

October 18, 2024

DCS-CRD BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400001 Fax No.2272 3121/2037/2039 Stock Code: 543213	Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No. C/1, 'G' Block, Bandra- Kurla Complex Bandra East Mumbai 400051 Fax No.2659 8237/8238 Stock Code: ROSSARI
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Dear Sir/Madam,

Sub: Report on Corporate Governance for the Quarter ended September 30, 2024

Pursuant to Regulation 27 (2) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith Compliance Report on Corporate Governance for the Quarter ended September 30, 2024.

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

Thanking You

Yours Sincerely

For Rossari Biotech Limited

Parul Gupta
Digitally signed
by Parul Gupta
Date: 2024.10.18
18:50:36 +05'30'



Parul Gupta
Head - Company Secretary & Legal
Membership No.: A38895

Encl.: as above

ROSSARI BIOTECH LIMITED

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

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Factory : Plot No. 10 & 11, Survey No. 90/1/10/ & 90/1/11/1, Khumbharwadi, Village Naroli, Silvassa - 396235, Dadra & Nagar Haveli (U.T.), India. T : 0260-669 3000

: Plot No. D3/24/3, Opposite Yokohama Tyre, Phase III, G.I.D.C Dahej, Village Galenda, Taluka Vagra, Bharuch-Gujarat - 392130, India. T : +91 2641-661621

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ANIMAL HEALTH AND NUTRITION

ANNEXURE I
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity **Rossari Biotech Limited**
2. Quarter ending **30/09/2024**

Title (Mr./Ms.)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Re-Appointment	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulation s)	Date of passing special resolution	Date of Cessation	Tenure (in months)	Date of Birth	No of Directorship in listed entities including this listed entity (In reference to Regulation 17A(1))	No. of Independent Directorship in listed entities including this listed entity (In reference to proviso to regulation 17A(1))	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Edward Menezes	AAGPMS575L	00149205	Chairperson Executive Director	10-08-2009	01-10-2019	NA	--	--	--	31-10-1960	1	Nil	Nil	Nil
Mr.	Sunil Srinivasan Chari	AAEPC7152K	00149083	Managing Director Executive Director	10-08-2009	01-10-2019	NA	--	--	--	05-12-1965	1	Nil	4	Nil
Mr.	Aseem Dhru	ACLPD2638J	01761455	Non-Executive - Independent Director	12-11-2019	12-11-2019	NA	--	--	58.18	07-04-1970	3	2	3	3
Mr.	Sharabh Pachory	AEGPP3804F	08577249	Non-Executive - Independent Director	12-11-2019	12-11-2019	NA	--	--	58.18	30-07-1960	1	1	2	Nil
Ms.	Aparna Sharma	AAVPS1068H	07132341	Non-Executive - Independent Director	29-04-2023	29-04-2023	NA	--	--	17.01	03-09-1973	1	1	5	2
Ms.	Esha Padmanabhan Achan	ACWPA6697B	10350369	Non-Executive - Independent Director	21-10-2023	21-10-2023	NA	--	--	11.09	25-04-1968	1	1	1	Nil
Whether Regular Chairperson appointed						Yes									
Whether Chairperson is related to Managing Director or CEO						No									
Whether Chairperson is related to Promoter						Yes									

II. Composition of Committees					
Name of Committee	Name of Committee members	Chairperson/ Membership	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Aseem Dhru	Chairperson	Non- Executive-Independent Director	12/11/2019	--
	Aparna Sharma	Member	Non- Executive-Independent Director	05/05/2023	--
	Sharabh Pachory	Member	Non- Executive-Independent Director	17/01/2023	--
	Esha Padmanabhan Achan	Member	Non- Executive-Independent Director	21/10/2023	--
Whether Regular Chairperson appointed Yes					
2. Nomination & Remuneration Committee	Sharabh Pachory	Chairperson	Non- Executive-Independent Director	19/01/2023	--
	Aparna Sharma	Member	Non- Executive-Independent Director	05/05/2023	--
	Esha Padmanabhan Achan	Member	Non- Executive-Independent Director	21/10/2023	--
Whether Regular Chairperson appointed Yes					
3. Risk Management Committee	Sunil Srinivasan Chari	Chairperson	Managing Director-Executive Director	23/01/2021	--
	Edward Menezes	Member	Executive Chairman-Executive Director	19/01/2023	--
	Esha Padmanabhan Achan	Member	Non- Executive-Independent Director	21/10/2023	--
	Mikhail Menezes	Member	Director -AHN & Textile Business	14/05/2021	--
Whether Regular Chairperson appointed Yes					
4. Stakeholders Relationship Committee	Aparna Sharma	Chairperson	Non- Executive-Independent Director	05/05/2023	--
	Sunil Srinivasan Chari	Member	Managing Director-Executive Director	12/11/2019	--
	Sharabh Pachory	Member	Non- Executive-Independent Director	21/10/2023	--
Whether Regular Chairperson appointed Yes					
5. Corporate Social Responsibility Committee	Edward Menezes	Chairperson	Executive Chairman-Executive Director	12/11/2019	--
	Aparna Sharma	Member	Non- Executive-Independent Director	05/05/2023	--
	Sharabh Pachory	Member	Non- Executive-Independent Director	21/10/2023	--
Whether Regular Chairperson appointed Yes					



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III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* (Yes/No)	Number of Directors present*	Number of Independent directors present*	Maximum gap between any two consecutive (In number of days)
06/04/2024	-	-	-	-	-
29/04/2024	-	-	-	-	22
-	20/07/2024	Yes	6	4	81
-	28/09/2024	Yes	6	4	69

*Details given for current quarter

IV. Meeting of Committees						
Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes/No)	No. of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee Meeting	20/07/2024	Yes	4	4	29/04/2024	81
Nomination and Remuneration Committee	-	-	-	-	6/04/2024	-
Nomination and Remuneration Committee	-	-	-	-	29/04/2024	22
Stakeholders Relationship Committee	20/07/2024	Yes	3	2	-	-
Corporate Social Responsibility Committee	-	-	-	-	29/04/2024	-
Risk Management Committee	16/09/2024	Yes	3	1	-	-

*Details given for current quarter

V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes
Note		
Details of Cyber security incidents		
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Date of the event		Brief details of the event
Not Applicable		Not Applicable

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before the Board of Directors.

For Rossari Biotech Limited



Parul Gupta
Head - Company Secretary & Legal
Membership No.: A18895



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ANNEXURE III

I Affirmations

Broad Heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholders Relationship Committee at the Annual General Meeting	20(3)	Yes
Disclosure of Secreterial Audit Report of the listed entity and the material in the Annual Report	24A(1)	Yes
Submission of Annual Secreterial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note

For Rossari Biotech Limited



Parul Gupta
Head - Company Secretary & Legal
Membership No.: A38895



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ANNEXURE IV

Applicability of Disclosure Not Applicable
Half year ending September 30, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Promoter Group or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt av

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Promoter Group or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
Directors (including relatives) or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable
KMPs or any other entity controlled by them	Not Applicable	Not Applicable	Not Applicable

Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Rossari Biotech Limited



Ketan Sablok
Group - Chief Financial Officer



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