



# ROSSARI BIOTECH LIMITED

CIN: L24100MH2009PLC194818

Registered Office: Rossari House, Golden Oak, LBS Marg, Surya Nagar,

Opp. Mahindra Showroom, Vikhroli (West), Mumbai 400079.

Website: [www.rossari.com](http://www.rossari.com); Email: [info@rossari.com](mailto:info@rossari.com); Tel.: +91 22 6123 3800

## Notice

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting (“**AGM**”) of the Members of Rossari Biotech Limited will be held on **Monday, 30<sup>th</sup> June, 2025** at **04:30 P.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 31<sup>st</sup> March, 2025 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 31<sup>st</sup> March, 2025 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 31<sup>st</sup> March, 2025 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 31<sup>st</sup> March, 2025 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 31<sup>st</sup> March, 2025**

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/- (two rupees) each fully paid-up, be and is hereby declared for the Financial Year ended 31<sup>st</sup> March, 2025 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 the other applicable provisions of the Companies Act, 2013 and rules made thereunder.”

**4. Appointment of Mr. Sunil Chari (DIN: 00149083) 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. Sunil Chari (DIN: 00149083), 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 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 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 ₹ 10,290 million (Rupees Ten Thousand Two Hundred and Ninety Million only) to be entered during Financial Year 2025-26.

**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 authorized 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. Appointment of M/s. Shah Patel & Associates, as Secretarial Auditors of the Company**

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

“**RESOLVED THAT** pursuant to Regulation 24A of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) as amended and as per Section 204 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 as per the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Shah Patel & Associates, Practising Company Secretaries (Firm Registration No.: P2015MH046300), be and is hereby appointed as Secretarial Auditors of the Company, for a period of five (5) consecutive years, commencing from the Financial Year 2025-26 till Financial Year 2029-30, on such terms & conditions as provided in the explanatory statement, including remuneration as may be determined by the Board of Directors (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).

**RESOLVED FURTHER THAT** the Board 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 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 of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

#### **7. 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 of the Companies Act, 2013, read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, and other applicable provisions (“the Act”), (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 and the Board of Directors of the Company, the Members of the Company hereby ratifies the remuneration of ₹ 1,20,000/- (Rupees One Lakhs Twenty Thousand Only) (exclusive of re-imbursment of out of pocket expenses and applicable taxes) payable to M/s. R. Shetty & Associates, Cost Accountants (Firm Registration No.:101455), who have been appointed by the Board of Directors, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending 31<sup>st</sup> March, 2026.



**RESOLVED FURTHER THAT** the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized 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 of the Company 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

**Head - Company Secretary & Legal**

Membership No.: A38895

Date: 25<sup>th</sup> April, 2025

Place: Mumbai

**Registered Office:**

Rossari House, Golden Oak, LBS Marg, Surya Nagar,

Opp. Mahindra Showroom, Vikhroli (West), Mumbai 400079, India.

CIN: L24100MH2009PLC194818

Tel.: +91 22 6123 3800

E-mail: [investors@rossari.com](mailto:investors@rossari.com)

Website: [www.rossari.com](http://www.rossari.com)

## NOTES

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 dated 08<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 20/2020 dated 05<sup>th</sup> May, 2020; and subsequent circulars issued in this regard, including latest circular no. 09/2024 dated 19<sup>th</sup> September, 2024, read with the Securities and Exchange Board of India (“SEBI”) Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and other relevant circulars including circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03<sup>rd</sup> October, 2024 (hereinafter collectively 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. In compliance with the provisions of the Act read with the Circulars, the 16<sup>th</sup> Annual General Meeting of the Company (“AGM/the Meeting”) 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 15<sup>th</sup> 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 only, 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. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis.
6. In line with the Circulars, the Annual Report for the Financial Year 2024-25 including Notice of the AGM, 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/MUFG Intime India Private Limited (“MI IPL”) (formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company (“RTA”) 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](http://www.rossari.com) and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (“NSE”) at [www.nseindia.com](http://www.nseindia.com) and on the website of MI IPL at <https://instameet.in.mpms.mufg.com>. Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to the Members whose e-mail addresses are not registered with Company/RTA/DP providing the weblink of Company’s website from where the Integrated Annual Report for Financial Year 2024-25 can be accessed.
7. 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/authorization etc., authorizing 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/Authorization shall through its registered email address, be sent to the Scrutinizer at [swapneel@spassociates.co](mailto:swapneel@spassociates.co) with a copy marked to [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and [investors@rossari.com](mailto:investors@rossari.com). Such Corporate Members are requested to refer ‘General Guidelines for Members’ provided in this notice, for more information.
8. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In case of joint holders attending the AGM, only such joint holder who is first in the order of names will be entitled to vote.
10. 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) (“DP”). Members holding shares in physical form are requested to submit their PAN details to the Company’s RTA.
11. 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.
12. Online Dispute Resolution Portal

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31<sup>st</sup> July, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 04<sup>th</sup> August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 31<sup>st</sup> July, 2023 (updated as on 11<sup>th</sup> August, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution



of disputes arising in the Indian Securities Market. Pursuant to above-mentioned 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 [www.rossari.com/investors-contact](http://www.rossari.com/investors-contact).

13. Members who wish to obtain any information on the Company or view the Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2025 can send their queries at [investors@rossari.com](mailto:investors@rossari.com) at least 7 (Seven) days before the date of the AGM. The same will be replied by/on behalf of the Company, suitably.
14. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of 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 MIIPL 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.
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 30<sup>th</sup> June, 2025. Members seeking to inspect such documents can send an email to [investors@rossari.com](mailto:investors@rossari.com).

#### GENERAL GUIDELINES FOR MEMBERS

1. The voting rights of shareholder 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. Monday, 23<sup>rd</sup> June, 2025. 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. A person who is not a Member as on the cut-off date, should treat this Notice for information purposes only. The remote e-voting period commences on Friday, 27<sup>th</sup> June, 2025 at 09:00 A.M. (IST) and ends on Sunday, 29<sup>th</sup> June, 2025 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.
2. 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.
3. 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.
4. 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 MIIPL for voting 15 minutes after the conclusion of the Meeting.
5. The Board has appointed M/s. Shah Patel & Associates, Practicing Company Secretaries, (Firm Registration No. P2015MH046300), represented by Mr. Swapneel Patel, Company Secretary, failing him Ms. Isha Shah, Company Secretary both Partners of M/s. Shah Patel & Associates (the "Scrutinizer") as a scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
6. 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 Participant for availing this facility.
7. In case a person has become a Member of the Company after sending of the Notice but on or before the cut-off date, he/she may obtain the User ID through writing an email to [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000.
8. The Scrutinizer shall submit his consolidated report to the Chairman within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to the BSE Limited and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.rossari.com) and on the website of share transfer agent, MIIPL <https://instavote.linkintime.co.in> immediately after the result is declared by the Chairman or any other person authorised by the Chairman.

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 RTA, MUFG Intime India Private Limited at <a href="https://web.in.mpms.mufg.com/helpdesk/ServiceRequest.html">https://web.in.mpms.mufg.com/helpdesk/ServiceRequest.html</a> giving details of Folio number, Name of the shareholder, 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 at 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. 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.
11. 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, MIIPL.
12. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company, or their DP as the case may be, of any change in address or demise of any Member in a timely manner. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from concerned DP and holdings should be verified, from time to time.
13. Helpdesk:

**Individual Shareholders holding securities in demat mode:**

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on:- Tel: 022 – 4918 6000.

**INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM**

**A. VOTING THROUGH ELECTRONIC MEANS**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

- **Login method for members holding securities in demat mode**

**Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

Shareholders who have registered for NSDL IDeAS facility:	OR	Shareholders who have not registered for NSDL IDeAS facility:
(a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and click on "Beneficial Owner" icon under "Login".		(a) To register, visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and select "Register Online for IDeAS Portal" or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
(b) Enter User ID and Password. Click on "Login"		(b) Proceed with updating the required fields.
(c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.		(c) Post successful registration, user will be provided with Login ID and password.
(d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.		(d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
		(e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- 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 will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL****METHOD 1 – Individual Shareholders registered with CDSL Easi/Easiest facility**

<b>Shareholders who have registered/optioned for CDSL Easi/Easiest facility:</b>	<b>Shareholders who have not registered for CDSL Easi/Easiest facility:</b>
<ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Click on New System Myeasi Tab</li> <li>Login with existing my easi username and password</li> <li>After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.</li> <li>Click on “Link InTime/MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol>	<ol style="list-style-type: none"> <li>To register, visit URL: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> / <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></li> <li>Proceed with updating the required fields.</li> <li>Post registration, user will be provided username and password.</li> <li>After successful login, user able to see e-voting menu.</li> <li>Click on “Link InTime/MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol>

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- 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 “Link InTime/MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant**

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.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL/CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- After successful authentication, click on “Link InTime/MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

- **Login method for Shareholders other than individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode**

Visit URL: <https://instavote.linkintime.co.in>

<b>Shareholders who have not registered for INSTAVOTE facility:</b>	<b>Shareholders who have registered for INSTAVOTE facility:</b>
<p>(a) Click on “<b>Sign Up</b>” under ‘SHARE HOLDER’ tab and register with your following details:</p> <p><b>A. User ID:</b></p> <p>NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.</p> <p>CDSL demat account – User ID is 16 Digit Beneficiary ID.</p> <p>Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.</p> <p><b>B. PAN:</b></p> <p>Enter your 10-digit Permanent Account Number (PAN)</p> <p>Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.</p> <p><b>C. DOB/DOI:</b></p> <p>Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)</p> <p><b>D. Bank Account Number:</b></p> <p>Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p>*Shareholders holding shares in <b>NSDL form</b>, shall provide ‘D’ above</p> <p>**Shareholders holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</p> <ul style="list-style-type: none"> <li>• Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (#\$&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>• Enter Image Verification (CAPTCHA) Code</li> <li>• Click “Submit” (You have now registered on InstaVote).</li> </ul>	<p>(a) Click on “<b>Login</b>” under ‘SHARE HOLDER’ tab.</p> <p>A. User ID: Enter your User ID</p> <p>B. Password: Enter your Password</p> <p>C. Enter Image Verification (CAPTCHA) Code</p> <p>D. Click “Submit”</p> <p>(b) Cast your vote electronically:</p> <p>A. After successful login, you will be able to see the “Notification for e-voting”.</p> <p>B. Select ‘View’ icon.</p> <p>C. E-voting page will appear.</p> <p>D. 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>E. After selecting the desired option i.e. Favour/ Against, click on ‘Submit’.</p> <p>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>

**Guidelines for Institutional Shareholders (“Custodian/Corporate Body/Mutual Fund”)****STEP 1 – Custodian/Corporate Body/Mutual Fund Registration**

- (a) Visit URL: <https://instavote.linkintime.co.in>
- (b) Click on “**Sign Up**” under “Custodian/Corporate Body/Mutual Fund”
- (c) Fill up your entity details and submit the form.
- (d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). 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](mailto:insta.vote@linkintime.co.in).
- (e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- (a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- (b) Click on “**Investor Mapping**” tab under the Menu Section
- (c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - (i) NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - (ii) CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
  - E. Click on Submit button. (The investor is now mapped with the Custodian/Corporate Body/Mutual Fund Entity). The same can be viewed under the “Report Section”.

**STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

<b>METHOD 1 - VOTES ENTRY</b>	OR	<b>METHOD 2 - VOTES UPLOAD</b>
<ol style="list-style-type: none"> <li>(a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with InstaVote Login credentials.</li> <li>(b) Click on “<b>Votes Entry</b>” tab under the Menu section.</li> <li>(c) Enter the “<b>Event No.</b>” for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under “On-going Events”.</li> <li>(d) Enter “<b>16-digit Demat Account No.</b>” for which you want to cast vote.</li> <li>(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).</li> <li>(f) After selecting the desired option i.e. Favour/Against, click on ‘Submit’.</li> <li>(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.</li> </ol>		<ol style="list-style-type: none"> <li>(a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with InstaVote Login credentials.</li> <li>(b) After successful login, you will be able to see the “Notification for e-voting”.</li> <li>(c) Select “<b>View</b>” icon for “<b>Company’s Name/Event number</b>”.</li> <li>(d) E-voting page will appear.</li> <li>(e) Download sample vote file from “<b>Download Sample Vote File</b>” tab.</li> <li>(f) Cast your vote by selecting your desired option ‘Favour/Against’ in the sample vote file and upload the same under “<b>Upload Vote File</b>” option.</li> <li>(g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.</li> </ol> <p>(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p>

- **Forgot Password:**

<b>Individual Shareholders holding securities in demat mode with NSDL / CDSL has forgotten the password</b>	<b>Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode</b>
<p>Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants website.</p> <ul style="list-style-type: none"> <li>• It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li> <li>• For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.</li> <li>• During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular “Event”.</li> </ul>	<p>Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <ul style="list-style-type: none"> <li>• Click on “<b>Login</b>” under ‘SHARE HOLDER’ tab.</li> <li>• Click “<b>forgot password?</b>”</li> <li>• Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).</li> <li>• Click on “SUBMIT”.</li> </ul> <p>In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter.</p> <p><b>User ID:</b></p> <p>NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.</p> <p>CDSL demat account – User ID is 16 Digit Beneficiary ID.</p> <p>Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.</p> <p>In case Custodian/Corporate Body/Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <ul style="list-style-type: none"> <li>• Click on ‘Login’ under “Custodian/Corporate Body/Mutual Fund” tab</li> <li>• Click “<b>forgot password?</b>”</li> <li>• Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).</li> <li>• Click on “SUBMIT”.</li> </ul> <p>In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter.</p>



## B PROCESS AND MANNER FOR ATTENDING THE AGM THROUGH INSTAMEET

### • Login method for Shareholders to attend the Annual General Meeting through InstaMeet

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(a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.

(b) Select the “Company” and ‘Event Date’ and register with your following details:

**(i) Demat Account No. or Folio No:**

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.

Shareholders holding shares in physical form – shall provide Folio Number.

**(ii) PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

**(iii) Mobile No:** Enter your Mobile No.

**(iv) Email ID:** Enter your email Id as recorded with your DP/Company.

(c) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

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### • Instructions for Shareholders to Speak during the General Meeting through InstaMeet

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(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](mailto:investors@rossari.com) from Thursday, 19<sup>th</sup> June, 2025 (09:00 A.M. IST) to Monday, 23<sup>rd</sup> June, 2025 (05:00 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 depending upon the provision made by the Company.

(c) Members will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

(d) Members are requested to speak only when moderator of the meeting/management will announce the name and serial number of the speaker.

(e) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

\*Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

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### • Instructions for Shareholders to Vote during the General Meeting through InstaMeet

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

(a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”

(b) 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

(c) Click on ‘Submit’.

(d) After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.

(e) 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 cut-off 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.

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**Note:**

Shareholders/Members, who will be present in the General Meeting 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 General Meeting will be eligible to attend/participate in the General Meeting 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 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.

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

**C DIVIDEND RELATED INFORMATION**

1. The Board of Directors have recommended a Final Dividend of ₹ 0.50/- (25%) per equity share of face value of ₹ 2/- each for the Financial Year ended 31<sup>st</sup> March, 2025 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 paid/ dispatched within ten (10) working days from the conclusion of the AGM, as under:
  - (a) To all Beneficial Owners in respect of shares held in dematerialized 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, 20<sup>th</sup> June, 2025.
  - (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, 20<sup>th</sup> June, 2025.
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 MUFG Intime India Private Limited (“RTA”)/ (“MIPL”) by clicking the link: [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html) or at their website [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) 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, a member may send an e-mail to RTA at [https://web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufg.com/helpdesk/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 RTA, by sending email at its email address [rt.helpdesk@in.mpms.mufg.com](mailto:rt.helpdesk@in.mpms.mufg.com) or by clicking the link: [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html) or at their website [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) 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://web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufg.com/helpdesk/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 RTA, by clicking the link: [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html) in their website [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) 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://web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufg.com/helpdesk/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.

- (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 ₹ 10,000/-. 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 <https://www.rossari.com/ir-annual-report/>.
- (ii) Members are requested to note that dividends, if not encashed for a consecutive period of 7 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 RTA, 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 Friday, 20<sup>th</sup> June, 2025 at 06:00 P.M. (IST) 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 to its email address [rossaribiodivtax@in.mpms.mufg.com](mailto:rossaribiodivtax@in.mpms.mufg.com) or on weblink: <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html>.
- (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.

## 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 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (“**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 1<sup>st</sup> April, 2022, all Related Party Transaction (“**RPT**”) with an aggregate value exceeding ₹ 1,000 Crores or 10% of annual consolidated turnover of the Company (as per the last audited financial statements of the Company), whichever is lower, shall be a material related party transaction, and 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 of the Company had approved the RPT between Rossari Biotech Limited (“**the Company**”) with Unitop Chemicals Private Limited (“**UCPL**”), for Financial Year 2024-25 at the Annual General Meeting (“**AGM**”) held on 23<sup>rd</sup> August 2024. As per the SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated 8<sup>th</sup> 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 21<sup>st</sup> January, 2025, recommended for the approval of the Members of the Company transactions between the Company and UCPL for the Financial Year 2025-26.

The transactions by the Company with UCPL, for Financial Year 2025-26 are estimated to be ₹ 10,290 million (Rupees Ten Thousand Two Hundred and Ninety Million only) and this amount exceeds the criteria prescribed above for materiality and therefore, it is a material related party transaction. 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 boasts of a robust production capacity of 64,000 metric tons per annum, specialising in the manufacturing of surfactants, emulsifiers, and specialty chemicals, UCPL has been a milestone step of Rossari to consolidate its leadership in the specialty chemicals sector. This acquisition, brought synergies and complementary dimensions such as expanded product portfolio, presence in adjoining areas of speciality chemical segments, pooling together of related technologies, larger international exposure, better domestic market reach, well-experienced and competent talent pool and increased end-user industry applications.

Unitop’s specialized capabilities have significantly bolstered the Group to establish a robust backward integration. This integration has not only improved overall operational efficiency of Rossari but also reduced dependency on external suppliers and opened new avenues for market expansion and product innovation. These collaborations have led to streamlined production, enhanced product quality, and the development of new raw materials that benefit the Group as a whole. Moreover, leveraging Rossari’s established distribution network to market and sell surfactants manufactured by Unitop has driven full capacity utilization at Unitop’s facilities. The resulting increase in demand has necessitated capacity expansion, reflecting the success of the integrated operating model and the strategic value of inter-entirety transactions. Accordingly, new capacity expansion is planned to go live in Financial Year 2025-26, resulting in significant increase in the transactions between the Company and UCPL. This will also help the Company as well as UCPL to 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. In alignment with this integration strategy and growth plans, a continued and structured exchange of goods and services between Rossari and UCPL has become essential and pivotal.

Envisioning the long-term objectives of the Group, the Company is pursuing and potentially expanding related party transactions with UCPL, including the following operational engagements slated for the Financial Year 2025-26:

- (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 required for general business objectives and requirements\*.

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

These transactions are expected to play a pivotal role in enhancing the Company’s operational efficiency by ensuring a reliable and timely supply of critical raw materials in the desired quality and quantity and will also lead to the overall growth in terms of revenue and EBITDA. This continuity in supply will support seamless manufacturing processes, reduce downtime, and improve overall productivity across business verticals. In addition, the geographic proximity of UCPL’s manufacturing facility at dahej to Rossari’s dahej facility offers strategic logistical advantages. This close integration is anticipated to result in substantial savings on transportation and handling costs, further strengthening cost competitiveness. By leveraging each entity’s strengths be it in manufacturing, technical know-how, or distribution, the Group can optimize resource utilization and reinforce its market positioning across key industry segments.



The Management has provided the Audit Committee with all the relevant details, as required under the Listing Regulations and the Act, 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 to the Members for approval.

**Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021, Details of Summary of information provided by the management to the Audit Committee. Details of the proposed transactions with UCPL, being a related party of the Company, are as follows:**

- (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 holds 80% of its equity shares as on date of this Notice.
- (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 2025-26.
- (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 2025-26, aggregating up to ₹ 10,290 million (Rupees Ten Thousand Two Hundred and Ninety Million only).
- (e) Any advance paid or received for the contract or arrangement, if any
- Not Applicable
- (f) Value of Transaction
- ₹ 10,290 million (Rupees Ten Thousand Two Hundred and Ninety Million only).
- (g) Percentage of annual consolidated turnover considering Financial Year 2024-25 as the immediately preceding financial year
- 49.46%
- (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 Act and forms a part of this Notice.
- The proposed related party transactions 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 and 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 financially or otherwise, 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**

The Securities and Exchange Board of India (“SEBI”) vide a notification dated 12<sup>th</sup> December, 2024, has issued the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 amending the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 (“Listing Regulations”). As per the aforesaid amendment every listed company shall on the basis of recommendation of board of directors, appoint a secretarial audit firm as secretarial auditor for not more than two terms of five (5) consecutive years, subject to the approval of its members in its Annual General Meeting.

Accordingly, the Board of Directors of the Company (“the Board”) at their meeting held on 25<sup>th</sup> April, 2025, considering the experience and expertise and on the recommendation of the Audit Committee, has recommended for the approval of the Members of the Company, appointment of M/s. Shah Patel & Associates, Practicing Company Secretaries, as the Secretarial Auditor of the Company, for a period of five (5) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30.

### **Credentials of the Secretarial Auditor**

*M/s. Shah Patel & Associates (Firm Registration No.: P2015MH046300), a secretarial audit firm registered with The Institute of Company Secretaries of India (ICSI), and holding a Peer Review Certificate (PRC No.: 1062/2021) is a firm of repute. The firm, has immense experience and specialize in dealing with matters relating to rendering professional services in area of corporate laws, secretarial matters, securities laws, corporate governance matters, corporate restructuring, mergers and amalgamation, legal due diligence, corporate disputes and NCLT matters, SME listing and all types of company law related compliances.*

*M/s. Shah Patel & Associates, has been the Secretarial Auditors of the Company from the Financial Year 2024-25 and as part of their secretarial audit they have demonstrated their expertise and proficiency in handling secretarial audits of the Company.*

*M/s. Shah Patel & Associates, have given their consent to act as the Secretarial Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 204 of the Companies Act, 2013 read with Rules made thereunder (“the Act”) and the Listing Regulations. They have further confirmed that they are not disqualified to be appointed as secretarial auditors in term of provisions of the Act, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the Listing Regulations read with SEBI Circular dated 31<sup>st</sup> December, 2024. Also, confirmed that they hold a valid certificate of peer review issued by the ICSI.*

### **Terms and conditions of appointment**

#### **(a) Term**

Five (5) consecutive years commencing from 1<sup>st</sup> April, 2025 upto 31<sup>st</sup> March, 2030.

#### **(b) Remuneration**

₹ 1,20,000/- (Rupees One Lakhs Twenty Thousand Only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Years 2025-26. The fee for the subsequent year(s) of their term shall be fixed by the Board based on the recommendation of the Audit Committee. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor. The payment for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee and shall be determined by the Audit Committee and/or the Board.

#### **(c) Basis of recommendations**

The Board and the Audit Committee considered various parameters such as the firm’s capability to serve a diverse and complex business landscape like that of the Company, market standing, clientele served, technical knowledge, and the independent assessment and expertise of the partners in providing secretarial audit related services. The competency of the staff and the Company’s prior experience based on an evaluation of the quality of audit work carried out by the firm in the past also played a vital role in the recommendation. Based on these considerations, the Board found M/s. Shah Patel & Associates to be well suited to handle the scale and diversity associated with the Company.

The Board, recommends passing of this Ordinary Resolutions as set out at Item No. 6 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 financially or otherwise, either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 6 of the Notice.

**In respect of Item No. 7**

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 25<sup>th</sup> April, 2025, has 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 31<sup>st</sup> March, 2026, at a remuneration of ₹ 1,20,000/- (Rupees One Lakhs 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 (“**the Rules**”) (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 including 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 Rules, 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 31<sup>st</sup> March, 2026.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 7 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 financially or otherwise, either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 7 of the Notice.

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

Parul Gupta  
**Head- Company Secretary & Legal**

Membership No.: A38895

Date: 25<sup>th</sup> April, 2025

Place: Mumbai

## ANNEXURE TO THE NOTICE DATED 25<sup>th</sup> APRIL, 2025

### Particulars of the Director seeking appointment/re-appointment at the 16<sup>th</sup> AGM pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting:

Particulars	Details
Name of the Director	Sunil Chari
DIN	00149083
Designation	Managing Director
Date of Birth	05 <sup>th</sup> December, 1965
Age	59 Years
Nationality	Indian
Date of first appointment on the Board	10 <sup>th</sup> August, 2009
Date of re- appointment by the Members	01 <sup>st</sup> October, 2024
Qualifications	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 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 <sup>st</sup> March, 2025	16199320*
Directorships on other Board as on 31 <sup>st</sup> March, 2025	Directorships: <ul style="list-style-type: none"> <li>• Buzil Rossari Private Limited</li> <li>• Ground Screw Private Limited</li> <li>• Hextar Unitop SDN BHD</li> <li>• Tristar Intermediates Private Limited</li> <li>• Unitop Chemicals Private Limited</li> <li>• Romakk Chemicals Private Limited</li> <li>• Rossari Bangladesh Limited</li> <li>• Rossari Global DMCC</li> <li>• Rossari Biotech Trading FZE</li> <li>• Rossari Biotech (India) Private Limited</li> <li>• Rossari Consumer Products Private Limited</li> <li>• Rossari Manuchar (India) Private Limited</li> <li>• Suisse Silicon Specialties Private Limited</li> <li>• Surfactants Association of India SAI</li> </ul>
Committee Membership of other Board as on 31 <sup>st</sup> March, 2025	Audit Committee: <ul style="list-style-type: none"> <li>• Unitop Chemicals Private Limited</li> <li>• Tristar Intermediates Private Limited (upto 16<sup>th</sup> January, 2025)</li> <li>• Romakk Chemicals Private Limited</li> </ul> Corporate Social Responsibility Committee: <ul style="list-style-type: none"> <li>• Unitop Chemicals Private Limited</li> <li>• Tristar Intermediates Private Limited</li> </ul> Risk Management Committee: <ul style="list-style-type: none"> <li>• Rossari Biotech Limited</li> </ul>
Listed Entities from which Director has resigned from directorship in the past three (3) years.	Not Applicable
Number of Board Meetings attended during the Financial Year 2024-25	He attended all 7 meetings of Board of Directors held during the Financial Year 2024-25.
Relationship with other Directors, Manager and KMP	Not Applicable
Remuneration Last drawn	₹ 10.58 million
Terms and conditions of appointment	Appointed as a Managing Director of the Company for 5 years, commencing from 01 <sup>st</sup> October, 2024 to 30 <sup>th</sup> September, 2029, liable to retire by rotation.

\*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 Director, please refer to the Report on Corporate Governance, which forms a part of this Annual Report.

**SUMMARIZED INFORMATION AT GLANCE**

<b>Particulars</b>	<b>Details</b>
Time and Date of AGM	Monday, 30 <sup>th</sup> June, 2025 at 04:30 P.M. (IST)
Venue/Mode	Through Video Conferencing/Other Audio Visual Means
Record Date for payment of final dividend	Friday, 20 <sup>th</sup> June, 2025
Final Dividend Recommended for the Financial Year 2024-25	₹ 0.50 Per Share
Final dividend payout date, if approved by members	Ten (10) working days from the conclusion of the AGM
Detailed information on TDS	<a href="https://www.rossari.com/ir-annual-report/">https://www.rossari.com/ir-annual-report/</a>
Cut-off date for e-voting	Monday, 23 <sup>rd</sup> June, 2025
E-voting start time and date	Friday, 27 <sup>th</sup> June, 2025 at 09:00 A.M. (IST)
E-voting end time and date	Sunday, 29 <sup>th</sup> June, 2025 at 05:00 P.M. (IST)
E-voting website links (please use as applicable)	<a href="https://eservices.nsd.com">https://eservices.nsd.com</a> <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>
E-voting Event Number (EVEN)	250223
Weblink for temporary registration to receive AGM Notice and credentials for e-voting/AGM	<a href="https://web.in.mpms.mufg.com/EmailReg/Email_Register.html">https://web.in.mpms.mufg.com/EmailReg/Email_Register.html</a>
Contact Details of RTA	Sarita Sangishetti <b>Assistant Manager – Evoting</b> <b>MUFG Intime India Private Limited</b> C-101, 247 Park, L B S Marg, Vikhroli (W), Mumbai 400 083. Email/HelpDesk: <a href="mailto:enotices@in.mpms.mufg.com">enotices@in.mpms.mufg.com</a> Website: <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a> Tel. Number: 022 4918 6000
Contact Details of the Company	Parul Gupta <b>Head - Company Secretary &amp; Legal</b> <b>Rossari Biotech Limited</b> Rossari House, Golden Oak, LBS Marg, Surya Nagar, Opp. Mahindra Showroom, Vikhroli (West), Mumbai – 400079, Maharashtra, India. Email ID: <a href="mailto:investors@rossari.com">investors@rossari.com</a> Website: <a href="http://www.rossari.com">www.rossari.com</a> Tel. Number: 022 6123 3800