voting page will appear. 3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’ 5. A confirmation box will be displayed. If you wish to confirm your vote, click on “Yes”, else to change your vote, click on “No” and accordingly modify your vote.
<p>Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password</p>	<p>Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.</p> <ul style="list-style-type: none"> ➤ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. ➤ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. ➤ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Type of Shareholders	Login Method
<p>Individual shareholders holding securities in physical form has forgotten the password:</p>	<p>If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> ➤ Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’ ➤ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”. <p>In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$\$&*), at least one numeral, at least one alphabet and at least one capital letter.</p> <p>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company</p> <p>User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID</p> <p>User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.</p>
<p>Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”)</p>	<p>STEP 1: Registration</p> <ol style="list-style-type: none"> (a) Visit URL: https://instavote.linkintime.co.in (b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund” (c) Fill up your entity details and submit the form. (d) declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. (b) above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. (e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID. (f) While first login, entity will be directed to change the password and login process is completed. <p>STEP 2 –Investor Mapping</p> <ol style="list-style-type: none"> (a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. (b) Click on “Investor Mapping” tab under the Menu Section (c) Map the Investor with the following details: <ol style="list-style-type: none"> a. ‘Investor ID’ - <ol style="list-style-type: none"> i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678 ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. b. ‘Investor’s Name - Enter full name of the entity. c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department. d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card. (d) Click on Submit button and investor will be mapped now. (e) The same can be viewed under the “Report Section”.

Type of Shareholders	Login Method
	<p>STEP 3 – Voting through remote e-voting.</p> <p>The corporate shareholder can vote by two methods, once remote e-voting is activated:</p> <p>METHOD 1 - VOTES ENTRY</p> <p>(a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.</p> <p>(b) Click on ‘Votes Entry’ tab under the Menu section.</p> <p>(c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.</p> <p>(d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.</p> <p>(e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</p> <p>(f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.</p> <p>(g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p> <p>OR</p> <p>METHOD 2- VOTES UPLOAD:</p> <p>(a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.</p> <p>(b) You will be able to see the notification for e-voting in inbox.</p> <p>(c) Select ‘View’ icon for ‘Company’s Name / Event number’. E-voting page will appear.</p> <p>(d) Download sample vote file from ‘Download Sample Vote File’ option.</p> <p>(e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.</p> <p>(f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p>
<p>Institutional shareholders (“Corporate Body/ Custodian/ Mutual Fund”) has forgotten the password</p>	<p>If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> ➤ Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’ ➤ Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”. <p><i>In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.</i></p>

HELPDESK

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in/>

- Select the “Company” and ‘Event Date’ and register with your following details and click on “Login”

(a) **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

Manner of holding shares	Your User ID
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
For Members who holds shares in physical form	Folio Number registered with the Company

(b) **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

(c) **Mobile No.:** Enter your mobile number.

(d) **Email ID:** Enter your email id, as recorded with your DP/ Company.

- Click on “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeet website.

2. Instructions for Shareholders/ Members to Speak during the AGM through InstaMeet:

- (a) The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@rossari.com from Monday, 12th August, 2024 (9:00 A.M. IST) to Friday, 16th August, 2024 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (b) Members will get confirmation on first cum first basis.
- (c) Members will receive “speaking serial number” once they mark attendance for the meeting.
- (d) Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- (e) Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for the speaker.

3. Instructions for Shareholders/ Members to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the scrutiniser/ moderator during the meeting, shareholders/ Members who have not exercised their vote through the remote e- voting can cast the vote as under:

- On the Members VC page, click on the link for e-voting “Cast your vote”
- Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.
- After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cutoff date under ‘Favour/ Against’.
- After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently

Note: Shareholders/ Members, who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the meeting. Shareholders/ Members who have voted through Remote e-voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that the Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- In case shareholders/ Members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.
- **Guidelines to attend the AGM proceedings of LI IPL, InstaMeet:**

For a smooth experience of viewing the AGM proceedings of LI IPL InstaMeet, shareholders/ Members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- (a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
or
- (b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step-1 Enter your First Name, Last Name and Email ID and click on Join Now.

 - If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
 - If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.
 - Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now
- (c) The Members can join the AGM through the VC/ OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice in points given below. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Shareholders on ‘first come first serve’ basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.

C. DIVIDEND RELATED INFORMATION

The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 17th August, 2024 to Friday, 23rd August, 2024 (both days inclusive) for the purpose of the AGM of the Company.

1. The Board of Directors have recommended a Final Dividend of Re. 0.50/- (25%) per equity share of face value of ₹ 2/- each for the Financial Year ended 31st March, 2024, subject to approval of the Members at the ensuing AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after Monday, 2nd September, 2024 as under:
 - (a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of the close of business hours on Friday, 16th August, 2024.
 - (b) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Friday, 16th August, 2024.
2. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend Warrants / Demand Drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.
3. To avoid loss of Dividend Warrants/Demand Drafts in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH).
4. Procedure for registration of e-mail address and bank details by shareholders:

- (a) For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Private Limited by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the Email Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, the Member may visit the link of Link Intime India Private Limited, Registrar and Transfer Agent (“RTA”) at https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

- (b) For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

- (c) Registration of Bank Details for Demat shareholders:

Members holding shares in electronic forms are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are advised only to the respective Depository Participant of the Members.

- (d) Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their bank details can get the same registered with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the Email/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholder’s name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send a request to RTA at https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

- (e) Registration of email id for shareholders holding shares in physical form:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the Email / Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a Member may send request to RTA at https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

5. Communication in respect of deduction of tax at source on Final Dividend payout.

For all Shareholders:

- (i) Dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source (“TDS”) from dividend paid to the Members at prescribed rates as per the Income Tax Act, 1961. In general, no tax will be deducted on payment of dividend to category of Members who are resident individuals (with valid PAN details updated in their folio/client ID records) and the total dividend amount payable to them does not exceed ₹5,000/-. Members not falling in the said category, can go through the detailed note with regards to the applicability of tax rates for various other categories of Members and the documents that need to be submitted for nil or lower tax rate, which has been provided on the Company’s website at <https://www.rossari.com/wp-content/uploads/2024/07/Detailed-note-on-Deduction-of-Tax-at-source-on-Dividend.pdf>.
- (ii) Members are requested to note that dividends, if not encashed for a consecutive period of 7 (Seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/claimants are requested to claim their dividends from the Company within the stipulated timeline.
- (iii) Please note that the upload of documents (duly completed and signed) on the website of Link Intime India Private Limited, should be done on or before Record date for the dividend in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. All communication received upto Tuesday, 13th August, 2024 at 06:00 p.m. P.M. on the tax determination/ deduction shall be considered for the dividend.
- (iv) Shareholders may note that in case the tax on said Final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible. No claim shall lie against Company for any taxes deducted by the Company.
- (v) All communications/ queries in this respect should be addressed to our RTA, LI IPL to its email address Rossaribiodivtax@linkintime.co.in
- (vi) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any tax proceedings.
- (vii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

D. GENERAL GUIDELINES FOR MEMBERS

1. The Company has appointed Mr. Sanjay Dholakia, Company Secretary (Membership No: FCS2655) of Sanjay Dholakia & Associates., Company Secretaries as the Scrutiniser to scrutinise the remote e-voting process and voting during the AGM in a fair and transparent manner.
2. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of shares held by them. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

3. The Scrutiniser shall submit his consolidated report to the Chairman within 48 hours from the conclusion of the AGM. The results declared along with the Scrutiniser's Report shall be communicated to the BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, where the shares of the Company are listed and shall be placed on the Company's website at www.rossari.com and on the website of Registrar and Share Transfer Agent, LI IPL <https://instavote.linkintime.co.in> immediately after the result is declared by the Chairman or any other person authorised by the Chairman.
4. Members who have not registered their e-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically.
5. Members must quote their Folio No. / Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company's Registrar and Share Transfer Agent, LI IPL.
6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
7. The voting rights of the Member shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 16th August, 2024.
8. In case a person has become a Member of the Company after sending of AGM Notice but on or before the cut-off date for e-voting i.e., on Friday, 16th August, 2024, he/ she may obtain the User ID through writing an email to enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.
9. In case the email address is not registered with the Company / Depository Participant / RTA, please follow the process of registering the same as mentioned below:

Physical Holding	Send a request to Registrar and Transfer Agents of the Company, Link Intime India Private Limited at https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html giving details of Folio number, Name of the Member, scanned copy of the share certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address. Please send your bank detail with original cancelled cheque to our RTA (i.e. Link Intime India Private Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (W), Mumbai-400083 along with letter mentioning folio no. if not registered already.)
Demat Holding	Please contact your Depository Participant (DP) to register/ update your email address and bank account details.

10. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
11. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the AGM.
12. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The remote e-voting module shall be disabled by LI IPL for voting 15 minutes after the conclusion of the Meeting.

STATEMENT ANNEXED TO THE NOTICE SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

In respect of Item No. 5

Pursuant to Section 188 of the Companies Act, 2013 (“**the Act**”) and other applicable provisions of the Act and Regulation 23 of the Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), as amended vide the SEBI Listing Regulations (Sixth Amendment) Regulations, 2021, effective from 1st April, 2022, all Related Party Transaction (“**RPT**”) with an aggregate value exceeding ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, being a material related party transaction, shall require approval of the Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the respective companies and on arm’s length basis.

Based on the recommendation of the Audit Committee and the Board of Directors of the Company (“**the Board**”), Members had approved the related party transactions between Rossari Biotech Limited (“**the Company**”) with Unitop Chemicals Private Limited (“**UCPL**”), for Financial Year 2023-24 at the Annual General Meeting (“**AGM**”) held on 31st May, 2023. As per the SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated 08th April, 2022, approval granted by the Members for the material RPTs shall be valid upto the next AGM. Accordingly, the Audit Committee and Board at their respective meetings held on 20th January, 2024, amended on 20th July, 2024, recommended for the approval of the Members transactions between the Company and UCPL for the Financial Year 2024-25.

The transactions by the Company with UCPL, for the Financial Year 2024-25 are estimated to be ₹ 7230 million (Rupees Seven Thousand Two Hundred and Thirty Million only) and this amount exceeds the threshold of 10% of annual consolidated turnover of the Company, Accordingly, requires approval of the Members of the Company by way of passing of an Ordinary Resolution.

Background, details and benefits of the transaction:

UCPL, a subsidiary of the Company, specialises in the manufacturing of surfactants, emulsifiers, and specialty chemicals, boasting a robust production capacity of 64,000 metric tons per annum. Renowned as a key player in the market, UCPL excels particularly in nonionic and specialty surfactants. Among these, ethoxylates and propoxylates hold significant prominence, serving as a vital constituents in various formulations across textiles, homecare, personal care, and the production of performance-enhancing polymers.

Aligned with the Company’s strategic focus, UCPL’s product range encompasses the four core pillars of chemistry: surfactants, acrylics, silicones, and enzymes. This synergy not only enhances manufacturing capabilities but also augments marketing efforts, promising substantial value addition over the long term.

The acquisition of UCPL aligns seamlessly with the Company’s overarching strategy to solidify its leadership position in the specialty chemicals manufacturing sector. In accordance with the integration blueprint of the Rossari Group, the Company foresees a continued exchange of goods and services with its subsidiaries. This entails procuring various materials and products, such as ethoxylates, propoxylates, and other surfactants from UCPL, while also engaging in reciprocal sales transactions. During Financial Year 2023-24, the Company had planned to expand its capacity by 20000 MTPA, to foray into products related to Home, Personal care and Performance Chemicals (HPPC) in the specialty chemical space, as well as for producing ingredients for our subsidiary companies. Further UCPL also planned to increase its Ethoxylation capacity by 30000 MTPA during the same period. With these projects coming on stream during Financial Year 2024–25 the transactions between the Company and UCPL will significantly increase. This will help the Company as well as UCPL to optimise the cost effectiveness and also cater to the growing demand in agro chemicals, home and personal care, oil & gas and the pharma sector in the specialty chemical space in a more competitive manner. Hence, a significant shift in the proposed transaction limit has been proposed compared to the limit set at the time of the previous approval.

Additionally, the Company leverages UCPL’s specialised expertise and infrastructure by availing of its services for specific business needs, while reciprocally extending services to UCPL in areas such as consultancy, IT assets, and other operational support. Envisioning the long-term objectives of the group, the Company is committed to pursuing and potentially expanding transactions with UCPL, including the following operational engagements for the Financial Year 2024-25:

- (i) Purchase and Sale of Goods, Services including consultancy, business auxiliary, marketing and job working;
- (ii) Infrastructure and Resources Sharing including human resources, offices and Reimbursement of expenses paid/ received, etc.;
- (iii) Purchase and sale of fixed assets, forming part of business strategy; *

*not construing an undertaking as per the provisions of the Act and/or Listing Regulations.

The aggregate value of the above transactions for Financial Year 2024-25 is up to ₹ 7230 million (Rupees Seven Thousand Two Hundred and Thirty Million only). These transactions are poised to significantly enhance the Company's operational efficiency by facilitating smooth manufacturing processes and ensuring a consistent supply of desired quality and quantity of various raw materials, thereby fostering uninterrupted operations and bolstering productivity. Moreover, the Company stands to benefit from reduced transportation costs due to its proximity to UCPL's factory at Dahej.

The transactions will continue to boost the revenue and business of other, while catering to their business requirements.

The Management has provided the Audit Committee with all the relevant details, as required under the law, for the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into the above-mentioned RPT's with UCPL. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Based on the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 5 of the Notice to the Members for approval.

Details of the proposed transactions with UCPL, being a related party of the Company, are as follows:

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, Details of Summary of information provided by the management to the Audit Committee

- (a) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)
UCPL is a subsidiary of the Company. The Company is currently holding stake in UCPL.
- (b) Name of the director or key managerial personnel who is related, if any and nature of relationship
Mr. Edward Menezes and Mr. Sunil Chari are common Directors in both the Companies.
- (c) Tenure of the proposed transaction
Recurring Nature and approval are sought for the Financial Year 2024-25.
- (d) Nature, material terms, monetary value and particulars of contracts or arrangement
The transaction involves Sale and Purchase of goods (including ethoxylates and propoxylates and other surfactants etc.), Services (including consultancy, business auxiliary, marketing and job working), sharing of infrastructure and resources and other transactions for business purpose from/to UCPL during Financial Year 2024-25, aggregating up to ₹ 7230 million (Rupees Seven Thousand Two Hundred and Twenty Three Million only).
- (e) Any advance paid or received for the contract or arrangement, if any
Not Applicable
- (f) Value of Transaction
₹ 7230 million (Rupees Seven Thousand Two Hundred and Thirty Million only).
- (g) Percentage of annual consolidated turnover considering Financial Year 2023-2024 as the immediately preceding financial year
39.50 %
- (h) Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:
Not applicable
- (i) Justification for the transaction
Please refer to "Background, details and benefits of the transaction" which forms part of the explanatory statement to the resolution no. 5
- (j) A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder
Not Applicable
- (k) Any other information that may be relevant
All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms a part of this Notice.

The proposed related party transactions are not with any promoter entity and are in the ordinary course of business and are undertaken by the Company at arm's length and as per the applicable transfer pricing principles. The price paid for a product/service would be based on actual costs along with arm's length margin applied thereon in compliance with transfer pricing principles.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 5.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 5 of this notice, for your approval.

Except Mr. Edward Menezes, Mr. Sunil Chari and their relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 5 of the Notice.

In respect of Item No. 6

Mr. Edward Menezes (DIN: 00149205) was appointed as the Whole Time Director designated as the Executive Chairman of the Company for a period of 5 (five) years commencing from 01st October, 2019, post approval of the Members in the Annual General Meeting of the Company held on 30th September, 2019. The Board of Directors of the Company (hereinafter referred as "**the Board**") at their meeting held on 29th April, 2024, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee has recommended to the Members of the Company, re-appointment of Mr. Edward Menezes as Whole Time Director, designated as the Executive Chairman of the Company for a further period of 5 (five) years commencing from 01st October, 2024 to 30th September, 2029 (both days inclusive), liable to retire by rotation.

Background

Mr. Edward Menezes, the Executive Chairman of the Company, is a founding member and has been a pivotal part of the Board since the Company's incorporation. With his extensive background and unparalleled experience, his reappointment is essential for maintaining the strategic vision and operational excellence that have been hallmarks of the Company under his leadership. With over 35 years of rich experience in the specialty chemicals industry and textile processing, Mr. Menezes has demonstrated exceptional leadership and insight. His extensive knowledge of market trends and industry dynamics has been instrumental in driving the Company's growth.

Mr. Menezes holds a Bachelor's Degree in Science with a major in Chemistry from K. J. Somaiya College of Science, University of Bombay, and a Bachelor's Degree in Science (Technology) in Textile Chemistry from the University Department of Chemical Technology (UDCT), University of Bombay. He also earned a Master's Degree in Marketing Management from the Prin. L. N. Welingkar Institute of Management Development & Research, Mumbai. His academic credentials are complemented by several prestigious awards, including:

- The 'UAA Distinguished Alumnus Technology Day Award, 2013' by UDCT and the Institute of Chemical Engineering.
- The 'All India Industrialist of the Year 2021' award by the Federation of Industries of India.
- The 2022 Hurun India – Industry Achievement Award.

Reappointing Mr. Edward Menezes as Executive Chairman is a strategic decision that aligns with the Company's long-term goals. His unwavering commitment to the Company makes him an invaluable asset. His continued leadership will be crucial in navigating future challenges and seizing new opportunities, driving the Company towards greater heights.

Mr. Edward Menezes satisfies all the conditions as set out in Section 196(3) of the Companies Act, 2013 ("**the Act**") and Part-I of Schedule V to the Act, for being eligible for re-appointment. He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Executive Chairman of the Company. Further, he has not been debarred from holding the office of director by virtue of any Securities and Exchange Board of India ("**SEBI**") Order or any other such Authority. Also, currently he does not receive any remuneration from the Group Companies.

Brief details of Mr. Menezes, including nature of his expertise, is also provided in the "**Annexure**" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("**SS-2**"), issued by the Institute of Company Secretaries of India ("**ICSI**").

The principal terms and conditions of re-appointment of Mr. Edward Menezes as Whole Time Director, designated as the Executive Chairman are as follows:

1. Tenure of re-appointment:

The re-appointment shall be for the period of 5 (five) years commencing from 01st October, 2024 to 30th September, 2029 (both days inclusive).

2. Remuneration

A. Basic Salary

The basic salary of ₹ 4,65,118/- (Rupees Four Lakh Sixty-Five Thousand One Hundred and Eighteen Only) per month.

B. Benefits/Perquisites/Allowances

(i) Perquisites

In addition to the basic salary referred to in point 2(A) above, he shall be entitled for Perquisites and Allowances of ₹ 4,65,118/- (Rupees Four Lakh Sixty-Five Thousand One Hundred and Eighteen Only), which will include mediclaim policy, personal accident insurance, and leave travel concession, etc. as per the rules of the Company. These Perquisites and Allowances would be in addition to the items mentioned in clauses (ii), and (iii) below.

(ii) House Rent Allowance

The Company shall give House Rent Allowance (“HRA”) equivalent to 50% of the salary i.e. ₹ 2,32,559/- (Rupees Two Lakh Thirty-Two Thousand Five Hundred and Fifty-Nine only) or Rent-free residential accommodation.

(iii) Following other benefits

(a) The Company shall pay or reimburse to the Chairman, and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that have been incurred by him for the purpose of or on behalf of the Company.

(b) Free use of Company’s car/ with driver/s and/or other suitable conveyance facilities.

(c) Telephone and other communication facilities.

Perquisites shall be valued as per Income Tax Rules, wherever applicable and in the absence of any such Rules, perquisites shall be valued at actual cost.

(iv) Mr. Menezes shall be also entitled to the following:

(a) Gratuity Fund as per the rules of the Company; and

(b) Leaves as per rules in force in the Company from time to time and such other benefits as may be provided by the Company to other senior officers from time to time. Encashment of unavailed leaves as per the rules of the Company.

(v) Mr. Menezes shall be liable to retire by rotation. Mr. Menezes shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

(vi) The annual increments shall not exceed 15% per annum to the annual salary at the discretion of the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and Audit Committee of the Company. Subsequent increments will be due on 1st April every year.

C. Insurance

The Company will take an appropriate Directors’ and Officers’ Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such policy in force from time to time.

D. Minimum Remuneration

Notwithstanding anything to the contrary herein, wherein any financial year during the tenure of the Chairman, the Company has no profits or its profits are inadequate, the Company shall pay to the Chairman, remuneration, perquisites, allowances, benefits and amenities subject to the maximum limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013. The perquisites mentioned in Para B above shall not be included in the computation of the ceiling on minimum remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

3. Other terms and conditions

(i) The Chairman will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board and shall adhere to the Company’s code of Conduct.

(ii) The Chairman shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

4. Disclosures

(i) This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Act setting out the terms and conditions of re-appointment of Mr. Edward Menezes as the Chairman of the Company.

- (ii) Further, the Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditor.

A copy of the draft agreement of Mr. Menezes, subject to approval of the Members of the Company, recording his terms of appointment for a period of 5 years from 1st October, 2024 as referred to in the said Resolution is available for inspection by the Members.

The Board, recommends passing of this Special Resolution as set out at Item No. 6 of this notice, for your approval.

Except Mr. Edward Menezes, and his relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Company. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

In respect of Item No. 7

Mr. Sunil Chari (DIN: 00149083) was appointed as the Managing Director of the Company for a period of 5 (five) years commencing from 01st October, 2019, post approval of the Members in the Annual General Meeting of the Company held on 30th September, 2019. The Board of Directors of the Company (hereinafter referred as **"the Board"**) at its meeting held on 29th April, 2024, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee has recommended to the Members of the Company, re-appointment of Mr. Sunil Chari as the Managing Director of the Company for a further period of 5 (five) years commencing from 01st October, 2024 to 30th September, 2029, (both days inclusive), liable to retire by rotation.

Background

Mr. Sunil Chari, the Managing Director and Co-Founder of the Company, has been instrumental in driving the Company's growth and success. As a founding member and Board member since the Company's inception, his leadership, passion, and industry expertise have been crucial in establishing Rossari as a market leader. With over 30 years of experience in the textiles and ancillary chemicals industry, Mr. Chari brings a wealth of knowledge and market insights. Before founding Rossari, he worked in various roles within the textile processing and dyestuff industries, gaining invaluable experience that has significantly benefited the Company. His deep understanding of the industry has allowed Rossari to stay ahead of market trends and maintain a competitive edge.

Mr. Chari holds a Bachelor's Degree in Arts from Kakatiya University and a Diploma in Technical and Applied Chemistry from Victoria Jubilee Technical Institute (VJTI). These academic credentials, combined with his extensive industry experience, provide him with a strong foundation to lead the Company effectively.

Mr. Chari's passion for the business, people, and processes has been a driving force behind Rossari's growth. His strategic vision has enabled the Company to build a robust sales and distribution network, and his leadership continues to steer the Company's finances from strength to strength. Under his guidance, Rossari has expanded its market presence and strengthened its core capabilities.

His reappointment as Managing Director will ensure continuity in the Company's strategic direction, fostering sustained growth and value creation for all stakeholders. His deep industry knowledge, and unwavering commitment to the Company make him an invaluable asset. His continued leadership will be crucial in navigating future challenges and seizing new opportunities, driving the Company towards greater heights.

Mr. Sunil Chari satisfies all the conditions as set out in Section 196(3) of the Companies Act, 2013 (**"the Act"**) and Part-I of Schedule V to the Act, for being eligible for his appointment. He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. Further, he has not been debarred from holding the office of director by virtue of any Securities and Exchange Board of India (**"SEBI"**) Order or any other such Authority. Also he does not receive any remuneration from Group Companies.

Brief details of Mr. Sunil Chari, including nature of his expertise, is also provided in the **"Annexure"** to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings (**"SS-2"**), issued by the Institute of Company Secretaries of India (**"ICSI"**)

The principal terms and conditions of re-appointment of Mr. Sunil Chari as the Managing Director are as follows:

1. Tenure

The re-appointment shall be for the period of 5 (five) years commencing from 01st October, 2024 to 30th September, 2029 (both days inclusive).

2. Remuneration

A. Basic Salary

The basic salary of ₹ 4,65,118/- (₹ Four Lakh Sixty-Five Thousand One Hundred and Eighteen Only) per month.

B. Benefits/Perquisites/Allowances

(i) Perquisites

In addition to the basic salary referred to in point 2(A) above, he shall be entitled for Perquisites and Allowances of ₹ 4,65,118/- (₹ Four Lakh Sixty-Five Thousand One Hundred and Eighteen Only), which will include Mediclaim policy, personal accident insurance, and leave travel concession, etc. as per the rules of the Company. These Perquisites and Allowances would be in addition to the items mentioned in clauses (ii), and (iii) below.

(ii) House Rent Allowance

The Company shall give House Rent Allowance (“HRA”) equivalent to 50% of the salary i.e. ₹ 2,32,559/- (₹ Two Lakh Thirty-Two Thousand Five Hundred and Fifty-Nine only) or Rent-free residential accommodation.

(iii) Following other benefits

- (a) The Company shall pay or reimburse to the Managing Director, and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that have been incurred by him for the purpose of or on behalf of the Company.
- (b) Free use of Company’s car/ with driver/s and/or other suitable conveyance facilities.
- (c) Telephone and other communication facilities.

Perquisites shall be valued as per Income Tax Rules, wherever applicable and in the absence of any such Rules, perquisites shall be valued at actual cost.

(iv) Mr. Chari shall be also entitled to the following:

- (a) Gratuity Fund as per the rules of the Company; and
- (b) Leaves as per the rules in force in the Company from time to time and such other benefits as may be provided by the Company to other senior officers from time to time.

(v) Mr. Chari shall be liable to retire by rotation. Mr. Chari shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

(vi) The annual increments shall not exceed 15% per annum to the annual salary at the discretion of the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and Audit Committee of the Company. Subsequent increments will be due on 1st April every year.

C. Insurance

The Company will take an appropriate Directors’ and Officers’ Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such policy in force from time to time.

D. Minimum Remuneration

Notwithstanding anything to the contrary herein, wherein any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to the Managing Director, remuneration, perquisites, allowances, benefits and amenities subject to the maximum limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013. The perquisites mentioned in Para B above shall not be included in the computation of the ceiling on minimum remuneration to the extent either singly or put together are not taxable under the Income Tax Act, 1961.

3. Other terms and conditions

- (i) The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board and shall adhere to the Company’s code of Conduct.
- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

4. Disclosures

- (i) This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Act setting out the terms and conditions of re-appointment of Mr. Sunil Chari as the Managing Director of the Company.

- (ii) Further, the Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditor.

A copy of the draft agreement of Mr. Chari, subject to approval of the Members of the Company, recording his terms of appointment for a period of 5 years from 1st October, 2024 as referred to in the said Resolution is available for inspection by the Members.

The Board, recommends passing of this Special Resolution as set out at Item No. 7 of this notice, for your approval.

Except Mr. Sunil Chari and his relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Company. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

In respect of Item No. 8

Rossari Global DMCC ("**Rossari Global**") was incorporated on 31st May, 2024 vide the order of Registrar of Companies of the Dubai Multi Commodities Centre Authority as a wholly owned subsidiary of Rossari Biotech Limited ("**the Company**"). Rossari Global has been incorporated as an investment holding company to oversee the strategic investments of the Rossari Group.

On the recommendation of the Audit Committee and approval of the Board of the Directors of Company, Ms. Yashika Chari will be appointed as Senior Manager Strategy in Rossari Global.

Background

Ms. Yashika Chari, has completed her Bachelors of Science in Business Administration with concentration in Finance and Bachelors of Arts in Psychology from Boston University, United States of America. She has also completed a double major with distinction in Business Finance and Psychology. She has handled the position of Junior Analyst at Boston University Finance & Investment Club and worked as Head Teaching Assistant at Cross-Functional CORE. Her previous experience was with Ggema Paris in 2022, where she excelled in Sales and Marketing. These roles have equipped her with diverse skillsets and comprehensive understanding of key business functions.

Ms. Yashika has been involved in reviewing and assessing viability of new global projects, and interacting with various stakeholders. Ms. Yashika is being appointed in Rossari Global because of her fresh perspective and innovative ideas, which are essential for driving our next phase of growth. Her quick learning ability and strategic vision, position her well to drive our global business forward with new and dynamic approaches. Her exceptional interpersonal skills and eagerness to take on new challenges that comes with the new position, Ms. Yashika will be valuable asset for leading our initiatives and expanding the Company's business in new geographical areas.

Ms. Yashika Chari is a related party within the definition of Section 2(76) of the Companies Act 2013 ("**the Act**") as she is the daughter of Mr. Sunil Chari, Managing Director of the Company. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 2,50,000/- requires prior approval by way of Ordinary Resolution of the Company. Hence, approval of Members is sought for her appointment in Rossari Global and for payment of remuneration to her by Rossari Global as proposed in the resolution.

Based on the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 8 of the Notice to the Members for approval.

The information as required in accordance with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as well as pursuant to Section 102 of the Act is as under:

- (a) Name of the related party
Ms. Yashika Chari.
- (b) Name of the director or key managerial personnel who is related, if any
Mr. Sunil Chari, Managing Director and Promoter of the Company.
- (c) Nature of relationship
Mr. Sunil Chari - Father of Related Party.
- (d) Nature, material terms, monetary value and particulars of contracts or arrangement
Appointment of Ms. Yashika Chari as Senior Manager Strategy in Rossari Global, wholly owned subsidiary of the Company on a remuneration as illustrated below:
- (i) Salary: Ms. Yashika Chari shall be eligible for a salary of AED 11,125 (AED Eleven Thousand One Hundred and Twenty Five Only) per month with the authority to the Board of Rossari Global to determine any merit-based increase in the salary from time to time.

(ii) House Rent Allowance: She shall be entitled to a House Rent Allowance (“HRA”) of AED 4,450 (AED Four Thousand Four Hundred and Fifty) per month, as per the policy of Rossari Global.

(iii) Special Allowances: In addition to point (i) and (ii) above, she shall be entitled for special allowances AED 6,675 (AED Six Thousand Six Hundred and Seventy Five) per month, as per the policy of Rossari Global.

Ms. Yashika shall be entitled to be paid and/or to be reimbursed by Rossari Global all costs, charges and expenses that have been incurred by her for the purpose of or on behalf of the Company.

(e) Any other information relevant or important for the members to take a decision on the proposed resolution

The Board of Rossari Global shall be entitled to finalise and decide the change in designation/revisions in the remuneration payable to Ms. Yashika Chari from time to time in accordance with Rossari Global’s policy on performance measurement and such other applicable/relevant policies. The annual increments shall not exceed 15% per annum to the annual salary at the discretion of the Board of Directors of Rossari Global.

All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 and forms a part of this Notice. The proposed related party transaction is in the ordinary course of business.

The Members may note that in terms of the provisions of the Act, the related parties as defined thereunder, shall not vote to approve resolution under Item No. 8.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 8 of this notice, for your approval.

Except Mr. Sunil Chari and his relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 8 of the Notice.

In respect of Item No. 9

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 29th April, 2024, had approved the appointment and remuneration of M/s. R. Shetty & Associates, Cost Accountants (Firm Registration No.:101455), as the Cost Auditors for audit of the cost accounting records of the Company for the Financial Year ending 31st March, 2025, at a remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand only) plus taxes and reimbursement of out-of-pocket expenses at actuals, if any, in connection with the audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), maintenance of cost records and audit thereof is applicable in respect of products in the category of Bulk Drugs, Chemicals, Insecticides, Inorganic Chemicals, Organic Chemicals and their derivatives and Polymers.

M/s. R. Shetty & Associates, have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959. In accordance with the provisions of Section 148 (3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to Cost Auditors for conducting the audit of the cost records of the Company, if required, for the Financial Year ending 31st March, 2025.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 9 of this notice, for your approval.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 9 of the Notice.

By Order of the Board of Directors
For **Rossari Biotech Limited**

Parul Gupta
Company Secretary & Compliance Officer
Membership No.: A38895

Date: 20th July, 2024

Place: Mumbai

ANNEXURE TO THE NOTICE DATED 20th JULY, 2024

Particulars of the Directors seeking appointment / re-appointment at the 15th AGM pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting:

Particulars	Details	
Name of the Director	Mr. Edward Menezes	Mr. Sunil Chari
DIN	00149205	00149083
Designation	Executive Chairman	Managing Director
Date of Birth	31/10/1960	05/12/1965
Age	63	58
Nationality	Indian	Indian
Date of first appointment on the Board	10/08/2009	10/08/2009
Date of re- appointment by the Members	30/09/2019	30/09/2019
Qualifications	He holds a Bachelor's Degree in Science (Chemistry Major) from K. J. Somaiya College of Science, University of Bombay and a Bachelor's degree of Science (Technology) in Textile Chemistry from University Department of Chemical Technology (UDCT), University of Bombay. He also holds a Master's Degree in Marketing Management from Prin. L. N. Welingkar Institute of Management Development & Research, Mumbai.	He holds a Bachelor's Degree in arts from the Kakatiya University. He also holds a Diploma in Technical and applied Chemistry from Victoria Jubilee Technical Institute (VJTI).
Expertise in functional area	He is one of the founder of the Company and has served on the Board since its inception. With over 35 years of rich experience in textile processing within mills, he contributes his extensive knowledge and market insights. Further, he has rich experience in the Specialty Chemicals Industry, for which he has demonstrated exceptional expertise. At Clariant India (formerly Sandoz), he led diverse functions including technical services, product development, marketing, and business development.	He is one of the founders of the company and has been a member of our Board since incorporation of our company. His passion for the business, people and processes provides Rossari a competitive edge in the marketplace. With over 30 years of experience in textiles and ancillary chemicals, he brings to the table his vast knowledge and market wisdom. Prior to founding the Company, he worked in a variety of textile processing and dyestuff industries.
Number of Equity Shares held in the Company as on 31 st March, 2024	16228820 [#]	16089320 [*]
Directorships on other Board as on 31 st March, 2024	Directorships: <ul style="list-style-type: none"> ➤ Buzil Rossari Private Limited ➤ Hextar Unitop SDN BHD ➤ Tristar Intermediates Private Limited ➤ Unitop Chemicals Private Limited ➤ Romakk Chemicals Private Limited ➤ Rossari Bangladesh Limited ➤ Rossari Biotech (India) Private Limited ➤ Rossari Consumer Products Private Limited ➤ Rossari Manuchar (India) Private Limited ➤ Suisse Silicon Specialties Private Limited 	Directorships: <ul style="list-style-type: none"> ➤ Buzil Rossari Private Limited ➤ Ground Screw Private Limited ➤ Hextar Unitop SDN BHD ➤ Tristar Intermediates Private Limited ➤ Unitop Chemicals Private Limited ➤ Romakk Chemicals Private Limited ➤ Rossari Bangladesh Limited ➤ Rossari Biotech (India) Private Limited ➤ Rossari Consumer Products Private Limited ➤ Rossari Manuchar (India) Private Limited ➤ Suisse Silicon Specialties Private Limited

Particulars	Details	
Committee Membership of other Board as on 31 st March, 2024	<p>Nomination and Remuneration Committee:</p> <ul style="list-style-type: none"> ➤ Unitop Chemicals Private Limited ➤ Tristar Intermediates Private Limited ➤ Romakk Chemicals Private Limited <p>Corporate Social Responsibility Committee:</p> <ul style="list-style-type: none"> ➤ Unitop Chemicals Private Limited ➤ Tristar Intermediates Private Limited 	<p>Audit Committee:</p> <ul style="list-style-type: none"> ➤ Unitop Chemicals Private Limited ➤ Tristar Intermediates Private Limited ➤ Romakk Chemicals Private Limited <p>Corporate Social Responsibility Committee:</p> <ul style="list-style-type: none"> ➤ Unitop Chemicals Private Limited ➤ Tristar Intermediates Private Limited
Number of Board Meetings attended during the Financial Year 2023-24	5	5
Relationship with other Directors, Manager and KMP	Not Applicable	Not Applicable
Remuneration Last drawn	₹ 12.13 million	₹ 12.13 million
Terms and conditions of appointment	<p>Appointed as an Executive Chairman of the Company for 5 years, liable to retire by rotation w.e.f. 01st October, 2019.</p> <p>It is proposed to re-appoint him for a further period of 5 years commencing from 01st October, 2024 to 30th September, 2029, liable to retire by rotation.</p>	<p>Appointed as a Managing Director of the Company for 5 years, liable to retire by rotation w.e.f. 01st October, 2019.</p> <p>It is proposed to re-appoint him for a further period of 5 years commencing from 01st October, 2024 to 30th September, 2029, liable to retire by rotation.</p>

#The shares held by Mr. Edward Menezes includes the shares held by him in name of Menezes Family Trust.

*The shares held by Mr. Sunil Chari includes the shares held by him in name of Chari Family Trust.

Note: For other details of the above Directors, please refer to the Report on Corporate Governance, which forms a part of this Annual Report.

SUMMARISED INFORMATION AT GLANCE

Particulars	Details
Time and Date of AGM	Friday, 23 rd August, 2024 at 09:00 A.M.
Venue / Mode	Through Video Conferencing /Other Audio Visual Means
Record Date for payment of final dividend	Friday, 16 th August, 2024
Book Closure Dates	From: Saturday, 17 th August, 2024 To: Friday, 23 rd August, 2024
Final Dividend Recommended for the Financial Year 2023-24	₹ 0.50 Per Share
Final dividend payout date, if approved by members	On or after Monday, 2 nd September, 2024
Detailed information on TDS	https://www.rossari.com/wp-content/uploads/2024/07/Detailed-note-on-Deduction-of-Tax-at-source-on-Dividend.pdf
Cut-off date for e-Voting	Friday, 16 th August, 2024
E-voting start time and date	Tuesday, 20 th August, 2024 at 09:00 a.m.
E-voting end time and date	Thursday, 22 nd August, 2024 at 05:00 p.m.
E-voting website links (please use as applicable)	https://eservices.nSDL.com https://web.cdslindia.com/myeasi/home/login https://instavote.linkintime.co.in
E-voting Event Number (EVEN)	240371
Weblink for temporary registration to receive AGM Notice and credentials for E-voting / AGM	In case the shareholders have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at https://instavote.linkintime.co.in , under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : +91-022-4918 6000 Extn : 2505/ 81081 16767.
Contact Details of RTA	Rajiv Ranjan Assistant Vice President Link Intime India Private Limited C-101, 247 Park, L B S Marg, Vikroli (W), Mumbai 400 083. Email ID: enotices@linkintime.co.in Website: www.linkintime.co.in Tel. Number: 022 4918 6000
Contact Details of the Company	Parul Gupta Company Secretary & Compliance Officer Rossari Biotech Limited 201 A-B, 2nd Floor, AkruTi Corporate Park, L.B.S Marg, Next to GE Gardens, Kanjurmarg (W), Mumbai – 400078, India. Email ID: investors@rossari.com Website: www.rossari.com Tel. Number: 022 6123 3800