ROSSARI
making you more competitive

May 08, 2023

DCS-CRD BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 023 Fax No.2272 3121/2037/2039 Stock Code: 543213	Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No.C/1, 'G'Block, Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No.2659 8237/8238 Stock Code: ROSSARI

Dear Sir/Madam,

Sub: Notice of 14th Annual General Meeting and Annual Report for the Financial Year 2022-23

Ref.: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The 14th Annual General Meeting ("AGM") of the Company will be held on Wednesday, May 31, 2023 at 12:00 Noon IST through Video Conferencing/Other Audio-Visual Means ("VC/OAVM").

Pursuant to the General Circular No. 03/2022 dated May 05, 2022 read with General Circular No. 02/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020, 14/2020 dated April 8, 2020, and General Circular No. 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 issued by the Securities Exchange Board of India (SEBI), the Notice convening the 14th AGM and the Annual Report of the Company for the Financial Year 2022-23 has been sent to all the Members of the Company whose e-mail addresses are registered with the Company or Depository Participant(s).

Pursuant to Regulation 34 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Annual Report for the Financial Year 2022-23 containing, inter alia, the Notice convening the 14th AGM of the Company.

The Annual Report is also available on the website of the Company at www.rossari.com.

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: 2023.05.08 17:37:21 +05'30'

ROSSARI BIOTECH LIMITED MUMBAI

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

Encl.: as above

Fostering Sustainability.
Delivering Value.

Annual Report 2022-23

Rossari Biotech Limited

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For more investor related information
Scan this QR code

Please find our online version at
https://www.rossari.com/ir-annual-report/

Investor Information

Market Capitalisation as of 31st March, 2023 (BSE)	₹ 32,836.80 million
CIN	L24100MH2009PLC194818
BSE Code	543213
NSE Symbol	ROSSARI
Bloomberg Code	ROSSARI:IN
Dividend Declared	₹ 0.50 per share
AGM Date	31st May, 2023

Disclaimer: This document contains statements and disclosures about expected future events, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Integrated Report.

* Figures and information provided in this Report are on consolidated basis unless otherwise specified
*Across the Report Rossari Biotech Limited and Rossari Group is referred to as 'Rossari' or 'We' or 'The Company'

About the Report

This Annual Report is among our primary communication documents addressed to all stakeholders. It provides an extensive overview of our operational and financial performance, as well as their impact on our strategic objectives, resulting in our ability to create sustainable value. Moving forward, we plan to continue enhancing this Report with additional components to maintain the unwavering trust of our stakeholders.

Approach to Reporting

Rossari Biotech Limited ('the Company') has developed this Report broadly in accordance with the principles of Integrated Reporting <IR> established by the International Integrated Reporting Council (IIRC), to enhance transparency for all stakeholders. The Report offers a comprehensive analysis of our operational environment, strategy, material challenges, risks and opportunities, stakeholder engagement, and our approach to long-term sustainability. Additionally, the Report presents our integrated value generation across six forms of capitals such as Physical, Intellectual, Human, Social and Relationship, and Natural.

Reporting Period, Scope and Boundary

The reporting period for this Integrated Report is from 1st April, 2022 to 31st March, 2023. It includes an overview of our operations, business divisions and key focus strategies.

Reporting Standards and Frameworks

This Report has been prepared by the Company with the intention of enhancing transparency and accountability through the disclosures and information provided. The financial information contained in this Report, which includes the Board's Report, Corporate Governance Report, Management Discussion and Analysis (MD&A), Business Responsibility and Sustainability Report, complies with the financial and statutory data requirements of the Companies Act 2013, the Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements Regulations), 2015, as well as the prescribed Secretarial Standards.

Fostering Sustainability, Delivering Value.

In today's interconnected and rapidly changing business landscape, synergy is not just a competitive advantage but a strategic imperative for fostering sustainability and delivering value. It is the catalyst that enables businesses to achieve more than the sum of individual parts, while unlocking new opportunities, driving innovation, and amplifying the positive impact that a company can make on the environment and society.

At Rossari, sustainability has always been the mainstay for delivering value-driven growth. We have striven to produce world-class, sustainable, value-added, and environment-friendly products that customers value. And so, we have consciously designed our operations to balance to minimise the ecological footprint of our manufacturing processes while to minimise customer/stakeholder benefits.

As a leading producer of specialty chemicals, we leverage our key strengths, including a dedicated focus on research and development (R&D), agility, robust infrastructure, and skilled resources. We strongly emphasise product innovation, constantly striving to provide solutions that meet the diverse needs of stakeholders across the entire value chain. We have built synergies in our value creation process through strategic acquisitions and investments, unlocking new opportunities and expanding our global business verticals. This paves the way for sustained growth in the years to come as we continue to foster sustainability while delivering value to our customers and stakeholders alike.

As we enter another year, we hope our synergies bring together diverse perspectives, ideas, and talents, leading to breakthrough solutions that address complex challenges and drive positive change, both within the Company and in the broader context of sustainability.

Rossari – A Snapshot of Our Operations

Creating Value through Sustainable Practices

Over 25
Years of experience in the specialty chemicals industry

12% Y-o-Y
Growth in revenue: 2022-23

354,100 MTPA
Total installed capacity

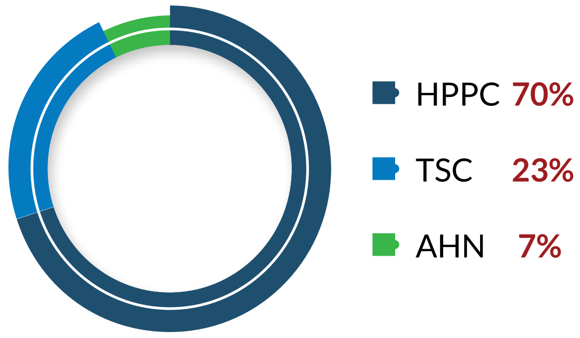
46+
Clients added during the year

21+
New products added to the portfolio

24
Geographies unlocked

4,220+
Products

Revenue Mix for 2022-23

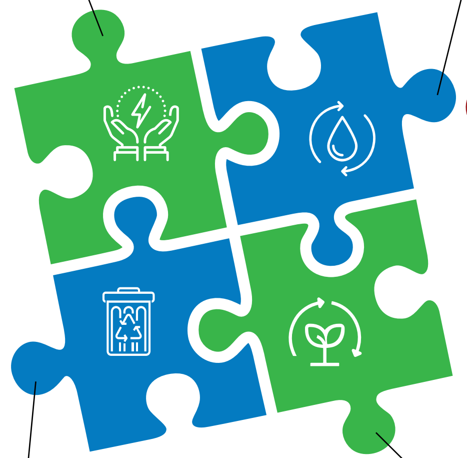


23+
Industries served

435+
Total distributors

33+
Number of countries our products are exported to

Sustainable Actions for Delivering Value



Energy Efficiency

50 KWP
Total installed solar capacity around the manufacturing plants

0.75%
Total energy savings in 2022-23

Water Management

27,768 Kilo Litres
Of less water consumed in 2022-23 than 2021-22

Waste Management

Adherence to 3R Policy for effective waste management
Reduce, Reuse, Recycle

305 Mt
Waste recycled in 2022-23

Ecological Conservation

1,700
Trees planted around the manufacturing facilities to maintain ecological balance

Our Key Differentiators

- Experienced promoters with a strong management team
- Inorganic growth through strategic acquisitions
- Extensive manufacturing and technical capabilities
- Diversified product portfolio
- Strong R&D capabilities with a focus on intelligent and sustainable solutions
- Wide sales and distribution network

Rossari Biotech Limited At a Glance

Process synchronisation through digital transformation – adopting best practices across entities

"Over more than two decades, Rossari has become a prominent player in the specialty chemicals manufacturing industry. Today, the Company offers a portfolio of over 4,220+ products across various divisions and industries, with sustainability as a fundamental tenet of its operations."

At Rossari Biotech Limited ('Rossari', 'The Company' or 'We') success is a measure of the Company's customer-centric approach. This entails delivering best-in-class products and services that meet the evolving needs of its customers and maintain synergy between achieving growth and ensuring sustainability in operations. Our commitment to sustainability involves synergy across three areas: using cutting-edge technology, undertaking innovation, and achieving operational efficiency. This is what drives our strong presence across Home, Personal Care and Performance Chemicals (HPPC), Textile Specialty Chemicals (TSC), Animal Health and Nutrition (AHN) markets.

Towards this end, Rossari remains firmly committed to maintaining its position as a leader in specialty chemicals manufacturing industry. We also strive to fulfil our obligations as responsible corporate citizens as we grow from strength. The Company's primary objective is to offer uninterrupted access to eco-friendly and sustainable chemical solutions. The ultimate aim is to replace harmful chemicals and reduce the overall carbon footprint by adopting customised, sustainable processes – synergy across operations and outcomes.

Leading

- Acrylic Acid Consumer to Develop Acrylic Polymer
- Textile Chemical Producer
- Agrochem Surfactants Producer
- Silicone Polymer Producer
- Ethoxylates & Propoxylates
- Defoamer/Antifoam Producer
- Producer of Phenoxyethanol
- Producer of Institutional Hygiene Chemicals in India
- Producer of Detergent and Home Care Chemicals

Our Vision
Towards Sustainability

To be the leading and most reliable solution provider globally, in sectors of choice with a focus on sustainability

Our Mission
Bringing Synergy

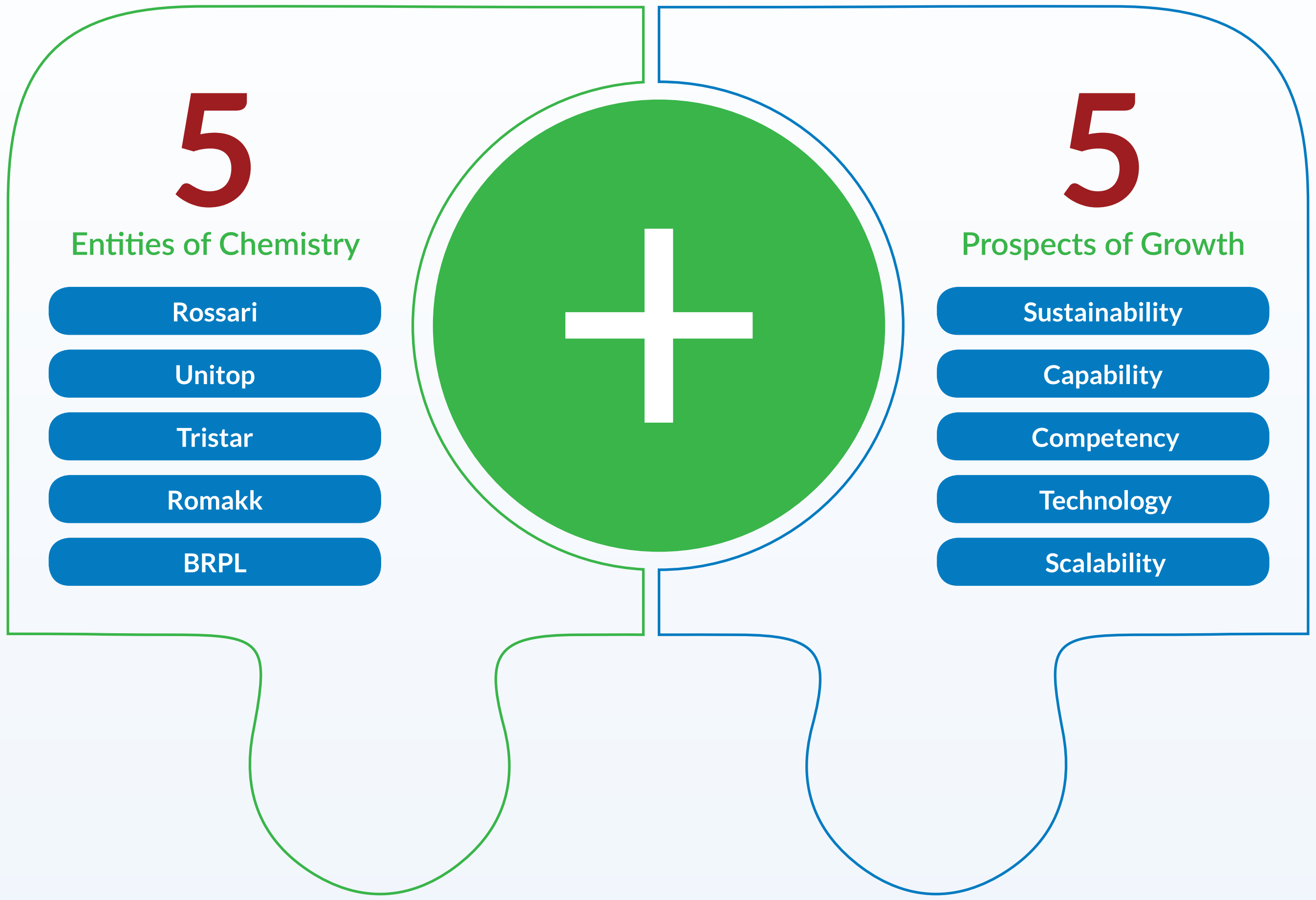
- To be entrepreneurial
- To develop leaders across the organisation
- To be customer-focused through technology, innovation and operational efficiency
- To emphasise sustainable solutions
- To operate to the highest environmental, health, safety and quality standards
- To be a socially responsible organisation

Our Core Values
Channelling Strengths

R	Respect
O	Ownership
S	Safety
S	Sustainability
A	Agility
R	Reliability
I	Innovation

Rossari's **5+5=55** Philosophy

Multiplication of Value through Sustainability and Acquisitions



ONE ROSSARI

Embracing Synergy: 'One Rossari' for Delivering the Value of the Acquisitions

Rossari has recently implemented an innovative concept of 'One Rossari', which involves the collective growth of Rossari Group as a singular entity. This pioneering approach aims to unlock the full potential of our strategic associations – enhancing efficiency in our business processes by leveraging the synergies, resulting from our strategic associations.

The five entities within the chemical industry will benefit from five prospects of growth: Sustainability, Capability, Competency, Technology and Scalability, driving greater constructive collaboration towards gaining inclusive growth and expansion. By capitalising on these synergies, we have gained valuable insights on enhancing our capability in the application of chemicals. This will further enable us to improve the scalability of new product development. Ultimately, all these aspects will help us to efficiently cater to the dynamic customer demands.

This approach is aligned with our Company's focus on sustainability, allowing us to meet the ever-changing demands of our customers while fostering steady growth. Thus, the concept of 5+5 as it amplifies possibilities and opens the door to new horizons.

Delivering Synergistic Value through Strategic Acquisitions

Product Development: Enabling Innovation

The synergies through our acquisitions have brought us a strategic advantage in new product development. We have gained access to newer technologies, expertise, and intellectual properties that have accelerated our innovation process and generated greater business prospects. This has enabled us to develop more competitive products that can attract a wider circle of customers ultimately expanding our market share. These significant strategic advantages will ultimately create new opportunities for growth and profitability.

Process Digitisation: Improving Efficiency

Integrating digitisation into our business processes has improved our operational efficiency and provided us with a competitive edge in the fast-paced marketplace. Digitisation has enabled us to streamline our operations, reduce manual errors, save time and effort. We have also utilised our resources with greater efficiency and generated maximum output, resulting in cost optimisation and increased profitability.

Digitisation has also enabled us to gain better insights into customer behaviour and preferences, helping us develop customised product solutions for customer-specific needs. Thus, we have been able to gain a better hold on our customer base, improve their overall experience, and expand our reach in the market.

As part of our digitisation efforts, we recently implemented the latest version of SAP 4.7 HANA, which went live in April, 2023. This implementation will provide us with end-to-end visibility on our RM planning and sourcing, allowing us to offer differentiated customer service to further enhance our competitive advantage.

Cross-Selling and Upselling Opportunities: Driving Growth

Through the acquisitions and strategic investments in One Rossari Vision, we have achieved synergies in our business, specifically in R&D capabilities, new product development, and team strengthening. As a result, we have expanded our business horizons and opened new opportunities for growth. By exploring these new horizons, we have defined our scales and can serve our customers better. Our strategic associations also provide us with a wider customer base and cross-selling as well as upselling opportunities, enabling us to maximise revenue from existing customers while increasing the average transaction value. Cross-selling and upselling have also helped us reduce marketing costs and increase sales efficiency by leveraging our existing customer base. We have been able to get a competitive advantage by providing a broader range of product solutions to customers that competitors may not be able to match. This has helped us build stronger relationships with our customers and gain better insights into their needs, and ultimately, differentiate ourselves in the market and increase our market share.

Building Synergies towards a Path of Mutual Growth and Success

Our Strategic Associations

The integration of Rossari, its subsidiaries and strategic associations has brought synergies that are driving the Group towards greater prospects. The objective of the associations is to create a vision of 'One Rossari' and drive inclusive growth by improving operations and R&D to bring innovation to the product portfolio and customer base. It will also boost revenue, provide access to new technologies, and offer a large talent pool, ultimately improving operational efficiency. By creating synergy among the associates, the association aims to help them grow and thrive in a competitive industry, while gaining a competitive advantage.

Unitop

The integration of Unitop Chemicals Private Limited 'Unitop' with Rossari contributes to improving product quality and accelerating future growth. The proximity of Unitop's facility in Dahej to Rossari's existing one also provides locational advantages. The strategic acquisition of Unitop has brought significant synergy to Rossari in the agrochemicals segment. Rossari has gained access to Unitops' extensive expertise in agrochemical formulations, thereby enhancing its capabilities in this segment.

Business Strategy

We are continuously striving to diversify our product offerings and expand into new geographies. By doing so, we ensure that we have a stable and sustainable business even in the face of potential challenges. In particular, our focus on exports can complement the domestic season and provide us with an alternative market to sustain our business.

To support our growth and innovation efforts, we have a state-of-the-art R&D facility located at our plant in Dahej, Gujarat. Our team at this facility is constantly developing new products and solutions to optimally utilise the plant's capacities and meet our customers' changing needs.

Furthermore, we have an impeccable focus on procurement and plant productivity. Given our scale of business, we can achieve one of the lowest costs of emulsifiers and surfactant manufacturing in India. By maintaining a sharp focus on productivity and efficiency, we can ensure that our products are cost-effective and high-quality, which benefits our customers and our business in the long run.

Product Development Strategy

At Unitop, we understand the importance of continuously developing and diversifying our product offerings to meet the evolving needs of our customers. While our existing products provide a solid foundation for our business, our New Product Development (NPD) team is always working towards building a healthy product pipeline for the next 2-3 years.

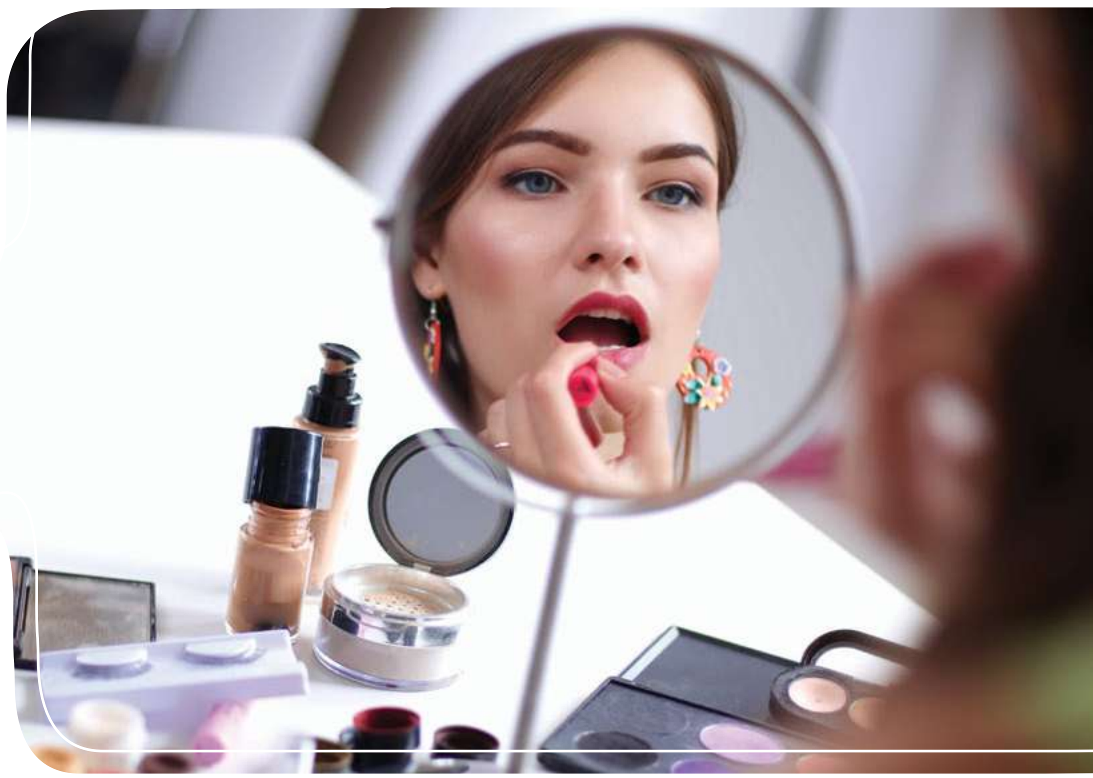
Our NPD efforts are dependent on the introduction of new agrochemical molecules and the registration of new mixture formulations by CIB. Based on these developments, we introduce new products and recipes that provide suitable suspension solutions to our farmers.

Our existing products have already become an integral part of the agro ingredients of MNCs and domestic agrochemical industries, which are growing at an impressive rate of 7-8% YoY. However, our NPD pipeline will help us take a quantum leap forward by providing cost-effective alternatives to some of the emulsifiers currently catered by MNCs.

Our plan is to enter into new generation formulations such as sulpho emulsions, ZC, and 2-way/3-way mixture combination solutions, which are the future trend. By investing in these innovative solutions, we can continue to grow our business while providing our customers with the best possible products to meet their needs.

Unitop Chemical Private Limited	(For the year ended 31st March 2023) ₹ In million	(For the period ended 31st March, 2022) ₹ In million
Revenue From Operation	5,541.30	2,697.37
EBITDA	807.84	397.93
Profit After Tax	549.83	215.99

86,000 MTPA
Manufacturing Capacity



Serving Industries:

- Agrochemical
- Anti-Foams
- Hand Gels
- Viscosity Modifiers
- Detergents
- Textile Scouring
- Marine Cleansing
- Oil Emulsion
- Adhesives
- Anti-Stats
- Car Care
- Emulsion Polymerisation
- Metal Treatment
- Toiletries
- Fibre Lubricants
- Latex Processing

Global Reach

- Europe
- Vietnam

Tristar

Rossari's acquisition of Tristar Intermediates Private Limited 'Tristar' has strengthened the Company's position in the fields of perfumery chemicals, specialty chemicals, dye intermediates, and high-tech distillation facilities. This has expanded Rossari's product range and ability to better serve its clients across India, Europe, the USA, and the Far East countries.

Business Strategy

We have developed a comprehensive strategy aimed at retaining our current business while expanding into new global territories. Our Company will pursue a balanced approach to drive sales growth by focusing on both the new product development of Phenoxy Propanol and improving our existing business of Phenoxy Ethanol.

To reduce our reliance on existing business and minimise risk, we will prioritise business from new customers and geographies. Additionally, we are concentrating on building a robust portfolio of preservative blends based on Phenoxy Ethanol. This approach will give us a competitive edge and enhance our technical capabilities, leading to improved profitability.

Expanding into new market regions is a crucial factor in achieving profitability, particularly in regions such as Latin America and Southeast Asia. We will also target niche applications to boost profitability further. Our efforts are aimed at tapping into untapped regions and applications to achieve our growth targets for the upcoming fiscal year.

Product Development Strategy

Rossari's product strategy is to leverage its existing strengths by diversifying its product portfolio. To this end, the Company has initiated a project to enter various preservative blends based on its key product, Phenoxy Ethanol. This strategic move will enable the Company to penetrate new markets and customer segments, ultimately driving sales growth.

The increasing demand for Paraben-free preservatives in the cosmetic/beauty and personal care industries presents a significant growth opportunity for Rossari's Phenoxy Ethanol product. Additionally, the upcoming product, Phenoxy Propanol, has promising potential in industrial applications such as adhesives, metalworking, and ink applications.

The Company has prioritised this project at Tristar and has already begun to see positive results. This diversification strategy is critical for Tristar's business and will open up new avenues of growth. Furthermore, it will help mitigate the risk of relying solely on a single product business and increase overall profitability.

15,000 MTPA
Manufacturing Capacity

Tristar Intermediaries Private Limited	(For the year ended 31st March 2023) ₹ In million	(For the period ended 31st March, 2022) ₹ In million
Revenue From Operations	2,090.25	1,045.19
EBITDA	176.88	121.78
Profit After Tax	102.87	82.26

Industries Catered:

- Personal Care
- Pharmaceuticals
- Textiles
- Paints
- Automotive
- Agrochemicals
- Homecare

BRPL

Buzil Rossari Private Limited 'BRPL' is a subsidiary of Rossari Biotech Limited, which specialises in delivering cleaning, hygiene and disinfection solutions to various industries such as hotels, healthcare, facility management, laundry, disinfection, personal hygiene, and special care goods. The Company has established a strong network of distribution partners and serves customers across India, Nepal, Bhutan, and Sri Lanka, earning their trust in a short span of time. Buzil Rossari leverages the superior production, quality assurance, and supply chain expertise of Rossari Biotech to provide its customers with efficient, cost-effective, and tailor-made solutions.

Buzil Rossari Private Limited (BRPL)	(For the year ended 31st March, 2023) ₹ In million	(For the period ended 31st March, 2022) ₹ In million
Revenue From Operations	789.42	848.37
EBITDA	31.45	71.57
Profit After Tax	16.61	49.12

Business Strategy

Our strategy is to Revisit, Realign & Reinforce our approach in the cleaning and hygiene industry. Our strategic measures will enable us to be a single window solution provider for all the cleaning and hygiene needs in various sectors such as hotels, restaurants, catering office buildings, manufacturing, healthcare, places of worship, educational institutions, Governments, malls, and entertainment.

To achieve this, we will be focusing on applications where we have immediate potential and only against made-to-order products. With our existing customer base, we aim to expand our production for chemical portfolio. We are committed to delivering strong financial results while maintaining our dedication to quality and customer satisfaction.

We have set out several objectives to improve its operations and profitability. We aim to keep inventory levels low to optimise stock levels and reduce unnecessary costs. We have adopted a strict FIFO strategy to manage its warehouse effectively. Additionally, plan to reduce product damage to minimise losses during transportation. We also have plans to implement various measures on a quarterly basis to suffice its distributor network. Finally, we aim to keep transportation costs to the minimum. These objectives will help us to manage costs and improve profitability.

Product Strategy

We are excited to introduce our new range of cleaning chemicals in the gel series, as well as a specialised healthcare disinfection range of products. In addition, we plan to provide innovative solutions in the cleaning chemicals range. We are committed to providing comprehensive and high-quality products to our customers in various industries.

As part of our strategic move, we are also focusing on introducing new products and expanding our customer mix in categories such as laundry, housekeeping, kitchen and cafeteria, maintenance and utility. We also offer car and truck cleaning solutions as well as an infection control range of products to meet the diverse needs of our customers.

A 25-Year Journey of Transformation

Delivering Value and Maintaining Synergy Along the Way

Our journey began in 1997 with a small venture and Rossari was incorporated as 'Rossari Labtech' on 6th March, 2003, as a partnership firm under the Indian Partnership Act, 1932, pursuant to a certificate of registration dated 22nd June, 2003, issued by the Registrar of Firms, Mumbai. The name of the partnership firm was changed to 'Rossari Biotech' on December 5, 2003 and further the was converted into a joint stock company on 10th August, 2009, under Part IX of the Companies Act, 1956 as 'Rossari Biotech Limited'.

Since our inception, we have remained committed to delivering customised solutions to our clients in a timely and cost-effective manner. Our success can be attributed to our sustained efforts in all aspects of the business, including product innovation, process improvements for our clients' production cycles, agile customised solutions, a sustainable and eco-friendly product portfolio, and increased scale of operations.

Today, the Company is a pioneer in the Indian specialty chemicals market and is recognised as a reputable brand within this industry.

Looking back in time

Our Company was initially incorporated as 'Rossari Labtech' in March, 2003, as a partnership firm. In the same year, in December, the name of the partnership firm was changed to 'Rossari Biotech' and the firm was further converted into a joint stock company in August, 2009, as 'Rossari Biotech Limited'.

Today, the Company is a pioneer in the Indian specialty chemicals market, and is recognised as a reputable brand within this industry.

2003 - 04

- Co-founded by Edward Menezes and Sunil Srinivasan Chari in 2003
- Acquired a 10-acre plot of land at Silvassa

2006-08

- Established a large-scale manufacturing facility at Silvassa
- Awarded the status of 'One Star Export House' by the Government of India
- Received ISO certification 9001:2000 for plants at Silvassa and 14001:2004 in 2008
- Awarded as the 'Corp Excel 2008' National MSME from a list of 27,000 companies by RBL
- Diversified into Animal Health and Nutrition (AHN) and Construction Chemicals

2009-11

- Received the 'Frost and Sullivan Award' for customer value enhancement of industrial enzymes
- Approved its textile auxiliaries' range by the Global Organic Textile Standards
- Recognised as a leading innovator in the textile industry
- Commenced supply of Animal Health and Nutrition (AHN) products to Zoetis, one of the world's largest producers of medicine and vaccines for pets and livestock

2013-15

- Launched HPPC (Home, Personal Care and Performance Chemicals) division with an initial focus on Laundry and Industrial Cleaning Chemicals
- Established a representative office to cater to the textile division in Dhaka, Bangladesh
- Formed a joint venture with the German company – Buzil-Werk Wagner
- Acquired 13 acres of land at Dahej GIDC (Bharuch, Gujarat)
- Commenced supplies to one of the leading washing machine / dish washer manufacturers for laundry detergent and dishwasher liquid brands

2016-19

- Awarded the 'Jamnalal Bajaj Award for Fair Business Practices'
- Bestowed with the 'SME 100 Award' from the Axis Bank
- Received the 'Best Vendor Award' from Arvind Mills
- Bagged the 'Economic Times Award for Innovation and Sustainability'
- Acquired Lozalo International – a prominent branded veterinary cosmetic products company
- Crossed the turnover of ₹5,000 million

2020-21

- Launched an IPO successfully and Rossari got listed publicly on the NSE and BSE
- Became a Zero-Debt Company
- Operationalised Rossari Centre of Excellence, the Company's new state-of-the-art and certified R&D laboratory, strategically located on the IIT campus in Mumbai
- Fully commissioned all phases of the greenfield manufacturing facility at Dahej, Gujarat
- Tied up with CSIA and Mumbai Airport, to place branded dispensers and supply sanitisers for the use of passengers
- Forayed into e-commerce by listing HPPC products on the platform of Amazon

2021-22

- Issued ₹3000 million to existing institutional investors and buyers preferentially
- Acquired Unitop, Tristar
- Won 'Golden Peacock Innovative Product/Service'
- Established high-tech distillation manufacturing facilities at Sarigam

Message from the Executive Chairman

> It is a great pleasure to present Rossari's third annual report as a publicly listed organisation for 2022-23. While the year saw a healthy all-around performance in terms of business growth, the Company faced the challenges in the industry head on. What aided us in persevering through difficult times was our determination to further our commitment of sustainability driven value creation while reducing our carbon footprint and enhancing our capabilities. This new phase in our journey has been exciting, and we look forward to the growth prospects of all our subsidiaries in the coming years.

Abiding by the Company's CORE values, what is your take on Rossari's focus areas?

Rossari is a leading specialty chemicals manufacturer in India with a strong commitment to sustainable and eco-friendly solutions. This emphasis on sustainability has been ingrained in the brand identity since inception and fuelled significant investments in research and development to create a range of environmentally friendly products over the years. This commitment is also what enabled our Company to develop a differentiated product portfolio today, catering to the divisions of Home, Personal Care and Performance Chemicals (HPPC), Textile Specialty Chemicals (TSC), and Animal Health and Nutrition (AHN). This is based on the four pillars of chemistries - enzymes, silicones, acrylic, and surfactants. As a solution provider, Rossari's offerings enhance the product experience and utility for its broad customer base, which includes MNCs, domestic, and local companies.

From operating in two strategically located manufacturing facilities at Silvassa and Dahej-Gujarat, the Company has now upgraded to eight facilities across three business lines of HPPC, TSC, and AHN, with subsidiaries and strategic partners. The total production capacity of these facilities is 354,100 MTPA, which positions Rossari for sustained growth in the future. A combination of intelligent chemistry and R&D, since inception, has always been paramount for Rossari. While we have been excited to unlock newer possibilities of growth at Rossari, I am happy to see the business prosper and hold pride in what it is today. Rossari has evolved and so has its focus areas, over the course of more than two decades now. But our values are still the same, and we nurture ethics, transparency, sustainability and reliability as integral components of our business growth.

We have made significant strides in improving our operations through the adoption of digitisation. By integrating this technology into our processes, we have been able to eliminate manual errors and increase efficiency. It is with great pleasure that we announce the latest update in this regard: the implementation of the latest version of SAP 4.7 HANA, which went live in April of this year. This implementation will provide us with end-to-end visibility on our raw material planning and sourcing, enabling us to offer superior customer service and further enhance our competitive advantage. We are excited to continue leveraging the benefits of digitisation and technological advancements to drive our business forward.

Talking about the overall business review, how would you sum the year up for Rossari?

Our Company has delivered a stable performance during the year, notwithstanding the challenging operating environment. During 2022-23, Rossari's standalone performance for AHN witnessed growth while HPPC and TSC delivered expected outcomes.

In the 2022-23 period, the performance of HPPC was majorly backed by the demand oriented from the new multinational corporations. This helped maintain the segment's momentum and achieve good results throughout the year. The TSC division, on the other hand, witnessed a slowdown in its performance due to the subdued pace of the textile sector. The AHN division, posted impressive growth in 2022-23. Despite operating on a small quantum, this segment is a high-value and high-margin business for us.

There were temporary headwinds that slightly affected our exports to Europe and Russia. But we witnessed progress in the form of higher synergies, such as through our regenerated cellulose additive and silicone wetter. In addition, Rossari's network in both India and the export markets greatly stimulated our non-agro business. We are really pleased with the strong product synergy and complete integration of our human resources, finance, and other departments.

While on the one hand, we acknowledge the efforts of the entire team, on the other hand, we are also excitedly looking forward to improving our revenue margins further with enhanced business performance. There are signs of market stabilisation, and we are confident about continuing our growth plans in the upcoming year, beyond and above the hiccups, with resilience and even better capacities.

What is your take on the capacity enhancement of the Company and how is it creating synergy to your business delivery?

The Company has expanded its manufacturing facilities with Unitop at Dahej and Tristar at Sarigam. On a consolidated basis, the production capacity of Rossari stood at 354,100 MTPA at the end of 2022-23. Integrated with our robust R&D capabilities, we have been able to deliver customised and high-quality products to our clients, establishing our reputation as a market leader. Our R&D team is relentlessly working to enhance existing product offerings while our plants are zero-liquid-discharge facilities, minimising the carbon footprint of our manufacturing processes. These factors have enabled our proposition of sustainable development with efficient delivery.

The Founder Director of Rossari Biotech Limited is a highly skilled and self-made entrepreneur who has established the Company as a leading player in the industry. With over 28 years of experience primarily in the field of textile processing, he holds a postgraduate degree in Textile Chemistry (B. Sc. Tech) from UDCT (now ICT) Mumbai and a management degree (MMM) from the Mumbai University (Welingkar College). He began his career in a textile process house and later transitioned to technical services in the Dyes and Textile auxiliaries with Jaysynth Dyechem P. Limited. His decade-long tenure with Sandoz (India) Limited (now Clariant) provided him with extensive knowledge and experience in various market segments such as Textile, Paper, Leather, and Masterbatches.

In 1997, with his vast experience and expertise, he established Rossari Biotech Limited in partnership with Mr. Sunil Chari. He applied his knowledge and experience to develop and launch a large number of new products, processes, and ideas in the market place. Under his leadership, the Company rapidly emerged as a prominent backup for the top three suppliers.

What are the approaches to attain sustainability in its overall operations by the Company?

Sustainability is at the forefront of our business activities. We aim to build synergy between the business, society, and the environment at large. We put great focus on green and sustainable chemical solutions while minimising our carbon footprint of manufacturing processes. This helps us in maximising our customer benefits while fulfilling our environmental conservation commitments. We take pride in conveying that our large-scale green solutions have found acceptance across our clientele.

So far, we have bifurcated our sustainability targets into five approaches: manufacturing efficiency, energy efficiency, water conservation, waste management, and ecological preservation. Together, these help us dedicate our comprehensive efforts towards fulfilling our sustainability commitments simultaneously. In our manufacturing processes, we have implemented the mechanism of zero discharge of hazardous elements to ensure maximum reduction of our carbon footprint. On the energy efficiency front, we have installed renewable energy plants in our manufacturing units to maximise our energy savings targets. During the reporting period, we consumed 24.22% less water than the previous year. Our robust waste management methodologies are based on the 3Rs: Reduce, Reuse and Recycle. Additionally, we also planted 5,000 trees to contribute towards ecological preservation.

What key message would you like to share with your shareholders?

Rossari is well-positioned to capitalise on the enormous growth potential of the three key sectors it is present in. While the outlook for each business remains positive, we are excited to drive faster growth, with larger revenues, greater technological capabilities, stronger market presence, and well-aligned operating segments. The blend of capabilities will add scale, provide cross-selling opportunities, and accelerate growth for Rossari, while significantly enhancing value creation in the long term.

The support of our stakeholders in pursuing our set targets, is immense. It keeps us empowered and encourages us to remain headstrong in our approach. As we look forward to your continued support in our journey, we are also confident of the capabilities that will lead us to what we are yet to pursue. The next level of our growth would reflect in our strong market position, diversified product portfolio, flexible and agile manufacturing establishments, and the ability to innovate and launch diversified products for our customers constantly.

I take this opportunity to thank our shareholders, valued customers, and business associates for their continued trust and support. We express our sincere gratitude to all our employees for their whole-hearted support and dedication. As we explore new opportunities and move ahead with confidence, we also thank all the members of our Board for their continued insights and invaluable guidance.

Warm regards,

Mr. Edward Menezes

Promoter & Executive Chairman

From MD's Desk

> In line with our commitment to sustainability, we are striving to capitalise on our investments while also contributing to a healthier and more environmentally responsible future. Despite a challenging operating environment, we are proud to have maintained a stable performance throughout the year. This achievement has only served to fuel our motivation to continue making sustainability a top priority. By adopting sustainable practices and investing in eco-friendly solutions, we can play our part in creating a more sustainable world for ourselves and future generations.

Dear Stakeholders,

I am delighted to address Rossari 's continued commitment to pursuing its objectives and achieving progress despite challenges. In the face of a dynamic operating environment, the Company has demonstrated the ability to remain stable and consistent in driving its accelerated and sustainable growth agenda. Rossari has continued to prioritise its response to the shifting consumer demand for health and hygiene, as part of its efforts to deliver value to its stakeholders.

Rossari recognises sustainability as a fundamental element of its business strategy and is committed to ensuring the same across its entire value chain. Utilising its expertise in intelligent chemistry, the Company creates sustainable products with minimal environmental impact. By doing so, Rossari is continuously progressing towards its sustainability agenda, one product at a time.

Performance Review

Creating Milestones

Financial year 2022-23 marked a significant milestone for Rossari as the Company embarked on a growth and expansion trajectory. To facilitate this objective, the Company increased its production levels substantially by expanding its installed capacity from 252,500 MTPA to 354,100 MTPA.

Since its inception, Rossari has been dedicated to developing sustainable and eco-friendly chemicals, which have now become an integral part of our identity. The Company's unwavering commitment to this cause has established us as a leading player in the specialty chemicals industry.

The Indian specialty chemicals industry is poised to witness significant growth in the coming years, propelled by the rising demand in various industries and a shift towards sustainable solutions. Despite facing temporary challenges, the industry's long-term outlook remains optimistic, thanks to government support and promising growth opportunities.

Rossari remains committed to developing innovative and sustainable chemical solutions to cater to the evolving needs of various industries. The Company's robust product development process enables it to create cutting-edge products that are environment friendly and contribute to a sustainable future. By prioritising sustainable practices in its product development process, Rossari is well-positioned to maintain its position as a leading player in the specialty chemicals industry while also contributing to a more sustainable future.

During 2022-23, Rossari's standalone performance for AHN witnessed growth while HPPC and TSC delivered expected outcomes. Nevertheless, the Company managed to enhance its margin performance by controlling raw material prices and giving preference to products with higher margins. Additionally, the Company's acquisitions enabled it to expand to new regions and product categories, thereby enhancing its growth prospects. As the market conditions begin to stabilise, the Company anticipates an improved performance in the future.

While we delivered strong performance in our HPPC business led by accelerated momentum in Home Care, Agrochemicals and Performance Chemicals space, broader operating constraints and slowdown in demand slightly influenced our TSC business during the fiscal. Overall, we have reported a resilient performance in 2022-23, with gross margins having improved to reach 29.26% in 2022-23 compared to 25.30% in 2021-22. Furthermore, our EBITDA margins also improved to reach 13.47% compared to 12.37% in 2021-22. Revenue from operations stood at ₹ 1,655.88 crores as against ₹ 1,482.97 crores – EBITDA at ₹ 223.02 crores as against ₹ 183.44 crores EBITDA margin at 13.47% as against 12.37% – PAT stood at ₹ 107.26 crores as against ₹ 97.70 crores – EPS (Diluted) stood at ₹ 19.38 as against ₹ 17.70

The Founder Director of Rossari, Mr. Sunil Srinivasan Chari, is a first-generation techno-entrepreneur with a resolute commitment to succeed. He belongs to a distinguished class of business leaders who have achieved what many others could only aspire to. He possesses a rich experience of over 25 years in the textile industry, with more than a decade as an entrepreneur. He commenced his career as a printing technologist at Century Mills in 1984 after obtaining his LTC from the esteemed VJTI in Mumbai.

The remarkable accomplishments of Rossari today are a testament to Mr. Chari's visionary leadership abilities. The Company's future aspirations demonstrate his entrepreneurial acumen to rapidly adapt to the fiercely competitive global marketplace. An assertive marketer, his proficiency in managing business stems from his amiable nature and an ability to establish immediate connections with his business partners and associates.

Focus Areas

Bringing Synergy into Operations

Rossari's aim is to expand our customer base in existing segments while also exploring new industries such as water treatment, paper, ceramics, and cement. We have received favourable responses for our recent launches in these industries and are optimistic about achieving growth in all these areas in the coming year. The successful acquisitions are helping us to build better synergies as reflected in our enhanced sales, R&D, and new product development. Continuing this momentum, we anticipate to emerge as a strong player by strengthening our presence in Agrochemicals and Oil & Gas divisions, Preservatives, and Aroma Chemicals, beyond our existing presence across three divisions.

The strong governance and strategic direction provided by our Board of Directors has been a key factor in the success of our Company. The Board plays a pivotal role in ensuring that the Company operates in a transparent and responsible manner, and is committed to upholding the highest standards of corporate governance while complying with all applicable laws and regulations.

In addition, the resolute commitment and diligent efforts of our entire team have also been instrumental in our success. Our employees are unwaveringly dedicated to achieving organisational objectives and passionately strive to deliver products and services of exemplary quality to our customers. Moreover, they steadfastly uphold the core values of our Company, including integrity, innovation, and sustainability.

We are grateful for the support and trust of our stakeholders, including our customers, suppliers, investors, and employees. Their faith in our Company has motivated us to pursue better growth opportunities and achieve even greater success. As we continue to grow and expand, we remain committed to maintaining the trust of our stakeholders by upholding the highest standards of corporate governance, ethics, and sustainability.

With Regards,

Mr. Sunil Chari

Promoter and Managing Director

Group CFO's Message

Dear Stakeholders,

I am pleased to present to you Rossari's financial performance for 2022-23. Despite a subdued macro-environment and challenges faced in certain sectors, the Company delivered strong results.

Our revenues increased by 12% to reach ₹ 1,656 crores, and EBITDA grew by 9% to ₹ 223 crores. Our gross margins improved to 29.3% and EBITDA margin to 13.5%, reflecting our focus on expanding our high-margin product portfolio.

Our net cash position is positive, with liquid investments, fixed deposits, and cash/bank balances amounting to ₹ 151 crores. We have been successful in keeping our net debt position as negative. We have maintained a tight working capital cycle, with net working capital between 75-80 days, and we expect to maintain this range in the coming years.

During the year, we did not take up any major capital expenditure. Instead, we focused on expanding our product portfolio and capabilities through strategic acquisitions. We acquired an additional stake of 15% in Unitop Chemicals Private Limited (Unitop) and 8% in Tristar Intermediates Private Limited (Tristar), taking our holding to 80% and 84%, respectively. We also acquired the remaining stake in Tristar after the end of the Financial Year, and as of 12th April 2023, Rossari held 100% stake in Tristar. These acquisitions have brought in new synergies, expanded our product portfolio, and provided access to newer technologies, capacity, and talent.

Looking ahead, we are optimistic about India's economic activity, despite concerns over the oil prices and the impact of decisions related to Russia's war in Ukraine. The country is poised for an optimistic year ahead, with increased private sector CAPEX, a cyclical recovery in consumption, an increase in government spending, and better inflationary projections from Q2 2023-24. At Rossari, we will continue to focus on sustainable growth, expanding our high-margin product portfolio, and driving innovation.

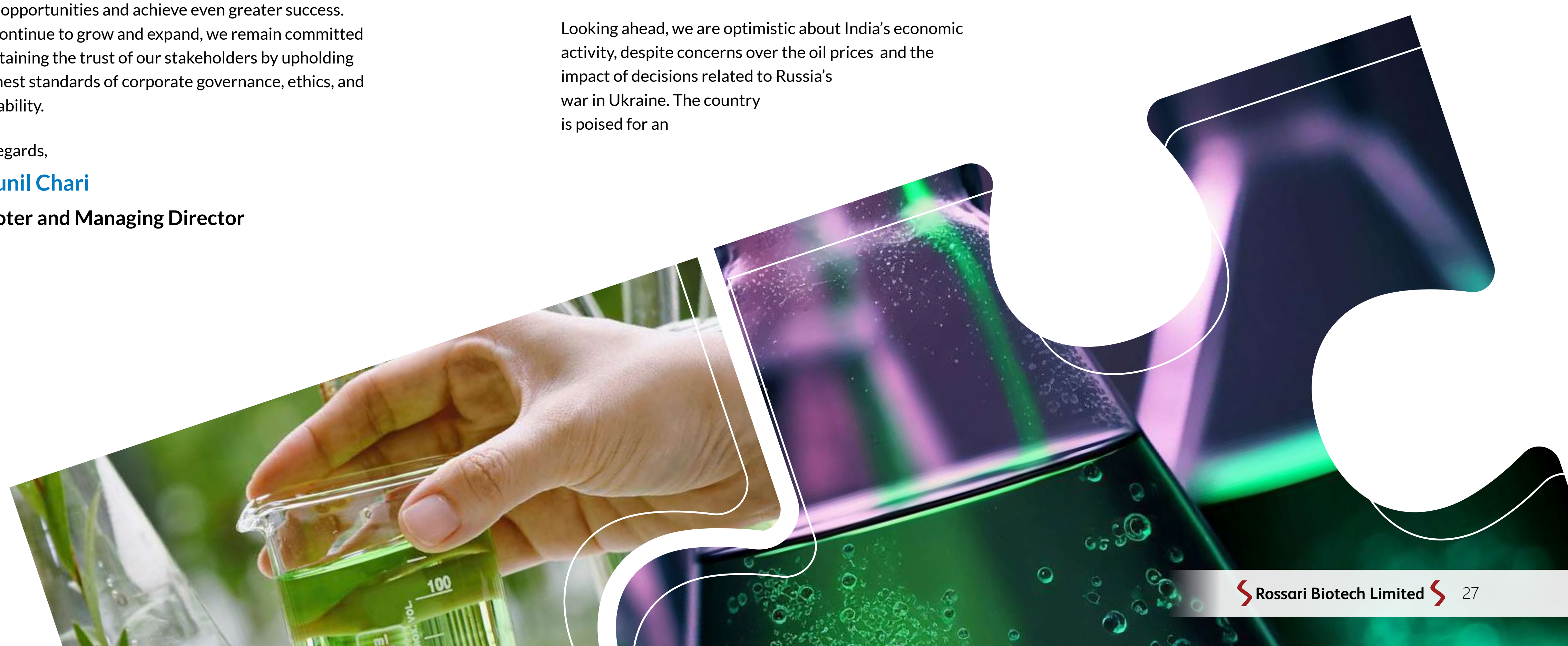
The commitment from Rossari as a resilient entity was manifested during the year under review. We as a team continued to deliver beyond the usual. With the momentum and strong willpower, our standards will achieve new heights in the coming years. In this instance, I would like to extend my heartiest gratitude towards all our stakeholders and partners who kept their unwavering support throughout our each endeavour. With strong teamwork and support from all, we remain confident of achieving greater feats in the coming days and continue to create value for each stakeholder, sustainably.

Thank you for your continued support.

Sincerely,

Ketan Sablok

Group CFO



Providing a Sustainable Business with Our Growth Strategies

The Company's adherence to innovative design principles has facilitated its ability to engineer creativity. Furthermore, senior management's experience and technical expertise serve as a crucial growth enabler. Through these factors, the Company carefully substantiates its growth strategies so that it continues serving its clients without hindrances.

Through synergies and strategic investment, the Company aims to create sustainable value and explore expansion opportunities through infused capabilities, stable performance, and concrete sustainable development.
The Company intends to move forward through a combination of acquisition, improvisation, consolidation, acceleration, scaling, and growth.

Maintaining financial discipline

- Maintaining strong financial discipline by staying focused on performance and driving high growth
- Managing cash and financial resources prudently at all times

Achieving inorganic growth through strategic value accretive acquisitions

- Expanding presence into newer categories of specialty chemical and personal care segments
- Strengthening market reach, broaden product portfolio, driving economies of scale and market consolidation

Augmenting product portfolio with enhanced emphasis on green solutions

- Identifying and developing new niches in product offerings by leveraging R&D capabilities
- Basing the upcoming pipeline of new product launches on customer requirements, higher product excellence and process sustainability

Increasing wallet share across existing customer base while also tapping new customer segments

- Capitalising on cross-selling opportunities and addressing sourcing requirements of domestic and MNC customers
- Consolidating position as a preferred supplier for our customers

Ensuring superior customer experience through innovation-backed solutions

- Identifying and developing new niches in product offerings by leveraging R&D capabilities
- Basing the upcoming pipeline of new product launches on customer requirements, higher product excellence and process sustainability

Seeding new business lines

- Evaluating opportunities to introduce new business lines based on existing business capabilities and technical know-how
- Driving the next leg of business growth through new businesses and overall synergies

Providing Sustainable Solutions through Our Diversified Product Portfolio

As a prominent Indian specialty manufacturing company, Rossari's diversified product portfolio and robust distribution network caters to the specific needs of its clients worldwide. This is across a range of markets, including home, personal care and performance chemicals, textiles, agrochemicals, animal health and nutrition.

The Company's steadfast commitment to customer-centricity and providing wellness-driven solutions has facilitated the establishment of the brand as a symbol of respect and trust. This, in turn, has enabled it to successfully build and expand its sustainable global presence over the years.

Major Manufacturing Capabilities

Manufacturing Facility at Silvassa

- Located on 8.6 acres of land
- Fungible manufacturing capabilities for powders, granules and liquids
- Comprehensive testing and packaging capabilities
- Effluent treatment facility, with 2,500 MT bulk storage capacity for acid, alkali, base oils and surfactants

Manufacturing Facility at Dahej

- Proximity to multi-cargo port of Dahej – providing cost and logistical advantage
- State-of-the-art facility, well-equipped with advanced technologies
- Designed on lean manufacturing principles
- Driving cost efficiencies and economies of scale

Manufacturing Facility of Unitop at Dahej

- Located on 10 acres of land, superior facility for the Agrochemicals and Oil & Gas segment
- Fully equipped R&D centre dedicated to product development, quality and process standardisation
- Adequate scope for further capacity expansion

Manufacturing Facility of Tristar at Sarigam

- Three manufacturing units located in chemical zone at GIDC, Sarigam
- Leading manufacturer of preservatives, aroma chemicals, and home and personal care additives
- Access to high-tech distillation facilities

Home, Personal Care and Performance Chemicals (HPPC)

Home, Personal Care and Performance Chemicals (HPPC)

Rossari is a leading supplier of a wide variety of products in the HPPC category, which encompasses active compounds that enhance the performance of compositions. Rossari boasts a rich product portfolio which includes cleaning polymers and emulsions that improve the appearance, texture, and performance of paints and paper, providing its customers with high-quality solutions.

As a major manufacturer of acrylic polymers in India, the Company produces a sustainable range of products for various cleaning applications, along with solutions that enhance the strength and processability of ceramics and provide safe and cost-effective water treatment agents. Rossari's performance enhancers are specifically designed to benefit the customer, aligning with the Company's sustainability approach by reducing energy and natural resource usage. The acquisition of Unitop and Tristar has brought in synergies in the specialty chemicals segment, especially in Agrochemicals and Oil & Gas. The expanded product range in personal care also offers opportunities for cross-selling, thus adding value to its clients. Rossari is committed to offering top-quality products and services to its customers, delivering effective solutions that cater to their needs.

Business Strategy

For the HPPC business, our strategy is to enhance our profitability through a streamlined product portfolio.

In addition, we plan to reduce expenses and formulation/product costing with R&D support. To strengthen our technical and logistical support, we are continuously innovating with green solutions to march towards sustainability. With these measures, we aim to position ourselves as leaders in the industry and provide our customers with the highest quality products and services.

To build on our key strength of innovation and increase profitability, we will focus on developing a solid portfolio of silicone-based defoamers for the agrochemicals market and the oil field. We plan to optimally utilise our manufacturing capacity for paper and paint binder manufacturing, and target niche applications for increased revenues. In addition, we will offer cost-effective solutions to our customers through application testing conducted on our end.

We will also explore new applications for glycol-based defoamers and MO-based defoamers, with the aim of strengthening our portfolio and expanding our market share in these niche areas. Our Company is committed to innovation and delivering value to our customers through efficient and effective product development.

Product Strategy

The HPPC business's product strategy is presently committed to fostering stronger partnerships with clients in various industries. Additionally, we are targeting the oil and gas sectors, as well as export markets in the pharmaceutical, paint, and home and personal care segments. We have also added a Performance Additives Division under HPPC, which includes Ethoxylates and Propoxylates mixed defoamers as part of our product mix. Through our partnerships with Unitop & Tristar, who have ethoxylation technology, we will further strengthen our position in this market.

Presence Across Industries:

- Soaps and Detergents
- Inks, Paints and Coatings
- Ceramics and Tiles
- Pulp and Paper
- Cement
- Water Treatment
- Performance Additives

Industries Added by Unitop Acquisition

- Agrochemical
- Anti-Foams
- Hand Gels
- Viscosity Modifiers
- Detergents
- Textile Scouring
- Marine Cleansing
- Oil Emulsion
- Adhesives
- Anti-Stats
- Car Care
- Emulsion Polymerisation
- Metal Treatment
- Toiletries
- Fibre Lubricants
- Latex Processing

Industries Added by Tristar Acquisition

- Personal Care
- Pharmaceuticals
- Textiles
- Paints
- Automotive
- Homecare

1000+ Customers

1110+ Products Manufactured

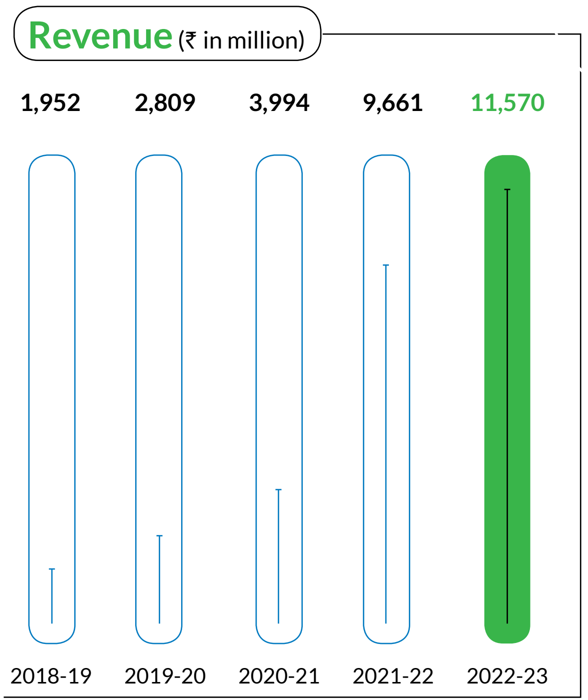
45+ Distributors

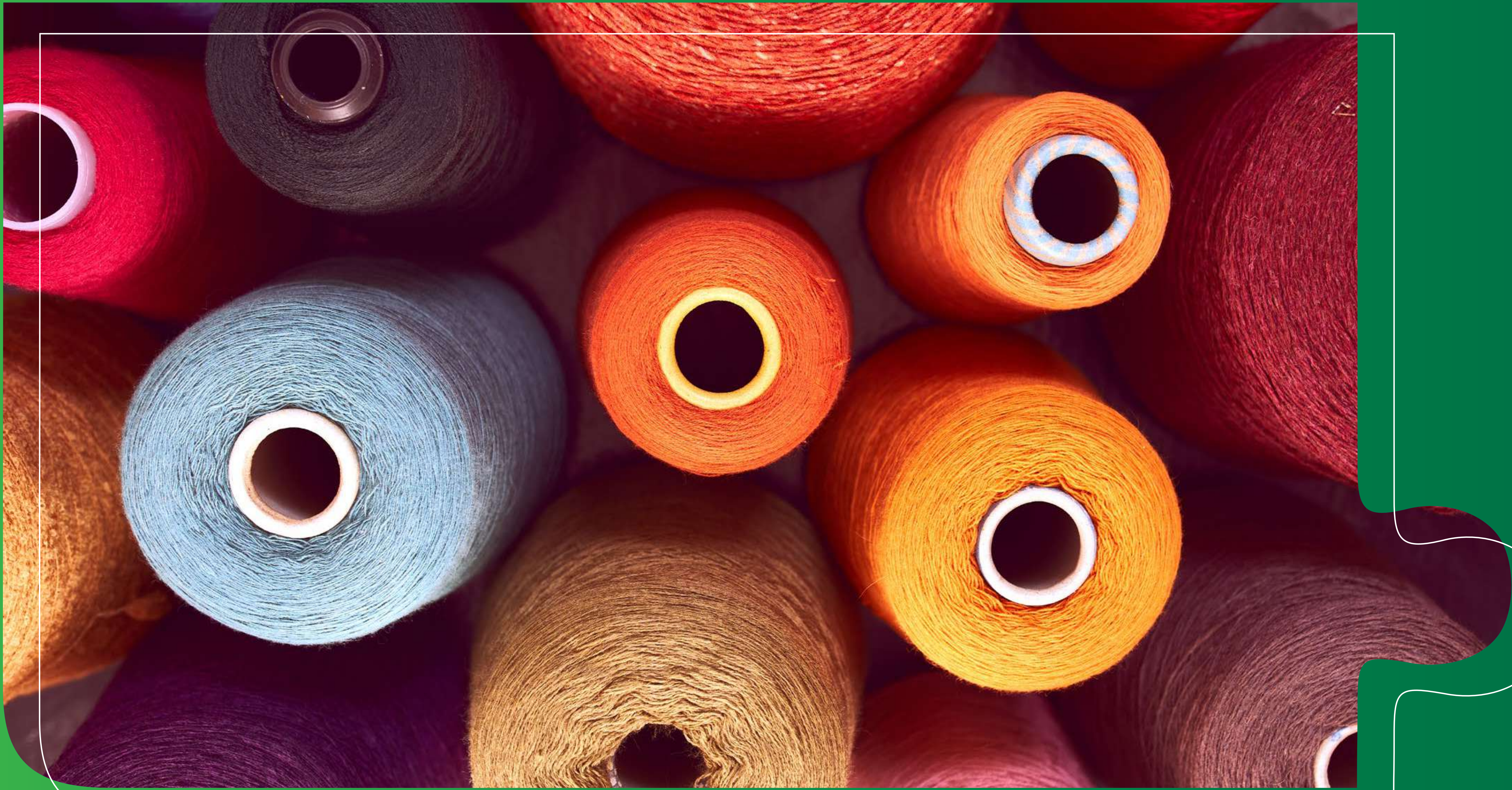
10+ New Products Launched

12 New Geography Unlocked

7 New Distributors

19.76% Y-O-Y Growth





Textile Specialty Chemicals (TSC)

Textile Specialty Chemicals (TSC)

The Company endeavours to provide textile solutions that incorporate both wellness and sustainability through its innovative solutions. Its main focus is on offering customers eco-friendly and sustainable chemical solutions that can either replace or reduce the environmental impact of highly polluting chemicals by appropriately modifying the entire industrial process. The Company provides solutions for pre-treatment, dyeing and printing, finishing, and Specialty chemicals for the entire value chain of the textile industry. As a reputable name in the industry, the Company has pioneered the development of new-age textile and garment manufacturing chemicals.

Furthermore, our Company boasts a significant marketing infrastructure and holds the position of being the foremost manufacturer of textile chemicals in the country. We also provide chemicals for textile colouration, which will aid us in vigorously promoting our vision and ensuring its success. Our portfolio of sustainable practices now encompasses all major textile processing steps, starting with pre-treatment and culminating with finishing. This line of sustainable products will empower us to create textile processes that are environment friendly and beneficial for future generations.

Business Strategy

We believe in co-creating value to strengthen customers competitiveness in the market place. Moving ahead with this thought we have been engaging with our customers at early stage to create custom solutions that target at achieving specific properties. This helps us in gaining customer confidence while also penetrating deeper into portfolio and increasing wallet share.

Product Strategy

In our pursuit to develop solutions for our customers, we are moving up the value chain by manufacturing it in the most environment friendly method. We are achieving this feat by developing sustainable range of products with specific applications aimed at low salt dyeing, less water consumption among others.

6+
New products launched

5
New Geography Unlocked

8
New Distributors

3,000+
Products manufactured

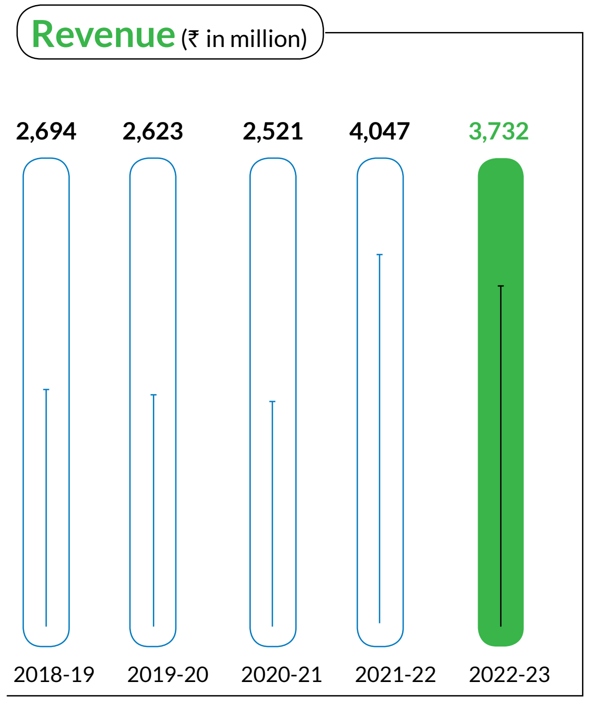
1,000+
Customers

200+
Distributors

7.78%
Y-O-Y Degrowth

Innovative Solutions :

Protective Finishes	UV Protection Finish	Antistatic Finish	Hydrophobic Finish
Health and Hygiene	Antimicrobial	Antifungal	Antiviral
Sustainable Solutions	Greenacid Series	Green Soda Series	Greenhydro 400 Powder



Sustainability in Textile Colouration

Sustainable textile colouration is becoming more and more important in the industry. Keeping the focus towards a sustainable future, we have directed our efforts towards developing greener solutions for textile colouration.

Green SIL Liquid:

It is a replacement of Sodium Silicate. It ensures good dyeing performance and can overcome problems associated with sodium silicate in CPB dyeing. It is required in less quantity than sodium silicate hence it helps to reduce the load in the effluent. Also due to its good solubility in water, it does not leave any powdery deposition in machines or on pipes.

Green Urea Liquid:

It is a Urea replacement for printing. It is a sustainable way to avoid or reduce hazards associated with Urea usage in printing. It offers a good colour yield with no effect on printing performance.

Animal Health and Nutrition (AHN)

Animal Health and Nutrition (AHN)

The Company has established a strong presence in India's animal health and nutrition market and is considered as one of the largest organised players in this domain. Through its wide range of products, it provides wellness solutions for pet animals and poultry, with a keen focus on their health and performance. The Company's portfolio includes animal feed supplements and other veterinary products, comprising Pet Care, Poultry and Aqua feed.

Business Strategy

Our business strategy centres around expanding our customer base, geographic reach, and product portfolio. We are closely monitoring our new Aqua & Dairy vertical and investing in research and development, quality control, and new manufacturing technology to drive product innovation.

We are committed to operating efficiently and have implemented measures to reduce expenses while introducing more profitable products. Additionally, we are prioritising exports to diversify our customer base and expand our market presence. Customer service is a key priority, and we plan to regularly engage with our customers through farmers' meets and offer in-house nutrition and management services. Our objective is to prioritise customer satisfaction, strengthen our relationships, and ensure customer loyalty.

Product Strategy

At AHN, our strategy is to prioritise the growth of our core Poultry business, which includes Enzymes, Minerals, and Vitamins that contribute significantly to our overall revenue. To remain competitive in the market, we are adding high-end enzymes and anti-biotic free growth promoters to our product portfolio.

In addition, we are expanding our capabilities by entering into the in-house production of choline chloride, giving us a competitive edge in the amino acid market in India. Choline chloride is an essential component used in all three of our verticals, including Poultry, Dairy, and Aqua.

Furthermore, we are exploring the Poultry herbal segment, which has gained widespread acceptance worldwide, to diversify our business portfolio. Our focus on product innovation and diversification will help us remain competitive, achieve growth targets, and drive long-term success.

We understand the importance of R&D and QC in product production technology, and we are taking measures to strengthen our capabilities. We plan to install a Vitamin mineral automation plant, which will enhance our production capabilities and improve our product quality. With our commitment to continuous improvement, we are confident that our efforts will lead to a successful and prosperous year ahead.

5+
New Products Launched

7
New Geography Unlocked

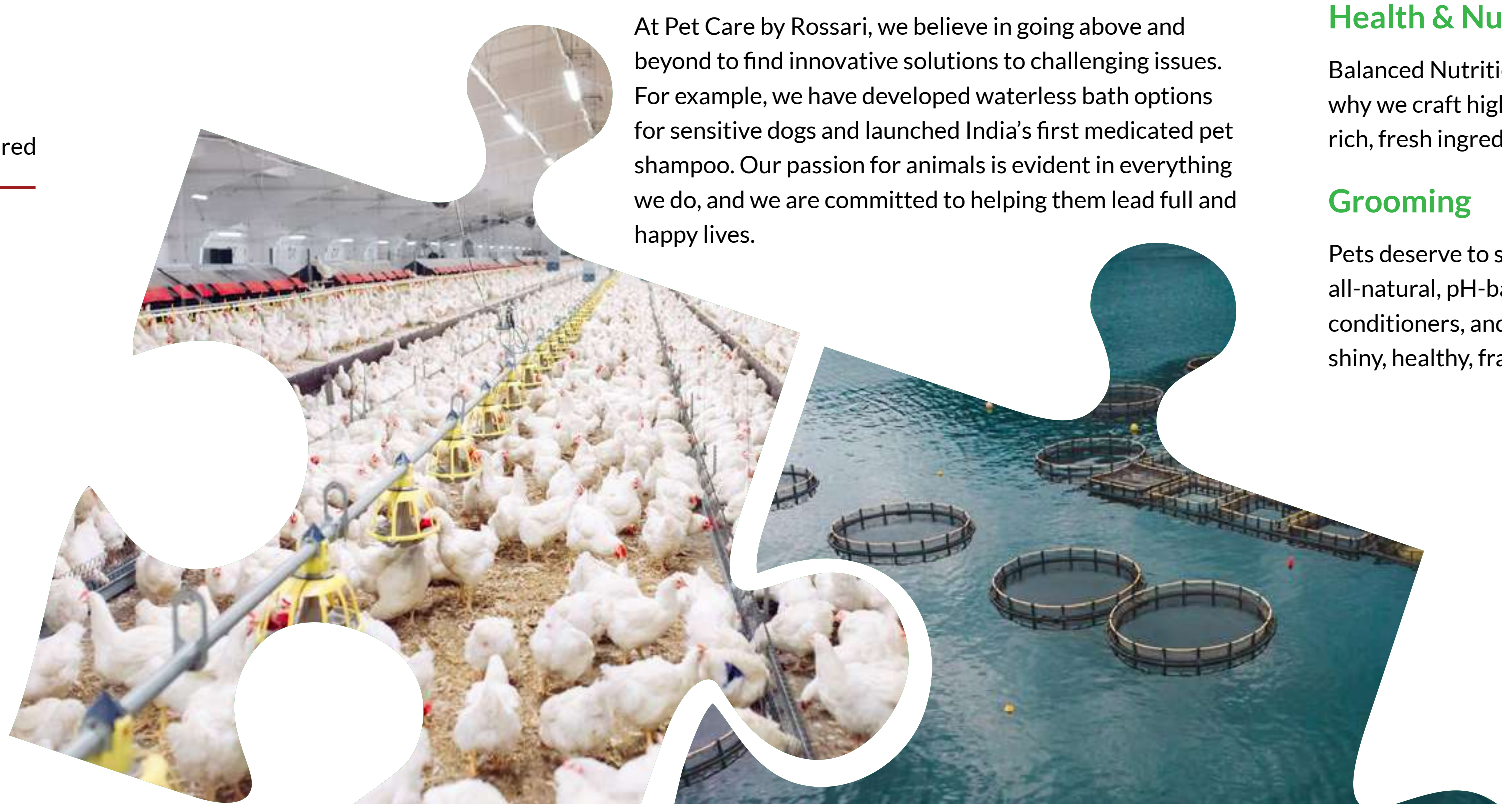
7
New Distributors

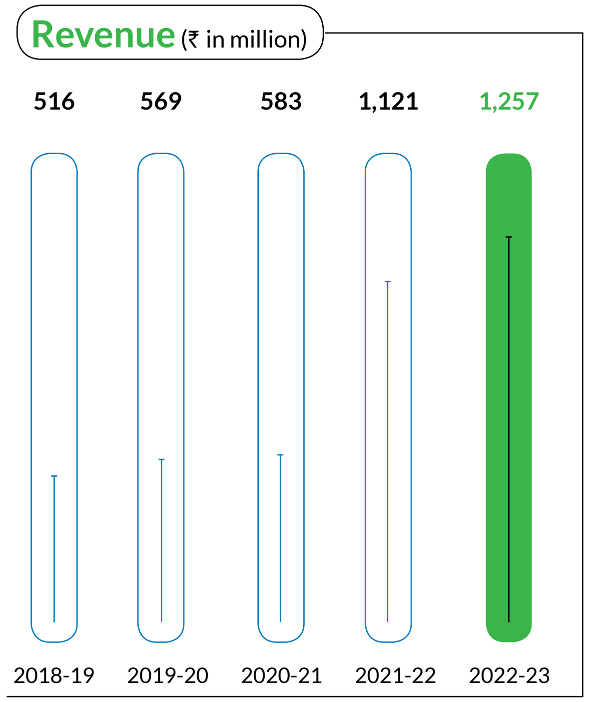
5,060+
Customers

12.13%
Y-O-Y Growth

110+
Products Manufactured

190+
Distributors





Pet Care by Rossari

Pet Care by Rossari is dedicated to enriching the special bonds that exist between people and their pets. Our top priority is the community, and we strive to develop genuine relationships with our clients by providing high-quality goods and services. We maintain high standards for the environment, health, and safety to ensure the best possible care for our furry companions.

At Pet Care by Rossari, we believe in going above and beyond to find innovative solutions to challenging issues. For example, we have developed waterless bath options for sensitive dogs and launched India's first medicated pet shampoo. Our passion for animals is evident in everything we do, and we are committed to helping them lead full and happy lives.

We offer an extensive range of pet care products, which are divided into two categories: Health & Nutrition and Grooming. Our products are of the highest quality, and we are confident that they will meet the needs of even the most discerning pet owners. At Pet Care by Rossari, we are dedicated to providing exceptional service and products to ensure that our four-legged friends receive the best possible care.

Health & Nutrition

Balanced Nutrition is the key to a long, healthy life. That is why we craft highly nutritious pet food & supplements from rich, fresh ingredients.

Grooming

Pets deserve to stay fresh & free from infestations. Our all-natural, pH-balanced, and medicated shampoos, conditioners, and body splashes ensure that pets have a shiny, healthy, fragrant coat of fluff.

Our Integrated Business Model for Synergy, Sustainability and Value Creation

INPUTS

Financial Capital

(Robust financial inclusions strengthen the business activities)

Read more at Pages 54-55

Manufactured Capital

(Manufacturing infrastructure ensuring efficient production to generate long-term value for the customers)

Read more at Pages 48-53

Intellectual Capital

(Ingenious chemical expertise and R&D capabilities enabling the development of competitive products)

Read more at Pages 50-53

Human Capital

(Diverse skill sets, knowledge, and experience, enhancing the competencies to deliver constant value)

Read more at Pages 56-59

Social and Relationship Capital

(Collaborative relationships with the communities, strengthening the social connection of the organisation)

Read more at Pages 60-65

Natural Capital

(Judicious consumption of environmental resources and efforts, minimising our impact through sustainable business activities)

Read more at Pages 66-71

KPI'S 2022-23

Total Equity Capital: ₹ 9151.66 million

Total Debt Capital: ₹ 739.28 million

Total Capital Employed: ₹ 7,748.07 million

Manufacturing Facilities: 8

Installed Capacity: 354,100 MTPA

Country Presence: 1

Asset Light Approach for Health Return Ratios

R&D Facilities: 4

Total R&D Investment: ₹107.72 million

No. of R&D Experts: 58

Integration of acquired companies augmenting technical capabilities

Training Hours Per Employee: 3 Hours

Diversity in the workforce: 12.4% female workforce

Contributed towards CSR Activities: ₹33.01 million

Zero Discharge of Hazardous Chemicals (Z DHC – level 3) in both the Facilities

Solar Power Capacity: 50 KVA

Waste Water Treatment: ETP 142 KLD

Recycling of HDPE Drums

VALUE CREATION PROCESS

Our Foundational Philosophy...

5+5 = 55

5 Entities of Chemistry

- Rossari
- Unitop
- Tristar
- Romakk
- BRPL

5 Prospects of Growth

- Sustainability
- Capability
- Competency
- Technology
- Scalability

...Strengthened by the Strategic Acquisitions and Investments for...

ONE ROSSARI

Our Offerings...

- Home, Personal Care and Performance Chemicals (HPPC)
- Textile Specialty Chemicals (TCS)
- Animal Health and Nutrition (AHN)
- Surfactants
- Personal Care, Homecare, and Industrial Additives
- Preservatives
- Aroma Chemicals
- Agrochemicals

...are developed with a greater focus towards green and sustainable chemical solutions

... to Enhance the Manufacturing Excellence and Portfolio Expansion in

- Home and Personal care segment

...that is driven by our Strategic Objectives

- Augmenting product portfolio with enhanced emphasis on green solutions
- Enriching customer experience through innovation-backed solutions
- Seeding new business lines
- Increasing wallet share across existing customer base while also tapping new customer segments
- Achieving inorganic growth through strategic value-accretive acquisitions
- Maintain financial discipline

OUTPUT

Revenue: ₹ 1,655.88 crores

EBITDA: ₹ 223.02 crores

Profit After Tax: ₹ 107.26 crores

Return on Capital Employed: 21.37%

Three Broad Category of Products

- Home, Personal Care, and Performance Chemicals (HPPC)
- Textile Specialty Chemicals (TSC)
- Animal Health and Nutrition (AHN)

Industry Served: 23+

New Products Developed: 21+

Total Workforce: 500

Social and Relationship Capital

Lives Benefitted through CSR Activities: 10,000+

Maintained High Customer Satisfaction

Energy Savings: 74 kva per day

Water Savings: 76 KLD

Trees Planted: 1,700

SDGs LINKED

8 DECENT WORK AND ECONOMIC GROWTH

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE; 12 RESPONSIBLE CONSUMPTION AND PRODUCTION

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE

3 GOOD HEALTH AND WELL-BEING; 5 GENDER EQUALITY; 8 DECENT WORK AND ECONOMIC GROWTH; 10 REDUCED INEQUALITIES

3 GOOD HEALTH AND WELL-BEING; 4 QUALITY EDUCATION; 11 SUSTAINABLE CITIES AND COMMUNITIES

7 AFFORDABLE AND CLEAN ENERGY; 12 RESPONSIBLE CONSUMPTION AND PRODUCTION; 13 CLIMATE ACTION

MANUFACTURING CAPITAL

Scaling Our Operations through our Sustainable Manufacturing Capital

The Dahej Manufacturing Facility

Designed on lean manufacturing principles, this facility is equipped with cutting-edge technology and sufficient capacity to address the growing demand for specialty chemicals. The Company's state-of-the-art automated unit delivers higher cost efficiencies and economies of scale, and it is fungible across its three business lines: HPPC, TSC, and AHN. The Company ensures compliance with all relevant safety controls and regulations to ensure the entire process functions with utmost efficacy.

132,500 MTPA
Manufacturing Capacity

13 Acres
Land Area

The Differentiators

- State-of-the-art facility
- Fully automated units
- Cutting-edge technology
- Fungible across three businesses
- Well capacitated
- Strategically located proximate to the Hazira Port
- Designed on principles of lean manufacturing

The Benefits

- Higher cost efficiencies
- Economies of scale
- Meeting growing consumer demand
- Cost and logistical advantage

The Silvassa Manufacturing Facility

The Company's Silvassa facility serves as the primary manufacturing unit and possesses adaptable capacities for producing powders, granules, and liquids. Additionally, it features a comprehensive range of testing and packaging capabilities and is equipped with an effluent treatment plant and storage capacity for acids, alkalis, oil, and surfactants. These measures include safety protocols such as process hazard analysis, standard operating procedures, quality assurance, emergency planning and response, and compliance audits.

120,000 MTPA
Manufacturing Capacity

9 Acres
Land Area

Tristar Plant at Sarigam

Romakk Plant at Vasai

Rossari aims to establish a leadership position in Speciality Chemicals manufacturing as part of its growth plans. The Company has a standalone capacity of 252,500 MTPA , its synergies include the Unitop Plant with a total capacity of 86,000 MTPA and the Tristar Plant located in Sarigam with a capacity of 15,000 MTPA. The Romakk Plant at Vasai is a state-of-the-art production facility with 600-MTPA capacity.

INTELLECTUAL CAPITAL

Leveraging Intellectual Capital for Creating Synergies and Delivering Value

The Company prides itself on fostering its expertise through intelligent chemistry that includes manufacturing customised formulations, and green chemistry, alongside process optimisation and technical support on its range of chemical products and services. The Company efficiently delivers tailored solutions to meet its customers' needs through the integration of research in product synthesis, formulation and development. Its overarching goal is to provide solutions that exhibit superior quality and competitive pricing, are environmentally friendly, and deliver sustainable value to end-users and communities. Additionally, the Company's robust R&D support and laboratory have been instrumental in expediting the commercialisation of its novel products. The Company's primary aim is to create solutions that are:

- Superior in quality and offered at a competitive pricing
- Harmless to the environment and the communities
- Capable of delivering sustainable value to the end-user
- Backed by R&D centre that is recognised by the Department of Science and Industry Research, under the Government of India

Unified R&D Synergy - Making New Rossari

How is Rossari gaining synergy from the unified R&D platform post the strategic association?

Rossari has gained synergies from its strategic association in various aspects, particularly in R&D capabilities. The unified R&D platform allows the Company to tap into the expertise and knowledge of all these research centres to drive innovation and deliver more value-added solutions to customers. This collaboration fosters the exchange of ideas and resources, resulting in faster development of new products and processes, thereby increasing efficiency and competitiveness. By pooling its capabilities, Rossari aims to establish a stronger R&D platform that can generate better customer insights, differentiate the Company from competitors, and secure the market leader position.

What is the Rossari Centre of Excellence and how does it enhance the Company's R&D capabilities?

The Rossari Centre of Excellence is a research and development centre located at the IIT Bombay Campus, equipped with state-of-the-art testing and research equipment. The centre, plays a vital role in the Company's pursuit of innovative solutions and is recognised by the Department of Scientific and Industrial Research under the Government of India. It focuses on synthesis research, formulation and development, technical service, and distributed control system for high levels of automation and repeatability, enhancing the Company's R&D capabilities.

What are the focus areas of the Rossari Centre of Excellence?

The Rossari Centre of Excellence focuses on synthesis research, formulation and development, technical service, and distributed control system for high levels of automation and repeatability.

How does Rossari focus on innovation and sustainability?

Rossari's commitment to sustainable solutions is a crucial aspect of the Company's philosophy. The Company recognises that the chemicals industry has a significant impact on the environment, and strives to minimise this impact through eco-friendly and sustainable products. Rossari offers a wide range of solutions to assist clients in minimising their carbon footprint and overall environmental impact cost-effectively.

- One of Rossari's eco-friendly products is Greenacid, a bio-based organic acid that can replace synthetic acids in a variety of applications.
- Another eco-friendly product offered by Rossari is Greensoda Bioclay, a clay-based product that can be used in a range of applications, including the treatment of wastewater and as a natural soil conditioner.
- Greenhydro 400 Pdr is another eco-friendly product developed by Rossari. It is a water-based hydrophobic coating that can be used to protect a variety of surfaces from water damage.
- Lastly, Greenboost is an eco-friendly product that helps to boost plant growth and productivity.

Overall, Rossari's focus on eco-friendly and sustainable solutions demonstrates the Company's commitment to reducing its impact on environment, while providing effective solutions to its clients. By offering a range of eco-friendly products, Rossari is helping promote sustainability in the chemicals industry and contributing to a more sustainable future for all.

Driving Digitisation in Our Operations

Digitisation is of paramount importance in realising Rossari's goals of growth and productivity optimisation. However, we recognise that digitalisation is more than just data and technology, and an avenue for creating tangible value by redefining our approach to work. Therefore, we consider technology platforms to be a crucial component of our digitisation strategy, as they enable us to leverage scale advantages, data harmonisation, and flexibility.

Aligned with our long-term strategy, we have made significant investments in cutting-edge information technology capabilities and pioneering digital platforms that are integral to our current and future operations. These advanced capabilities and platforms have emerged as key enablers, empowering us to increase operational efficiency and drive innovation. Our steadfast commitment to technology has also ensured the security and resilience of our digital infrastructure, which is critical to our ability to automate operations and adapt to changing market trends. We have also implemented best-in-class Enterprise Resource Planning – SAP, to improve our business processes..

We view digitisation as a strategic imperative, and our investments in technology are key to achieving our long-term objectives.

Digital Transformation through SAP Integration: Enhancing Business Efficiency

At Rossari, we recognised the importance of digital transformation and its role in optimising business performance. Thus, we implemented SAP software in our operations to streamline our business processes and increase efficiency. By integrating SAP, we will be able to automate many of our business functions and gain increased visibility into our business processes' performance.

We will also be able to bring about synergy between various departments such as procurement, production planning, quality control, quality assurance, inventory management, financial accounting, and control systems, distribution, sales, and marketing channels. Additionally, our plant maintenance, warehouse management, export and import, compliance management, and project management operations will get streamlined as well.

The real-time data insights provided by the system will enable us to make informed business decisions, resulting in enhanced operational performance. This will also optimise our workflows and increase our overall efficiency, resulting in improved customer satisfaction and better business outcomes.

Powering Innovation and Driving Progress through Our Product Development

Water Dispersible Granules

The Company recognises the growing popularity of water-dispersible granules (WDG) in the specialty chemicals industry. Unlike wettable powders, WDGs are small, easily measured granules that must be mixed with water for application. They are highly favoured for their processing benefits and can be obtained through blending and agglomerating solid active ingredients with a surfactant and other formulation ingredients. The Company now offers customers an array of wetting and dispersing agents for WDG formulations, leveraging the latest advancements in the industry.

WDGs are widely used as the preferred form for many agrochemical products including:

- Pesticides
- Herbicides
- Fungicides
- Insecticides
- Fertilisers

Benefits of Dry Flowables

- Easy-to-handle pack and dispose
- Non-Dusty consistency
- Better product storage stability
- Safer for formulators
- Free flowing
- Up to 90% loading of active ingredient

Defoamers

In the manufacturing sector, foaming is a common problem that can pose challenges to surface coating. However, the Company recognises that solutions and problems go hand-in-hand. To address this issue, it employs defoamers as anti-foaming agents and chemical solutions that eliminate foams without compromising the lubricity of the fluid or staining non-ferrous materials. Foam-free process is required in industries like:

- Pulp and Paper
- Sugar and Distillery
- Food Processing
- Agriculture and Pesticide

Suspension Concentrates

The Company offers high-quality solutions for diverse applications that enable stable suspension concentrates. These concentrates have gained popularity due to their excellent stability, ease of use, and effectiveness when compared to other formulations. Suspension concentrates consist of insoluble solid active ingredients dispersed in water and are intended for dilution before use. These formulations have advantages over other types, such as emulsifiable concentrates and wettable powders.

Benefits of Suspension Concentrates

- Water-based solution that fosters safety and user convenience
- Suitable for active ingredients with low water solubility
- Absence of dust and flammable liquids
- Small particle size of active ingredients
- Adjuvants can be built in for active bio enhancements

Emulsifiers Concentrates

Emulsifiable Concentrate (also referred to as EC) are liquid formulations with a blend of chemical substances like active ingredients, organic solvents, and surfactants. These formulations provide uniform spreading properties that can ensure humidification under normal spray and weather conditions.

Benefits of Emulsifiers Concentrates

- Simple processing requirements
- Low equipment requirements
- High levels of active ingredients
- Excellent storage stability
- Convenient usage
- High-biological activity

FINANCIAL CAPITAL

Harnessing Our Financial Capital for Fuelling Sustainable Growth

Rossari's healthy growth in HPPC and AHN divisions supported its overall performance. TSC was subdued due to slow down in demand. Raw material and supply chain disruptions impacted the Company's margins to some extent. Looking ahead, we anticipate a healthy rise in consumption demand and steady margins.

Revenue (₹ in million)

2020-21	7,093.45
2021-22	14,829.74
2022-23	16,558.81

EBIDTA (₹ in million)

2020-21	1,235.44
2021-22	1,834.43
2022-23	2,230.24

PAT (₹ in million)

2020-21	800.46
2021-22	976.95
2022-23	1,072.57

ROCE (in %)

2020-21	27.98
2021-22	23.69
2022-23	21.37

RONW (in %)

2020-21	23.02
2021-22	16.10
2022-23	12.47

Fixed Asset Development (times)

2020-21	4.22
2021-22	4.26
2022-23	5.02

HUMAN CAPITAL

Using Our Human Capital for Driving Prudence and Prosperity

In the wake of the Company's recent strategic partnership, it stands to gain more than just synergies. By expanding its talent pool, the Company will be infused with fresh perspectives, innovative ideas, and cutting-edge expertise. This will create new opportunities for career growth and development, with new talent and expertise strengthening the Company's operations and product portfolio. By integrating employees from the acquired companies into its existing workforce, Rossari can foster collaboration and knowledge-sharing for better problem-solving and decision-making. This, in turn, can enhance the Company's overall capabilities and cement its market position.

Rossari places great emphasis on instilling oneness in its people and moving ahead to achieve organisational goals with unity and enthusiasm. The Company acknowledges that its employees are the foundation of its thought processes and drivers for future growth. To ensure a conducive work environment, at Rossari, our employee engagement inititives form an integral part of the human resource management process.

Ethical Work Culture

Rossari believes that ethical practices and values are critical to the success of a company. Therefore, the Company strives to promote a work environment where ethical behaviour is valued and rewarded. It provides regular training on ethical practices and encourages open communication channels between employees and management. A proper code of conduct in place further outlines the expected ethical behaviour. Rossari's human resource policy prioritises the comfort of its employees, while ensuring a friendly and flexible approach to achieve corporate objectives. Herein, the Company works with their partners to ensure that all transactions are conducted in an ethical and transparent manner. the emphasis is on building a long-term relationship, based on mutual trust and respect.

Employee Motivation

Rossari provides regular training and learning opportunities to keep its employees updated with the ever-changing macro environment. The Company prioritises employee health and safety through its policies and fosters an inclusive and rewarding work environment to keep them motivated. Understanding that recognising exceptional work is key to increasing staff productivity and performance, Rossari felicitates its employees through various awards. The Company also organised celebrations during festivals and special occasions.

The Company also conducts workshops on stress management, positive thinking, health and wellness, and other aspects for overall employee well-being. Rossari celebrates staff birthdays and recognises outstanding performance at departmental get-togethers. The Company considers feedback a critical component of its performance management system, to learn from its employees and serve them better.

Training and Development

Rossari operates in a rapidly evolving sector which makes it crucial for the team to continuously upskill. To this end, the Company organises various training sessions to foster the all-round development of its employees. The introduction of an internal job movement policy further encourages talent retention and development.

During 2022-23, the Company conducted training on :

- Enhancing Communication
- Interpersonal Skills
- Time Management
- Critical Thinking
- Environment, Health & Safety

5

Training Programmes Conducted

Employee Engagement

Rossari values a motivated and connected workforce. To achieve this, the Company organises various employee engagement activities that foster team bonding and instil a sense of oneness with the corporate entity. As part of its employee engagement initiatives, the following programmes were conducted in 2022-23:

- Review meet
- Celebrations with the team such as during the puja at Silvasa factory, Navratri, Christmas
- Republic Day, annual day, sports day celebrations, among others
- Workshops on stress and positive thinking, positive parenting as well as health and wellness, among others

Health and Safety

Employee well-being and safety in the workplace is an integral component of Rossari's corporate culture. Over the past decade, the Company has expanded its Workplace Wellness activities to include the development of a culture of health. The Company provides a safe working environment and considers safety a matter of continuous evaluation and utmost priority.

The Road Ahead

The Company is currently undergoing integration as a result of recent acquisitions, which will require training to meet its evolving needs and the dynamic market. In order to ensure that the Company's goals are met, it will focus on re-evaluating and re-training its employees to align their strengths with their roles.

- The Company will invest in hiring further enthusiastic and talented people for the team, onboarding new talents and further strengthening the departments.
- Through HR trainings and personnel management, the Company will try to harness the team's potential as well as provide upskilling opportunities to help them grow more in their careers and move up the ladder.
- The Company's goals are of utmost importance, and it aims to develop a strong succession team that takes ownership of decision-making and ensures proper execution of all processes.
- To ensure the Company's long-term sustainability, it is crucial that its teams stand together and remain strong in the face of challenges. Thus, the Company will actively engage in succession planning.

SOCIAL & RELATIONSHIP CAPITAL

Fostering Our Social & Relationship Capital to Strengthen Stakeholder Relations

Rossari has always believed in making efforts towards contributing to holistic growth and strong stakeholder engagement. As a responsible corporate citizen and member of global society, the Company encourages the inclusive growth of those around it and stays committed to implementing this as a persistent value in its business conduct.

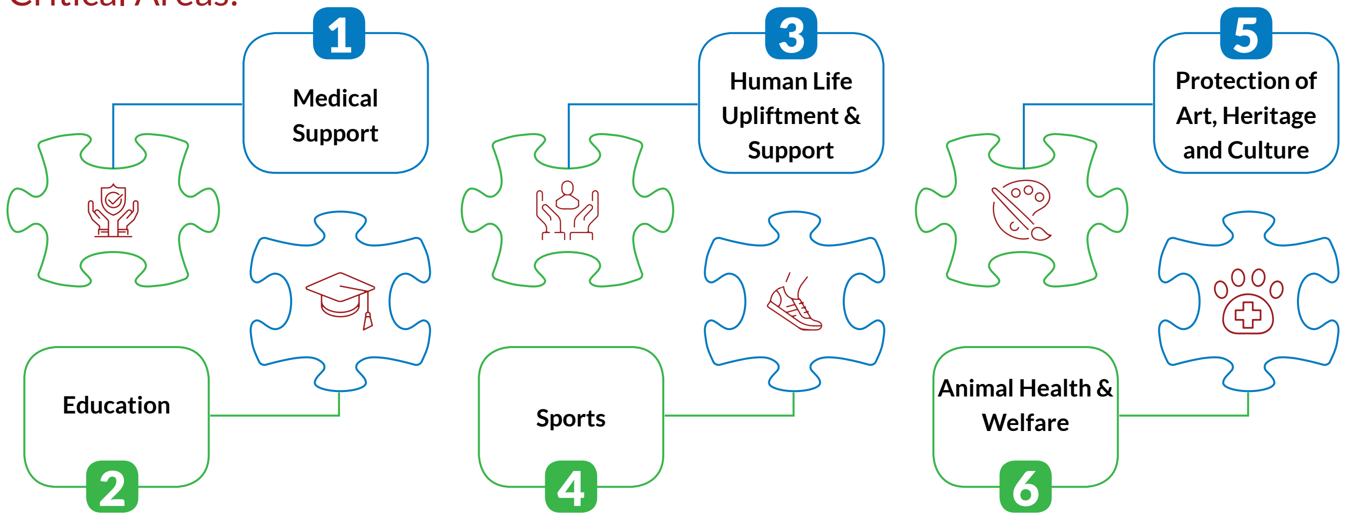
Engaging with Our Communities

The Company's unwavering commitment to corporate social responsibility (CSR) is reflective of its belief in community upliftment as it advances towards achieving its goals. With a keen understanding of the integral role of community development in long-term success, the Company diligently collaborates with the communities within which it operates to drive social and economic progress. The Company proactively participates in initiatives aimed at creating a sustainable path to a better future for underprivileged sections of society through its CSR endeavors.

Customer Satisfaction

Rossari provides excellent customer service and prioritises customer satisfaction. It is committed to meeting and exceeding its customers' expectations by developing new products and improving existing ones with their needs in mind. The Company also engages in seeking and addressing customer feedback to be able to provide them with enhanced offerings. The Company's sales team regularly meets with customers to gain better insight from their responses. It is through this unwavering commitment to customer-centricity that the Company has become a significant player in the industry.

Rossari's CSR Activities are Thoughtfully Designed to Positively Impact Six Critical Areas:



By focusing on these vital areas, the Company is able to make a meaningful difference in the lives of individuals and communities. Through its CSR initiatives, the Company aims to empower and uplift the marginalised, enabling them to lead fulfilling lives and become self-sufficient members of society.

Medical Support

Rossari contributes towards a more secure and sustainable livelihood by aiding in medical requirements, especially for the underprivileged section of society.

- Rossari provides support for paediatric heart surgeries through the Rotary Mulund South Trust.
- Rossari offers support to cancer patients through the Tata Memorial Centre.
- Rossari purchased the Omniglo Microscope Light Enhancer Lighting System and LED Fluorescence Microscope for the General Pathology Lab, to enhance the quality of medical care.
- Rossari helps to conduct free health checkup camps for the underprivileged.
- Rossari provides care through the Hospital Free Bed Scheme for poor and deserving patients.
- Rossari supported the Neonatal Intensive Care Unit of Lokmanya Tilak Municipal General Hospital, Sion, by providing 10 multiparameter monitors that help monitor heart rate, respiratory rate, blood pressure, and more of tiny sick neonates.
- Rossari is supporting the hospital's requirement for an Intra Oral Sensor (Dental X-ray Unit) to provide dental health facilities to patients belonging to lower sections of society.

Promoting Education and Vocational Training

Rossari supports the following organisations for education and vocational training.

- The Company provides vocational education and training to underprivileged women in India. Through this programme, women are trained in various skills such as tailoring, embroidery, and handicrafts, which they can use to generate income.
- The Company works towards providing spiritual and value-based education to children and youth in India.
- The Company provides educational support to children living in shelter homes in India. Through this programme, children are provided with tuition, books, and other educational resources, which can help them succeed in school and beyond.
- The Company worked towards providing high-quality foundational education to children in Government schools in Karnataka, India. Through the Gubbachi Transform Programme, children in Grades 1/2/3 are provided with foundational learning in a supportive and engaging environment.
- The Company supports in redevelopment and upgrading the school.
- The Company provides educational support to underprivileged children in India through lodging, boarding, books, a distancelearning degree, UPSC coaching, and all-round development through music, sports, and public speaking skills.
- The Company provides support for therapy and vocational training to individuals with neuro-developmental disorders.

Uplifting Human Lives

Rossari undertakes various efforts to improve the quality of life for the underserved and deprived sections.

- The Company focuses on constructing homes and hostels for underprivileged students, providing them with a safe and comfortable living environment to support their education.
- The Company is dedicated to promoting independence and employability among individuals with special needs, such as Autism, Down syndrome, and Intellectual Disability. They achieve this through skill training, vocational support, physical well-being support, and social skills development.
- The Company provides necessities like bed sheets, towels, clothes, and other essentials to orphans and disabled individuals.
- The Company has taken initiatives towards providing adults with Intellectual and Developmental Disabilities, the opportunity to live and work in the community of their choice with dignity and self-respect.

Sports Development

Rossari facilitates, encourages, and supports the training and overall development of sports enthusiasts and centres to impart quality training.

- Through the Adventures Beyond Barriers Foundation, Rossari is providing support for the building of a Sports Development Centre where people with disabilities are trained. Along with coaching and mentoring by leaders from the corporate sector, the Centre will also offer adventure sports activities such as tandem cycling, scuba diving, wheelchair basketball, trekking, and camping to enhance the self-confidence and self-esteem of people with disabilities. This will allow them to enjoy their freedom, become independent, and learn to accept themselves unconditionally.

- By supporting Muskaan, Mitti ka Ghar, Rossari helped train youth from Tribal and Slum Communities in the sport of Frisbee through a training camp in Assam. This support will make the youth more serious about the sport and committed to improving their lives. Additionally, they will be trained as coaches and will work with other children in their communities to help them discover their potential and lead a more active lifestyle.

Animal Health and Welfare

Rossari supports the welfare of animals in Mumbai by providing aid to various organisations.

- 'World For All' focuses on animal care and adoptions.
- 'The Welfare of Stray Dogs' works towards improving the conditions of stray animals in the city.
- 'Angels for Animals' provides medical treatment to stray dogs and cats.

Preserving Art, Culture & Heritage

Rossari is contributing towards preserving art, culture, and heritage by supporting the restoration of the Moda Goa Museum in Goa. The museum was created by the late fashion designer Padma Shri Wendell Rodricks and is a significant repository of Goan history and culture. The restoration project aims to revive and conserve the rich cultural heritage of Goa, and Rossari's support towards this project is a testament to its commitment to preserving the country's cultural heritage.

Stakeholder Engagement

Stakeholder engagement is a critical component of Rossari's business strategy and a fundamental step in its growth journey. The Company maintains open and frequent communication with both its internal and external stakeholders, engaging in continuous dialogue and organising surveys to anticipate and meet their needs. Rossari strives to align its strategies with the expectations of its stakeholders and uses their feedback to improve its objectives, ambitions, operations, and reporting standards.

STAKEHOLDER GROUP	STAKEHOLDER PRIORITY	ENGAGEMENT PROCESS	ENGAGEMENT PROCESS
Investors/ shareholders	Corporate Governance Regulatory Compliances Overall Company Performance	Annual/quarterly financial reports, investor presentations and earnings calls Investor conferences Quarterly / specific event based press releases	Quarterly / Need-Based
Regulators	Compliance with rules and regulations Timely reporting through various compliance-based forms	Mandatory regulatory filings, periodical submission of business performance Written communications In-person meetings	Need - Based
Suppliers/ vendors/ third-party manufacturers	Fair and ethical procurement & engagement practices Pricing and favourable terms of payment Timely clearance	Vendor meets Virtual modes such as email or telephone	Ongoing
Communities	Community development programmes through CSR initiatives	In-person meetings Engagement through NGOs	Ongoing
Customers	Consistent quality at competitive prices Timely deliveries New and innovative products, as per latest market requirements Easy access to products and services	In-person meetings Emails Collation and analysis of customer feedback Engagement through website, social media Brand campaigns	Ongoing
Employees	Training and development diverse open, non-discriminatory, and safe working environment Career progression Competitive rewards and remuneration Health and safety performance evaluation and recognition	Employee-focused web portals, Employee engagement surveys Training and development workshops Performance appraisals Written communications	Ongoing

NATURAL CAPITAL

Managing Our Natural Capital to Achieve All-round Sustainability-led Growth

At Rossari, the belief in driving sustainability to unlock better opportunities is an enabler of the Company's holistic approach to growth. The Company is committed to enabling sustainable living through strategic business activities. Some of its initiatives undertaken in this direction include:

- Introducing green chemistry through our relentless efforts of 'Greenovation'
- Enhancing human wellness with our innovative solutions
- Addressing environmental issues through our sustainable business activities

The Company's aim is to continuously improve its performance while maintaining synergy between growth and energy saving, carbon footprint reduction, water management, waste management, and ecological balance.

Energy Conservation

The Company took a step towards energy conservation by using green energy at its plant premises. It installed solar power capacity at its Silvassa plant, reflecting its shift from traditional sources of power to renewable energy sources to foster a greener tomorrow. The Company also engineered industrial methods to use gravity feed for material transfer from one stage to the next, helping to conserve electrical power. Furthermore, the Company shifted from conventional lighting to energy-saving LED lighting across all its plants.

50 KVA
Solar Capacity in Silvassa Plant

74 KVA
Total Energy Savings per day

Making Operations Environment Friendly

As a responsible corporate entity, the Company implemented environment-friendly mechanisms at some critical points in its operations. The Company evaluates the environmental impact of all its actions regularly and continuously creates improvement objectives and targets. The Company's efforts and measures in this direction are monitored regularly for consistency at the individual and corporate levels. Some of these measures include the following.

- Introduced the Multi-Effective Evaporator (MEE)
- Ensures abatement and absolute carbon reduction
- No hazardous emissions or pollutants are present at both Silvassa and Dahej plants throughout the production process
- Both facilities conform to the Zero-Discharge of Hazardous Chemicals (ZDHC) Foundation and Global Organic Textile Standards (GOTS)

Water Management

Rossari is committed to promoting sustainable water consumption. The Company follows the permissible limit of groundwater extraction, which is set at 63%, and has conducted a water audit in partnership with the National Productivity Council (NPC). The wastewater produced by the manufacturing plants has low levels of chemical oxygen demand (COD) and total dissolved solids (TDS) and is non-toxic. However, it does contain some biochemical oxygen demand (BOD), which is treated at an Effluent Treatment Plant. To evaporate the effluent water following ETP treatment, Rossari has introduced the Multi Effective Evaporator (MEE) that helps conserve water.

Waste Management

The Company adheres to industry waste management standards at both its facilities. It is committed to the 3Rs concept of Reduce, Reuse, and Recycle for sustainability. All solid waste is collected, sealed, and stored in designated areas with access control until it can be securely disposed of. In addition, plastic waste such as HDPE barrels and other plastic garbage is recycled.

ZDHC Level 3 Certified
Manufacturing Facilities

76 KLD
Water Saved

8,68,70,000 Litres
Annual Water Consumption

Commitment to Ecology

At Rossari, the Company is committed to contributing towards ensuring ecological balance in and around their facilities. It works with several organisations to extend their efforts towards ecological conservation. The Company relentlessly strives to reduce its impact on the ecosystem and biodiversity. Therefore, it has also planted trees near both their facilities and is maintaining a garden locally to contribute towards preserving Mother Nature.

1,500+
Trees Planted near Dahej Facility

200+
Trees Planted near Silvassa Facility

Strong Governance Practices Guiding Our Sustainable Business

The Board has adopted a set of corporate governance guidelines that serve as a flexible framework to carry out its duties. The governance and business policies are reviewed regularly and updated, in response to the changing best practices, regulatory requirements, feedback from the annual Board evaluations, and shareholder recommendations

4 Independent Directors

2 Executive Directors

Strengthening Leadership Team

Leadership is the vanguard of an organisation. A strong leadership effectively motivates the workforce and paves the way for achieving its corporate objectives while resolving challenges. Rossari's redefined leadership team possesses the right expertise in the specialty chemicals space, essential taking the Company on a new growth journey.

Rossari's most recent acquisition has had a significant impact on the Company's governance in terms of synergy. With the integration of the acquired company's operations into Rossari's existing framework, the Company has been able to streamline its governance structure, improve decision-making and operational efficiency. It has also enabled Rossari to enhance its focus on ESG initiatives by leveraging the best practices and expertise of the acquired company.

Being Socially Responsible

Rossari acknowledges its social responsibility towards the global community and aims for inclusive growth for all its stakeholders, including clients, associates and society. The Company not only cares but also actively participates and contributes towards the betterment of the society. Therefore, it proactively engages with the communities in the regions where it operates to facilitate sustainable social and economic development.

Board Committees

The Board annually carries out performance evaluations of its committees', individual Directors and Independent Directors. The Board at present has:

Audit Committee

Rossari has established an Audit Committee to assist its Board of Directors in fulfilling their oversight responsibilities with regard to financial reporting and internal controls. The Audit Committee comprises three independent directors. The committee meets periodically with Management, internal auditors, and external auditors to review and discuss the Company's financial statements, audit plans, and risk management processes.

Nomination and Remuneration Committee

Rossari has established a Nomination and Remuneration Committee to oversee the selection, appointment, and compensation of directors and senior executives. The Committee comprises three independent directors who evaluate the qualifications, experience, and performance of potential candidates. Alongside this, the committee also formulates the remuneration policy for directors and senior executives, which is aligned with the Company's objectives and industry standards. The committee ensures that the remuneration policy is transparent, equitable, and incentive-driven.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee of Rossari is responsible for addressing and resolving queries and complaints from shareholders, investors, and other stakeholders. The Committee comprises three directors, including two independent directors. It also oversees the transfer of shares, investor education, and investor grievance redressal mechanisms while ensuring that communication with stakeholders is timely, accurate, and transparent.

Corporate Social Responsibility Committee

Rossari recognises its responsibility to society and the environment. The Company has established a Corporate Social Responsibility Committee to oversee its CSR initiatives. The committee comprises 2 independent directors and 1 executive directors. It formulates the CSR policy, identifies and implements CSR activities, and monitors their progress. The committee also ensures that the Company's CSR activities align with its core values and objectives.

Risk Management Committee

Rossari has established a Risk Management Committee to identify, evaluate, and mitigate potential risks to the Company. The Committee comprises 1 independent director, 2 executive directors and 1 senior management member. The Committee reviews the risk management framework periodically and evaluates risks based on their likelihood and potential impact on the Company's objectives. Besides, the committee also recommends measures to minimise risks and implements suitable control mechanisms.

Evaluating Our Strategic Alignment with Materiality Assessment

Materiality assessments include Rossari's ability to make strategic and business planning more resilient by ensuring the relevance of plans in line with material issues. This is where the Company identifies factors that can potentially impact its business operations, in any form, as a part of the external environment, for effective control and management.

Materiality Topic	Concerns
Green Chemistry	Enhancing green chemistry products and practices
Economic Performance	Meeting financial performance and expectations
Ethics, Integrity and Governance	Adhering to the code of conduct Commitment to anti-corruption and anti-bribery Regulatory compliances Stakeholder engagement Due diligence
Water Stewardship	Water use efficiency Responsible wastewater management
Climate Change	Energy-efficient production process Compliance with environment standards and regulations Sustainability and carbon emission reporting Energy and waste management Utilising renewable sources of energy
Product Safety and Compliances	Maintaining various certifications Product compliances from brands and retailers Product impact assessment Developing more resource-efficient products
Development of Human Capital	Employee training, development, remuneration and retention Workforce welfare Diversity and equality
Community Development	Respect for social and labour rights Connection with local community

Strategic Risk Management Addressing Concerns with Our Strategic Risk Management

The Company recognises the importance of being prepared for risks because they can influence decisions and significantly impact its business conditions. This can include but is not restricted to, matters pertaining to accounting status, consolidated companies' financial status, business performance, and cash flows. Therefore, the Company's risk management system addresses its increasingly complex risks in its day-to-day operations. The risk management system conducts risk analysis of economic and social changes and implements preventive measures best suited for the Company.

Rise in Competition:

Newer developments in the competitive global business environment and potential consolidation among competitors may adversely impact the Company's financial conditions. Since Rossari manufactures and develops diverse solutions for the specialty chemicals industry, it has raised its market share by strengthening its sales network, and offering competitive products and services. Thereon, it cuts down on costs to expand its business and enhance profitability.

Fluctuations in Price:

Clients often negotiate price reductions with suppliers as their volumes increase. As a result, continuous market share gains and a broad client base are required to improve profitability. Also, sharp fluctuations in commodity prices and currency can have an impact on Rossari's gross margins. Furthermore, because the Company engages in foreign currency-denominated transactions in the procurement of raw materials and parts and the sale of goods and services, currency exchange rate fluctuations are generally naturally hedged. Moreover, Rossari also undertakes medium- to long-term measures to continuously adjust procurement and manufacturing operations, optimise them for changing currency exchange rate trends, and balance imports and exports in each currency.

Technological Advancement:

Technology transformation related to products and services that differ from those anticipated by the Company, or abrupt changes to the market such as rapidly escalating competition, including from new market entrants, may lead to the necessity to amend or transform technology or product strategy. The Company strives to create both consumer and societal value, and it endeavors to produce technology, products, and services that continually contribute to customer expectations through in house R&D capabilities.

Supply Chain Risk:

In the event that management conditions at suppliers' ends detoriate, or in the case of natural disasters or accidents, the Company makes efforts to ensure that raw materials and other items are supplied in a stable and timely manner, and at reasonable prices. This is accomplished by diversifying suppliers and geographically dispersing sourcing, as well as creating commonalities and standardisation, among other things.

Environmental Regulations and Increased Awareness on Environmental Preservation:

With the world's worsening environmental problems, if regulations covering the use and emissions of greenhouse effect-causing refrigerant gases, as well as regulations pertaining to energy conservation, become more stringent, there is a possibility of increased costs required to comply with such regulations. Furthermore, if responding adequately to these regulations is difficult and delays occur, product sales may be hampered, and smooth business operations may suffer. Rossari takes every possible measure to prevent environmental pollution from its business activities, not only through compliance with regulations ,but also through the establishment of stricter voluntary standards.

MR. EDWARD MENEZES m m m

Mr. Edward Menezes is the Executive Chairman of the Company. He is a founder of the Company and has been a member of the Board since its incorporation. He was also a partner in Rossari Biotech prior to its conversion into a Company. 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 in science (technology) in textile chemistry from the University Department of Chemical Technology (UDCT), University of Bombay. He also holds a master's degree in marketing management from the Prin. L. N. Welingkar Institute of Management Development & Research, Mumbai.

Mr. Menezes was also awarded 'UAA Distinguished Alumnus Technology Day Award, 2013' by UDCT and the Institute of Chemical Engineering. He was also awarded 'All India Industrialist of the Year 2021' award by the Federation of Industries of India by the 2022 Hurun India – Industry Achievement Award. He was previously associated with Clariant India Limited (formerly Sandoz India Limited). He has over 28 years of experience in the specialty chemicals industry, more than twelve years of experience in different roles within the Company and has been actively involved in the day-to-day running of the Company.

Mr. Menezes, is Member of Corporate Social Responsibility Committee, Risk Management Committee (w.e.f. 19th January, 2023) and Management Committee of the Company.

MR. SUNIL CHARI c c m

Mr. Sunil Chari is the Managing Director of the Company. He is a founder of the Company and has been a member of the Board since its incorporation. He was also a partner in Rossari Biotech prior to its conversion into a Company. He holds a bachelor's degree in arts from Kakatiya University. He also holds a diploma in technical and applied chemistry from the Victoria Jubilee Technical Institute (VJTI). He has over 23 years of experience in the specialty chemicals industry. He has more than twelve years of experience in different roles within the Company and has been actively involved in the day-to-day running of the Company.

Mr. Chari, is Chairperson of the Risk Management Committee and Management Committee and also a Member of the Stakeholders Relationship Committee of the Company.

MR. ASEEM DHRU c

Mr. Aseem Dhru is an Independent Director of the Company. He was appointed to the Board of the Company on 12th November, 2019. He is an associate member of the Institute of Chartered Accountants of India and the Institute of Cost and Works Accountants of India. He was previously associated with HDFC Bank Limited as a group head and was a director on the Board of HDB Financial Services Limited and HDFC Securities Limited. He is currently the Chief Executive Officer and Managing Director on the Board of SBFC Finance Limited.

Mr. Dhru, is Chairperson of Audit Committee of the Company.

MR. GOUTAM BHATTACHARYA c m m m m m

Mr. Goutam Bhattacharya is an Independent Director of our Company. He was appointed to the Board of our Company on 6th December, 2018. He holds a bachelor's degree in science (chemistry) and has done post-graduation in Management Studies from the Indian Institute of Management (IIM), Ahmedabad. Mr. Bhattacharya has over 50 years of experience in the specialty chemicals industry in India and at an international level. He was previously associated with Pulcra Chemicals India Private Limited as the Managing Director. He started his career with BASF India Limited.

Mr. Bhattacharya is Chairperson of the Stakeholders Relationship Committee and Member of the Audit Committee, Nomination and Remuneration Committee (w.e.f. 19th January, 2023), Risk Management Committee, Corporate Social Responsibility Committee and Management Committee of the Company.

MS. MEHER CASTELINO c m m

Ms. Meher Castelino is an Independent Director of the Company. She joined the Board of the Company on 04th July, 2018. She has completed her education from Lawrence School Lovedale, University of Cambridge. Ms. Meher Castelino is an internationally renowned fashion journalist. She was the First Femina Miss India, 1964 from India. She is also author of 3 Books namely (i) Manstyle, (ii) Fashion Kaleidoscope and (iii) Fashion Musings. At present, Ms. Meher Castelino is the Independent Director of VIP Clothing Limited and has been associated with them since 2015.

Ms. Castelino, is Chairperson of the Corporate Social Responsibility Committee, a Member of the Nomination and Remuneration Committee and the Stakeholders Relationship Committee of the Company.

MAJ. GEN. SHARABH PACHORY VSM (RETD.) c m

Maj. Gen. Sharabh Pachory, VSM (Retd.) is an Independent Director of the Company. He was appointed to the Board of the Company on 12th November, 2019. He is a retired Major General from the Indian Army. He holds a bachelor's degree in Science from the University of Jabalpur and a Master's Degree of Science in Defence and Strategic Studies from the University of Madras. He has also completed a Senior Defence Management Course, Advanced capsule on Strategic Management and Decision Making from the College of Defence Management, Secunderabad. He also holds a certificate from the All India Management Association. He has participated in an Independent Director's Training Programme for senior officers of the Armed Forces conducted by the Management Development Institute, Gurugram. Maj. Gen. Pachory has also completed an online proficiency assessment test for the Independent Director's Databank conducted by the Indian Institute of Corporate Affairs under the aegis of the Ministry of Corporate Affairs, Govt of India. As a senior retired Defence Officer who served from 1982 to 2018, he has over 35 years of experience in the fields of Defence Administration, Planning and Strategy.

Maj. Gen. Pachory is also the Chairperson of the Nomination and Remuneration Committee (w.e.f. 19th January, 2023) and a Member of the Audit Committee of the Company (w.e.f. 17th January, 2023).

Audit Committee | Stakeholders Relationship Committee | Risk Management Committee | Management Committee
Nomination and Remuneration Committee | Corporate Social Responsibility Committee | c Chairperson | m Member

**(C represents Chairperson; M represents Member)*

Corporate Information

BOARD OF DIRECTORS

Mr. Edward Menezes
Executive Chairman

Mr. Sunil Chari
Managing Director

Mr. Aseem Dhru
Independent Director

Mr. Goutam Bhattacharya
Independent Director

Ms. Meher Castelino
Independent Director

Mr. Robin Banerjee
Independent Director
(up to 3rd January, 2023)

Maj. Gen. Sharabh Pachory VSM (Retd.)
Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Ketan Sablok
Group - Chief Financial Officer

Ms. Manasi Nisal
Chief Financial Officer

Ms. Parul Gupta
Company Secretary & Compliance Officer

STATUTORY AUDITORS

Deloitte Haskins & Sells LLP
Chartered Accountants

BANKERS

HDFC Bank Limited

Axis Bank Limited

The Hongkong and Shanghai Banking Corporation Limited

State Bank of India

Standard Chartered Bank

Citi Bank, N.A.

REGISTRAR AND TRANSFER AGENT

Link Intime India Private Limited
C 101, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (W), Mumbai – 400 083, India

REGISTERED & CORPORATE OFFICE

201 A - B, 2nd Floor, Akruti Corporate Park,
L.B.S Marg, Next to GE Gardens,
Kanjurmarg (W), Mumbai – 400 078, India
Tel: +91 22 6123 3800
Website: www.rossari.com
CIN: L24100MH2009PLC194818

OUR FACILITIES

Silvassa Plant
Plot No. 10 & 11, Survey No. 90/1/10 & 90/1/11/1, Khumbarwadi, Village Naroli, Silvassa – 396235, Union Territory of Dadra & Nagar Haveli, India.

Dahej Plant
Plot No. D3/24/3, Opposite ATC Tyre Phase III, G.I.D.C. Dahej, Village Galanda, Taluka Vagra, Bharuch – 392130, Gujarat, India.

Unitop – Dahej Plant
Plot No. D-2/ CH- 343, G.I.D.C. Phase – II, Near Village Jolwa, Dahej, Bharuch -392130, Gujarat, India.

Tristar – Sarigam Plant
C1/B 3201, 3202 & 3203, G.I.D.C., Sarigam -396155, Gujarat, India.

Management Discussion & Analysis

Global Economic Overview

Faster than anticipated recovery from the after-effects of economic spillovers marked the growth of the global economy in 2021-22. Fighting through several challenges like incremental inflation, cost-of-living, trade wars, and prolonged geopolitical conflict, the global economy ultimately started to regain its positive growth momentum. Effective economical stances undertaken by Governments across the world helped build the way for more resilience across nations and businesses, to stay future-prepared and on their toes. As per IMF World Economic Outlook, January 2023, the world economy grew by 3.4% in 2021-22 with an upgrade of 20 basis points from the previous forecast. Post Covid-19 pandemic, the sharp recovery in economic activities went subdued by the gradual yet firm grip of inflation that surcharged in the first half of 2021-22. As a cascading effect, the advanced and emerging economies also faced a slowed-down economic pace. For the advanced economy, according to IMF World Economic Outlook, January 2023, the estimated real GDP growth figures are 2.7% in 2021-22 and 1.2% in 2022-23 while for the emerging economies, the estimated figures are to stay at 3.9% for 2021-22 and 4.0% for 2022-23.

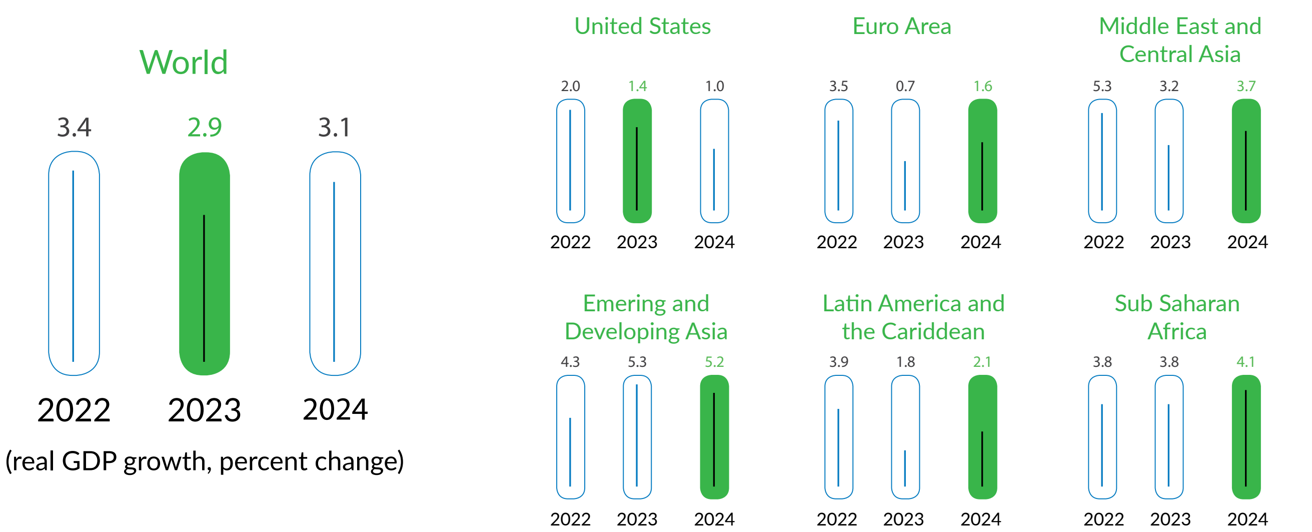
Outlook

Among other challenges, price volatility and inflation pose a prime cause of concern for the world economy in 2021-22. The economic outlook for 2022-23 is expected to remain moderate, similar to 2021-22 with an estimation of 2.9% growth. In this challenging external environment, it is likely that contractionary monetary policies will continue to be implemented, while fiscal policies are expected to alleviate cost-of-living pressures, in line with the adhered monetary policies.

World Economic Outlook January 2023

Economic Growth Projections (Region Wise/ % change)

Economic Growth Projections (Region Wise / % change)



(Source:https://www.imf.org/en/Publications/WEO/Issues/2023/01/31/world-economic-outlook-update-january-2023)

Indian Economic Overview

The Indian economy firmly established itself as the fastest-growing entity among the major economies, amid global headwinds stifling the momentum of the global growth. The nation posted this significant growth that is majorly backed by private sector's spending, and intensified government efforts to improve the country's infrastructure. As per National Statistical Organisation (NSO), India's strong economic performance is expected to be 7% by the end of 2022-23.

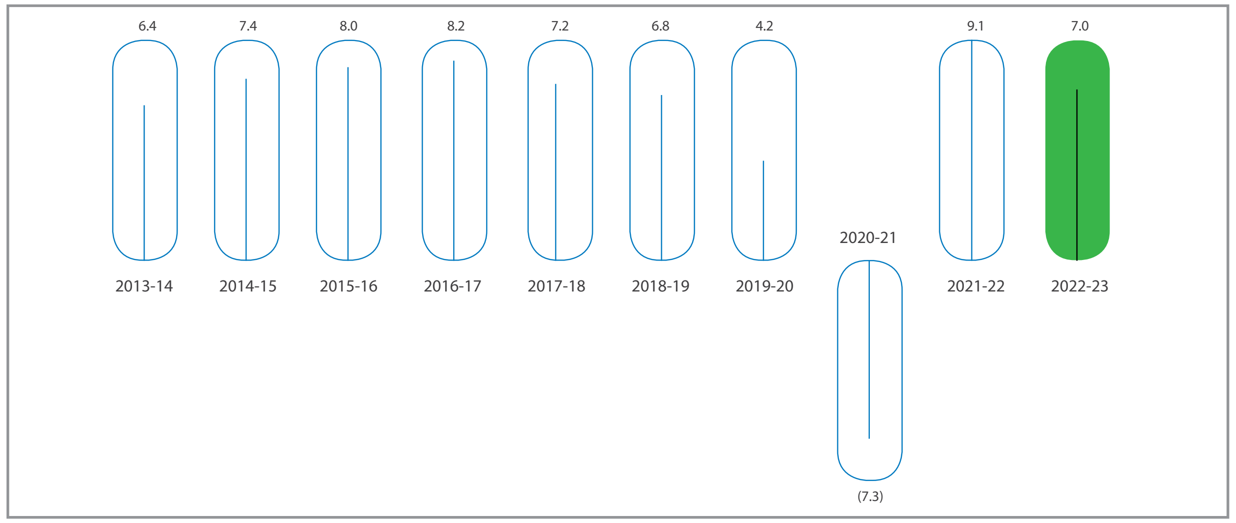
In the first quarter of 2022-23, prolonged inflationary pressure led the Reserve Bank of India (RBI) to recalibrate its monetary policies that is inclined towards tighter stance. In 2022-23, the RBI increased its repo rate in six consecutive steps with latest increment of 25 basis points to 6.50% in February 2023. As a result, the Indian economy has already started to experience the easing of the inflationary grip while the inflation stood moderate during the third quarter. This positive transformation in the economy is aiding the demand scenario in the domestic market and enabling the country's economic wheel to roll in a geared momentum. The domestic market's demand situation is being aided by this encouraging change in the economy, which allows the nation's economic wheel to spin with increased momentum.

India's underlying economic fundamentals are strong, and despite the short-term turbulence, the impact on the long-term outlook is expected to remain marginal. Together, the growth-enhancing policies and schemes (such as Production-Linked Incentive and the Government's push towards self-reliance) and increased infrastructure spending are gradually leading to a stronger multiplier effect on jobs and income, higher productivity, and more efficiency, thereby, leading to accelerated economic growth. Furthermore, the emphasis on manufacturing in India, various Government incentives such as rising services exports on the back of stronger digitisation and technology transformation drive across the world are anticipated to aid the economy's growth. Moreover, several spillover effects of geopolitical conflicts between Russia and Ukraine are likely to enhance India's status as a preferred alternate investment destination. A growing number of global in-house centres and multinationals are preferring India over Eastern European markets (especially those that are on the borders of Ukraine) to shift their current operations or open new facilities.

Outlook

Though elevated core inflation managed to retain RBI's tighter stance in the economy, the inflationary forecast by the same is showing the silver line of optimism in the current scenarios. RBI is anticipating inflation to move closer to the moderate level in the first half of 2023-24 as the domestic demand is more likely to increase during the period. However, owing to the external headwinds, the figure might decline to 6.1% in 2022-23 and is anticipated to move up to 6.8% in 2023-24. With increased Government spending announced in Union Budget 2023-24 and rise in private consumption and investment, economic activity will further boost demand. However, the steady growth momentum might get affected by global spillovers, therefore cautious optimism is likely to be maintained in the economic system in near future.

Indian Economic Growth (% change)



(Source: MoSPI, https://www.reuters.com/world/india/india-sees-gdp-growth-slowing-6-68-202324-govt-survey-2023-01-31/)

Industry Overview

Reshaping the Future: Specialty Chemical Industry

With rising demand for value-added niche products like Dyes and pigments, Polymers, Surfactants, Textile chemicals, Water Chemicals, Personal care chemicals, the Specialty Chemicals sector (also called specialties or effect chemicals) is also contributing in reshaping the Indian economy. In rightfully doing so, it plays a pivotal role in the Indian Chemical Industry by contributing 7% of GDP and is expected to reach US$ 304 billion by 2024-25, up from US$ 178 billion in 2021-22. Not only is it the fastest-growing industry in India but also very well-renowned worldwide – for its quality, compliance, raw material availability, and skilled labour.

The Indian specialty chemicals industry is also expected to outpace China, Japan and the rest of the world. From a trading perspective, specialty chemicals account for a significant share of more than 50% of chemical exports. Active pharmaceutical ingredients (APIs) and dyes & pigments continue to dominate the sub-segments in terms of influencing export potential. The factors that will make India an exporting hub are India's strong process engineering capabilities, low-cost manufacturing capabilities and abundant manpower are leading to an array of opportunities for imports and exports of specialty chemicals. Likewise, government initiatives, such as the Petroleum, chemicals and petrochemicals investment region (PCPIR) policy and production linked incentive (PLI) schemes, are providing reassurance to further develop the potential for domestic manufacturing and specialty chemicals, which are anticipated to benefit from this momentum.

Categorising the Specialty Chemical Segment

Segments	Share	Market Size	CAGR	End User Industry	Market Barrier	Market Growth
Dyes and pigments	46 %	7.0 (US$ billion)	10.0 (2020-2026)	Textile; Paints and coatings	Medium	Medium
Polymers	8%	1.3 (US$ billion)	10.0 (2020-2026)	Automotive; Pipes	Low	Medium
Surfactants	13%	2.0 (US$ billion)	11.0 (2020-2026)	Home Care, Personal Care	Medium	Medium
Textile chemicals	13%	1.8 (US$ billion)	11.5 (2020-2026)	Apparel	Medium	Low
Water Chemicals	6%	0.8 (US$ billion)	15.0 (2020-2026)	Water treatment	High	High
Personal care chemicals	6%	1.0 (US$ billion)	15.0 (2020-2026)	Cosmetics; Hair care	High	High
Construction chemical	8%	1.4 (US$ billion)	15.0 (2020-2026)	Real estate; Infrastructure	High	High

(Source: https://www.crisil.com/en/home/newsroom/press-releases/2022/03/india-to-double-specialty-chemicals-market-share-in-5-years.html

https://www.grandviewresearch.com/industry-analysis/specialty-chemicals-market)

Preview of the Industries Ahead

Home and Personal Care Chemicals

Registering a 5% CAGR 2022-23, HPCC sector is the fastest growing sector in modern world

Animal, Health and Nutrition

Expected to register a CAGR of 8.8% between 2023-2030

Pet Care Industry

Expected to grow with a CAGR of 6.84% between 2022-30

Textile Specialty Chemical

Anticipated to grow at a CAGR of 4.7% from 2022 to 2030

Surfactants

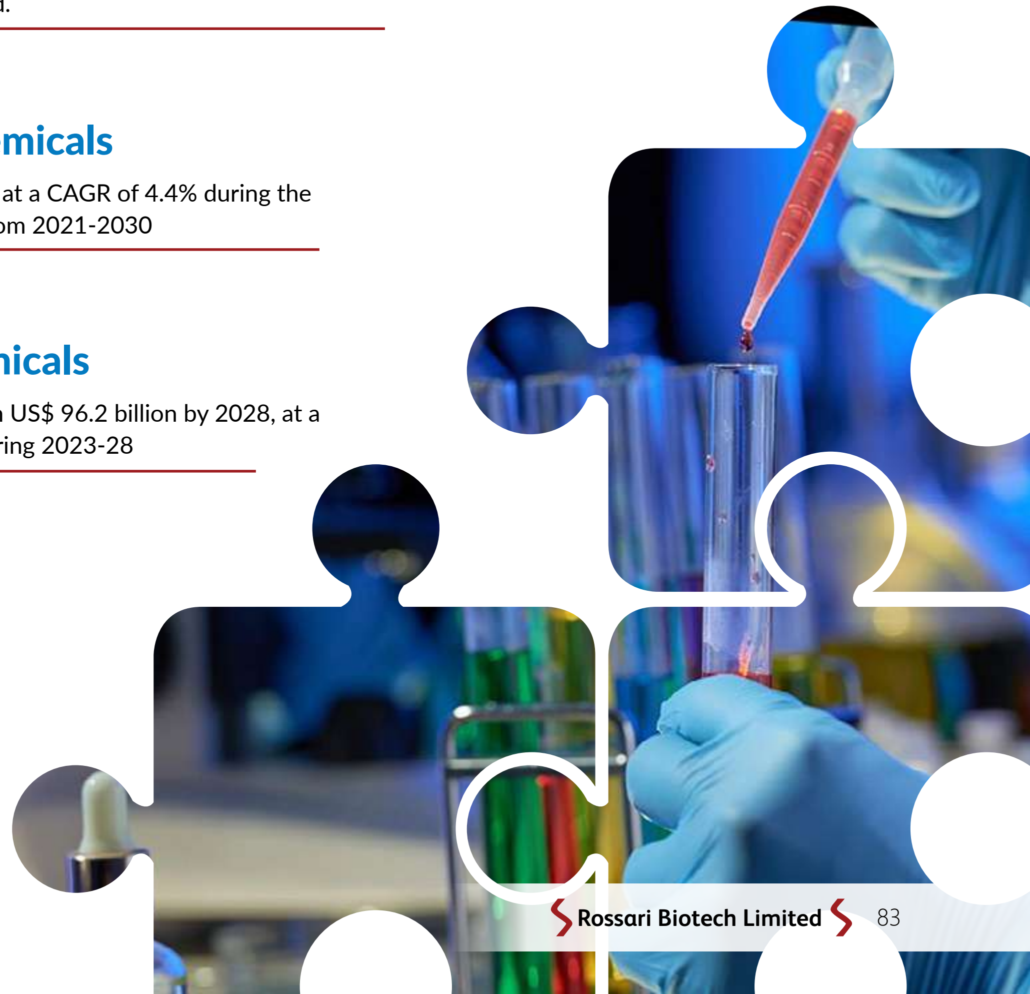
Anticipated to have a CAGR of 4.9% during the 2021-2028 period.

Water Chemicals

Expected to grow at a CAGR of 4.4% during the forecast period from 2021-2030

Agro Chemicals

Projected to reach US$ 96.2 billion by 2028, at a CAGR of 3.9% during 2023-28



Home and Personal Care Chemicals

Ever since the pandemic, people started shifting their consciousness towards a healthy and clean environment and lifestyle. The global home healthcare market size was valued at US$ 362.1 billion in 2021-22, and is expected to expand at a CAGR of 7.96% between 2022-30.

As the consumers have become more conscious about personal and home hygiene, the demand for laundry care, surface care and toilet care-related products – both personal and commercial, is expected to witness escalated growth. India's personal Care and Hygiene Ingredients market size stood at US$ 26.8 billion in 2021-22.

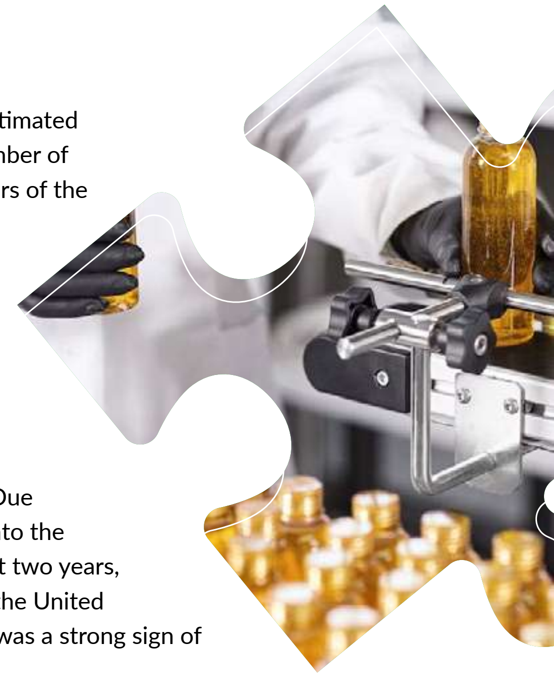
The Home Care segment is branched across the Household and Industrial & Institutional (I&I) segments. The components are used to manufacture home care products, personal beauty, health, hygiene, floor cleaners, surface cleaners, detergents, and toiletries, with applications in homes and industries. Manufacturers are focusing on elevating the quality of cleaning products with the possible ways to protect the environment. To fulfil the hygiene needs at home and in commercial places, different ingredients are used in cleaning products as today's consumers are not just concerned about maintaining hygiene or cleanliness at a personal level, but also keen on reducing the chances of infections in their surroundings. Rapid urbanisation, particularly in developing countries is just one of the various factors influencing the demand for cleaning products and rising awareness of health and hygiene concerns. The importance of Personal Care products just keeps growing compounded year on year, as more and more awareness is created regarding our skin health especially via social media. Heightened awareness of multi-purpose products is also fuelling the market's growth. The availability of affordable Personal Care products across the country is also driving the rising demand for Personal Care Ingredients.

The market for Personal Care ingredients is broadly classified into commodity, fine chemical, and specialty chemical ingredients. Specialty Chemicals are further classified into active and inactive ingredients. Active ingredients fulfil anti-ageing, exfoliation, sun protection, moisturising, antimicrobial, and other functions such as skin lightening. Inactive ingredients include silicon, colorant, surfactant, and preservatives, which help maintain reasonable shelf-life for products and make them feel, smell and look nice.

Key Highlights

- The Indian beauty, and personal care market is the 8th largest in the world.
- Fragrances, Makeup and Cosmetics, Men's Grooming are all expected to grow at CAGR 12-16% between 2022-2030.
- The personal hygiene market is expected to reach US$ 15 billion by 2023 in India.
- Growing awareness, easier access and changing lifestyles have been the key growth drivers for the sector.
- Herbal cosmetics products are driving growth due to increasing adoption, and the segment alone is expected to grow at 15-20%
- Global home care market size is expected to grow with 4.28% CAGR between 2023-28

The Growth of Skincare Industry

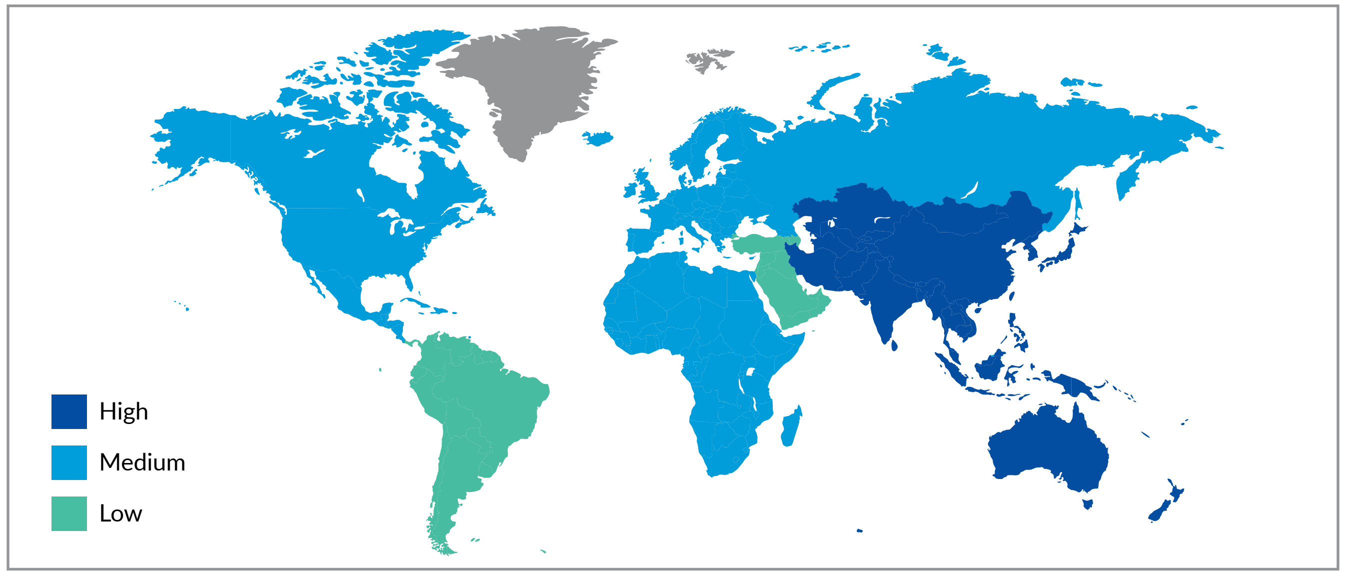


Skin care applications dominated the global personal care chemicals market with an estimated share of around 40%. The desire for a more affluent way of life, the increase in the number of young people, and the rising purchasing power of urban households are the main drivers of the global market for skin care products.

The global skincare market is expected to grow at an average rate of around 5% annually. The industry has witnessed a shift from demand from older consumers to a growing younger consumer base. People are becoming more self-aware, and as a result, they are beginning to use skin care at a younger age in order to delay the signs of ageing.

Every year, different beauty brands come out with new skin care products, and this is likely to keep happening in the near future because this market is growing so quickly. Due to the boom in skin care products, various smaller manufacturers have also ventured into the marketplace to reap the benefits of the continuously thriving industry. Through the last two years, on average, over 100 new brands have debuted in department and specialty stores in the United States. L'Oréal says that the global cosmetics market grew by 8.2% in 2021-22, which was a strong sign of recovery.

Personal Care Chemical Market (Region-wise growth)



(Source: Modor Intelligence)

Growth Drivers for the Home, Personal Care and Performance Chemicals Industry

- The rise of health concerns among all the sectors of society irrespective of age
- Robust rural demand and consumption
- Irrespective of gender, increase in consumer awareness and aspirations for beauty, hair-care and grooming products
- Laser focus on branded products and growth of the pre-existing brands
- Increased demand of more eco-friendly natural, organic products
- Environmental regulations keeping a check on driving demand for water purification and wastewater management.
- Sustainable packaging demand boom which is environmentally friendly

Tapping opportunities

The HPCC industry is bringing new and fresh sustainable chemistries that is more diversified and beneficial for the environment in general and something for the future and the growth is expected to be the most in this industry. Manufacturing over 300 products for its customers, Rossari HPCC ranges from polymers that find use in the detergent and cleaning industry; emulsions which enhance the look, feel and performance of paints and paper; products that improve the strength and processability of ceramics and safe and economical water treatment agents. All of its performance enhancers have a direct impact on the consumer and adhere to our principle of sustainability by providing a significant saving in energy and valuable natural resources.

Animal, Health and Nutrition

The dietary needs of animals, comprising macronutrients, vitamins, dietary minerals, enzymes, eubiotics, and amino acids are needed to be taken care of as well. The demographic changes have made it possible for even the remotest part to have access to the feed and feed additives market segment. There is an endless list that caters to the need for animal wellbeing, sustainable farming, and demand for proper animal nutrition is driving the feed additives market segments. The quality of animal feed has been one of the key focus areas to elevate and to improve growth performance in livestock sustainability which has been only possible by the rising consumer awareness. This has also built up to a growing demand for animal protein. Consumers worldwide are becoming increasingly conscious of the quality of animal-based foods and the presence of health-promoting ingredients, such as fatty acids, vitamins, or minerals. Therefore, using feed additives is one of the most effective methods of enriching animal feed for enhanced growth performance. Animal feed additives are supplements that enhance the functionality of animal feed and boost the physiological functions of animals. Global Animal Nutrition Market size is likely to grow by US$ 76.41 billion by 2025-26, from US$ 60.73 billion in 2021-22, at a CAGR of 3.90% during 2022-26.

Key Highlights

- Geographically, Asia-Pacific (Animal Nutrition market share) accounted for the highest revenue share in 2021-22 and it is poised to dominate the market over the period 2022-2027. It is due to surging seafood and meat intake including all amino acids in the Asia-Pacific region.
- The growth of the Animal Nutrition Market is being driven by rising demand for nutritional diets involving nutrients like lipids and vitamins in maintaining animal health. However, the soaring cost of products and environmental issues influencing livestock production are some of the major factors hampering the growth of the Animal Nutrition Market.
- Furthermore, the Animal Feed Manufacturers segment is estimated to grow at the fastest CAGR of 7.3% during the forecast period 2022-2027 due to soaring production of animal feed supplements performed by accumulating greatly-nutritional by-products of distinct food processing firms with ultimate feeders.

Growth Drivers for Animal, Health and Nutrition

- The world needs sustainable efficiency gains in animal production
- Changing diets are expected to double the demand for protein over the next 40 year
- Feed costs make up +50% of animal production costs
- Arable land per capita expected to decrease by 35% from 2000 to 2050
- Antibiotic resistance and regulation are driving the need for alternatives to antibiotics
- Sustainable efficiency gains are essential. Biological solutions are part of the solution
- Increased awareness about pet care and pet health
- Rising demand for branded breeding and organic production
- Increase in cash flow, in addition to the rise in popularity of pet grooming products in recent times, has resulted in an upsurge in demand for pet grooming products.
- Emerging demand for aquaculture feed to fuel the demand for feed ingredients
- Highly specialised and premium animal nutrition driving demand for highly specialised ingredients
- Growing popularity of pet parenting, especially in nuclear families

Tapping Opportunities

At Rossari, commitment and rich industry insight drive the business towards harnessing potential growth opportunities. Particularly across the AHN space, the Company undertakes the following:

- Reducing feed costs to maximise profitability while maintaining performance
- Maintaining productivity without relying on antibiotics
- Responding to growing consumer concerns around food safety
- Improving animal welfare conditions
- Reducing environmental impact
- Improving performance to meet the greater demand for animal products with limited natural resources
- Increasing the number of young successfully raised animals
- Adapting to new societal concerns and legislation

Animal Health and Nutrition is a wide field and with the current awareness of animal health, the product profile needs more expansion which is why Rossari introduced Sniffy 2.0 this year – focussing on the more health content throughout. The Company supplies poultry feed supplements and additives, pet grooming and pet treats including for weaning, infants and adult pets. Rossari manufactures over 100 products for its customers in this category.

Textile Speciality Chemicals

Textile chemicals are specialty chemicals used during the dyeing and processing of textiles to impart desired properties to the end-product.

The Textile Chemicals market is segmented by:-

Type	Application	Geography
(coating and casing chemicals, colourants, and auxiliaries, finishing agents, desising agents, and other types)	(apparel, home furnishing, automotive textile, industrial textile, and other applications)	(Asia-Pacific, North America, Europe, South America, and the Middle-East and Africa).

Textile chemicals are specialty chemicals used during the dyeing and processing of textiles to impart desired properties to an array of end products used in clothing, bedding, carpets, car interiors, industries, etc. Textiles require a range of treatment processes before reaching the end-user. The country ranks 2nd in production and export of textiles.

The domestic Textile and Apparel market stood at US$ 77 billion in 2022-23. It is further expected to record a CAGR of 19.80% to reach US$ 190 billion in the period of 2025-26. The nation's apparel demand in 2022-23 was clocked at US$ 55 billion and accounted for 71.40% of the total Textile and Apparel market in India.

Key Highlights

- It is likely to register the fastest Textile Specialty Chemical market growth in the next five years.
- Textile demand growth is being driven by the rapid rise in e-commerce, digitisation, growing youth group, rapid urbanisation, and rising living standards, amongst others.
- Processing natural or artificial fabrics with textile chemicals improves textile wearability, functionality (such as imparting antibacterial features, flame retardancy, etc.), and appearance.

Growth Drivers for Textile Speciality Chemicals Industry:

- Rise in fashion knowledge and robust demand for varied textile products
- Online and omni-channel retail markets boost consumption patterns
- Rising demand for home furnishings, floor coverings, and technical textiles
- China-plus-One procurement strategy expected to bring in an influx of manufacturing demand for India
- Stringent environmental regulations across several global market places creating demand for green, clean and sustainable textile chemical solutions
- Increasing demand for finishing chemicals like anti-microbial properties, wrinkle-free properties, stain-resistance among other

Tapping Opportunities

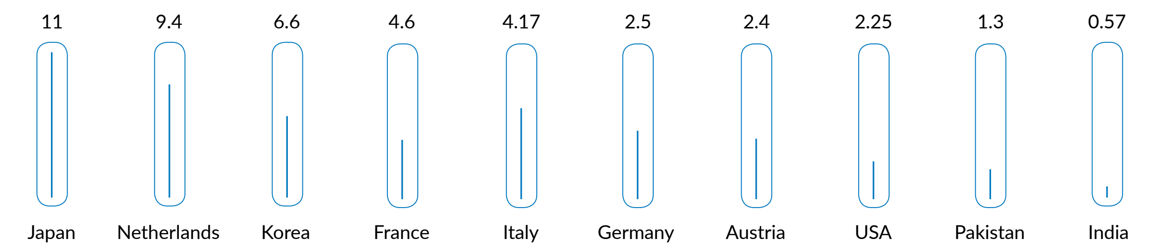
The growth in the Home Textiles segment would also be supported by growing household demand, increasing socio-economy and higher sales in end-use sectors like housing, hospitality and healthcare. Textile Chemicals segments are expected to maintain their lead while growing as the market demand broadens over the next five years. The global textile chemicals market size is projected to reach US$26.40 billion by 2027, exhibiting a CAGR of 3.2% during the forecast period 2020-2027.

The range of products that Rossari offers include products for pre-treatment, dyeing and printing, finishing, as well as specialty chemicals. The division leverages its R&D and innovation to develop and market a wide range of value-added products. Our rapid growth has enabled us to emerge as the largest textile company in India and we strive to expand to other global textile centres.

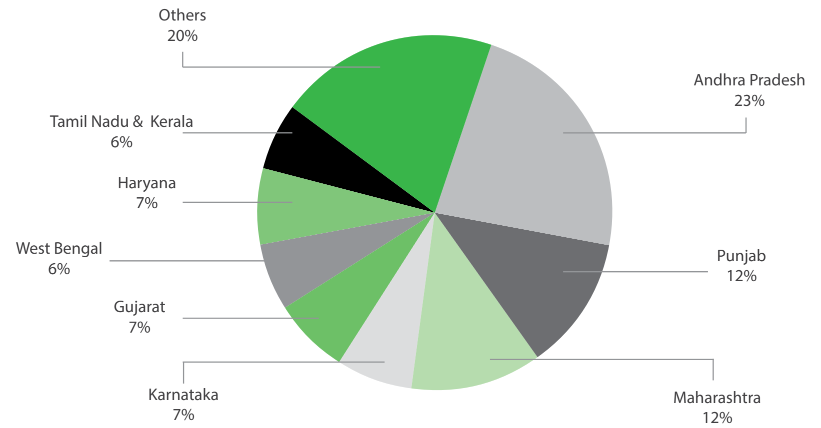
Agrochemicals

Agrochemicals are engineered chemical or biological formulations used for improvements in the quality and yield of crops. The Agrochemical industry is segmented into insecticides, herbicides, fungicides, bio pesticides, and others. Despite persistent challenges, the Agrochemicals market is poised to grow, largely due to the increasing demand for products that protect against crop losses and increase yields. The India agrochemicals market size reached a value of almost US$ 6 billion in the year 2021-22. The market is further expected to witness at a CAGR of 8.5% between 2022-23 and 2027-28 to reach a value of almost US$ 9.82 billion by 2027-28. The large production of cereal crops, like rice and wheat, in India, is the major factor supporting market growth of the industry and the Government schemes act as an added advantage. Under crop protection, Chemical insecticides contribute the highest market share in the Indian Agrochemical industry. There are almost 10,000+ types of plant-eating insects, and Agrochemical is the final external protection provided to plants to protect them.

Consumption of Agrochemicals (Kg/Hectare)



State-wise Pesticide Consumpiton in India



Key Highlights

- Expansion of the generic products has seen a growth as compared to patented agrochemicals.
- Reflecting this situation, several companies selling generic products have established themselves as those regularly ranked high on the list of top sellers of agrochemical products.
- Recently, in addition to developing and selling agricultural chemicals, major agrochemical companies have focused on genetically modified (GM) seeds, and this newer sector has grown to account for a considerable proportion of their total sales.

Growth Drivers for Agrochemical Industry

- As, the developing countries are becoming conscious consumers, there has been a rise of home gardening and organic food which boosts the horticulture industry
- The Indian Government is promoting the export of horticulture products, which will boost farmers' income. Along with this, fruits & vegetables, which also use Agrochemicals, contribute almost 90% of the total horticulture produced in India.
- The Government's initiative to double farmers' income and its decision to hike MSP (Minimum Support prices) on Rabi crops from 50% to 109% – to be marketed in RMS (Rabi Marketing Season) – are boosting the growth for the industry.

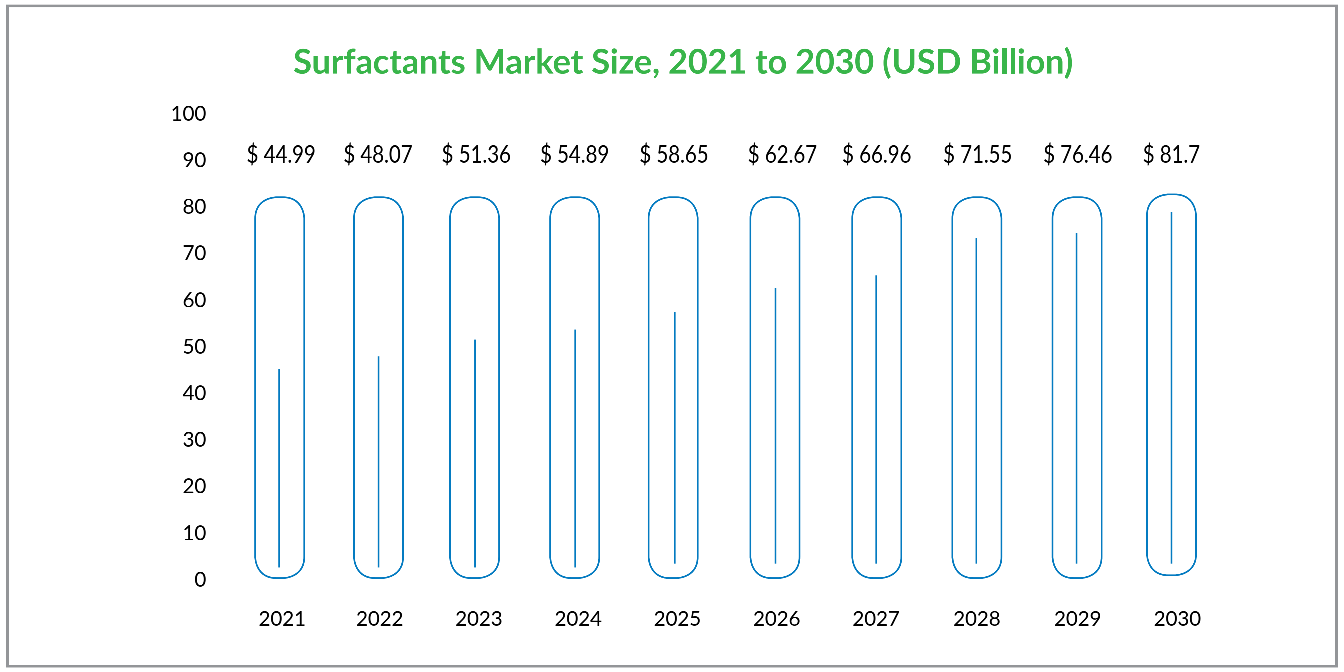
(Source:https://www.mordorintelligence.com/industry-reports/global-food-emulsifiers-market-industry
https://www.alliedmarketresearch.com/agrochemicals-market)

Tapping Opportunities

The agricultural chemical industry or the agrochemicals outlook is being shaped significantly by new developments such as integrated pest management (IPM), precision farming, and off-patent products, all of which have the potential to reduce agrochemical revenues. Long-term developments are also proving disruption, including genome editing, food waste management, improvements in animal feed digestibility, decreasing biofuels demand, and the growing popularity of indoor farming.

Surfactant Industry

Surfactants are organic chemicals with both hydrophilic and hydrophobic ends, which allow oil molecules to dissolve in water. They are applicable across multiple industries, owing to their properties such as wettability, detergency, emulsion, dispersion stabilisation, and foam/froth formation. After Covid-19, there has been an immense surge of Surfactants as the awareness of self-hygiene has hit its peak. The Surfactants market is anticipated to witness considerable growth, owing to factors such as low prices & easy availability of surfactants and wide range of applications. In addition, extensive use of surfactants in household detergents is further boosting the growth of this market. This industry earns healthy market share and is projected to reach a CAGR of over 4% for the period of 2022-27.



Key Highlights

- Asia-Pacific emerged as the largest market for the global surfactants market, with a 34.17% share of the market revenue in 2021-22.
- The increasing population pushes Asia Pacific's surfactant market to countries like India and China.
- The significant development of different end-use sectors, including textile, personal care, and agriculture, wherein surfactants find large-scale applications.

Growth Drivers for Surfactant Industry

- Rapid growth in segments like home care, personal care, industrial & institutional cleaning, oilfield chemicals.
- Increase in household demand, agrochemicals, textiles, elastomers & plastics.
- The growing demand of the product from various applications such as home care, textiles and food and beverages shall augment the global market.
- Bio based agents are expected to become known as multifunctional materials. Derived from micro-organisms of substrates Miscible hydrophilic and oil/hydrocarbon type carbon sources in the culture medium.
- The growing demand for sustainable technologies has led to adoption of substitutes in petroleum based synthetic products.

Opportunities

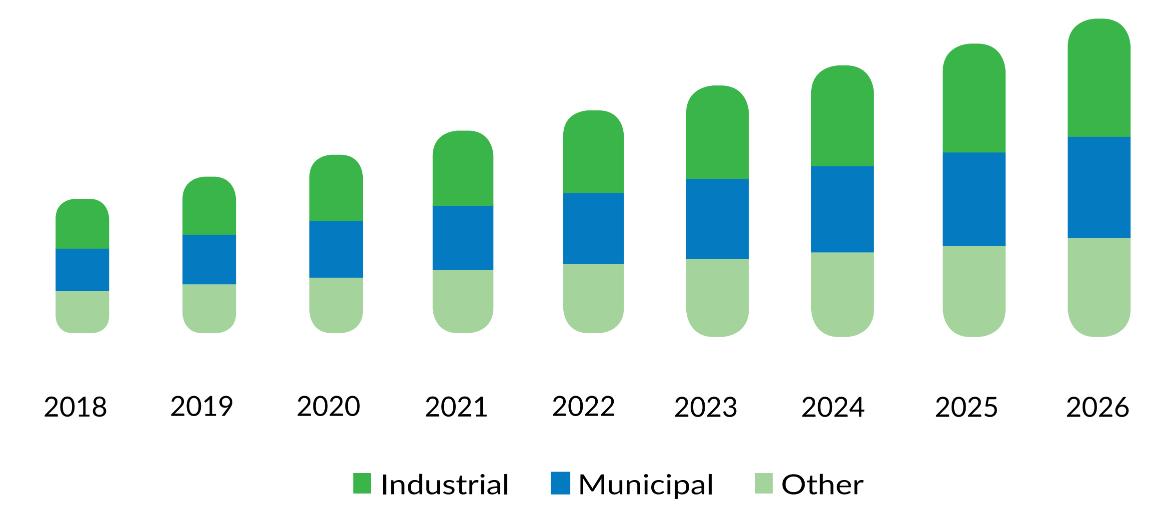
- Surfactant market is segmented into anionic surfactants, cationic surfactants, non-ionic surfactants, amphoteric surfactants, silicone surfactants, and other types.
- By application, the market is segmented into household soaps and detergents, personal care, lubricants and fuel additives, industry and institutional cleaning, food processing, oilfield chemicals, agricultural chemicals.
- The growth in this sector is evergreen as the daily essentials needs are incorporated by the surfactant industry.
- *Rossari acquired Unitop to foray its already existing brilliance in the surfactant industry.*

(Source: https://www.mordorintelligence.com/industry-reports/surfactants-market Company Research and Rossari Website)

Water Treatment Chemicals Industry

The India Water Treatment Chemicals Market is segmented by Product Type (Biocides and Disinfectants, Coagulants and Flocculants, Corrosion and Scale Inhibitors, Defoamers and Defoaming Agents, pH Adjusters and Softeners, and Other Product Types) and End-user Industry (Power Generation, Oil and Gas, Chemical Manufacturing, Mining and Mineral Processing, Municipal, Food and Beverage, Pulp and Paper, and Other End-user Industries). The Indian water treatment chemicals market is projected to register a CAGR of over 9% during the forecast period. The market was negatively impacted by COVID-19 in 2019-20. Owing to the pandemic scenario, various end-user industries, such as petrochemicals, cut their production during the lockdown, considering the decline in demand. Though, the market recovered in 2020-21 at a steady rate.

India Water and Wastewater Treatment Chemicals Market, By Application (2019-2026)



Growth Drivers for Water Treatment Chemicals Industry

- Over the short term, the increasing demand from the chemical manufacturing industry is expected to drive the market's growth by market availability
- The toxicity of water treatment chemicals is restraining the demand but the greener alternatives are being put forward
- The increasing investments in sewage treatment plants are likely to provide a major growth opportunity to the market studied.
- Government Initiatives have put forward a new array of supplementary fields to explore and drive growth in water chemical industry

Tapping Opportunities

Water Solutions in the chemicals Industry is a major go pro as the amount of wastewater generated is enormous so to treat those waste water has been the biggest game changer. The growth projected is major 3.2% CAGR over the year.

Rossari has introduced powder Flocculants for waste water application which has uniform dispersion upon dilution in water. It is gaining more and more popularity in the specialty chemicals industry, they are favoured for the benefits like easy to handle, non-dusty, better stability, and so on.

Silicon Market

The COVID-19 pandemic, the series of nationwide lockdowns, strict social distancing norms, and disruption in the global supply chain network hampered the silicone market. However, the silicone market is expected to reach over 2600 kilotons by the end of 2023. The market is projected to register a CAGR of more than 5% during the forecast period. Technological innovation and advancement will further optimise the performance of the product, enabling it to acquire a wider range of applications in the downstream market.

Key Highlights

- Asia-Pacific is the major consumer of silicone, accounting for the largest share. The growing market in China, India, and Japan has been one of the prominent reasons for the growth of the Asia-Pacific silicone market over the years.
- Industrial anti-foaming agents, industrial coatings, hydraulic fluids and lubricants, RTV (Room-Temperature-Vulcanising) sealants, molds, and additives for polymers represent the key application of silicones in the industrial processes sector.
- Silicone also finds its major application in industrial coatings like anti-corrosion, chemical-resistant, and heat-resistant coatings used on bridges and tunnels

Growth Drivers of the Silicon Market

- The increased usage in the healthcare industry, the growing demand from the power transmission and distribution sector, and rising applications in the automotive industry – are some key potential growth enablers.
- Expanding the global oil and gas industry is anticipated to benefit from the demand for silicone. Various expansion projects underway are expected to drive the growth.
- The number of offshore drilling rigs globally has risen at a gradual rate over the years, and this, along with the new contract awards and the increase in production activities from Europe, Africa, and the United States, has led to an increase in the demand for offshore exploration equipment, in turn supporting the growth of the water treatment chemicals including silicone-based anti-foaming agents' market in the recent past.

Tapping Opportunities

- Hindrances in the form of geopolitical tensions and the rising number of government regulations could create a negative impact, the intensity of which will be determined at the occurrence of these incidences are likely to hinder the growth of the market.
- Rising potential demand for electroactive polymers (EAP) from various end-users acts as a potential growth opportunity. Asia-Pacific is expected to dominate the market among other regions, with China and India leading the growth in the region.

Rossari Biotech Limited Group Overview

Rossari Biotech Limited is a major player in the chemical manufacturing industry in India, specializing in Specialty Chemicals. With more than 25 years of experience, we have successfully launched over 4,220 products in industries such as specialty and performance chemicals, and animal health and nutrition. Our customers rely on our products across various domains and services, entrusting us with their unwavering faith as we serve them sustainably with reliable and trusted products. Rossari was established with a customer-centric approach and a commitment to utilizing advanced technologies and sustainable manufacturing practices. We strongly believe in striking a balance between our ability and responsibility to achieve sustainability and stability, which is reflected in our processes that are designed for efficiency and effectiveness. Our product solutions cater to Home, Personal care and Performance Chemicals (HPPC), Textiles Specialty Chemicals (TSC), and Animal Health and Nutrition (AHN) industries.

Unitop Chemicals Private Limited

Unitop Chemicals has three strategically located plants in India with total production capacity of ~86,000Mt per annum. The Company has an equal ownership of Hextar Unitop Sdn Bhd, which is also a Joint-Collaboration Hextar Chemicals Sdn Bhd of Malaysia which makes specialty chemicals for the agriculture, oil and gas, textile and personal care products industries having the plant capacity of approx. 6,000 tonnes a year. Unitop's R&D wing is fully dedicated to Quality Standardisation, Product improvement and process standardisation. The Company is Market Leader in Non-ionic and Specialty Blended Surfactants and has established reputed Clientele in India & Abroad who are dealing in Non-ionic & Anionic products and blended specialty chemicals. The Company is well equipped with a team of technically and Commercially Qualified Professionals.

86,000 MTPA
Total Manufacturing Capacity

₹ 554 Crores
Acquired Revenue from Unitop Chemical in 2022-23

Tristar Intermediates Private Limited

One of the prominent companies in India in the field of Perfumery Chemicals, Speciality Chemicals, Dye Intermediates and high-tech distillation facilities with over 22 years of foray in this field. Tristar Intermediates has three production units located in a Chemical Zone with all necessary infrastructures and a Common Effluent Treatment Plant at GIDC, Sarigam in Gujarat, India. The Company successfully caters to various reputed Companies and MNC's across India, Europe, USA and Far East countries. Its product range includes; intermediates for Disperse Dyes, Aroma Chemicals and Speciality Chemicals. The products find application in diverse industries such as Personal Care, Pharmaceuticals, Textiles, Paints, Automotive, Agro-chemicals, Homecare and many more. Not only does Tristar have an array of systematic and intensive quality checks but also has an in-house effluent treatment plant having primary, secondary & tertiary treatment facilities with modern well developed, technologically sound laboratories and sterile manufacturing facilities. At Tristar, we ensure that every product manufactured is at par with quality standards, reliable and delivered on time. We envision being a brand that people trust and embrace; and our journey has just started!

15,000 MTPA
Total Manufacturing Capacity

₹ 209 Crores
Acquired Revenue from Tristar Intermediates in 2022-23

Romakk Chemicals

Romakk Chemicals Private Limited, incorporated in April 2021, specialises in manufacturing and selling silicone & silicone-based derivatives and emulsions derived from Basic Silicone Polymers and derivatives in many different industries. Romakk Chemicals [Ro-Rossari Ma-McCoy Kk- KK Chemicals] is the result of five enterprising entrepreneurs of Rossari, McCoy and KK Chemicals groups coming together to bring in their rich experience and expertise of 25 years in the field of Specialty Silicones in India.

Rossari Biotech Limited Business Sector Overview

Home, Personal Care and Performance Chemicals

Being one of top producers of Specialty Chemical, Rossari is the fastest-growing company in the HPPC field. The growth in India's Personal Care Chemical market is backed by demand from Tier I and Tier II cities – an outcome of the rising consciousness for health, sanitation, and personal care. With over 550 product categories in the Specialty Chemical segment, Rossari's chemicals are widely used across FMCG, paints, inks, cosmetics, soaps and detergent, coatings, ceramics and tiles, and water treatment chemicals and Pulp & Paper industries. In addition to institutional Cleaning Chemical Formulations, the Company is expanding its product line to include Water Treatment Formulations. The Company also employs an Own Design Manufacturing (ODM) strategy, that enables it to swiftly customise goods for a broad array of applications on short notice, allowing it to diversify its operations across multiple customer segments. Rossari encourages natural curiosity as a means of learning and growing as an organisation. The Company believes that success can be attained only when a prepared mind meets the proper chance

Textile Specialty Chemicals

Rossari is India's largest Textile Specialty Chemicals Manufacturer with varied product lines. Among the Company's clients, are large domestic textile and garment manufacturers. Rossari's Textile Chemicals are added during fabric processing to impart certain attributes such as sweat absorption, antimicrobial properties, wrinkle resistance, stain resistance, desired texture, and finish to the fabrics. The Company is concentrating on increasing its contribution of sustainable and value-added Speciality Chemicals, such as solutions that improve the hydrophilic, antibacterial, flame-retardant, aroma, water repellent, and UV-absorption qualities of textiles. Rossari provides one-stop solutions for the manufacturing of thread, yarn, and manmade fibres along with digital printing, fabric processing, dyeing auxiliaries, and garment finishing. The Company offers Speciality Chemical Solutions across the entire Textile value chain. Rossari's strength stems from its strong R&D team, technical teams, and years of expertise in the Speciality Chemical field, all backed up by its forward-looking strategy.

Animal Health and Nutrition

In 2018-19, the Company entered the Pet Grooming industry with the acquisition of the brand 'Lozalo'. Lozalo was a pre-existing brand with a comprehensive range of natural pet grooming products. All the products are pH balanced to suit pets dermal conditioning needs. Animals are not only a component of biodiversity but everyone loves them as well and Rossari believes that it's one of their responsibilities to contribute in as many ways as possible. Thus, the Company's AHN segment aims to produce crucial products that safeguard animals. The Company manufactures nearly 75 products, including weaning, new-borns, adult pets, poultry feed supplements and additives, pet grooming, and pet snacks. These products aid in maintaining animal health and increasing their performance. The Company supplies its pet treat products to retailers through distributors and its poultry feed products through a business-to-business model.

Business: Strengths & Opportunities

Rossari is a customer-centric company providing tailormade solutions backed by the elements of research, agility, sustainability and operational efficiency

1. Diversified Product portfolio:

Rossari has developed a differentiated product portfolio for its three main businesses of Home, Personal Care and Performance chemicals (HPPC), Textile Speciality Chemicals (TSC) and Animal Health and Nutrition (AHN). Being tailor-made and unique solution providers, the Company's offerings contribute significantly to the product experience and enhance utility for its customers. In addition, most of these products are environmentally-friendly that undergo sustainable manufacturing processes. Rossari's differentiated solutions are centred on four basic chemistries such as enzymes, silicones, acrylic and surfactants

2. Expanding Manufacturing Infrastructure:

Over the last several years, the Company has invested in creating a fungible and agile manufacturing infrastructure. Today, the Company operates 8 strategically located manufacturing facilities at Silvassa and Dahej, Gujarat, with a total production capacity of 354,100 MTPA. The Silvassa Manufacturing Facility, with an installed capacity of 120,000 MTPA, is a highly automated unit, with flexible and interchangeable capacities across three business lines of HPPC, TSC and AHN. The Silvassa plant is a zero liquid-discharge facility, thus minimising the carbon footprint of its manufacturing processes. Rossari has fully operationalised all phases of its Greenfield manufacturing facility at Dahej, Gujarat. This facility, with a total installed capacity 132,500 MTPA, is a state-of-the-art automated unit, bringing higher cost-efficiencies and economies of scale. The plant enjoys proximity to various ports such as the Hazira port, the upcoming deep-water and multi-cargo port of Dahej and another one coming up at Mundra. This will help provide a solid cost and logistical advantage to the Company. The facility will be further augmented by R&D, automation, administration, and other corporate facilities in the coming years.

3. Robust R&D Capabilities:

The Company now has 4 R&D Facilities and Manufacturing Capabilities. A combination of intelligent chemistry and R&D has been and will continue to be an important growth lever for Rossari. The Company's R&D capabilities integrate all the three aspects of its products – synthesis research, formulation & development, and technical service to provide customisable, intelligent and cost-efficient solutions to customers in a shorter time frame. The Company operates four R&D facilities at Silvassa, Dahej and Mumbai led by a dedicated and experienced R&D team. Strategically located on the IIT campus in Mumbai, the Rossari Centre of Excellence, was operationalised previously. It is a new state-of-the-art certified R&D laboratory, which is fully equipped with advanced testing and research equipment.

4. Intelligent Chemistry to Seed High-potential Businesses:

The 4+4 Strategy is one of the key focus areas for the Company is towards leveraging upon its R&D capabilities and intelligent chemistry principles to seed new business lines centred on its four core chemistries of enzymes, silicones, acrylic and surfactants. In sync with this growth strategy, the Company's dedicated R&D team, at Mumbai, Dahej and Silvassa, are constantly evaluating upon various opportunities to introduce new product niches, with impetus on sustainability and environment-friendliness. The Company has a strong upcoming pipeline of new products across categories of Paint, water treatment and performance chemicals. It is also in advanced stages of expanding technologies to newer markets of spin finish, technical textile and textile sizing. In addition, the Company is also looking to expand its product portfolio in the pet food sub-segment.

5. Green & Sustainable solutions:

Rossari, since inception, has proactively focused towards embracing sustainability in all its business operations to accelerate growth and maximise customer benefits. The Company is one of the frontrunners and specialists in India for producing environmentally-benign substitutes that replace legacy and harmful products, across the divisions.

Through its intelligent chemistry and R&D capabilities, the Company's aim is to deliver green, sustainable and cost neutral products, thereby minimising the carbon footprint of manufacturing processes. The Company is dedicated to meet its responsibilities toward the environmental community by working diligently to reduce carbon emissions.

6. Strong customer base:

Rossari enjoys direct engagement and touch-points with its extensive customer base of over 1,000+ multinational, regional and local companies. With 4,220+ Products, the Company has long-term and deep engagements with several of these customers spanning over 15 years. While Rossari's team focuses towards demand generation and demand creation across domestic markets, demand servicing is primarily undertaken by the wide and extensive distributor network spread across India.

Strategic Growth Levers

- Augmenting product portfolio with enhanced emphasis on green solutions
- Innovation-backed solutions to enrich customer experience
- Seeding new business lines
- Increase wallet share across existing customer base while also tapping new customer segments
- Inorganic growth through strategic value accretive acquisitions
- Maintain financial discipline

Financial Review of the Year

Our financial performance was robust, as reflected in our numbers. It was backed by healthy growth across all our business divisions.Our balance sheet has been resilient inspite of organic and inorganic investments over the last two years. Overall, we have reported a strong performance in FY 2022-23, with gross margins improvement so as to reach 29.26% in FY 2023 compared to 25.30% in FY 2022.

Revenue from operations stood at Rs. 1655.88 crore as against Rs. 1482.97crore – EBITDA at Rs. 223.02 crore as against Rs.183.44 crore, EBITDA margin at 13.47% as against 12.37% – PAT stood at Rs. 107.26 crore as against Rs. 97.70 crore – EPS (Diluted) stood at Rs. 19.38 as against Rs. 17.70

Ratios of the Company on Consolidated basis

Ratios	2022-23	2021-22	Variance	Remarks
Current Ratio (in times)	2.1	2.1	0.6%	
Debt- Equity Ratio	0.1	0.0	671.8%	Due to additional borrowings taken during the year.
Debt Service Coverage Ratio	48.3	672.1	(92.81)%	Due to additional borrowings taken during the year.
Return on Equity Ratio (in times)	0.1	0.2	(22.5)%	
Inventory turnover Ratio (in times)	8.7	10.3	(15.7)%	
Trade Receivables turnover Ratio (in times)	5.0	6.6	(23.8)%	
Net Profit Ratio (in %)	6.5%	6.6%	(1.7)%	
Operating Profit (in %)	9.7%	9.1%	0.6%	

Key Business Developments in 2022-23

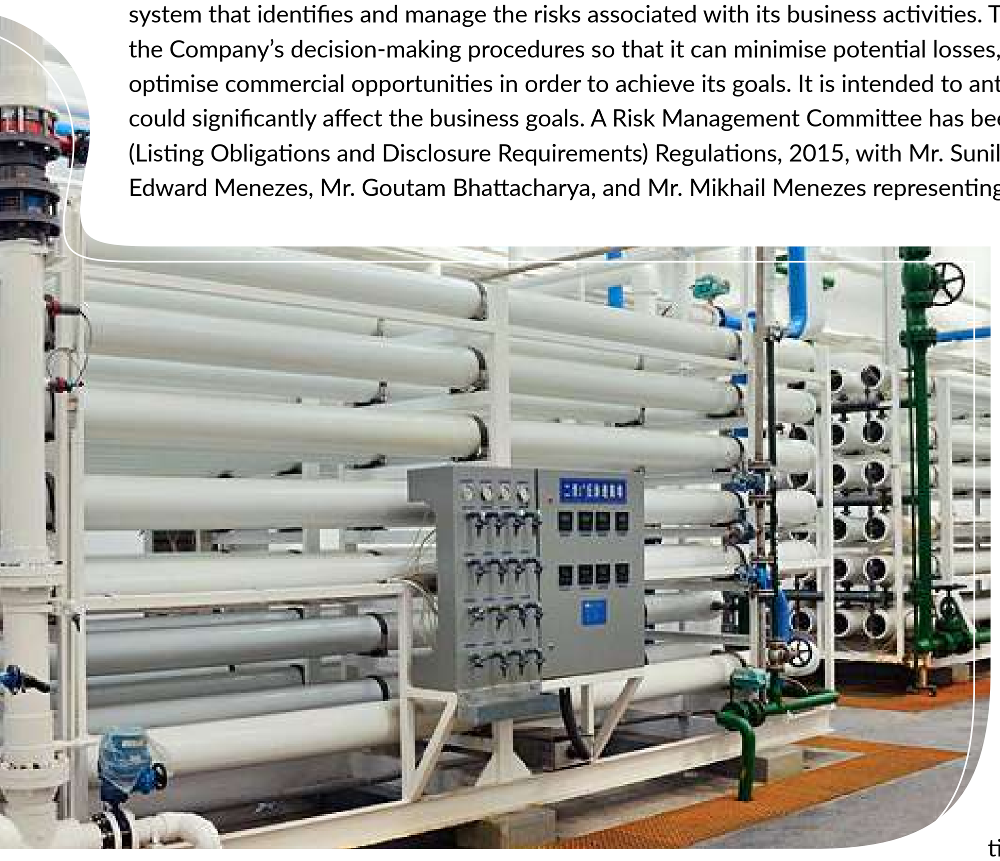
We have reported a stable performance during the year despite the ongoing challenging operating environment. We achieved an improvement in margins on a Y-o-Y basis in FY 2023, supported by moderating raw material costs. Our gross margins increased by 396 bps and EBITDA margins improved by 110 bps, reaching 29.26% and 13.47 % respectively. We have been prudently expanding our business with a focus on products with better margins. We are now seeing some stabilisation in the market and we look to continue with our growth plans in the coming quarters. Over the years, our commitment to R&D has been instrumental in establishing Rossari as a leader in the industry. We have a proven track record of developing innovative and customised chemical solutions for customers across various industries. Additionally, the integration of the acquired companies into our R&D efforts has further augmented our technical capabilities. With a strong focus on R&D, a solid balance sheet, ample capacity, and a comprehensive product portfolio, Rossari is well-positioned to pursue opportunities in the industry. We remain optimistic that a stabilised macroeconomic environment will drive long-term sustainable growth and enable us to deliver a stronger performance in the future.

Dividend

The Board of Directors recommended a dividend of ₹ 0.50 /- per share for financial year 2022-23. Please see Rossari–Dividend Distribution Policy on the Company's website for more information on dividend distribution policy.

Risk Management, Audit and Internal Control

Audit and Internal Control Risk management is an important part of Rossari's business model as one of the leading Specialty Chemicals Manufacturing Company in India. The Company has developed and executed a comprehensive risk management system that identifies and manage the risks associated with its business activities. The methodology is intended to support the Company's decision-making procedures so that it can minimise potential losses, enhance its handling of uncertainty, and optimise commercial opportunities in order to achieve its goals. It is intended to anticipate, evaluate, and mitigate risk that could significantly affect the business goals. A Risk Management Committee has been established in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with Mr. Sunil Chari serving as its chairman and Mr. Edward Menezes, Mr. Goutam Bhattacharya, and Mr. Mikhail Menezes representing as its delegates.



'To track and evaluate the development of the following processes:

a) Risk identification.

b) Risk classification.

c) Risk assessment and prioritisation.

d) Risk mitigation.

e) Risk tracking/reporting mechanism.

The Company is dedicated to preserving a strong internal control environment that guarantees, among other things, coordinated and planned operations, asset security, fraud and error prevention and detection, accuracy and completeness of accounting records, and timely preparation of trustworthy financial information. The Firm has an acceptable internal financial controls system in place for financial reporting and financial statements. It has established a number of rules, regulations, procedures, and structures that are appropriate for the Company's activities given its size, complexity, and nature.

There is a strong internal audit system in place that covers all units, functions, departments, and subsidiaries, as well as every facet of financial and operational controls. Internal auditors evaluate the sufficiency, integrity, and dependability of control systems and provide recommendations for improvement. The internal audit team performs in-depth reviews, and any process enhancements found throughout the reviews are continuously relayed to management. Internal auditors report significant findings to the Board of Directors' Audit Committee on a regular basis, along with any subsequent measures. The Audit Committee keeps a record of the way the audit recommendations are being put into practise.

The risks and opportunities of all corporations are implicit and irreplaceable elements. To safeguard the interests of the stakeholders, the Company's directors and management make wise judgements. The Company's ability to manage the uncertainty well has been enhanced by sound risk management procedures, flexible pricing schemes, and a wide range of clients.

Risk	Impact	Mitigation
Demand Risk	Any reduction in demand or consumption offtake in some business units could be detrimental to the Company's operations and future prospects.	The Company has established enduring connections with a number of clients and distributors over the years. It does so across three distinct business divisions, allowing the Company to serve a variety of end-user sectors. In order to strengthen its end-user industries even further, the Company is continually concentrating on establishing new business lines within key chemistries. This reflects well for the Company's growth prospects across divisions as rising disposable income in the nation, favourable demographics, and other supportive fundamentals should permit steady expansion in the economy.
Client concentration risk	An excessive reliance on a small number of clients could negatively impact the Company's operations and future prospects.	Rossari has a vast existing base of 1,000+ customers, including MNCs, domestic and local companies, which contribute to the total revenue pie of the Company. Also, distinct business divisions allow the Company to serve a wide range of clientele. To increase its customer base, the Company is also establishing new business lines within existing core chemistry.
Raw Material Risk	Any disruption in the supply or considerable fluctuation in raw material costs could have a detrimental effect on the Company's business and financial operations.	The Company has put in place a thorough structure for risk management to protect itself from the volatility of raw materials. Rossari may switch between a set of raw materials in the event of any significant supply limitations from key sourcing markets or unheard-of volatility in raw material costs, ensuring high-quality formulations and delivering the same performance metrics. Rossari can also pass on structural raw material-based price increases to customers if client engagements are solution-based. Less than 10% of sales are dependent on imports for the Company. The Company is currently assessing potential to source raw materials from domestic sources in the future, which will assist shield it from any future volatility in raw material prices.
Manufacturing operations Risk	Manufacturing capacity slowdowns, disruptions, or shutdowns could negatively impact the Company's business operations.	The Company operates two manufacturing facilities at Silvassa and Dahej. These production facilities have adaptable capacities for producing powders, granules, and liquids. The Company can also switch out capacity between the categories of items for the home, personal care and performance chemicals, textile specialty chemicals, and animal health and nutrition products. This reduces the danger of manufacturing activities slowing down or shutting down at any one facility by ensuring that the Company can make any of these items at any time at any plant. These facilities also offer a wide variety of testing and packaging options.

Risk	Impact	Mitigation
Quality assurance and Certifications Risk	The Company's ability to draw in new and repeat clients could be significantly harmed by any harm caused by refused certifications and quality assurances.	Rossari follows environmentally friendly production procedures and promotes sustainability and eco-friendliness in all aspects of its corporate activities. The R&D and production facilities of the Company adhere to the necessary quality requirements and are compliant with generally accepted manufacturing practises.
Regulatory Risk:	The Company operates with established regulations, and the possibility that its products won't be compliant with them could have a negative effect on its company operations and sales.	Rossari actively collaborates with all regulatory bodies to guarantee compliance with legal standards. Additionally, an external and internal auditor assess the Company's financial structure and controls on a regular basis, and they submit their findings to the Audit Committee of the Board.

Human Resources

Rossari has a total of 500 full-time employees as of March 31, 2023. The Company's priority is still finding and maintaining qualified employees who can also be trained, with the aim of building a solid talent pipeline. Rossari has conducted training programmes focus on cultivating learning and creating a deeper understanding of the Business and industry. As a people-centric firm willing to upskill talent and assist employees in personal and professional progress. The Company has implemented training sessions covering every stage of the hiring process throughout the year. The business is dedicated to supporting internal talent and fostering cross-functional knowledge while also providing a safe and healthy work environment for all of its employees. Additionally, it acknowledges that workers are crucial to the Company's growth goals and their accomplishment. According to Rossari's stated whistle blower policy, directors and employees are encouraged to alert the Company to instances of unethical behaviour, actual or suspected fraud, or conduct violations. The policy framework makes sure that no employee faces retaliation or harassment for alerting the Company to such situations. The practice of the Whistle blower Policy is overseen by the Board of Directors and is available on the Company's website www.rossari.com.

500
Total Workforce

3
Training hours per employee

62
Female employees

5
Total training programs conducted

Internal Controls

The Company's internal control systems are designed to match the nature of its business, the size and complexity of its operations, and are routinely tested and certified by Statutory and Internal Auditors. These systems cover all offices, factories, and key business areas. The Company has adopted procedures to ensure the orderly and efficient conduct of business, including compliance with policies, protection of assets, and the prevention and detection of fraud and errors.

Cautionary Statement

Certain Statements in this Annual Report may constitute "forward looking statements". These forward-looking statements are subject to a number of risks, uncertainties and other factors which could cause actual results to differ materially from those suggested by forward looking statements. Important factors that could influence the Company's operation can be affected by global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments in India and in countries in which the Company conducts business, litigation, industrial relations and other incidental factors.

Board's Report

Your Directors have pleasure in presenting the Fourteenth Annual Report of the Company along with the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March, 2023.

HIGHLIGHTS OF FINANCIALS

Financial performance of the Company for the Financial Year ended 31st March, 2023 is summarised below:

(₹ in million)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from Operations	**9,751.72**	10,728.44	**16,558.81**	14,829.74
Other Income	**35.98**	127.00	**54.84**	119.96
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	**1,262.46**	1,354.93	**2,285.08**	1,954.39
Less : Depreciation & amortisation	**259.83**	262.68	**629.31**	480.55
Profit/loss before Finance Costs, Exceptional items and Tax Expense	**1,002.63**	1,092.25	**1,655.77**	1,473.84
Less : Finance Costs	**46.18**	25.45	**223.15**	126.56
Profit/loss before Exceptional items and Tax Expense	**956.45**	1,066.80	**1,432.62**	1,347.28
Add/(Less) : Exceptional items	**-**	-	**-**	-
Profit before Tax Expenses and share of profit/loss of joint venture/associate	**956.45**	1,066.80	**1,432.62**	1,347.28
Add: Share of profit /(loss) of joint venture/associate	**-**	-	**9.57**	15.47
Profit Before Tax Expenses	**956.45**	1,066.80	**1,442.19**	1,362.75
Less: Tax Expense (Current & Deferred)	**242.55**	272.06	**369.62**	385.80
Profit/loss after Tax	**713.90**	794.74	**1,072.57**	976.95
Other Comprehensive Income / (Cost)	**3.37**	0.14	**3.00**	0.85
Total Comprehensive Income	**717.27**	794.88	**1,075.57**	977.80

BUSINESS OUTLOOK & FINANCIAL PERFORMANCE

The Specialty Chemicals industry in India is fast progressing with multiple strong growth prospects, focus on R&D, new technologies and manufacturing capacities. On the back of this, your Company is well-positioned to capitalise on the upcoming opportunities in this space.

The Company has delivered steady performance during the Financial Year 2022-23 despite a subdued macro-environment. On the profitability front, the Company has shown improvement in margin percentage during the current Financial Year. Revenue has been lower by 9% on a standalone basis while it has grown by 12% on a consolidated basis.

For the Financial Year ended 31st March, 2023, on a standalone basis, your Company achieved total revenue from operations of ₹ 9,751.72 million compared to ₹ 10,728.44 million during the previous Financial Year. Earnings Before Interest Tax Depreciation and Amortisation (EBITDA) decreased from ₹ 1,227.93 million in the previous Financial Year to ₹ 1,226.48 million during the current Financial Year ended 31st March, 2023. Profit after Tax (PAT) was at ₹ 713.90 million in the current Financial Year as compared to ₹ 794.74 million in the previous Financial Year.

During the Financial Year under review, the major headwind was seen in the Textile vertical. The slowdown in the overall Textile industry, due to the subdued demand, impacted the growth of our Textile Specialty Chemicals division. Home, Personal Care and Performance Chemicals delivered steady performance while Animal Health and Nutrition had a growth of 12% during the Financial Year under review. Raw material prices stabilised as the year progressed and so did the logistics cost. The impact of softening of the raw material prices was also evident in our finished goods pricing, although we were able to hold on to our volumes. Also, our margins showed an improvement throughout the Financial Year.

ACQUISITIONS

During the previous Financial Year, your Company had done strategic acquisitions of three high-quality and high-potential companies in the Speciality Chemicals space viz. Unitop Chemicals Private Limited (UCPL), Tristar Intermediates Private Limited (TIPL) and Romakk Chemicals Private Limited (RCPL). These acquisitions brought in multitude synergies such as expanded product portfolio, stronger presence in new markets, cross-selling opportunities, access to newer technologies, capacity and talent. UCPL is a leading supplier of Surfactants, Emulsifiers and Specialty Chemicals. TIPL has a prominent presence in the field of Preservatives, Aroma Chemicals, and Home & Personal Care Additives while Romakk is into business of manufacturing, trading and sale of Silicone Oils and its Derivatives and Emulsions.

Board's Report (Contd.)

During the Financial Year under review, your Company acquired additional stake of 15% in UCPL and 8% in TIPL, taking the Company's holding to 80% and 84%, respectively. Also, the Company has acquired the remaining 16% stake in TIPL after the end of the Financial Year.

On a consolidated basis, your Company achieved total revenue from operations of ₹ 16,558.81 million as compared to ₹14,829.74 million during the previous Financial Year. Earnings Before Interest Tax Depreciation and Amortisation (EBITDA) increased from ₹ 1,834.43 million in the previous Financial Year as compared to ₹ 2,230.24 million during the Financial Year ended 31st March, 2023. Profit after Tax (PAT) was at 1,072.57 million in the current Financial Year as compared to ₹ 976.95 million in the previous Financial Year.

There is ample of growth potential for all our business verticals and acquired businesses in both the domestic and international markets and we are optimistic of tapping upon these opportunities, going forward. In a stabilised environment, we look forward to deliver strong and sustainable growth. Overall, the Company is optimistic that over a longer period of time the demand environment should get stabilised, which will help drive sustainable growth. To maintain our market position as a leading provider of intelligent and sustainable solutions, our long-term focus will continue to be on growing our wallet share among our current client base while expanding out to emerging customer segments.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (**"the Act"**), read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and forms a part of this Annual Report. In accordance with Section 136 of the Act, the Audited Financial Statements, including the Consolidated Financial Statements and related information of the Company and the Audited Accounts of each of its Subsidiaries are available on the website of the Company at https://www.rossari.com/financial-information/.

The Board of Directors of the Company reviewed the affairs of Subsidiaries/ Associate of the Company. Pursuant to the provisions of Section 129 (3) of the Act and the Companies (Accounts) Rules, 2014, the salient features of the Financial Statement of each of our Subsidiaries/ Associate are set out in the Form AOC-1, which forms a part of the Financial Statements section of this Annual Report.

SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE

During the Financial Year under review, the Company had the following Subsidiaries/ Associate /Joint Venture namely:

Buzil Rossari Private Limited

Buzil Rossari Private Limited ("BRPL") is a wholly owned subsidiary of the Company. BRPL achieved a revenue of ₹ 789.42 million as compared to ₹ 848.37 million in the previous Financial Year. Profit before Tax is ₹ 21.97 million in the current Financial Year as compared to ₹ 65.26 million in the previous Financial Year. The Profit after Tax stood at ₹ 5.36 million as compared to ₹ 16.14 million in the previous Financial Year.

Rossari Consumer Products Private Limited

Rossari Consumer Products Private Limited ("RCPPL") (formerly known as Rossari Personal Care Products Private Limited) is a wholly owned subsidiary of the Company. RCPPL achieved a revenue of ₹ 3.05 million as compared to ₹ 59.13 million in the previous Financial Year. Profit / (Loss) before Tax is ₹ (1.60) million as compared to ₹ 1.48 million in the previous Financial Year. The profit /(loss) after Tax stood at ₹ (1.55) million as compared to Profit of ₹ 1.51 million in the previous Financial Year.

Unitop Chemicals Private Limited

The Company holds 80% stake in Unitop Chemicals Private Limited ("UCPL") w.e.f. 02nd September, 2022. UCPL achieved a revenue of ₹ 5,541.30 million in current Financial Year as compared to ₹ 2,697.37 million from the date of acquisition upto 31st March, 2022. Profit before Tax is ₹ 722.05 million in current year as compared to ₹ 347.04 million from the date of acquisition upto 31st March, 2022. The Profit after Tax stood at ₹ 545.28 million as compared to ₹ 215.99 million from the date of acquisition upto 31st March, 2022.

Tristar Intermediates Private Limited

The Company holds 100% stake in Tristar Intermediates Private Limited ("TIPL") w.e.f. 12th April, 2023. TIPL achieved a revenue of ₹ 2,090.25 million in current Financial Year as compared to ₹ 1,045.19 million from the date of acquisition upto 31st March, 2022. Profit before tax is ₹ 138.54 million in current Financial Year as compared to ₹ 100.21 million from the date of acquisition upto 31st March, 2022. The Profit after Tax stood at ₹ 102.87 million as compared to ₹ 82.26 million from the date of acquisition upto 31st March, 2022.

Romakk Chemicals Private Limited

The Company holds 50.10 % stake in Romakk Chemicals Private Limited ("RCPL") w.e.f. 25th November, 2021. RCPL achieved a revenue of ₹ 347.55 million in current Financial Year as compared to ₹ 115.12 million from the date of acquisition upto 31st March, 2022. Profit before Tax is ₹ 11.63 million in current Financial Year as compared to ₹ 9.76 million from the date of acquisition upto 31st March, 2022. The Profit after Tax stood at ₹ 8.64 million as compared to ₹ 7.26 million from the date of acquisition upto 31st March, 2022.

Hextar Unitop SDN BHD

Hextar Unitop SDN BHD ("Hextar") is a Joint Venture of UCPL, a subsidiary of the Company. Hextar achieved a revenue of ₹ 114.28 million in current Financial Year as compared to ₹ 83.54 million from the date of acquisition upto 31st March, 2022. Profit before Tax is ₹ 15.33 million in current Financial Year as against profit of ₹ 13.48 million from the date of acquisition upto 31st March, 2022. The Profit after Tax stood at ₹ 9.14 million in current Financial Year as compared to the profit of ₹ 12.06 million from the date of acquisition upto 31st March, 2022.

DIVIDEND

Your Directors have recommended a Final Dividend of 25 % (i.e. ₹ 0.50) on Equity Shares of the Face Value of ₹ 2/- each for the Financial Year ended 31st March, 2023. The Dividend is subject to the approval of Members at the Annual General Meeting ("AGM") scheduled to be held on 31st May, 2023. In view of the changes made under the Income tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Members, the Company shall, accordingly, make the payment of the Dividend after deduction of tax at source.

The Company has also formulated a Dividend Distribution Policy and the same is available on the website of the Company at www.rossari.com/corporate-governance/ and is set out as **"Annexure-I"** and forms a part of this Annual Report.

UNPAID / UNCLAIMED DIVIDEND

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, there was no unpaid / unclaimed dividends to be transferred during the Financial Year under review to the Investor Education and Protection Fund.

TRANSFER TO GENERAL RESERVE

During the Financial Year under review, Company has not transferred any amount to General Reserve.

SHARE CAPITAL

The paid-up equity share capital of the Company as on 31st March, 2023 was ₹ 110.31 million divided into 55,155,486 Equity Shares of ₹ 2 each.

- **Employee Stock Options**

  During the Financial Year under review, the Company has allotted 99,100 equity shares at a price of ₹ 425/- per equity share aggregating to ₹ 42.11 million to the eligible employees under the Rossari Employee Stock Option Plan 2019.

REGISTERED OFFICE

There was no change in the Registered Office of the Company during the Financial Year under review. The present address of the Registered Office is as follows:

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

CORPORATE GOVERNANCE REPORT AND CERTIFICATE

The Corporate Governance Report and the certificate on Corporate Governance received from the Statutory Auditors of the Company for the Financial Year 2022-23, forms a part of this Annual Report as required under Regulation 34 read with Schedule V(C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report of the Company for the Financial Year 2022-23 forms a part of this Annual Report as required under the Act, and Regulation 34(2)(e) read with Schedule V of the Listing Regulations.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Business Responsibility and Sustainability Report of the Company for the Financial Year 2022-23 forms a part of this Annual Report as required under Regulation 34(2)(f) of the Listing Regulations. The Board of Directors have also adopted a Business Responsibility Policy, which is available on the website of the Company at www.rossari.com/corporate-governance/

BOARD OF DIRECTORS

A. Appointments/Re-appointment

As per the recommendation of the Nomination and Remuneration Committee **("NRC")**, Ms. Aparna Sharma (DIN: 07132341) was appointed as an Additional Director, designated as Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a consecutive tenure of 3 (three) years w.e.f. 29th April, 2023, subject to approval of Members at this AGM. She will hold office as an Additional Director upto the date of this AGM and is eligible for appointment as a Director.

Board's Report (Contd.)

The Board is of the opinion that Ms. Aparna Sharma is a person of integrity, expertise, and has relevant experience to serve the Company as an Independet Director.

Ms. Aparna Sharma is exempted from requirement of clearing the online proficiency test pursuant to Rule 6(4) of Companies (Appointment and Qualification of Directors) Rules, 2014 as amended.

At the forthcoming AGM, approval of the Members will be sought for appointment of aforesaid Director. A detailed profile(s) of said Director seeking appointment at the forthcoming AGM as required under Secretarial Standard on General Meetings and Regulation 36 of the Listing Regulations is provided separately by way of an Annexure to the Notice of the AGM.

B. Retirement by Rotation

Mr. Sunil Chari (DIN: 00149083) will retire by rotation and being eligible, offers himself for re-appointment at the ensuing 14th AGM of the Company. Your Directors recommend his re-appointment.

A detailed profile(s) of Mr. Sunil Chari seeking appointment at the forthcoming AGM as required under Secretarial Standard on General Meetings and Regulation 36 of the Listing Regulations is provided separately by way of an Annexure to the Notice of the AGM.

C. Cessation

During the Financial Year under review Mr. Robin Banerjee (DIN:00008893), has tendered his resignation as Non-Executive Independent Director of the Company due to pre-occupations with effect from 03rd January, 2023.

Further, in accordance with Regulation 30 of the Listing Regulations, read with clause 7B of Part A of Schedule III of the Listing Regulations, Mr. Banerjee confirms that there is no other material reason other than stated aforesaid for his resignation from the post of Non-Executive Independent Director of the Company.

NUMBER OF MEETINGS OF THE BOARD

The Board had 7 (Seven) meetings during the Financial Year under review. The maximum gap between any two Board Meetings was not more than 120 days as required under Regulation 17 of the Listing Regulations, Section 173 of the Act and Secretarial Standard on Meetings of the Board of Directors. Further, details on meetings of the Board of Directors and other details are provided in the Corporate Governance Report section which forms a part of this Annual Report.

BOARD EVALUATION

In compliance with the Act and the Listing Regulations, the Board carried out an annual evaluation of its performance as well as of the working of its committees and Individual Directors including Chairman of the Board. This exercise was carried out through a structured questionnaire prepared separately for the Board, Committees and Individual Directors. Performance evaluation of Executive Chairman and Managing Director was carried out by Independent Directors at a separate meeting.

The Board's functioning was evaluated on various aspects, including inter alia, structure of the Board, strategy, meetings of the Board, stakeholders value and responsibility, performance management, information management, governance and compliance and performance parameters. The Directors were evaluated on aspects such as strategy, function, ethics and values, team player, self-development and other general criteria.

The Committees of the Board were evaluated on aspects such as mandate, composition and terms of reference of the Committees, reviews and decision making, core governance and compliance as a whole.

The performance evaluations of the Independent Directors were carried out by the entire Board, excluding the Director being evaluated. Performance evaluation of the Chairman and the Non-Independent Directors were carried out by the Independent Directors, who also reviewed the performance of the Board as a whole.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors of the Company have submitted declaration of Independence, as required pursuant to Section 149(6) of the Act, and provisions of the Listing Regulations, stating that they have met the criteria of independence as provided therein and also none of the Directors of the Company are disqualified under Section 164(2) of the Act.

The Board is of the opinion that all the Independent Directors possess integrity, have relevant expertise, experience and fulfil the conditions specified under the Act, and the Listing Regulations.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarisation programme is to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes and about the overall functioning and performance of the Company.

The policy and details of familiarisation programme is available on the website of the Company at www.rossari.com/corporate-governance/.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Act:

(a) in the preparation of the Annual Financial Statements for the Financial Year ended 31st March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

(b) such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the profit of the Company for the Financial Year ended on that date;

(c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Annual Financial Statements have been prepared on a going concern basis;

(e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;

(f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

BOARD COMMITTEES

In order to strengthen functioning of the Board, the Board of Directors have constituted following Committees as per the requirement of the Act and the Listing Regulations:

(a) Audit Committee

(b) Nomination & Remuneration Committee

(c) Stakeholders' Relationship Committee

(d) Corporate Social Responsibility Committee

(e) Risk Management Committee

Details of the Committees along with their terms of references, composition and meetings held during the Financial Year under review are provided in the Corporate Governance Report section which forms a part of this Annual Report.

KEY MANAGERIAL PERSONNEL

During the Financial Year under review, Mr. Ketan Sablok was designated as Key Managerial Personnel.

AUDITORS

A. Statutory Auditors

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), was appointed as Statutory Auditors of the Company at the 9th AGM held on 29th September, 2018, for a period of 5 years to hold the office from the conclusion of 9th AGM till the conclusion of 14th AGM of the Company to be held in the Year 2023.

The Report given by the Auditors on the Financial Statements of the Company is part of this Annual Report. There is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. The Statutory Auditors Report to the Members for the Financial Year under review does not contain any modified opinion or qualifications and the observations, comments given in the report of the Statutory Auditors read together with Notes to Accounts are self explanatory and hence, do not call for any further explanation or comments under Section 134(f)(i) of the Act.

No frauds have been reported by the Statutory Auditors during the Financial Year under review pursuant to the provisions of Section 143(12) of the Act.

The tenure of Statutory Auditors M/s. Deloitte Haskins & Sells LLP, Chartered Accountants expires at the ensuing AGM. As per the recommendation of the Audit Committee and the Board of Directors, M/s. Walker Chandiok & Co LLP Chartered Accountants, Firm Registration No. 001076N/N500013 are proposed to be appointed as the Statutory Auditors of the Company in place of M/s. Deloitte Haskins & Sells LLP, Chartered Accountant (ICAI) Firm Registration No 117366W/W-100018 , Retiring Auditors, subject to approval of Members at the AGM.

M/s. Walker Chandiok & Co LLP, have confirmed their eligibility under Section 139 and 141 of the Act and the rules framed there under for appointment as Statutory Auditors of the Company. As required under the Listing Regulations, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

B. Secretarial Auditors

Pursuant to Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company on recommendation of the Audit Committee has appointed

Board's Report (Contd.)

M/s. Sanjay Dholakia & Associates, Company Secretaries as Secretarial Auditor of the Company. The Secretarial Audit Report is set out as **"Annexure-II"** and forms a part of this Annual Report. Pursuant to Regulation 24A of the Listing Regulations the Secretarial Audit Report of the material unlisted subsidiary of the Company i.e. Unitop Chemicals Private Limited is set out as **"Annexure-II(A)"** and forms a part of this Annual Report.

The Secretarial Compliance Report for the Financial Year ended 31st March, 2023, in relation to compliance of all applicable SEBI Regulations/circulars/guidelines issued thereunder, pursuant to requirement of Regulation 24A of the Listing Regulations, is set out as **"Annexure-II(B)"** and form a part of this Annual Report. The Secretarial Compliance Report has been voluntarily disclosed as part of Annual Report as good disclosure practice.

The Secretarial Audit Report(s) and/or Secretarial Compliance Report does not contain any qualification, reservation or adverse remark.

C. Cost Auditors

As per Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company on recommendation of the Audit Committee has appointed M/s. R. Shetty & Associates, Cost Accountants (Firm Registration No.: 101455) to audit the cost accounts of the Company for the Financial Year ended 31st March, 2023. In terms of the provisions of Section 148(3) of the Act, read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members, accordingly, a resolution seeking ratification by the Members for the remuneration is listed in the AGM Notice as Special Business.

The Cost Auditors has certified that their appointment is within the limits of Section 141(3)(g) of the Act and that they are not disqualified from appointment within the meaning of the said Act. Maintenance of cost records as specified by the Central Government under Sub-Section (1) of Section 148 of the Act, is required by the Company and accordingly such accounts and records are made and maintained. The Company has filed the Cost Audit Report for the Financial Year ended 31st March, 2022 submitted by M/s. R. Shetty & Associates. The Cost Audit Report for the Financial Year ended 31st March, 2023 will be filed in due course.

ROSSARI EMPLOYEE STOCK OPTION PLAN

The Company has an Employee Stock Option Scheme, namely 'Rossari Employee Stock Option Plan - 2019' ("ESOP 2019") which was approved and ratified by the Members on 02nd December, 2019 and 17th April, 2021, respectively. The plan is administered by the NRC. The objective of ESOP 2019 is to reward employees to align individual performance with Company objectives and drive shareholders' value creation, create a culture of ownership among the executives, and employees to enhance their commitment to the organisation, to collaborate, attract and retain key talent critical to organisation's success. There are no material changes made to the above Scheme and same is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations")

In compliance with the Regulation 13 of the SBEB Regulations, a certificate from Secretarial Auditor of the Company, confirming implementation of ESOP 2019 in accordance with the said regulations will be available electronically for inspection by the Members during the AGM of the Company.

As per Regulation 14 of the SBEB Regulations (read with SEBI Circular CIR/CFD/POLICYCELL/2/2015 dated 16th June, 2015) details of the plan as required under SBEB Regulations is available on the website of the Company at www.rossari.com/ir-annual- report/. Further, details of ESOP 2019 are also given in the Notes to the Financial Statements, and forms a part of this Annual Report.

RELATED PARTY TRANSACTIONS

The Board of Directors have adopted Policy on Materiality of Related Party Transactions and Dealings with Related Party Transactions as per the applicable provisions of the Act and the Listing Regulations and the same is available on website of the Company at www.rossari.com/corporate-governance/.

All contracts/ arrangements/ transactions entered by the Company during the Financial Year under review with related parties were on an arm's length basis and in the ordinary course of business. The approval of the Audit Committee was sought for all Related Party Transactions. Certain transactions which were repetitive in nature were approved through omnibus route. All the transactions were in compliance with the applicable provisions of the Act and the Listing Regulations. The disclosure of Material Related Party Transactions as per Section 134(3)(h) read with Section 188(2) of the Act, in Form AOC 2 is set out as **"Annexure-III"** and forms a part of this Annual Report. Details of Related Party Transactions are also given in the notes to the Financial Statements.

During the Financial Year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees, commission and reimbursement of expenses, as applicable.

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration policy is available on the website of the Company at www.rossari.com/corporate-governance/. More details about the Nomination and Remuneration policy is provided in Corporate Governance Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company promotes ethical behavior in all its business activities and in line with the best governance practices. The Company has a robust vigil mechanism through its Whistle Blower Policy approved and adopted by the Board of Directors of the Company.

The Whistle Blower Policy aims to:

- allow and encourage stakeholders to bring to the management's notice concerns about unethical behavior;
- ensure timely and consistent organisational response;
- build and strengthen a culture of transparency and trust; and
- provide protection against victimisation.

In accordance with the provisions of Section 177(9) of the Act, read with Rule 7 of the Companies (Meeting of the Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations, the Directors and employees have direct access to the Chairman as well as the Members of the Audit Committee. No person was denied access to the Audit Committee. Details of the vigil mechanism are explained in the Corporate Governance Report and Whistle Blower Policy is available on the website of the Company at www.rossari.com/corporate-governance/.

CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility ("CSR") policy of the Company and the initiatives undertaken by the Company on CSR activities during the Financial Year under review are set out as **"Annexure IV"** and forms a part of this Annual Report. For other details regarding the CSR Committee, refer to the Corporate Governance Report, which forms a part of this Annual Report. CSR Policy is available on the website of the Company at www.rossari.com/corporate-governance/ .

COMPLIANCE OF SECRETARIAL STANDARDS OF ICSI

In terms of Section 118(10) of the Act, the Company states that the applicable Secretarial Standards i.e., SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to Meetings of Board of Directors and General Meetings respectively, have been duly complied with.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The disclosure of particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is set out as **"Annexure-V"** and forms a part of this Annual Report.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Internal Complaints Committee ("ICC") is in place for all works and offices of the Company to redress complaints received regarding sexual harassment. The policy on Prohibition Prevention & Redressal of Sexual Harassment is available on the website of the Company at www.rossari.com/corporate-governance/.

During the Financial Year under review, no complaints with allegation of sexual harassment were filed with the ICC.

ANNUAL RETURN

The Annual Return as provided under Section 92 of the Act is available on the website of the Company at www.rossari.com/ir-annual-report/.

PARTICULARS OF EMPLOYEES

Disclosure required in respect of employees of the Company, in terms of provisions of Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out as **"Annexure-VI"** and forms a part of this Annual Report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 and forms a part of this Annual Report.

Board's Report (Contd.)

Further, the Report and the Accounts are being sent to the Members excluding the aforesaid statement. In terms of Section 136 of the Act, the said statement will be open for inspection upon request by the Members. Any Member interested in obtaining such particulars may write to the Company Secretary.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the Notes to the Financial Statements, and forms a part of this Annual Report.

RISK MANAGMENT & INTERNAL FINANCIAL CONTROLS

Risk management is integral to the Company's strategy and for the achievement of the long-term goals. Our success as an organisation depends on our ability to identify and leverage the opportunities while managing the risks. The Risk Management Committee is constituted to frame, implement and monitor the risk management plan of the Company. The Risk Management Committee of the Company has been entrusted by the Board with the responsibility of reviewing the risk management process in the Company and ensuring that the risks are brought within acceptable limits.

Our approach to risk management is to identify, evaluate risks and opportunities. This framework is intended to assist in decision making process that will minimise potential losses, improve the management in the phase of uncertainty and the approach to new opportunities, thereby helping the Company to achieve its objectives.

Details of risks & concerns associated with the Company has been provided under Management Discussion and Analysis Report.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and it covers all offices, factories and key business areas. The Company has adopted the procedures for ensuring the orderly and efficient conduct of business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors.

The Company has implemented Systems, Applications & Products in Data Processing ("SAP") for betterment of internal control in the organisation. SAP will work as a tool for strengthening internal control systems for the Company. SAP will reduce the risk of errors and fraud, by enforcing segregation of duties, automating processes, providing audit trails and real-time reporting, while also ensuring compliance with regulatory requirements.

GENERAL DISCLOSURE

During the Financial Year under review:

(a) there was no change in the nature of business of the Company.

(b) the Company has not issued Equity Shares with differential rights as to dividend, voting or otherwise, pursuant to the provisions of Section 43 of the Act and Rules made thereunder.

(c) the Company has not bought back its shares, pursuant to the provisions of Section 68 of the Act and Rules made thereunder.

(d) the Company has not issued any Sweat Equity Shares to its Directors or employees.

(e) the Company has not failed to implement any corporate action.

(f) the Company has not made any provisions of money or has not provided any loan to the employees of the Company for purchase of shares of the Company, pursuant to the provisions of Section 67 of the Act and Rules made thereunder.

(g) the Company has not accepted any deposit from the public, pursuant to the Chapter V of the Act and Rules made thereunder.

(h) there was no revision of financial statements and Board's Report of the Company.

(i) there were no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

(j) there were no significant material changes and commitments affecting the financial position of the Company, which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this Report.

(k) neither the Managing Director nor the Whole-time Directors of the Company received any remuneration or commission from any of its Subsidiaries, Associate.

(l) no application has been made under the Insolvency and Bankruptcy Code, hence, the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the Financial Year is not applicable.

(m) the requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done, while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

(n) the Company's securities were not suspended.

CAUTIONARY STATEMENT

Certain Statements in this Annual Report may constitute "forward looking statements". These forward-looking statements are subject to a number of risks, uncertainties and other factors which could cause actual results to differ materially from those suggested by forward looking statements. Important factors that could influence the Company's operation can be affected by global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments in India and in countries in which the Company conducts business, litigation, industrial relations and other incidental factors.

ACKNOWLEDGEMENTS

Your Directors would like to take this opportunity to express our sincere gratitude to all of our employees, customers, and suppliers who have contributed to our success over the past year. Their hard work, dedication, and support have been instrumental in achieving our goals and driving our business forward. We would also like to thank our shareholders for their continued trust and investment in the Company. We are committed to build strong relationships with all of our stakeholders, and we value their feedback and input as we strive to improve and grow our business. We are proud of what we have accomplished together, and we look forward to continued success in the years ahead.

For and on behalf of the Board of Directors

Edward Menezes
Executive Chairman
(DIN: 00149205)

Date: 05th May, 2023
Place: Mumbai

ANNEXURE – I

DIVIDEND DISTRIBUTION POLICY

1. INTRODUCTION

In accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company, has adopted this Policy.

The objective of this Policy is to establish the parameters to be considered by the Board of Directors of the Company before declaring or recommending dividend.

The Policy shall not apply to:

- Issue of bonus shares by the Company.
- Buyback of securities.

The Policy is not an alternative to the decision of the Board for recommending dividend, which is made after taking into consideration all the relevant circumstances enumerated hereunder or other factors as may be decided as relevant by the Board.

2. DEFINITIONS

(i) **"Act"** shall mean the Companies Act, 2013 and rules made thereunder, as amended from time to time.

(ii) **"Applicable Laws"** shall mean the Companies Act, 2013 and Rules made there under, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time and such other act, rules or regulations which provides for the distribution of Dividend.

(iii) **"Board"** shall mean the Board of Directors of the Company.

(iv) **"Company"** shall mean Rossari Biotech Limited.

(v) **"Dividend"** includes any interim dividend.

(vi) **"Listing Regulations"** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

(vii) **"Policy"** shall mean this dividend distribution policy

(viii) **"Stock Exchange"** shall mean a recognised Stock Exchange on which the securities of the Company are listed.

3. PARAMETERS AND FACTORS FOR DECLARATION OF DIVIDEND

The dividend pay-out decision of the Board depends upon certain financial parameters and internal and external factors including:

Financial parameters and Internal Factors:

(i) Financial performance of the Company for the year for which dividend is recommended;

(ii) Operating cash flow of the Company;

(iii) Working capital requirements;

(iv) Capital expenditure requirements;

(v) Past dividend payout ratio / trends;

(vi) Such other factors and/or material events which the Company's Board may consider.

External Factors:

(i) Statutory provisions and guidelines;

(ii) Cost of financing;

(iii) Any other factor that has a significant influence / impact on the Company's working / Financial position of the Company.

4. CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders of the Company and the amount of profit to be retained in business. The decision seeks to balance the dual objectives of appropriately rewarding shareholders through dividends and retaining profits in order to maintain a healthy capital adequacy ratio to support future growth. The shareholders of the Company may not expect dividend in the following circumstances, subject to discretion of the Board of Directors:

(i) Proposed expansion plans requiring higher capital allocation;

(ii) Decision to undertake any acquisitions, amalgamation, merger, joint ventures, etc. which requires significant capital outflow;

(iii) Requirement of higher working capital for the purpose of business of the Company;

(iv) Proposal for buy-back of securities;

(v) In the event of loss or inadequacy of profit.

(vi) Such other matters as may be determined by the Board from time to time.

5. UTILISATION OF THE RETAINED EARNING

The Company would utilise the retained earnings in a manner which is beneficial to the interest of the Company and its stakeholders including, but not limited to ensuring maintenance of a healthy level of minimum capital adequacy ratios, meeting the Company's future business growth / expansion and strategic plans or such other purpose the Board may deem fit from time to time in the interest of the Company and its stakeholders.

6. MANNER OF DIVIDEND PAYOUT

In case of final dividend:

(i) Recommendation, if any, shall be done by the Board, usually in the Board meeting that considers and approves the annual Financial statements, subject to approval of the shareholders of the Company.

(ii) The dividend as recommended by the Board shall be approved/declared at the Annual General Meeting of the Company.

(iii) The payment of dividends shall be made within the statutorily prescribed period from the date of declaration, to those shareholders who are entitled to receive the dividend on the record date/book closure period, as per the applicable law.

In case of interim dividend:

(i) Interim dividend, if any, shall be declared by the Board

(ii) Before declaring interim dividend, the Board shall consider the financial position of the Company that allows the payment of such dividend.

(iii) The payment of dividends shall be made within the statutorily prescribed period from the date of declaration to the shareholders entitled to receive the dividend on the record date, as per the applicable laws.

(iv) In case no final dividend is declared, interim dividend paid during the year, if any, will be regarded as final dividend in the Annual General Meeting.

7. PARAMETERS ADOPTED IN RELATION TO VARIOUS CLASSES OF SHARES

The Company has issued only one class of equity shares with equal voting rights. Accordingly, all Members are entitled to receive the same amount of dividend per equity share. The Policy shall be suitably modified upon the issue of equity shares of a different class.

8. POLICY REVIEW AND AMENDMENTS

The Board reserves the power to review and amend this Policy from time to time. All provisions of this Policy would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

ANNEXURE - II

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

ROSSARI BIOTECH LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ROSSARI BIOTECH LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit of the Company, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) 1. The following Regulations prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI Act') and which are applicable to the Company:

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 & The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;

   (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   (f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the year under review.

   (a) The Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021;

   (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

   (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(vi) Other Regulatory provisions/laws applicable to the Company are:

   (a) Factories Act,1948

   (b) Petroleum (Production) Act, 1934

   (c) Hazardous Waste Management and Handling Rules, 1989

   (d) Water (Prevention and Control of Pollution) Act, 1974

   (e) Air (Prevention and Control of Pollution) Act, 1981

   (f) Environment Protection Act, 1986

   (g) Noise Pollution (Regulation & Control), Rule 2000

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines Standards mentioned above.

I further report that:

The Board is duly constituted with proper balance of Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review, except resignation of one Independent Director.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, other than those held at shorter notice in compliance with the provisions of the Act and Secretarial Standards, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with my letter of event date which is annexed as Annexure A and forms an integral part of this Report.

For **SANJAY DHOLAKIA & ASSOCIATES**

SANJAY R DHOLAKIA
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798
Peer Reviewed Firm No. 2036/2022
UDIN: F002655E000226340

Date: 29th April, 2023
Place: Mumbai

ANNEXURE A

To,

The Members,

ROSSARI BIOTECH LIMITED

Our report of event date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, I have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **SANJAY DHOLAKIA & ASSOCIATES**

SANJAY R DHOLAKIA
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798
Peer Reviewed Firm No. 2036/2022
UDIN: F002655E000226340

Date: 29th April, 2023
Place: Mumbai

ANNEXURE – II (A)

SECRETARIAL AUDIT REPORT OF UNITOP CHEMICALS PRIVATE LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

UNITOP CHEMICALS PRIVATE LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **UNITOP CHEMICALS PRIVATE LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; Not Applicable during the Financial Year under review.

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not Applicable during the Financial Year under review.

(v) 1. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and which are applicable to the Company:

   (a) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;

   (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; There were no further issue of securities during the Financial Year under review.

   (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') Not Applicable during the Financial Year under review..

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

   (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

   (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

   (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

vi. Other Regulatory provisions/laws applicable to the Company are:-

   (a) Factories Act,1948

   (b) Petroleum (Production) Act, 1934

   (c) Hazardous Waste Management and Handling Rules, 1989

   (d) Water (Prevention and Control of Pollution) Act, 1974

   (e) Air (Prevention and Control of Pollution) Act, 1981

   (f) Environment Protection Act, 1986

   (g) Noise Pollution (Regulation & Control), Rule 2000

I have also examined compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India.

During the Financial Year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, other than those held at shorter notice in compliance with the provisions of the Act and Secretarial Standards, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of event date which is annexed as Annexure A and forms an integral part of this Report.

For **SANJAY DHOLAKIA & ASSOCIATES**

SANJAY R DHOLAKIA
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798
Peer Reviewed Firm No. 2036/2022
UDIN: F002655E000185475

Date: 25th April, 2023
Place: Mumbai

Annexure A

To,

The Members,

Unitop Chemicals Private Limited

Our report of event date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, I have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. My examination was limited to the verification of procedure on test basis.

For **SANJAY DHOLAKIA & ASSOCIATES**

SANJAY R DHOLAKIA
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798
Peer Reviewed Firm No. 2036/2022
UDIN: F002655E000185475

Date: 25th April, 2023
Place: Mumbai

ANNEXURE – II (B)

SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH , 2023

[Pursuant to requirements of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015]

I Sanjay Dholakia, Practising Company Secretary have examined:

(a) all the documents and records made available to us and explanation provided by **ROSSARI BIOTECH LIMITED** ("the listed entity");

(b) the filings / submission made by the listed entity to the stock exchanges;

(c) Website of the listed entity;

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

(a) The Securities and Exchange Board of India Act ,1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) The Securities Contract (Regulation) Act,1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI Act").

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;

(e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable during the review period);

(g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable during the review period);

(h) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars / guidelines issued thereunder.

And based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder and no actions has been taken against the listed entity/its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars /guidelines issued thereunder;

(b) The listed entity was not required to take any actions, as there were no observations in previous reports;

I further, based on the above examination hereby affirm following compliances during the Review Period:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/ Remarks by PCS
1	Secretarial Standards: The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by Institute of Company Secretaries of India (ICSI).	Yes	
2	Adoption and timely updation of the Policies:		
	• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	
	• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	

ANNEXURE – II (B) (Contd.)

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/ Remarks by PCS
3	Maintenance and disclosures on Website:		
	• The Listed entity is maintaining a functional website.	Yes	
	• Timely dissemination of the documents/ information under a separate section on the website.	Yes	
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	
5	Details related to Subsidiaries of listed entities:		
	(a) Identification of material subsidiary companies	Yes	
	(b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8	Related Party Transactions:		
	(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	Yes	The Company has obtained prior approval of Audit Committee for all Related party transactions
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	N.A.	
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI Prohibition (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.	Yes	

ANNEXURE – II (B) (Contd.)

COMPLIANCES RELATED TO RESIGNATION OF STATUTORY AUDITORS FROM LISTED ENTITIES AND THEIR MATERIAL SUBSIDIARIES AS PER SEBI CIRCULAR CIR/CFD/CMD1/114/2019 DATED 18TH OCTOBER, 2019

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/ Remarks by PCS
1	**Compliances with the following conditions while appointing/re-appointing an auditor:**		
	(i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	N.A.	The Statutory Auditor of the Company has not resigned during the year under review.
	(ii) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	N.A.	
	(iii) If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	N.A.	
2	**Other conditions relating to resignation of statutory auditor:**		
	(i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: -		
	(a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	N.A.	The Statutory Auditor of the Company & its Material Subsidiary has not resigned during the year under review.
	(b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the Company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	N.A.	
	(c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	N.A.	The management of Company and its Material Subsidiary has provided all required information as required by their respective auditors during the financial year under review
	(ii) Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	N.A.	

ANNEXURE – II (B) (Contd.)

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/ Remarks by PCS
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/ CMD1/114/2019 dated 18th October, 2019.	N.A.	The Statutory Auditor of the Company & its Material Subsidiary has not resigned during the year under review

For **SANJAY DHOLAKIA & ASSOCIATES**

SANJAY DHOLAKIA

Practising Company Secretary

Proprietor

Membership No. 2655 /CP No. 1798

Peer Reviewed Firm No. 2036/2022

UDIN: F002655E000226384

Date: 29th April, 2023

Place: Mumbai

ANNEXURE - III

FORM AOC -2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in subsection (1) of Section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto for the Financial Year 2022-23.

1. Details of contracts or arrangements or transactions not at Arm's length basis

   There were no contracts or arrangements or transactions entered during the Financial Year ended 31st March, 2023, which were not at arm's length basis.

2. Details of Material contracts or arrangements or transactions at Arm's length basis

Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Mr. Mikhail Menezes (Son of Mr. Edward Menezes, Executive Chairman of the Company)	Appointment of Mr. Mikhail Menezes in the office or place of profit in the Company.	Duration or period for his employment is not fixed, however, termination and other terms shall be governed by his appointment letter and rules and Human Resource ("HR") policy of the Company.	Mr. Mikhail Menezes, is designated as Director-Technical. The Company will be availing his professional knowledge, expertise, which is useful in running the day to day business activities of the Company. Mr. Mikhail Menezes, has drawn a remuneration of rs 6.06 million during the Financial Year 2022-23 as recommended by the NRC, Audit Committee and approved by the Board of Directors of the Company for his Services as per the HR policy of the Company.	19th May 2022	N.A.
Mr. Yash Chari (Son of Mr. Sunil Chari, Managing Director of the Company)	Appointment of Mr. Yash Chari in the office or place of profit in the Company.	Duration or period for his employment is not fixed, however, termination and other terms shall be governed by his appointment letter and rules and HR policy of the Company.	Mr. Yash Chari, is designated as Director- Marketing and Business Development. The Company will be availing his professional knowledge, expertise, which is useful in running the day to day business activities of the Company. Mr. Yash Chari has drawn a remuneration of ₹ 6.07 million during the Financial Year 2022-23 as recommended by the NRC, Audit Committee and approved by the Board of Directors of the Company for his Services as per the HR policy of the Company.	19th May 2022	N.A.
Unitop Chemicals Private Limited (Subsidiary of Rossari Biotech Limited)	Sale and Purchase of goods (including ethoxylates, propoxylates and other surfactants), Services (including consultancy, business auxiliary, marketing and job working) sharing of infrastructure and resources and other transactions for business purpose.	The transactions are of Recurring Nature. Approval of Members has been taken for the Financial Year 2022-23.	Rossari purchases various materials and products from UCPL, including ethoxylates, propoxylates and other surfactants etc. Rossari also sells goods to Unitop. Further, Rossari avails various services from Unitop for business purpose in area where Unitop has requisite expertise and infrastructure. Also, Unitop avails various services from Rossari in the area of consultancy, IT assets, infrastructure and other services for business purpose. Value of transactions with Unitop amounted to ₹ 758.81 million during Financial Year 2022-23.	21st June, 2022	N.A.

For and on behalf of the Board of Directors

Edward Menezes
Executive Chairman
(DIN: 00149205)

Date: 05th May, 2023
Place: Mumbai

ANNEXURE - IV

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to the Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes

   The Company believes to work for the communities in which it operates. In doing so, build a better, sustainable way of life for the weaker sections of society. The CSR projects of the Company focus on various areas including Medical/ Health Care Support, Education, Human Life Upliftment and Animal Health and Welfare. The Company undertakes its CSR activities directly as well through Implementing Agencies for various purposes as per the CSR Policy of the Company.

   The Company recognise the importance of supporting various causes that contribute to the well-being of the society and the environment. The Company extends CSR support under the following broad categories:

   Medical/ Health Care Support: The Company believes that supporting medical and healthcare services is critical in ensuring that people receive the care they need to live healthy lives. The Company has contributed for Paediatric Heart Surgeries. The funds provided will help to provide life-saving heart surgeries to children from underprivileged sections of society who cannot afford the cost of treatment. The Company has contributed for Support for Cancer Patient. The funds provided were utilised to help cancer patients who are undergoing treatment. The Company has also contributed for purchase of multiparameter monitors.

   Education: Education is the foundation of progress and development, and the Company recognise its significance. The Company has contributed for redevelopment and upgradation of residential school. The funds provided helped in construction of school building. The Company has also helped in implementing programmes that support education and skills development for differently abled people and people at all ages, ensuring that they have access to quality education that can help them achieve their full potential.

   Human Life Upliftment: The Company is committed to supporting human life upliftment and support programmes that address issues such as poverty, hunger, and inequality. Company believes that by supporting such initiatives, it can help to improve the lives of people who are most in need. The Company has contributed not only in construction of homes and hostels for unprivileged students but also in projects which support women empowerment, Support Persons with Intellectual and Developmental Disabilities (PwIDD) etc.

   Animal Health and Welfare: Company recognises the importance of animal welfare and support programmes that promote the health and well-being of animals. The Company has implemented animal healthcare and welfare initiatives to ensure that animals receive the care they need to live healthy and fulfilling lives. The Company has contributed for sterilisation and rescue of stray animals. The Company has also provided support for rescue and ambulance programme which helps in providing rescue support to street animals.

   CSR initiatives are not only limited to Medical/ Health Care Support, Education, Human Life Upliftment, Animal Health and Welfare but also extend to the fields of sports, protection of heritage, art and culture. The Company is increasingly recognising the importance of preserving and promoting cultural heritage and supporting sports as a means of promoting healthy living and community engagement.

2. The Composition of the CSR Committee

Sr. No.	Name of Director	Designation	Nature of Directorship	Number of meetings of CSR Committee during the Financial Year	
				Held	Attended
1.	Ms. Meher Castelino	Chairperson	Independent Director	2	2
2.	Mr. Goutam Bhattacharya	Member	Independent Director	2	2
3.	Mr. Edward Menezes	Member	Executive Chairman	2	2

3. The web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.

   The CSR Policy, CSR Committee and CSR Projects are available on the website of the Company at https://www.rossari.com/corporate-governance/.

ANNEXURE – IV (Contd.)

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable

   The Company at present is not required to carry out impact assessment in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

5. Net Profit Calculation

(₹ in million)

Sr. No.	Particulars	Amount
a)	Average net profit of the Company as per sub-section (5) of section 135	999.31
b)	Two percent of average net profit of the Company as per sub-section (5) of section 135	19.98
c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years	0.00
d)	Amount required to be set-off for the financial year, if any	0.59
e)	Total CSR obligation for the financial year [(b)+(c)-(d)]	19.39

6. Details of CSR Amount Spent

(₹ in million)

Sr. No.	Particulars	Amount
a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	20.01*
b)	Amount spent in Administrative Overheads	0.00
c)	Amount spent on Impact Assessment, if applicable	0.00
d)	Total amount spent for the Financial Year [(a)+(b)+(c)]	20.01

* *includes amount of ₹ 0.59 million excess spent during the financial year 2020-21.*

e) CSR amount spent or unspent for the Financial Year

(₹ in million)

Total Amount Spent for the Financial Year	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
20.01	N.A	N.A.	N.A.	N.A.	N.A.

f) Excess amount for set off, if any

(₹ in million)

Sr. No.	Particulars	Amount
(i)	Two percent of average net profit of the Company as per section 135(5)	19.98
(ii)	Total amount spent for the Financial Year	20.01
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.03
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years if any	0.00
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.03

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: N.A.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: N.A.

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable

For and on behalf of the CSR Committee

Sunil Chari
Managing Director
(DIN: 00149083)

Meher Castelino
Chairperson of CSR Committee
(DIN: 07121874)

ANNEXURE - V

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to Section 134(3)(M) Of the Companies Act, 2013 Read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

At Rossari, we recognise the importance of conserving energy and minimising our environmental footprint. Over the past years, we have implemented several initiatives to reduce our energy consumption and promote sustainability. These include upgrading our equipment and facilities to more energy-efficient models, optimising our production processes to minimise waste and energy usage, and promoting energy-saving practices among our employees. As a result of these efforts, we have been able to significantly reduce our energy consumption and greenhouse gas emissions, while also realising cost savings through reduced utility bills. We remain committed to promoting energy conservation and sustainability across our operations, and will continue to seek out new opportunities to reduce our environmental impact and drive long-term value for our stakeholders.

Some of the key measures taken across all the locations of the Company are as below:

(i) Steps taken for conservation of energy

- Automated cooling towers by installation of interlocks, which helps in maintaining the ambient temperature and also helps in achieving the optimum utilisation of the equipment, results in saving upto 40% in electrical consumption.
- Installed Variable Frequency Drive Panel (VFD) in all high HP cooling motors, allowing VFD to reduce/adjust motor speed, which results in reduction of energy consumption.
- Carried out evaluation of the compressed air network and corrective steps has been taken up for any issues observed during the assessment. This allows the Company to use equipment at the optimum level to save the energy.
- Installed centralised control device to control the temperature required in the various equipment and maintain the same at optimum level, which enables reduction of electricity consumption by approximately 12,000 KWH on an annual basis.
- Installed aircon devices to reduce energy consumption in air conditioning units.

(ii) The steps taken by the Company for utilising alternate sources of energy

- Installed 50 KW solar panel for availing alternate source of energy. The Company has generated 26,926 KWH power from the same during Financial Year 2022-23.
- Connected condensate recovery system to the boiler feed water tanks, which leads to significant reduction in the consumption of Light Diesel Oil.
- Increased sewage water recycling. Recycled water is used for gardening in the premises of the Company, which ultimately results in reduction in the usage of raw water.

(iii) The capital investment on energy conservation equipments

- Carried out water audit from National Productivity Council ("NPC") for improving efficiency in usage and reduction of wastage of water with approximate cost of 0.2 million.
- The Company has installed Sewage Treatment Plant ("STP") with approximate cost of 2 million.

B. TECHNOLOGY ABSORPTION

Research and development ("R&D") and technology absorption have always been a key focus areas for our Company, and we continue to invest in these areas to drive innovation and stay ahead of the competition. Over the past years, we have made significant progress in our R&D efforts, leveraging the latest technologies to develop new products and solutions that meet the evolving needs of our customers. In addition, we have continued to focus on technology absorption, working closely with industry experts and leveraging partnerships to stay up-to-date on the latest trends and best practices. These efforts have enabled us to streamline our operations, improve our product quality, and enhance our customer experience. We remain committed to investing in R&D and technology absorption to ensure that we remain at the forefront of our industry and continue to deliver value to our stakeholders.

(i) Research and Development

R&D is the process of creating new knowledge, technologies, and products that drive innovation and growth in the Company. The research component of R&D involves the systematic investigation and analysis of scientific, technical, and market-related information to generate new ideas and insights. The development component involves the translation of these ideas into tangible products or processes.

ANNEXURE – V (Contd.)

The goal of R&D is to create value by developing innovative solutions that meet the needs of the customers and the markets. This requires a combination of creativity, scientific expertise, and business acumen. Due to investment in R&D, the Company gains a competitive advantage by developing new products and services that meet customer needs, while also creating new markets and revenue streams. Following are the few new products introduced in the Financial Year under review:

(a) **Green SIL Liquid -** It is a Sodium Silicate replacement. It ensures good dyeing performance and can overcome problems associated with sodium silicate in CPB dyeing. It is required in less quantity than sodium silicate hence, it helps to reduce the load in the effluent. Also, due to its good solubility in water, it does not leave any powdery deposition in machines or on pipes.

(b) **Green Urea Liquid -** It is a Urea replacement for printing. It is a sustainable way to avoid or reduce hazards associated with Urea usage in printing. It offers a good colour yield with no effect on printing performance.

(c) **Detpro 2041 LD Liquid –** It is acrylic copolymer capable of versatile performance, enhancing robustness of liquid and powder detergent formulations. This polymer helps to keep insoluble or partly insoluble components like soil particles suspended in the wash bath and prevent them from settling on fabrics thus reducing the water required in the cleaning cycle and prolonging the life of fabrics.

(d) **Detpro FSB Liquid -** Detpro FSB Liquid is a partial alternative to acid slurry for detergent formulations. It offers superior cleaning performance, foam stability and hard water stability as compared to conventional acid slurry and reduces the quantity of crude based ingredients in detergents.

(ii) The efforts made towards technology absorption

Efforts towards technology absorption for energy conservation have become increasingly important in today's world, where resources are limited, and the need for sustainable development is paramount. To achieve this, Company has started investing in research and development to create new products and technologies that are more efficient. Overall, efforts towards technology absorption for energy conservation are essential for company to remain competitive while also contributing to the sustainable development of the society.

The Company's focus on innovation and sustainability is evident in its recent efforts to develop new products. Company also continuing to expand their polymeric additives to address consumer needs, while also exploring ways to develop and include more of their products in ecolabels. Additionally, the Company is committed to developing sustainable concepts for industries, such as expanding their enzymatic product range for use in various applications.

The Company is also working to identify natural ingredients that can replace synthetic chemicals in personal care products, which is aligned with their goal of promoting sustainable practices. The Company is creating new technologies to expand their personal care product range while ensuring that their products are environmentally friendly and meet consumer needs.

Overall, the Company's efforts towards sustainability and innovation are commendable, as they are not only meeting the needs of consumers but also contributing towards a greener future.

(iii) The benefits derived like product improvement, cost reduction, product development or import substitution

Greensil Liquid

The textile industry has come a long way in terms of developing sustainable and environment friendly practices. One such innovation is Greensil Liquid, which is biodegradable and environment-friendly detergents for textile cleaning. Greensil Liquid have multiple benefits such as requiring less wash water and producing less effluent, leading to lower water usage and decreased effluent loading. Additionally, with proper arrangements, up to 90% of the water used can be recovered and reused. Greensil Liquid also do not form sludge or scale on the machine, leading to high productivity and easier cleaning and maintenance of the machine, saving man-hours and process time. Furthermore, the fabric remains free of stains and maintains a smooth surface, with no yellowing of the fabric. Greensil Liquid is easy to handle and have a comparatively lower neutralisation and finishing cost, making them an excellent choice for textile cleaning.

Green Urea

The future of reactive printing lies in reducing the use of urea in reactive printing pastes. Green Urea is a crucial step towards sustainable textile production as urea is known to have harmful effects on the environment. However, this reduction does not have any adverse effects on printing speed and drying time. Additionally, it does not affect the washing fastness performance of the printed fabric. This means that textile manufacturers can continue to produce high-quality printed fabrics while reducing their environmental impact. As the textile industry moves towards more sustainable practices, the reduction of urea in reactive printing pastes is a promising step towards a cleaner and greener future.

Detpro 2041 LD

Detpro 2041 LD is designed with sustainability in mind. It has a wide spectrum of anti-redeposition capabilities, making it an ideal choice for use in both liquid and powder detergent formulations. Furthermore, Detpro 2041 LD can be easily incorporated into existing manufacturing processes thus reducing the need for expensive capital investment by our customers. Its reliable performance and excellent dispersion properties make it a top choice for detergent manufacturers. Another added benefit of Detpro 2041 LD is that, it reduces water usage, which is an important consideration for sustainable manufacturing. Overall, Detpro 2041 LD is an innovative and sustainable solution that can help detergent manufacturers meet their environmental goals while maintaining high-quality performance standards.

Detpro FSB

Detpro FSB has been developed to enhance the performance of detergent formulations, meaning it has no negative effect on detergent performance even in the presence of hard water. Detpro FSB also produces stable foam, which is essential for ensuring that the detergent is effective in cleaning. Additionally, it is cost-effective and can replace up to 20-30% of the partial acid slurry, making it an attractive option for detergent manufacturers. It is particularly recommended for use in powder detergent formulations, where it can contribute to overall better performance. The development of Detpro FSB is a significant step forward in detergent manufacturing as it ensures that hard water does not reduce the effectiveness of detergents. With this new ingredient, manufacturers can produce high-quality detergents that are effective in all water types, ensuring customer satisfaction and increasing the overall efficacy of cleaning products.

(iv) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year)

No technology has been imported during the Financial Year.

(v) Expenditure incurred on Research and Development

(₹ in million)

Particulars	2022-23	2021-22
Revenue Expenditure	64.11	50.27
Capital Expenditure	0.62	0.11

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ in million)

Particulars	2022-23	2021-22
Foreign Exchange Outflows (outgo)	856.53	1,862.47
Foreign Exchange Inflows (earnings)	1,272.23	1,084.26

For and on behalf of the Board of Directors

Edward Menezes
Executive Chairman
(DIN: 00149205)

Date: 05th May, 2023
Place: Mumbai

ANNEXURE - VI

STATEMENT OF DISCLOSURE OF REMUNERATION

[Pursuant to Section 197 of Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A. Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act, 2013 and Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year.

Name of Director/ Key Managerial Personnel	Designation	% Increase in Remuneration in the year 2022-23	Ratio of Remuneration of each Director to Median remuneration of employee
Mr. Edward Menezes	Executive Chairman	15%	20.9
Mr. Sunil Chari	Managing Director	15%	10.3
Mr. Aseem Dhru	Independent Director	115%*	4.0
Mr. Goutam Bhattacharya	Independent Director	78%*	4.8
Ms. Meher Castelino	Independent Director	137%*	3.3
Mr. Robin Banerjee	Independent Director	87%*	3.5
Maj. Gen. Sharabh Pachory VSM (Retd.)	Independent Director	116%*	2.9
Mr. Ketan Sablok	Group-Chief Financial Officer	N.A.	27.3
Ms. Manasi Nisal	Chief Financial Officer	27%	10.3
Ms. Parul Gupta	Company Secretary	33%	3.0

*% Increase in Remuneration in the Financial Year 2022-23 includes sitting fees paid and commission payable which is subject to approval of members of the Company in the ensuing AGM.

Note 1: Major variation in % of remuneration of Independent Directors is due to proposed commission for the Financial Year 2022-23.

Note 2: For Calculation of ratio of remuneration Independent Director's remuneration includes sitting fees for the Financial Year 2022-23 and commission payable subject to approval of members for the Financial Year 2022-23.

Note 3: The median remuneration has been worked out on the basis of CTC of the employees who were on the payroll for the entire Financial Year.

Note 4: In calculating the above remuneration ESOP value has not been considered.

2. The number of permanent employees on the rolls of Company.

   500 permanent employees were on the roll of the Company as on 31st March, 2023.

3. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

   Average percentage increase of the salaries of the employee of the Company other than managerial personnel is 11.1%. The average percentage increase in the salary of KMP is primarily on account of promotion in grade and a salary correction. The increase in remuneration of employees (excluding the managerial personnel) is in line with the increase in remuneration of managerial personnel.

4. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.

For and on behalf of the Board of Directors

Edward Menezes
Executive Chairman
(DIN: 00149205)

Date : 05th May, 2023
Place: Mumbai

Corporate Governance Report

In accordance with the provisions of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto (the **'Listing Regulations'**), given below are the corporate governance policies and practices of Rossari Biotech Limited (the **'Company'** or **'Rossari'** or **'RBL'**) for the Financial Year 2022-23.

ROSSARI'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Rossari strongly believes in the philosophy that "Our values guide every action that we take". And so, as a Company with a strong sense of values and commitment, it has always been that profitability must go hand in hand with a sense of responsibility towards all stakeholders. We believe that Corporate Governance stems from the principles and framework embedded in our values. As a good corporate citizen, the Company is committed to adhere to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of our various stakeholders in it thereby paving the way for our long-term success.

Rossari's philosophy envisages reaching people and touching lives globally by following the core values of the Company viz:

R	O	S	S	A	R	I
Respect	Ownership	Safety	Sustainability	Agility	Reliability	Innovation

These values form a base of the Corporate Governance practices of the Company. The Company ensures to work by these principles in all its interactions with stakeholders, including shareholders, employees, customers, suppliers and statutory authorities.

For us, Good Corporate Governance practices are a sine qua non for sustainable business that aims at generating long term value to all our shareholders and other stakeholders. The Company believes that strong governance standards, focusing on fairness, transparency, accountability and responsibility are vital, not only for the healthy and vibrant corporate sector growth, but also for inclusive growth of the economy and will help the Company to sustain for a very long run.

Rossari is committed to learn and adopt the best practices of Corporate Governance and imbibe the same in our day-to-day functioning.

BOARD

Company's Board is the focal point and custodian of corporate governance for the Company. The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. The Board of Directors have the ultimate responsibility of ensuring effective management, long term business strategy, performance and monitoring the effectiveness of the Company's corporate governance practices.

The Company believes in a well-balanced and diverse Board which enriches discussions and enables effective decision making. The Board has an optimal mix of Executive and Non-Executive Directors, comprising Independent Directors and the same is also in line with the applicable provisions of Companies Act, 2013 (**"the Act"**) and Listing Regulations.

The Board of Directors of the Company are eminent personalities from various fields, who bring on the table a wide range of experience and expertise to the Board. Their skill sets and varied perspectives help in taking constructive decisions thereby facilitating an effective decision-making environment.

A. Composition

The Company is in compliance with the provisions of Section 149 of the Act and Regulation 17 of the Listing Regulations with regard to the composition of the Board.

The Board of the Company comprises of 2 (Two) Executive Directors and 4 (Four) Independent Directors (including One Woman Director). The members of the Board are well qualified, experienced, competent and highly renowned persons from diverse fields including manufacturing, finance, economics, law, governance, etc.

All the Independent Directors have confirmed to the Board that they have met the criteria for Independence in terms of the definition of 'Independent Director' stipulated under Regulation 16 (1)(b) of the Listing Regulations and Section 149 of the Act. These confirmations have been placed before the Board. None of the Independent Directors holds office as an Independent Director in more than 7 (Seven) listed companies or 3 (Three) listed companies, if they are serving as whole time director or managing director in any other listed companies as stipulated under Regulation 17A of the Listing Regulations. Further, Executive Director(s) of the Company are not serving as an Independent Director in any listed company. None of the Directors held directorship in more than 20 (Twenty) Indian companies, with not more than 10 (Ten) public limited companies.

All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and on the Committee, positions held by them in other companies as stipulated under Regulation 26 of Listing Regulations. None of the Directors are member of more than 10 (Ten) committees or acted as chairperson of more than 5 (Five) committees (being Audit Committee and Stakeholders Relationship Committee) as per Regulation 26(1) of the Listing Regulations across all the public limited companies in which he/she is a Director.

Corporate Governance Report (Contd.)

The details of Directorships, relationship inter-se, shareholding in the Company, number of Directorships and Committee Chairperson/ Memberships held by the Directors of the Company in other public companies as on 31st March, 2023 are as under:

Directors and Category	Relationship with other Directors	Total Number of Directorships, Committee Chairpersonships and Memberships of public limited companies, as on 31st March, 2023			Directorships in other Listed entities along with the Category of Directorship	No. of shares held in the Company along with % to the paid-up share capital of the Company***
		Directorship*	Committee Chairperson**	Committee Member**		
Executive						
Edward Menezes Executive Chairman, Promoter (DIN : 00149205)	None	5	Nil	Nil	Nil	16228820# (29.42%)
Sunil Chari Managing Director, Promoter (DIN : 00149083)	None	5	Nil	4	Nil	16199230# (29.37%)
Non-Executive						
Aseem Dhru Independent Director (DIN: 01761455)	None	2	1	1	Nil	99 (0.0002%)
Goutam Bhattacharya Independent Director (DIN: 00917357)	None	Nil	1	1	Nil	Nil
Meher Castelino Independent Director (DIN: 07121874)	None	4	1	4	Independent Director of VIP Clothing Limited	Nil
Maj. Gen. Sharabh Pachory VSM (Retd.) Independent Director (DIN: 08577249)	None	Nil	Nil	1	Nil	Nil

* The Directorships excludes directorship in Rossari Biotech Limited, also excludes private companies, foreign companies, companies incorporated under Section 8 of the Act.

** For the purpose of considering the limit of Committee memberships and chairpersonships of a Director, only memberships of Audit Committee and Stakeholders Relationship Committee are considered including membership/chairpersonships of Rossari Biotech Limited.

*** As per the declarations made to the Company by the Directors.

The shares held by Mr. Edward Menezes and Mr. Sunil Chari includes the shares held by them in name of Menezes Family Trust and Chari Family Trust respectively.

Profile of Directors

A Brief profile of our Directors as on 31st March, 2023 is as below:

1. **Mr. Edward Menezes**

   Mr. Edward Menezes is the Executive Chairman of the Company. He is a founder of the Company and has been a member of the Board since incorporation of the Company. He was also a partner of Rossari Biotech prior to the conversion into the Company. 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.

   Mr. Menezes was also awarded 'UAA Distinguished Alumnus technology day award, 2013' by UDCT and the Institute of Chemical Engineering. He was also awarded 'All India Industrialist of the Year 2021' award by Federation of Industries of India and 2022 Hurun India – Industry Achievement Award. He was previously associated with Clariant India Limited (erstwhile Sandoz India Limited). He has over 28 years of experience in the specialty chemicals industry and has more than twelve years of experience in different roles within the Company and has been actively involved in the day-to-day running of the Company.

   Mr. Menezes, is Member of Corporate Social Responsibility Committee, Risk Management Committee (w.e.f. 19th January, 2023) and Management Committee of the Company.

2. **Mr. Sunil Chari**

   Mr. Sunil Chari is the Managing Director of the Company. He is a founder of the Company and has been a member of the Board since incorporation of the Company. He was also a partner of Rossari Biotech prior to the conversion into the Company. 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). He has over 23 years of experience in the specialty chemicals industry. He has more than twelve years of experience in different roles within the Company and has been actively involved in the day-to-day running of the Company.

   Mr. Chari, is Chairperson of Risk Management Committee and Management Committee and also a Member of Stakeholders Relationship Committee of the Company.

3. **MR. ASEEM DHRU**

   Mr. Aseem Dhru is an Independent Director of the Company. He was appointed on the Board of the Company on 12th November, 2019. He is an associate member of the Institute of Chartered Accountants of India and the Institute of Cost and Works Accountants of India. He was previously associated with HDFC Bank Limited as a group head and was a director on the Board of HDB Financial Services Limited and HDFC Securities Limited. He is currently the Chief Executive Officer and Managing Director on the Board of SBFC Finance Limited.

   Mr. Dhru, is Chairperson of Audit Committee of the Company.

4. **Mr. Goutam Bhattacharya**

   Mr. Goutam Bhattacharya is an Independent Director of the Company. He was appointed on the Board of our Company on 06th December, 2018. He holds a Bachelor's Degree in Science (Chemistry) and has done post-graduation in Management Studies from the Indian Institute of Management (IIM), Ahmedabad. Mr. Bhattacharya has over 50 years of experience in the Specialty Chemicals industry in India and at an international level. He was previously associated with Pulcra Chemicals India Private Limited as the Managing Director. He started his career with BASF India Limited.

   Mr. Bhattacharya is Chairperson of Stakeholders Relationship Committee and Member of Audit Committee, Nomination and Remuneration Committee (w.e.f. 19th January, 2023), Risk Management Committee, Corporate Social Responsibility Committee and Management Committee of the Company.

5. **Ms. Meher Castelino**

   Ms. Meher Castelino is an Independent Director of the Company. She joined the Board of the Company on 4th July, 2018. She has completed her education from Lawrence School Lovedale, University of Cambridge. Ms. Meher Castelino is an Internationally Renowned Fashion Journalist. She was the First Femina Miss India, 1964 from India. She is also author of 3 Books namely (i) Manstyle, (ii) Fashion Kaleidoscope and (iii) Fashion Musings. At present, Ms. Meher Castelino is the Independent Director of VIP Clothing Limited and has been associated with them since 2015.

   Ms. Castelino, is Chairperson of Corporate Social Responsibility Committee, Member of Nomination and Remuneration Committee and the Stakeholders Relationship Committee of the Company.

6. **Maj. Gen. Sharabh Pachory VSM (Retd.)**

   Maj. Gen. Sharabh Pachory, VSM (Retd.) is an Independent Director of the Company. He was appointed on the

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Board of the Company on 12th November, 2019. He is a retired Major General from the Indian Army. He holds a Bachelor's Degree in Science from University of Jabalpur and a Master's Degree of Science in Defence and Strategic Studies from University of Madras. He has also completed a Senior Defence Management Course, Advanced capsule on Strategic Management and Decision Making from the College of Defence Management, Secunderabad. He also holds a certificate from All India Management Association. He has participated in an Independent Director's Training Programme for senior officers of Armed Forces conducted by Management Development Institute, Gurugram. Maj. Gen. Pachory has also completed an online proficiency assessment test for Independent Director's Databank conducted by Indian Institute of Corporate Affairs under the aegis of Ministry of Corporate Affairs, Govt of India. As a senior retired Defence Officer who served from 1982 to 2018, he has over 35 years of experience in the fields of Defence Administration, Planning and Strategy.

Maj. Gen. Pachory is also a Chairperson of Nomination and Remuneration Committee (w.e.f. 19th January, 2023) and Member of Audit Committee of the Company (w.e.f. 17th January, 2023).

B. Meetings of Board and Attendance of the Directors at Meetings of the Board and at the Annual General Meeting

The Board met 7 (Seven) times during the Financial Year 2022-23. The details of attendance of Directors at Board Meetings either in person or through video conference during the Financial Year 2022-23 and at the Annual General Meeting ("AGM") of the Company are as reproduced below:

Name of the Director(s)	19th May, 2022	21st June, 2022	06th August, 2022	19th October, 2022	05th November, 2022	19th January, 2023	04th February, 2023	% of meetings attended during the year	Attendance at the last AGM held on 15th July, 2022
Edward Menezes	✓	✓	✓	✓	✓	✓	✓	100%	✓
Sunil Chari	✓	✓	✓	✓	✓	✓	✓	100%	✓
Aseem Dhru	✓	✓	✓	✓	✓	✓	✓	100%	✓
Goutam Bhattacharya	✓	✓	✓	✓	✓	✓	✓	100%	✓
Meher Castelino	✓	✓	✓	✓	✓	✓	✓	100%	✓
Robin Banerjee	✓	✓	✓	✓	✓	N.A.*	N.A.*	100%	✓
Maj. Gen. Sharabh Pachory VSM (Retd.)	✓	✓	✓	✓	✓	✓	✓	100%	✓

✓ : Present ✗: Absent

**Mr. Robin Banerjee (DIN: 00008893), ceased to be the Independent Director of the Company with effect from the close of business hours on 3rd January, 2023 due to resignation.*

C. Board Procedures & Flow of Information

The Board has complete access to all Company related information. The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary in consensus determines the agenda for every meeting along with explanatory notes in consultation with the Executive Chairman and Managing Director. Detailed Notes and Presentations, if any, is sent to each Director well in advance to the date of the Board Meeting(s) and of the Committee Meeting(s). Senior Management Personnel are invited to the Board / Committee Meeting(s) to provide additional inputs for the items being discussed by the Board/Committees thereof as and when necessary.

With the unanimous consent of the Board, all information which is in the nature of Unpublished Price Sensitive Information ("UPSI"), is circulated to the Board and its Committees at a shorter notice before the respective meetings.

The Board Meetings (including Committee Meetings) of the Company are scheduled in advance to facilitate the Directors to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution(s) by circulation, as permitted by law, which is noted in the subsequent Board Meeting. Also, in compliance with Regulation 17 (7) and Schedule II, Part A of the Listing Regulations the Company places before the Board all the required information from time to time.

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The Company Secretary attends all the meetings of the Board of Directors and its Committee(s) and is, inter alia, responsible for recording the minutes of such meetings. The draft minutes of the Board and its Committees are sent to the members for their comments in accordance with the Secretarial Standards on Meeting of the Board of Directors. Thereafter, the minutes are entered in the minutes book within statutory timelines, subsequent to incorporation of the comments, if any, received from the Directors.

The Company adheres to the provisions of the Act and the Rules issued thereunder, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors, its Committee(s) and the General Meetings of the Members of the Company.

The maximum interval between any 2 (Two) consecutive Board Meetings was well within the maximum allowed gap of 120 (One Hundred and Twenty) days. The necessary quorum was present for all the meetings.

D. Matrix setting out the core skills/ expertise/competence of the Board of Directors

The Company is engaged in manufacturing of specialty chemicals majorly in Home, Personal care and Performance Chemicals, Textile Specialty Chemicals and Animal Health and Nutrition products. Company Products' also cater to global brands in the FMCG sector.

The Board of your Company has identified the following Skills / Expertise / Competencies that are required in the context of the business of the Company:

1. Knowledge of Company's business and the industry in which the Company operates.
2. Finance, management and administration skills.
3. Technical / Professional knowledge in functional areas like Sales, marketing, administration, research, governance, strategy, operations etc.

Whereas all the Board members possess the skills identified, their core skills/expertise/ competencies identified by the Board of Directors as required in the context of the Company's aforesaid business for efficient functioning of the Board are as follows:

Name of Director	Area of skills/expertise/competence							
	Business	Finance	Leadership	Technical	HR	Governance	Mergers & Accqusition	Government/ Regulatory
Edward Menezes	✓	✓	✓	✓	✓	✓	✓	✓
Sunil Chari	✓	✓	✓	✓	✓	✓	✓	✓
Aseem Dhru	✓	✓	✓	-	✓	✓	✓	✓
Goutam Bhattacharya	✓	✓	✓	✓	-	✓	✓	✓
Meher Castelino	✓	✓	✓	-	-	✓	-	✓
Maj Gen Sharabh Pachory VSM (Retd.)	✓	✓	✓	-	✓	✓	-	✓

In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent from the management.

E. Details of resignation of Independent Director

Mr. Robin Banerjee (DIN:00008893), vide his letter dated 3rd January, 2023 has tendered his resignation as Non-Executive, Independent Director of the Company with effect from the close of business hours on 3rd January, 2023 due to preoccupation with other work and assignments.

The Company has received confirmation from Mr. Robin Banerjee that there are no material reasons for his resignation other than those mentioned in his resignation letter.

F. Meetings of Independent Directors

Schedule IV of the Act, Listing Regulations and Secretarial Standard on Meetings of the Board of Directors mandates that the Independent Directors of the Company hold at least one meeting in the financial year, without the attendance of Non-Independent Directors.

One Meeting of Independent Directors was held during the Financial Year 2022-23. The Meeting was attended by all the Independent Directors.

Independent Directors Meeting was conducted in an informal and flexible manner to enable the Independent Directors to, inter alia, discuss matters pertaining to review of performance of the Board of Directors as a whole, Committees of the Board and the performance of the Executive Chairman and Managing Director of the Company, assess the quality, quantity and timeliness of flow of information between the Company, Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

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G. Familiarisation Programme for Independent Directors

As stipulated by Section 149 read with Schedule IV, part III of the Act and Regulation 25 of the Listing Regulations, the Board familiarisation program consists of detailed induction for all new Independent Directors when they join the Board of Directors of the Company and ongoing sessions on business strategy, operational and functional matters. The exhaustive induction for Independent Directors enables them to be familiarised with the Company, its history, values and purpose.

As part of continuous familiarisation Chairman, Managing Director and Key Managerial Personnel has interactions with the Independent Directors, during these interactions the discussion are held on different aspects of the business including but not limited to financial and operational performance review, strategies, objectives, business plans, budgets, new initiatives and offerings, M&A initiatives, working capital management, CSR Plan etc.

In Board meetings, discussions on business strategy, operational and functional matters provide good insights on the businesses carried on by the Company to the Independent Directors. These sessions also involve interactions with Senior Management. Business heads also make a detailed presentations on the respective future business prospects.

The details of such familiarisation programmes for Independent Director(s) are available on the website of the Company and can be accessed through the following link: www.rossari.com/corporate-governance/

H. Annual Performance Evaluation of Board

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its committees as well as performance of the Directors individually.

The Nomination and Remuneration Committee and the Board of Directors have prepared criteria for evaluation of the performance of Directors including Independent Directors. The said criteria comply with the Act and Listing Regulations.

Feedback was sought by way of structured questionnaires covering various aspects in line with the Guidance Note on Board evaluation issued by the SEBI vide its circular dated 5th January, 2017 and performance evaluation was carried out based on the responses received from the Directors. The Directors were satisfied with the evaluation results, which reflected the overall functioning of the Board and its Committees. The details of the policy on evaluation of Board's performance are available on the Company's website at www.rossari.com/corporate-governance/.

I. Succession Planning

The Company believes that sound succession plans for the Board members and senior leadership are very important for creating a robust future for the Company. The Nomination and Remuneration Committee plays a pivotal role in identifying successors to the members of the Senior Management. The Company has a Policy in place for ensuring orderly succession for appointments to the Board and Senior Management.

During the Financial Year under review, the Nomination and Remuneration Committee has spent substantial time with the Executive Chairman and Managing Director brainstorming the ways to strengthen the succession plan of the Company.

J. Code of Ethics (Code of Conduct)

The Company has adopted a Code of Ethics for the Directors, Key Managerial Personnel and Senior Management of the Company and the same is available on the website of the Company at www.rossari.com/corporate-governance/. The members of the Board and Senior Management of the Company have submitted their affirmation on compliance with the Code.

The Board has also adopted a Separate Code of Conduct for Independent Directors pursuant to the provisions of the Act and Listing Regulations and same is available on the website of the Company at www.rossari.com/corporate-governance/.

A declaration signed by the Managing Director that the Board of Directors and Senior Management Personnel have affirmed compliance with the Code during the Financial Year 2022-23 forms a part of this Report.

K. Insider Trading Code

As per the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted the Code of Conduct for Prevention of Insider Trading, (amended from time to time). All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the UPSI of the Company are governed by this Code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the Code. The Company Secretary is the Compliance Officer for monitoring adherence to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

BOARD COMMITTEES

The Committees of the Board play an important role by managing the work of the Board, thereby strengthening the Board's governance role.

Majority of the members constituting the Committees are Independent Directors and each Committee is guided by its Terms of Reference, which provides for the composition, scope, powers & duties and responsibilities. The recommendations, observations and decisions of the Committees are placed before the Board for information and approval. During the Financial Year under review, all recommendations of the Committees were accepted by the Board. As of 31st March, 2023, the Board has the following mandatory and non-mandatory Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- Management Committee

A. Audit Committee

The Audit Committee met 7 (Seven) times during the Financial Year 2022-23. The maximum gap between any two meetings of the Audit Committee of the Company was not more than 120 days as specified under Regulation 18 of the Listing Regulations. Maj. Gen. Sharabh Pachory (VSM) Retd. was appointed as a Member of Audit Committee in place of Mr. Robin Banerjee w.e.f. 17th January, 2023. As on 31st March, 2023, the compositions of the Audit Committee conform to the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations. The Company Secretary act as the Secretary to the Committee.

The composition of the Audit Committee along with the details of the meetings held and attended by the members of the Committee during the Financial Year 2022-23 is detailed below:

Name of the Director	Nature of membership	Meetings held during the Financial Year 2022-23						
		19th May, 2022	15th June, 2022	21st June, 2022	06th August, 2022	05th November, 2022	19th January, 2023	04th February, 2023
Aseem Dhru	Chairperson	✓	✓	✓	✓	✓	✓	✓
Goutam Bhattacharya	Member	✓	✓	✓	✓	✓	✓	✓
Robin Banerjee*	Member	✓	✓	✓	✓	✓	Not Applicable	
Maj. Gen. Sharabh Pachory VSM (Retd.)#	Member	Not Applicable					✓	✓

✓ : Present

*Mr. Robin Banerjee was a Member of the Audit Committee upto 3rd January, 2023.

#Mr. Maj. Gen. Sharabh Pachory VSM (Retd.) became Member of the Audit Committee w.e.f. 17th January, 2023.

Executive Chairman, Managing Director and Group - Chief Financial Officer and Chief Financial Officer are permanent invitees to the Audit Committee Meetings. In addition, the representatives of Statutory Auditors & Internal Auditors and other Executives as are considered necessary, generally attend these Meetings.

The Chairperson of the Audit Committee was present at the 13th AGM of the Company held on 15th July, 2022.

Terms of Reference

The terms of reference of the Audit Committee are wide enough to cover the role specified for Audit Committee under Section 177 of the Act and Regulation 18 of the Listing Regulations. The same are constantly reviewed and appropriate changes are made from time to time for greater effectiveness of the Committee. The terms of reference of the Committee are as follows:

(a) oversight of financial reporting process and the disclosure of financial information relating the Company to ensure that the financial statements are correct, sufficient and credible;

(b) recommendation for appointment, re-appointment, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;

(c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

(i) Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

(ii) Changes, if any, in accounting policies and practices and reasons for the same;

(iii) Major accounting entries involving estimates based on the exercise of judgment by management;

(iv) Significant adjustments made in the financial statements arising out of audit findings;

(v) Compliance with listing and other legal requirements relating to financial statements;

(vi) Disclosure of any related party transactions; and

(vii) Modified opinion(s) in the draft audit report.

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(e) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(f) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;

(g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, and review, atleast on a quarterly basis, the details of related party transactions, pursuant to each of the omnibus approvals given;

(i) scrutiny of inter-corporate loans and investments;

(j) valuation of undertakings or assets of the Company, wherever it is necessary;

(k) evaluation of internal financial controls and risk management systems;

(l) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(m) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(n) discussion with internal auditors of any significant findings and follow up there on;

(o) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(p) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(q) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(r) recommending to the Board the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

(s) reviewing the functioning of the whistle blower mechanism;

(t) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimisation of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(u) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(v) reviewing the utilisation of loans and/or advances from/ investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;

(w) review of compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively;

(x) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and

(y) carrying out any other functions required to be carried out by the Audit Committee as contained in the Companies Act, Listing Regulations or any other applicable law, as and when amended from time to time."

Additionally, the Audit Committee shall mandatorily review the following information:

(a) management discussion and analysis of financial condition and results of operations;

(b) management letters / letters of internal control weaknesses issued by the statutory auditors;

(c) internal audit reports relating to internal control weaknesses;

(d) the appointment, removal and terms of remuneration of the chief internal auditor; and

(e) statement of deviations in terms of the Listing Regulations:

  (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s); and

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(ii) annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice.

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee met 1 (One) time during the Financial Year 2022-23. All the members of the Committee are Independent Directors. As on 31st March, 2023, the composition of the Nomination and Remuneration Committee is in conformity with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations. Maj. Gen. Sharabh Pachory (VSM) Retd. was appointed as the Chairperson of Nomination and Remuneration Committee in place of Mr. Robin Banerjee w.e.f. 19th January, 2023. Mr. Goutam Bhattacharya was also appointed as Member of Nomination and Remuneration Committee w.e.f. 19th January, 2023.

The composition of the Nomination and Remuneration Committee along with the details of the meetings held and attended by the members of the Committee during the Financial Year 2022-23 is detailed below:

Name of the Director	Nature of membership	Meetings held during the Financial Year 2022-23
		30th April, 2022
Robin Banerjee*	Chairperson	✓
Meher Castelino	Member	✓
Maj. Gen. Sharabh Pachory VSM (Retd.)#	Member	✓
Goutam Bhattacharya$	Member	Not Applicable

✓ : Present

*Mr. Robin Banerjee was the Chairperson of the Nomination and Remuneration Committee upto 3rd January, 2023.

#Maj. Gen. Sharabh Pachory VSM (Retd.) became the Chairperson of the Nomination and Remuneration Committee w.e.f. 19th January, 2023.

$ Goutam Bhattacharya became the Member of the Nomination and Remuneration Committee w.e.f. 19th January, 2023.

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee are wide enough to cover the role specified under Section 178 of the Act and Regulation 19 of the Listing Regulations. The same are constantly reviewed and appropriate changes are made from time to time for greater effectiveness of the Committee. The terms of reference of the Committee are as follows:

a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the "Board" or "Board of Directors") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("Remuneration Policy");

b) evaluate the balance of skills, knowledge and experience on the Board for every appointment of an independent director and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

c) Formulation of criteria for evaluation of performance of independent directors and the Board;

d) Devising a policy on Board diversity;

e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

f) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

g) Recommend to the Board, all remuneration, in whatever form, payable to senior management;

h) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the Listing Regulations or any other applicable law, as and when amended from time to time.

i) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that:

(i). the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

(ii). relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

Corporate Governance Report (Contd.)

(iii). remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

j) Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended, including the following:

(i). administering the Employee Stock Option Scheme (the "Plan");

(ii). determining the eligibility of employees to participate under the Plan;

(iii). granting options to eligible employees and determining the date of grant;

(iv). determining the number of options to be granted to an employee;

(v). determining the exercise price under the Plan; and

(vi). construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.

k) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, or any other applicable law, including:

(i). the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

(ii). the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

l) perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act or by the Listing Regulations or by any other applicable law or regulatory authority.

C. Stakeholders Relationship Committee

The Stakeholders Relationship Committee met 1 (One) time during the Financial Year 2022-23. Majority of the members of the Committee are Independent Directors. As on 31st March, 2023, the composition of the Stakeholders Relationship Committee is in conformity with the requirements of Section 178 of the Act and Regulation 20 of the Listing Regulations.

The composition of the Stakeholders Relationship Committee along with the details of the meetings held and attended by the members of the Committee during the Financial Year 2022-23 is detailed below:

Name of the Director	Nature of membership	Meetings held during the Financial Year 2022-23
		05th August, 2022
Goutam Bhattacharya	Chairperson	✓
Meher Castelino	Member	✓
Sunil Chari	Member	✓

✓ : Present

Ms. Parul Gupta, Company Secretary, is designated as the Compliance Officer. The Company has designated e-mail id investors@rossari.com for the purpose of registering complaints by shareholders/ investors/ security-holders electronically. This e-mail id is displayed on the Company's website at www.rossari.com

Terms of Reference

The scope and function of the Stakeholders Relationship Committee is in accordance with Section 178 of the Act and Regulation 20 of the Listing Regulations. The Committee, inter alia, is primarily responsible for considering and resolving grievances of security holders of the Company. The additional terms of reference of the Committee are as follows:

(a) Considering and looking into various aspects of interest of shareholders, debenture holders and other security holders.

(b) Redressal of grievances of the security holders of the Company, including complaints in respect of allotment of Equity Shares, transfer/ transmission of Equity Shares, non-receipt of share certificates, declared dividends, annual reports, balance sheets of the Company, general meetings, etc.

(c) Giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities.

(d) Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.

(e) Reviewing measures taken for effective exercise of voting rights by shareholders.

(f) Reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent.

(g) Reviewing the various measures and initiatives undertaken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

(h) Carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Details of Shareholders' Complaints

During the Financial Year under review, the Company/ its Registrar and Transfer Agent received the following complaints from SEBI/ Stock Exchanges and queries from the shareholders, which were resolved within the time frame laid down by SEBI:

Complaints pending as on 01st April, 2022	0
Complaints received during the year	1
Complaints resolved during the year	1
Complaints pending as on 31st March, 2023	0

D. Corporate Social Responsibility Committee

The CSR Committee met 2 (Two) times during the Financial Year. As on 31st March, 2023 the composition of the Corporate Social Responsibility Committee is in conformity with the requirements of Section 135 of the Companies Act, 2013.

The composition of the Corporate Social Responsibility Committee along with the details of the meetings held and attended by the members of the Committee during the Financial Year 2022-23 is detailed below:

Name of the Director	Nature of membership	Meetings held during the Financial Year 2022-23	
		14th May, 2022	19th October, 2022
Meher Castelino	Chairperson	✓	✓
Goutam Bhattacharya	Member	✓	✓
Edward Menezes	Member	✓	✓

✓ : Present

Terms of Reference

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of corporate social responsibility policy. The terms of reference of the Corporate Social Responsibility Committee which are as follows, are in conformity with the provisions of Section 135 of the Act and Rules made thereunder:

(a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013.

(b) Review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a).

(c) Monitor the corporate social responsibility policy of the Company and its implementation from time to time.

(d) Prepare Annual Action plan and recommend to Board for approval.

(e) Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time.

The Company has also adopted a CSR Policy in compliance with the aforesaid provisions and the same is placed on the Company's website at www.rossari.com/corporate-governance/.

E. Risk Management Committee

The Risk Management Committee met 2 (Two) times during the Financial Year 2022-23. The Risk Management Committee has majority representation from the Board and also member from the senior management of the Company. Mr. Edward Menezes was appointed as Member of Risk Management Committee in place of Mr. Robin Banerjee w.e.f. 19th January, 2023. As on 31st March, 2023 the composition of the Risk Management Committee is in conformity with the requirements of Regulation 21 of the Listing Regulations.

The composition of the Risk Management Committee along with the details of the meetings held and attended by the members of the Committee during the Financial Year 2022- 23 is detailed below:

Name of the Director	Nature of membership	Meetings held during the Financial Year 2021-22	
		9th September, 2022	3rd March, 2023
Sunil Chari	Chairperson	✓	✓
Goutam Bhattacharya	Member	✓	✓
Mikhail Menezes	Member	✓	×
Robin Banerjee*	Member	✓	Not Applicable
Edward Menezes#	Member	Not Applicable	✓

✓ : Present ×: Absent

*Mr. Robin Banerjee was Member of the Risk Management Committee upto 03rd January, 2023.

#Mr. Edward Menezes became Member of the Risk Management Committee w.e.f. 19th January, 2023

Corporate Governance Report (Contd.)

Terms of Reference

The terms of reference of the Risk Management Committee as per Regulation 21 of the Listing Regulations are as follows:

(a) to frame, implement and monitor the risk management policy/plan for the Company;

(b) to ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(c) to monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(d) to periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(e) to keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(f) to appoint, remove and fix terms and remuneration of the Chief Risk Officer (if any); and

(g) carrying out any other function as may be decided by the Board or prescribed under the Companies Act, the Listing Regulations, including any amendment(s) thereto as may be made from time to time, or by any other regulatory authority.

F. Management Committee

During the Financial Year under review there were no instances which required meeting of the Management Committee. As on 31st March, 2022, the Management Committee comprises of 2 (Two) Executive and 1 (One) Independent Director.

The composition of the Management Committee during the Financial Year 2022- 23 is detailed below:

Name of the Director	Nature of membership
Sunil Chari	Chairperson
Edward Menezes	Member
Goutam Bhattacharya	Member

Terms of Reference

(a) To approve opening and /or closing of Current Account(s), Escrow Account(s) and any other Account(s) of such nomenclature as may be necessary in the prevailing circumstances with the Banker(s) and to authorise person to operate such accounts of the Company;

(b) To approve availment of the Secured and/or unsecured loans / facilities and to decide and finalise terms & conditions of borrowings up-to an aggregate sum of amount, outstanding at any one point of time not exceeding ₹ 150 Crores, over and above the borrowing limits approved by the Board from time to time, to offer such securities as it may consider necessary in respect of the secured borrowings, to discuss, settle and execute the document(s) as may be necessary for availing any loan / facility granted / to be granted by any bank(s) / financial institution(s) under the Common Seal of the Company in terms of Articles of Association of the Company and do all such things that may be necessary for the purposes of giving effect to the matters delegated;

(c) To delegate and authorise such Officials of the Company, to represent the Company before all appropriate/concerned authorities and to sign all applications, correspondences, statements, returns and other documents and generally do and cause to be done all such incidental and other acts, deeds and things and execute and cause to be executed all such other documents, instruments, writings, papers, applications, etc. as may be required in the prevailing circumstances, as and when required;

(d) To approve issue of No-objection certificate/letter to subsidiaries/ associate/ group companies, other Companies for various purpose like use of office/ premises of the Company as registered office and/or for any other business purpose, for use of word "Rossari" for incorporation of a new company and/or change of name of the Company etc;

(e) To approve establishment, relocation, and withdrawal of any overseas unit/office/branches and matters related thereto;

(f) To grant approval for submission of applications, forms, declarations and to execute any other documents in order to apply for and obtain necessary permissions, approvals, NOC and clearances pertaining to open and/ or closure of business activities and /or operations at any of the plant/factory/facility/location;

(g) To issue power of attorney in favour of the Director and/ or official(s) of the Company and/or any other person as may be required from time to time in connection with the business of the Company;

(h) To delegate authorities from time to time to the executives / employees to implement the Committee's decisions; and

(i) And to do all the needful as may be necessary or expedient in this regard.

REMUNERATION TO DIRECTORS

A. Nomination and Remuneration Policy

The Nomination and Remuneration Committee is fully empowered to determine/approve and revise, subject to necessary approvals, remuneration of managerial personnel including Executive Director(s) after taking into account the financial position of the Company, trends in the industry, qualifications, experience, past performance and past remuneration, etc. The Non- Executive Directors are paid sitting fees for every meeting of the Board and its Committees attended by them.

The Nomination and Remuneration Policy adopted by the Company is available on the Company's Website at www.rossari.com/corporate-governance/.

B. Pecuniary relationship and transactions of Non-Executive Directors with the Company

Except for sitting fees paid and commission payable subject to shareholders approval in the AGM to Non-Executive Directors for attending the respective meetings of Board/Committees, the Company has not entered into any pecuniary relationship with any Non-Executive Director. The Register of Contracts maintained by the Company pursuant to the provisions of Section 189 of the Act, contains particulars of all contracts or arrangements to which Sections 184 or 188 of the Act apply.

C. Criteria of making payment to Non-executive Directors

The Non-Executive Directors including Independent Directors will receive sitting fees and commission as per the provisions of the Act and in compliance with the provisions of the Listing Regulations. The amount of the sitting fees and commission will not exceed the ceiling / limit under the Act. An Independent Director will not be eligible to any stock option of the Company.

The Board of Directors will from time-to-time fix the sitting fees for attending the meetings of the Board and its Committees.

In addition to the sitting fees and commission, the Company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/ her role as a director of the Company. This could include reasonable expenditure incurred by the director for attending Board/ Board committee meetings, general meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, induction and training (organised by the Company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/ her duties as a director.

D. Remuneration of Executive and Non-Executive Directors

Non-Executive Directors were paid sitting fee of ₹ 1,00,000 for attending each Board Meeting and Committee Meeting w.e.f. 19th May, 2022. The remuneration by way of commission to the Non-Executive Directors is decided by the Board of Directors and distributed to them based on their participation and contribution at the Board and Committee Meetings and performance evaluation by the Board. A proposal to pay Commission to Non-Executive Directors of the Company of a sum not exceeding 1% of the net profits of the Company for the Financial Year 2022-23 and onwards in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time, is also included in the Notice of this AGM. The commission to the Non-Executive Independent Directors for the Financial Year 2022-23 is payable subject to the shareholder's approval.

No stock options were granted to any of the Directors of the Company.

The details of remuneration and sitting fees paid to the Directors of the Company during the Financial Year 2022-23 are as follows:

(₹ in million)

Name of Directors	Salary & Perquisites	Sitting Fee	Commission*	Total	Details of Service Contracts, Notice Period
Edward Menezes	11.12	-	-	11.12	Appointed as Executive Chairman and Director for a period of 5 years from 01st October, 2019. All other terms as per employment agreement. Notice period of 180 days.
Sunil Chari	11.13	-	-	11.13	Appointed as Managing Director for a period of 5 years from 01st October, 2019. All other terms as per employment agreement. Notice period of 180 days.

Corporate Governance Report (Contd.)

(₹ in million)

Name of Directors	Salary & Perquisites	Sitting Fee	Commission*	Total	Details of Service Contracts, Notice Period
Aseem Dhru	-	1.35	0.78	2.13	-
Goutam Bhattacharya	-	1.80	0.78	2.58	-
Meher Castelino	-	1.00	0.78	1.78	-
Robin Banerjee#	-	1.10	0.59	1.69	-
Maj. Gen. Sharabh Pachory VSM (Retd.)	-	0.95	0.78	1.73	-
Total	**22.25**	**6.20**	**3.71**	**32.16**	**-**

*Payable subject to shareholders approval.

#Mr. Robin Banerjee (DIN: 00008893), ceased to be the Independent Director of the Company with effect from the close of business hours on 3rd January, 2023.

DISCLOSURES

A. Policy on materiality of and dealing with Related Party Transactions

Your Company has formulated a Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions which specify the manner of entering into related party transactions. This Policy is also available on the website of the Company at www.rossari.com/corporate-governance/.

B. Disclosure of Transactions with Related Parties

During the Financial Year under review, no transaction of material nature has been made by the Company with its Promoters, Directors and their Relatives, Management, etc. that may have potential conflict with the interest of Company at large.

Further, details of related party transactions are presented in the notes to the Financials Statements, which forms a part of this Annual Report. In addition, as per the Listing Regulations, your Company has also submitted disclosures of related party transactions and also published it on the website of the Company.

C. Details of capital market non-compliance, if any

The Company was listed on BSE Limited and National Stock Exchange of India Limited on 23rd July, 2020. For the Financial Year under review, there were no instances of non-compliance on any matter related to the capital markets. No penalties or strictures were imposed on the Company by any Stock Exchange or SEBI or any Statutory Authority on any matter related to capital markets.

D. Whistle Blower Policy (Vigil Mechanism)

The Board of Directors of the Company are committed to maintain the highest standards of honesty, openness and accountability and recognise that each and every person in the Company has an important role to play in achieving the organisational goals. It is the policy of the Company to encourage employees, when they have reasons to suspect violations of laws, rules, regulations, unethical conduct, questionable accounting/audit practices, reporting of fraudulent financial information to shareholders, the Government or the financial markets, and/or serious misconduct otherwise, to report those concerns to the Company's management.

The 'Whistle Blower' Policy adopted by the Company provides a ready mechanism for reporting violations of laws, rules, regulations or unethical conduct. The confidentiality of the 'whistle blower' is maintained and he/she is not subjected to any victimisation and/ or harassment. The present Whistle Blower Policy is in conformity with the provisions of Section 177 of the Act and Regulation 22 of the Listing Regulations. Every employee of the Company has been provided access to the Audit Committee Chairman through email/correspondence address, should they desire to avail of the Vigil Mechanism. The details of the Policy are available on the Company's website at www.rossari.com/corporate-governance/.

E. Compliance with Mandatory requirements

Your Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

F. Subsidiary Companies

As per Regulation 16(1)(c) of Listing Regulations, Unitop Chemicals Private Limited is the only material subsidiary of the Company as on 31st March, 2023. Ms. Meher Castelino, Independent Director of the Company is also appointed on the Board of Unitop Chemicals Private Limited w.e.f. 22nd November, 2021 in compliance with Regulation 24 of the Listing Regulations. M/s. JMT & Associates, Chartered Accountants (Firm Registration No.: 104167W), were appointed as Statutory Auditors of Unitop Chemicals Private Limited at the their 41st AGM held on 30th November, 2021.

The Audit Committee reviews the financial statements particularly material investments made by its unlisted subsidiaries. Minutes of the Board Meetings of the unlisted subsidiaries are placed at the Board Meeting of the Company. The details of the policy on determining material subsidiary of the Company is available on the Company's website at www.rossari.com/corporate-governance/.

G. Disclosure of commodity price risks, foreign exchange risk and hedging activities

The Company is exposed to Foreign Exchange Risk arising from its business operations. Currently the Company does not engage in any direct commodity hedging activities.

As certain revenues and expenses are denominated in foreign currency, the Company is also exposed to foreign exchange risks. The Company imports certain raw materials, the price of which is denominated in foreign currency. The Company also exports its products which are paid for in foreign currency.

The details of foreign currency exposure are disclosed in Notes to the Financial Statements, which forms a part of this Annual Report.

H. Details of utilisation of funds raised through preferential allotment or qualified institutional placement

During the financial year under review the Company has not raised any funds through preferential allotment or qualified institutional placement.

I. Certificate from a company secretary in practice for Non-Debarred or Non-Disqualification of Directors

Your Company has received a certificate from M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries certifying that none of the Directors on the Board of the Company as on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/ Ministry of Corporate Affairs or any such Statutory Authority. This certificate forms a part of this Report.

J. There were no instances where the Board had not accepted any recommendation of any Committees of the Board during the Financial Year ended 31st March, 2023.

K. Total fees for all services paid to the Statutory Auditors by the Company and its Subsidiaries during the Financial Year 2022-23

Deloitte Haskins & Sells LLP, Chartered Accountants (Firm's Registration No. 117366W/W-100018), are the Statutory Auditors of the Company. Total fees paid by the Company to the Statutory Auditors, are as follows:

Particulars	Amount (₹ in million)
Audit Fees	6.60
Other Services & Reimbursement of Expenses	0.79
Total	**7.39**

During the Financial Year under review, statutory auditors were not paid any fees for any work related to Subsidiaries.

L. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Complaints pending as on 01st April, 2022	0
Number of complaints filed during the Financial Year	0
Number of complaints disposed of during the Financial Year	0
Complaints pending as on 31st March, 2023	0

M. Disclosure by the Company and its Subsidiaries of "Loans and Advances in the nature of loans to firms/ companies in which directors are interested by name and amount

(₹ in million)

Sr. No.	Name of Lendor	Name of Borrower	Interested Director*	Opening Balance as on 01st April, 2022	Amount Given	Amount Repaid	Outstanding as 31st March, 2023
1.	Rossari Biotech Limited	Buzil Rossari Private Limited	Edward Menezes and Sunil Chari	25.70	24.00	49.70	0

**Transactions with the Company(ies) in which Directors of the Company are interested have been included.*

Corporate Governance Report (Contd.)

N. Details of compliance with mandatory requirements and adoption of non-mandatory (discretionary) requirements

The status of compliance with the non-mandatory requirements of the Listing Regulations is provided below:

1. The Board

   The Clause is not applicable as the Chairman of the Board is Executive Chairman.

2. Shareholders rights

   The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchanges and uploaded on the website of the Company.

3. Modified opinion(s) in audit report

   There are no modified opinions in audit report.

4. Reporting of Internal Auditor

   In accordance with the provisions of Section 138 of the Act the Company has appointed Grant Thornton Bharat LLP (formerly known as Grant Thornton India LLP), as Internal Auditor(s), who reports to the Audit Committee. On quarterly basis internal audit reports are submitted to the Audit Committee, which reviews the audit reports and suggests necessary action.

O. Compliance of Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2) (b) to (i) of Listing Regulations

Your Company has complied with all the requirements specified in Regulation 17 to 27 of the Listing Regulations and has made all necessary disclosure on its website as per Regulation 46(2) of Listing Regulations.

P. Disclosure of Accounting Treatment in preparation of Financial Statements

The Company adopted Indian Accounting Standards ("Ind AS") from Financial Year 2019-20. Accordingly, the financial statements have been prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Act and other relevant provisions of the Act.

Q. MD/CFO Certification

A compliance certificate in accordance with Regulation 17(8) of the Listing Regulations was provided to the Board of Directors in the prescribed format for the Financial Year 2022-23, which was reviewed by the Audit Committee and taken on record by the Board.

A compliance certificate signed by the Managing Director and Chief Financial Officer forms a part of this Report.

R. Internal control system and their adequacy

The Company has adequate internal control procedures commensurate with its size and nature of business. The Company has appointed Internal Auditor who audits the adequacy and effectiveness of the internal controls as laid down by the management and suggest improvements. The Audit Committee of the Board of Directors periodically reviews the audit plans, internal audit reports and adequacy of internal controls and risk management.

INFORMATION TO SHAREHOLDERS

General information of shareholders' interest is set out in a separate section titled "Shareholder Information".

REPORT ON CORPORATE GOVERNANCE

This section, read together with the information given in the sections (i) Shareholder Information and (ii) Management Discussion and Analysis, constitutes a detailed compliance report on Corporate Governance during the Financial Year 2022-23.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT & BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Management Discussion and Analysis Report and Business Responsibility and Sustainability Report are given in a separate section forming a part of this Annual Report.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a certificate from its Statutory Auditors testifying to its compliance with the provisions relating to Corporate Governance laid down in Listing Regulations. This certificate is annexed to the Corporate Governance Report for the Financial Year 2022-23 and will be sent to the Stock Exchanges, along with the Annual Report to be filed by the Company.

Shareholder Information

General Body Meetings

Date, Time and Venue of 14th AGM :	Wednesday, 31st May, 2023 at 12:00 Noon through Video Conferencing ("VC")/ Other Audio - Visual Means ("OAVM") deemed to be held at 201 A-B, 2nd Floor, Akruti Corporate Park, L.B.S. Marg, Next to GE Gardens, Kanjurmarg (W), Mumbai - 400078

The previous three Annual General Meetings (AGM) of the Company were held on the following day, date, time and venue.

AGM	Day, Date & Time	Venue
11th AGM	Thursday, 16th July, 2020 at 11:00 A.M.	Through Video Conferencing ("VC")/ Other Audio - Visual Means ("OAVM") deemed to be held at 201 A-B, 2nd Floor, Akruti Corporate Park, L.B.S Marg, Next to GE Gardens, Kanjurmarg (W), Mumbai - 400078
12th AGM	Friday, 17th September, 2021 at 11:00 A.M.	Through Video Conferencing ("VC")/ Other Audio – Visual Means ("OAVM") deemed to be held at 201 A-B, 2nd Floor, Akruti Corporate Park, L.B.S Marg, Next to GE Gardens, Kanjurmarg (W), Mumbai – 400078
13th AGM	Friday, 15th July, 2022 at 11:00 A.M.	Through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM") deemed to be held at 201 A-B, 2nd Floor, Akruti Corporate Park, L.B.S Marg, Next to GE Gardens, Kanjurmarg (W), Mumbai - 400078

The Company has passed the following Special Resolutions at the previous three Annual General Meetings:

1. Continuation of directorship of Mr. Goutam Bhattacharya (DIN: 00917357), Director in terms of Regulation 17(1A) of the Listing Regulations.
2. Alteration/Deletion of Main and Other Object Clause of the Memorandum of Association of the Company.

Postal Ballot

No Special Resolution was passed through Postal Ballot during Financial Year 2022-23. Further, no Special Resolution is proposed to be passed through Postal Ballot as on the date of this Report.

Extraordinary General Meeting (EGM)

During the Financial Year 2022-23, No Extraordinary General Meeting was held.

Financial Year

01st April, 2022 to 31st March, 2023.

Book Closure

Thursday, 25th May, 2023 to Wednesday, 31st May, 2023

Dividend Announcement

The Board of Directors of the Company at its meeting held on 29th April, 2023, recommenced final dividend of Re. 0.50 per share (25%) on Equity Share of the Face Value of ₹ 2/- each. 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 Tuesday, 6th June, 2023.

Payment of Dividend

The Company pays dividend as per the modes prescribed under Regulation 12 of the Listing Regulations. The declared dividend is paid by the Company within the statutory time period prescribed under the Act.

Unclaimed Dividends

Pursuant to the provisions of Section 124 of the Act, dividends not encashed/claimed by the Member of the Company, within a period of 7 (Seven) years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF). Members of the Company are requested to note that as on 31st March, 2023, there was no unpaid / unclaimed dividends to be transferred during the financial year under review to the IEPF.

The details of the outstanding unclaimed dividend and corresponding due date for transfer to IEPF as on 31st March, 2023 are as under:

Sr. No.	Particulars of Dividend	Amount (in ₹)	Due date of transfer to IEPF
1.	Final Dividend 2020-21	4,584.50	18th November, 2028
2.	Final Dividend 2021-22	7,924.00	18th August, 2029

Declaration Relating to Unclaimed Shares

In terms of Regulation 39 of the Listing Regulations, Members of the Company are requested to note that as on 31st March, 2023, there are no unclaimed shares and hence, the detail pertaining to demat suspense account / unclaimed shares are not provided.

Information on Directors Being re-appointed

The information regarding Sunil Chari (DIN: 00149083), Director, seeking re-appointment at the ensuing AGM along with his

Corporate Governance Report (Contd.)

detailed profile and additional information required under Regulations 36(3) of Listing Regulations and Secretarial Standard on General Meetings is given in the Notice convening AGM.

Credit Rating

During the Financial Year under review the Company has taken a credit rating and the same is available on the website of the Company at www.rossari.com/corporate-governance/.

Means of Communication

The Company has published its quarterly, half-yearly and annual financial results in the News Papers viz. Financial Express (English) and Loksatta (Vernacular). Quarterly results were sent to the Stock Exchanges within prescribed time limits after the Board approved them. The financial results and other relevant information are regularly and promptly updated on the website of the Company at www.rossari.com

The official press releases and presentation made to institutional Investors/Analysts, if any, are sent to the Stock Exchange in terms of the requirement of Listing Regulations and are also available on the Company's website.

Registrar and Share Transfer Agents and Share Transfer System

Link Intime India Private Limited
C 101, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (W), Mumbai – 400083
Tel: +91-22-4918 6000
Fax: +91-22-4918 6060
Email : rnt.helpdesk@linkintime.co.in

The Registrar and Share Transfer Agents (RTA) of the Company handles all share transfers and related processes. They provide the entire range of services to the Members of the Company relating to shares. The electronic connectivity with both the depositories - National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is also handled by Link Intime India Private Limited.

As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialised form.

During the Financial Year, the Company obtained, a certificate from a Company Secretary in Practice, certifying that all certificates for transfer, transmission, sub-division, consolidation, renewal, exchange and deletion of names, were issued as required under Regulation 40(9) of the Listing Regulations read with SEBI Circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/59, dated 12th April, 2022. These certificates were duly filed with the Stock Exchanges.

Dematerialisation of Shares and Liquidity

Trading in the Equity Shares of the Company is permitted only in dematerialised form. As on 31st March, 2023, all the Equity Shares were held in dematerialised form.

Outstanding GDRs/ADRs/Warrants/ Options or Any Convertible Instruments, Conversion Date and Likely Impact on Equity

Number of balance outstanding options granted as on 31st March, 2023 are 392,800. During the period under review 125,-200 options were vested out of which 99,100 options were exercised.

Listing on Stock Exchanges and Stock Codes

The Company's Equity Shares are listed and traded on the following Stock Exchanges:

Name	Address	Stock Code
BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	543213
National Stock Exchange of India Limited (NSE)	Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	ROSSARI

The ISIN Number of Company's Equity Shares (Face Value of ₹ 2/- each) for NSDL & CDSL is INE02A801020.

The Company has paid listing fees for the Financial Year 2022-23 to both the Stock Exchanges where its shares are listed.

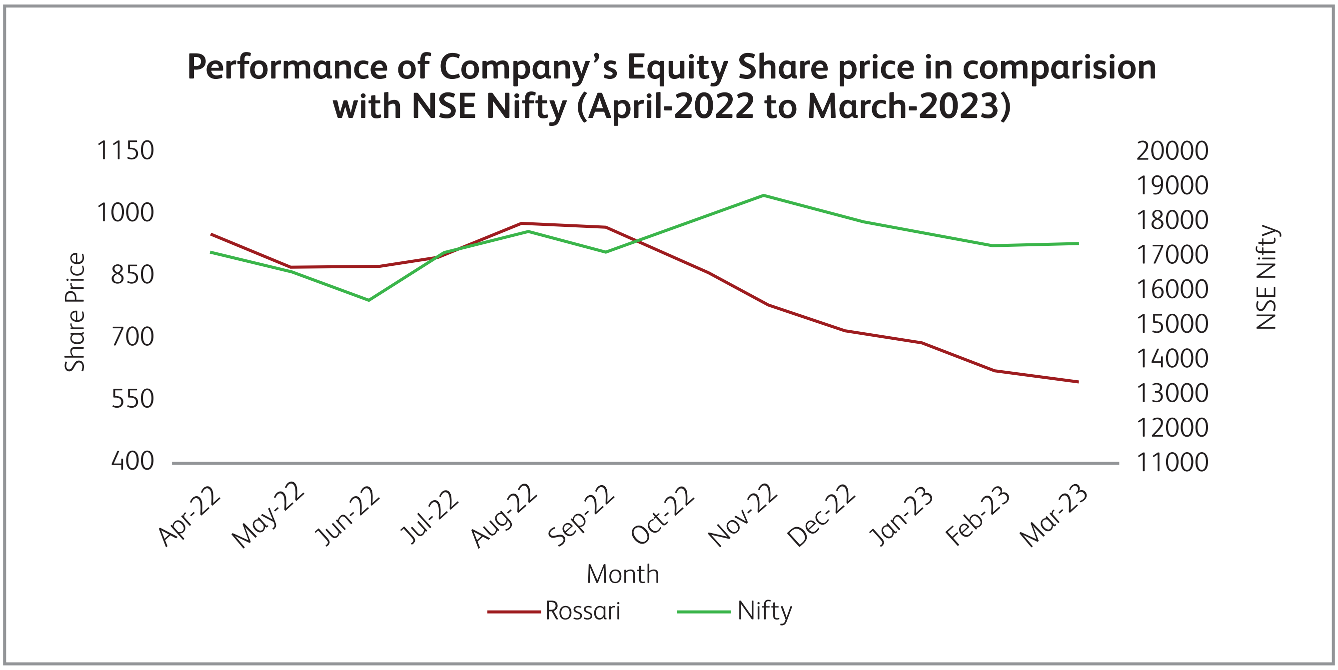
Market Price Data - Equity Shares

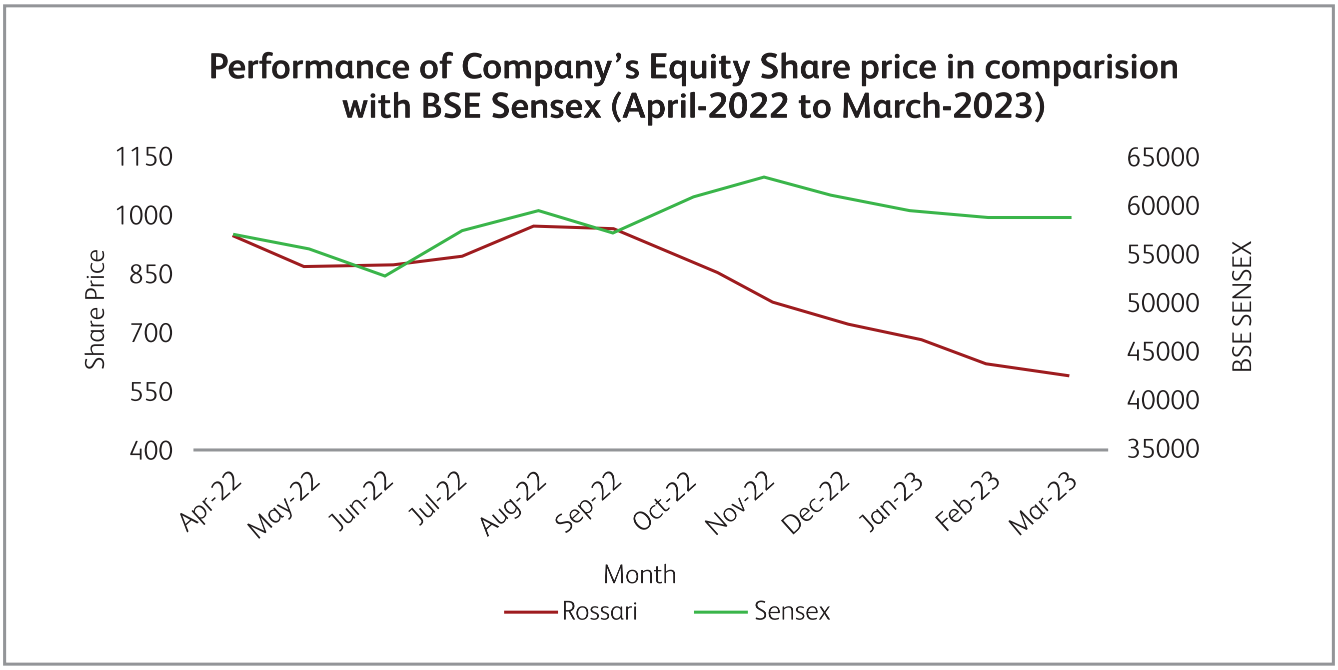
The details of high/low/closing market price of the Equity Shares of the Company at BSE and NSE during the Financial Year 2022-23 are provided in the table below:

Month	BSE			NSE		
	HIGH	LOW	CLOSE	HIGH	LOW	CLOSE
April 2022	1027.00	912.00	948.50	1027.80	912.00	949.45
May 2022	948.50	832.00	874.15	949.45	830.00	872.65
June 2022	907.55	795.05	872.00	909.50	795.10	873.05
July 2022	907.70	842.80	900.15	908.00	842.50	899.55
August 2022	991.60	883.10	981.35	992.00	886.25	984.55
September 2022	1051.00	901.90	967.95	1052.85	901.15	970.00
October 2022	965.75	871.00	891.75	969.95	852.70	892.65
November 2022	910.45	786.00	789.10	912.65	785.40	787.85

Month	BSE			NSE		
	HIGH	LOW	CLOSE	HIGH	LOW	CLOSE
December 2022	824.00	675.00	727.45	827.05	648.00	727.15
January 2023	775.00	680.45	686.85	775.10	688.00	694.25
February 2023	715.25	620.00	621.95	716.00	620.00	621.85
March 2023	647.45	536.10	595.35	648.00	536.35	596.10

Performance in comparison to broad-based indices such as NIFTY and SENSEX





Corporate Governance Report (Contd.)

DISTRIBUTION OF SHAREHOLDING

The shareholding distribution of Equity Shares (Face Value ₹ 2/- each) as at 31st March, 2023 is provided in the table below:

Sr. No	Category			No. of Shareholders	% of Total Shareholders	No. of shares	% of Capital
1	1	-	500	97,715	99.34	2,896,016	5.25
2	501	-	1,000	355	0.36	262,713	0.48
3	1,001	-	2,000	141	0.14	211,327	0.38
4	2,001	-	3,000	54	0.05	134,776	0.24
5	3,001	-	4,000	22	0.02	80,400	0.15
6	4,001	-	5,000	12	0.01	53,049	0.10
7	5,001	-	10,000	19	0.02	133,845	0.24
8	10001 & ABOVE			52	0.06	51,383,360	93.16
Total				**98,370**	**100**	**55,155,486**	**100**

SHAREHOLDING PATTERN

The shareholding pattern (Face Value ₹ 2/- each) of the Company as at 31st March, 2023 is provided in the table below:

Category	31st March, 2023		31st March, 2022	
	No. of Shares	% of Capital	No. of Shares	% of Capital
Promoters	37,745,500	68.43	37,745,500	68.56
Mutual Funds	7,215,370	13.08	5,841,817	10.61
Foreign Portfolio Investors (Corporate) - I	4,081,446	7.40	4,987,971	9.06
Foreign Portfolio Investors (Corporate) - II	34,921	0.06	-	-
Public	3,940,930	7.15	3,329,096	6.06
Other Bodies Corporate	581,344	1.05	903,797	1.64
Insurance Companies	1,107,180	2.01	839,182	1.52
Foreign Company	208,747	0.38	652,356	1.18
Non Resident Indians	135,601	0.25	556,435	1.01
Alternate Invst Funds - III	-	0.00	90,361	0.16
Hindu Undivided Family	72,958	0.13	65,720	0.12
Clearing Members	2,149	0.00	26,626	0.05
Body Corporate - Limited Liability Partnership	25,705	0.05	15,590	0.03
Key Managerial Personnel	3,500	0.01	1,800	0.00
Trusts	135	0.00	135	0.00
Total	**55,155,486**	**100**	**55,056,386**	**100**

INVESTOR SERVICES

The Company under the overall supervision of Ms. Parul Gupta, Company Secretary, is committed to provide efficient and timely services to its security holders. The Company has appointed Link Intime India Private Limited as its Registrar and Transfer Agent (“RTA”). The Company Secretary in co-ordination with the RTA, attends and resolves various investor related complaints to the satisfaction of the investors.

PLANT LOCATIONS

Silvassa Plant :

Plot No. 10 & 11, Survey No. 90/1/10 & 90/1/11/1, Khumbarwadi, Village Naroli, Silvassa – 396235, Union Territory of Dadra & Nagar Haveli, India.

Dahej Plant :

Plot No. D3/24/3, Opposite ATC Tyre Phase III, G.I.D.C Dahej, Village Galanda, Taluka Vagra, Bharuch - 392130, Gujarat, India.

Address for Correspondence

Investors and Shareholders can correspond with:

To Company	To Registrar and Transfer Agent
Rossari Biotech Limited 201 A - B, 2nd Floor, Akruti Corporate Park, L.B.S Marg, Next to GE Gardens, Kanjurmarg (W), Mumbai - 400078 Tel: +91 22 6123 3800 Fax:+91 22 2579 6982 E-mail: investors@rossari.com Website: www.rossari.com	**Link Intime India Private Limited** C 101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai – 400083 Tel: +91-22-4918 6000 Fax: +91-22-4918 6060 Email: rnt.helpdesk@linkintime.co.in

GREEN INITIATIVE

Your Company is concerned about the environment and utilises natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, through its circular nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011, respectively has allowed the companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.

Recognising the spirit of the circular issued by the MCA, we henceforth propose to send documents like Notice convening the General Meetings, Financial Statements, Directors' Report, Auditors' Report and other documents to the e-mail address provided by you with the relevant depositories. We request you to update your mail address with your depository participants to ensure that the Annual Report and other documents reach you on your preferred mail.

AFFIRMATION OF COMPLIANCE WITH CODE OF CONDUCT

[Declaration Pursuant to Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)]

To the Members of Rossari Biotech Limited

I hereby declare that all the Board members, Key Managerial Personnel and Senior Management Personnel as on 31st March, 2023, have affirmed compliance with the Company's Code of Ethics for Directors, KMP and other Members of Senior Management.

For **Rossari Biotech Limited**

Sunil Chari
Managing Director
DIN :00149083

Date: 29th April, 2023
Place: Mumbai

Corporate Governance Report (Contd.)

COMPLIANCE CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

[In terms of regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

A. We have reviewed Audited Financial Statements and Cash Flow Statements for Financial Year ended 31st March, 2023 and that to the best of our knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the Financial Year ended 31st March, 2023 which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee, wherever applicable:

(1) significant changes (if any) in internal control over financial reporting during the Financial Year ended 31st March, 2023;

(2) significant changes (if any) in accounting policies during the Financial Year ended 31st March, 2023 and that the same have been disclosed in the notes to the Financial Statements; and

(3) instances of significant fraud (if any) of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Rossari Biotech Limited**

Manasi Nisal
Chief Financial Officer

Sunil Chari
Managing Director
DIN: 00149083

Date : 29th April, 2023
Place : Mumbai

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF

ROSSARI BIOTECH LIMITED

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

1. This certificate is issued in accordance with the terms of our engagement letter dated 18th July, 2022.

2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Rossari Biotech Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2023, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2023.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Deloitte Haskins & Sells Llp**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Manoj H. Dama
Partner

(Membership No. 107723)
UDIN: 23107723BGXPZR1239

Date : 5th May, 2023
Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members of

ROSSARI BIOTECH LIMITED,

I have examined the relevant disclosures received from the Directors (as enlisted in Table A) to **ROSSARI BIOTECH LIMITED** having **CIN : L24100MH2009PLC194818** and having registered office at 201 A – B, 2nd Floor, Akruti Corporate Park, L.B.S Marg, Next to GE Gardens, Kanjurmarg (W), Mumbai 400078 (hereinafter referred to as **'the Company'**), for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and based on the disclosures of the Directors, I hereby certify that none of the Board of Directors (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority for the period ended as on 31st March, 2023.

Table A

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Edward Walter Menezes	00149205	10th August, 2009
2.	Sunil Srinivasan Chari	00149083	10th August, 2009
3.	Meher Bruno Castelino	07121874	04th July, 2018
4.	Goutam Bhattacharya	00917357	06th December, 2018
5.	Aseem Dhru	01761455	12th November, 2019
6.	Sharabh Pachory	08577249	12th November, 2019

For **Sanjay Dholakia & Associates**

SANJAY DHOLAKIA
Practicing Company Secretary
Proprietor

Membership No.: FCS 2655 CP 1798
Peer Reviewed Firm No. 2036/2022
UDIN: F002655E000226439

Date: 29th April, 2023
Place : Mumbai

Business Responsibility & Sustainability Report

Rossari has the vision to be the leading and most reliable solution provider globally in its sectors of choice with focus on sustainability. Your Company believes that companies can play an integral part in the progress of the society. As a founding principle we value all our stakeholders.

The aspiration of being one of the top most admired global brands, can be achieved by doing businesses on sound sustainability principles that addresses the dimensions of good governance as well as environmental and social responsibility. We believe that sustainability is not just a destination or a journey, it is a way of life.

SECTION A : GENERAL DISCLOSURE

I. Details of the Company

1.	Corporate Identity Number (CIN) of Company	L24100MH2009PLC194818
2.	Name of Company	Rossari Biotech Limited
3.	Year of Incorporation	2009
4.	Registered Office	201 A-B, Akruti Corporate Park, L.B.S Marg, Next to GE Gardens, Kanjurmarg (West), Mumbai 400078.
5.	Corporate Officer Address	
6.	Contact Number (Telephone)	+91 22 6123 3800
7.	Email	info@rossari.com
8.	Website	www.rossari.com
9.	Financial Year of Report	2022-23
10.	Stock Exchange where the shares of the Company are Listed	BSE Limited (Stock Code : 543213) National Stock Exchange of India Limited (Stock Code : ROSSARI)
11.	Paid up Capital (₹ in million)	₹ 110.31 million
12.	Name and contact details of the person who may be contacted in case of any queries on the BRSR	Parul Gupta Company Secretary & Compliance Officer **Contact Details:** E-mail: investors@rossari.com Direct No.: +91 22 6123 3952
13.	Reporting Boundary	Standalone

II. Products/services

14. Details of business activities (accounting for 90% of the Turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacture of Chemical and Chemical Products	The Company is mainly engaged in the business of manufacturing of Specialty Chemicals for Textile, Home and Personal Care and Animal Health and Nutrition	Manufacture of Chemical and Chemical Products

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Manufacture of organic and inorganic chemical compounds n.e.c.	20119	100%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Locations	Number of plants	Number of offices	Total
National	2	1	3
International	-	2 (Company through its representative office has operation in Bangladesh and Vietnam.)	2

Business Responsibility & Sustainability Report (Contd.)

17. Markets served by the entity:

a. Number of locations:

Locations	Number
National (No. of States)	28 States and 8 Union Territory
International (No. of Countries)	9

b. What is the contribution of exports as a percentage of the total turnover of the entity?

The exports of the Company contribute to nearly 13% of its total turnover as of 31st March, 2023.

c. A brief on types of customers:

We are one of the leading specialty chemicals manufacturing company. Providing customised solutions to specific industrial and production requirements of our customers primarily in the FMCG, textile, poultry and animal feed industries through our diversified product portfolio comprising of home, personal care and performance chemicals, textile specialty chemicals, and animal health and nutrition products.

As a specialty chemical manufacturing company, we continuously monitor industry trends so as to ensure that our products continue to remain relevant and help our customers meet the evolving market demands. We are driven by technical innovation in formulations and applications of our products in order to provide specific and customised solutions to our customers.

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	Employees					
1.	Permanent (D)	437	375	86	62	14
2.	Other than Permanent (E)	79	70	89	9	11
3.	**Total employees (D + E)**	516	445	86	71	14
	Workers					
4.	Permanent (F)	63	63	100	0	0
5.	Other than Permanent (G)	564	524	93	40	7
6.	**Total workers (F + G)**	627	587	94	40	6

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	Differently Abled Employees					
1.	Permanent (D)	2	1	50	1	50
2.	Other than Permanent (E)	-	-	-	-	-
3.	**Total differently abled employees (D + E)**	2	1	50	1	50
	Differently Abled Workers					
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	2	2	100	-	-
6.	**Total differently abled workers (F + G)**	2	2	100	-	-

19. Participation/Inclusion/Representation of women :

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	1	17%
Key Management Personnel	3	1	67%

20. Turnover rate for permanent employees and workers :

Particulars	Financial Year 2022-23 (Turnover rate in current FY)			Financial Year 2021-22 (Turnover rate in previous FY)			Financial Year 2019-20 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	12	3	15	12	2	14	12	2	14
Permanent Workers	-	-	-	1	-	1	1	-	1

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures :

Sr. No.	Name of the holding subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Buzil Rossari Private Limited	Wholly owned Subsidiary	100	Yes
2.	Rossari Consumer Products Private Limited	Wholly owned Subsidiary	100	Yes
3.	Unitop Chemicals Private Limited	Subsidiary	80	Yes
4.	Tristar Intermediates Private Limited	Subsidiary	84	Yes
5.	Romakk Chemicals Private Limited	Subsidiary*	50.10	Yes

*As per the provisions of Companies Act, 2013

Note : Rossari encourages its Subsidiary Companies to participate in BR initiatives.

VI. CSR Details

22. Details of CSR :

(₹ in million)

Sr. No.	Particulars	Details
(i)	Whether CSR is applicable as per section 135 of Companies Act, 2013	Yes
(ii)	Turnover (2022-23)	9,751.72
(iii)	Networth (2022-23)	8,586.96

VII. Transparency and Disclosures Compliances:

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If Yes, then provide web-link for grievance redress policy)	Financial Year 2022-23 (Current Financial Year)			Financial Year 2021-22 (Previous Financial Year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	-	-	-	-	-	-
Investors (other than shareholders)	Yes	-	-	-	-	-	-
Shareholders	Yes	01	0	-	12	12	-

Business Responsibility & Sustainability Report (Contd.)

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If Yes, then provide web-link for grievance redress policy)	Financial Year 2022-23 (Current Financial Year)			Financial Year 2021-22 (Previous Financial Year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Customers	Yes	-	-	-	-	-	-
Value Chain Partners	Yes	-	-	-	-	-	-
Other (please specify)	Yes	-	-	-	-	-	-

24. Overview of the entity's material responsible business conduct issues :

Everything we do at Rossari is driven by our Purpose to Share the Strength. Our sustainability strategy guides us to work in ways that not only benefit our customers but also empower our people and preserve the planet we all rely on. We have identified the areas where we can have the greatest positive impact, focusing our efforts on what matters most to our stakeholders.

Material assessments undertaken generally include a sustainability-focused approach into our corporate strategy. We aim to periodically conduct materiality assessments to understand key topics that could significantly impact our business operations, our environment as well as our stakeholders. Further, our prioritised material topics represent the contours of our Sustainability Reports :

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Green Chemistry	Opportunity	The Company is responding to fast changing market trends that are fast moving towards greener products. R&D is a core of the Company. Rossari Centre of Excellence is a research and development centre located at the IIT Bombay Campus, equipped with state-of-the-art testing and research equipment. The centre plays a vital role in the Company's pursuit of innovative solutions and is recognised by the Department of Scientific and Industrial Research under the Government of India. It focuses on synthesis research, formulation and development, technical service, and distributed control system for high levels of automation and repeatability, enhancing the Company's R&D capabilities.		With its R&D and innovations, Company will be able to reduce the impact on the environment while providing effective solutions to its clients. By offering a range of eco-friendly products, Rossari is helping promote sustainability in the chemicals industry and contributing to a safer future for all.
2.	Economic Performance	Opportunity & Risk	Being a listed company and having the objective to maximise shareholder value, economic performance is a key.	Focus on succession planning, undertaking well defined programmes for upgradation of technologies, competencies, capacity building, training, and learning from time to time to enable the growth.	Financial growth would serve the interest of all the stake holders of the enterprise.

Business Responsibility & Sustainability Report (Contd.)

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3.	Ethics, Integrity & Governance	Opportunity & Risk	Committed to developing an excellent working culture, good governance help to attract and retain talent, improve brand value among stakeholders and smooth business operation. Code of conduct supported by its high standards of ethics is non-negotiable for the Company. Awareness programmes on whistleblower policy and Prevention of Sexual Harassment are conducted to sensitise all employees. The Company believes in equitable and fair business practices and looks to positively promote this across all its endeavours. Our commitment to anti-corruption and anti-bribery policy is high and any violation is taken seriously. This is associated with compliance and reputational risk that has the potential to impact Business.	Rossari has zero tolerance for statutory non-compliance. Ethical standards are demonstrated without any delay to ensure rigor and communication Bringing 'Code of Conduct' into the realm of discussion while handling dilemmas, conflicting choices and paradoxes.	These mitigation practices help us with de-risking facilities, healthy work environment which brings better productivity. Adherence to regulatory compliance, attract customers and grow business. Stakeholders are an important part of our business and also partners in our business processes. Hence, a productive and proactive approach to stakeholder engagement is a priority of the Company.
4.	Water Stewardship	Opportunity & Risk	The Company's business is water intensive. Excessive use of water is a waste of this precious natural resources but could also be an indicator of internal process inefficiency. This impacts overall business efficiency and the overall efficiency of the plant.	The Company has strong waste water management systems and is compliant to all related relevant laws. The Company is aggressively looking to Reuse, Reduce and recycle, wherever possible, which in turn will improve efficiency and reduce cost. The Company promotes treatment of water in ways that are socially equitable, environmentally sustainable, and economically beneficial. Hazardous waste is sent to authorised waste management agencies and Non-Hazardous waste is sent to authorised recyclers for further recycling. This results in better water conservation and use, which we believe, is a responsible behaviour.	We have an opportunity to be water positive at individual sites. Water scarcity can affect our production site which may impact a lesser generation of revenue.

Business Responsibility & Sustainability Report (Contd.)

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5.	Climate Change	Risk	Waste, water and energy management have been identified as key material issues under the Climate change and environmental risk. The Climate Change and environmental risks is addressed to emphasise on the Company's climate consciousness and its contribution towards mitigation action plans.	Using the culture of innovation within the Company and the strength of the Company's R&D, the Company is always exploring innovative means to improve product efficiency. The focus is on being cost and energy efficient without compromising quality. The use of renewables is a business priority to the Company as it impacts not only cost but also profitability. The Company believes in doing business responsibly.	Sustainability and carbon emission reduction is an opportunity for not just being a responsible business, but also in improving business efficiencies, employer brand and exploring innovative products to meet the changing consumer preference. Any failure to comply with environmental standards and regulations invites reputational risk and is detrimental to business. The Company is consciously aware of this and has put effective controls to eliminate any possible violations
6.	Product Safety and Compliances	Risk	Striving to achieve the high standard of various certification, provides opportunities to the Company to not only raise and maintain high internal standards but it also becomes a confidence building measure with our existing and potential clients. The Company invests in training and encouraging its employees to achieve and maintain these relevant certifications. Product compliances from brands and retailers has its impact on business and carries a reputational and compliance risk.	The Company takes necessary measure to ensure that Product compliances are always maintained. The Company has well established channels of communication to address any issue that may arise. This includes email and contact numbers, being made available on the website. Developing more resource efficient products and meeting and exceeding statutory requirements The Company has a strong R&D practice that focuses on developing resource efficient products.	Failure to comply with current or future regulations on products or failure to meet compliances related to environment would attract hefty fines and may even lead to loss of sales.

Business Responsibility & Sustainability Report (Contd.)

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7.	Development of Human Capital	Opportunity & Risk	Employees are the main resources to the Company. The Company understands its responsibilities towards them and ensures that all welfare measures as required by the law and more are made available to them. The Company has a competitive compensation policy. The business requires specialists in its functioning. Attraction and retention is a major focus area, executed through the Human Resources policies and procedures. There is strength in diversity. This goes beyond gender diversity and includes diversity of age, experience and qualification. Diversity is promoted in the Company. Absence of a comprehensive Human Rights governance structure from the aspects of parameters such as working conditions, child/ forced labour, fair remuneration, gender diversity, prevention of sexual harassment, freedom of association, collective bargaining will impact the Company's performance in social domain from the perspective of employee workforce as well as community.	Rossari believes that ethical practices and values are critical to the success of a company. Therefore, the Company strives to promote a work environment where ethical behaviour is valued and rewarded. Rossari provides regular training and learning opportunities to keep its employees updated in the ever-changing macro environment. The Company prioritises employee health and safety through its policies and fosters an inclusive and rewarding work environment to keep them motivated.	Happy and engaged employees keep customers happy and delighted. Company has setup annual goal setting and review mechanism. Further, a proper reward and recognition mechanism in place and financial help to the employees in need, including for their continued education, motivates them to grow.
8.	Community Development	Opportunity	Streamlining CSR initiatives with the needs of community members by virtue of impact assessments and stakeholder engagement sessions, enables the Company to highlight its positive impact on the community.		Contributions made by the Company towards upliftment of the community through various initiatives and partnerships focusing on the health, education, human life upliftment, among others, elevates the Company's brand value among the local community members as well as contributes towards positive social performance.

Business Responsibility & Sustainability Report (Contd.)

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Principle 1 (P1)

Ethics, Transparency and Accountability

Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent, and accountable

Principle 2 (P2)

Product Lifecycle Sustainability

Business should provide goods and services in a manner that is sustainable and safe

Principle 3 (P3)

Employee Well Being

Businesses should respect and promote the well-being of all employees, including those in their value chains

Principle 4 (P4)

Stakeholder Engagement

Businesses should respect the interests of and be responsive to all its stakeholders

Principle 5 (P5)

Human Rights

Businesses should respect and promote human rights

Principle 6 (P6)

Preservation of Environment and Safety

Businesses should respect and make efforts to protect and restore the environment

Principle 7 (P7)

Responsible Advocacy

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Principle 8 (P8)

Inclusive Growth & Equitable Development

Business should promote inclusive growth and equitable development

Principle 9 (P9)

Consumer Value

Businesses should engage with and provide value to their consumers in a responsible manner

Business Responsibility & Sustainability Report (Contd.)

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	https://www.rossari.com/corporate-governance/								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
4. Name of the national and international codes certifications/ labels standards	All policies conform to the applicable laws of the country, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and National Guidance on Responsible Business Conduct. In addition, the policies have been formulated in accordance with the ISO standards wherever applicable.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Rossari endeavours to become a frontrunner in the specialty chemical business with the least environmental footprint. Rossari's mission serves as guiding pillar on the road to provide sustainable solutions to its customers and become a socially responsible citizen. The Company's approach to sustainable development is incorporated into its business strategy. An integral part of its sustainable journey and its continuous endeavour to protect the environment through conservation of water and energy, minimisation of waste and environmentally sound disposal. The Company is focused on areas of climate change, energy, greenhouse gases, renewable energy, tree plantation, water, and packaging waste. With a clear roadmap in mind and focus, the performance of these goals and material topics have been identified and will be reviewed in the internal review meetings. Major focus areas for upcoming years are exploring various route to reduce Carbon Footprint from the Business and Enhancing social inclusion by helping economically vulnerable people for work and income.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met	Where this report shows the initiatives and steps taken by the Company towards sustainability, we have identified our ESG focused areas and materiality topics during the Financial Year under review. We will present the performance of the Company against specific commitments in the years to come.								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	Rossari was co-founded by Mr. Edward Menezes and Mr. Sunil Chari, with the sole intention and focus on customer-centric products delivered using advanced technologies and sustainable ways of manufacturing. We firmly believe sustainability is all about the right balance between our ability and responsibility to gain relevance and stability. We have always been strong believers of growing with collaborative efforts. We think right collaborations can facilitate the exchange of ideas and bring together collective efforts and expertise – giving an opportunity to create something exceptional. Sustainability, for us, is a way of creating a massive change. It is about making choices keeping long-term perspectives of business, society and the environment in mind. Simply put, it forms the core at Rossari. We aim to deliver sustainable products to our customers backed by a sustainable business model. Our dedication toward sustainability is reflected in our customised, environmentally responsible, and cost effective solutions on the operational front that we constantly keep working on. As a domestic market leader in creating environmentally friendly products across all categories, we have campaigned for sustainable procedures and green chemistry as an organisation right from our outset. We believe, this will be an important growth lever for us in the future as sustainable competitive advantage takes centre stage. At Rossari, various initiatives have been taken for Water Conservation, Energy Management, Waste, and GHG emission reductions. Further, when it comes to our Society, Rossari has centred its CSR initiatives to provide health, education and basic life necessities for the underprivileged and deprived section. Highest level of Governnace is core of Rossari and Ethical Practices is something we have practiced since our inception. Sustainability is, in other words, an integral business enabler for us - not a short-term performative façade and I hope you will be confirmed in our genuine efforts as you dig further into this report.								

Business Responsibility & Sustainability Report (Contd.)

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
8. Details of the highest authority responsible for implementation and oversight of the Business responsibility policy (ies).	Name : Mr. Sunil Chari Designation :Managing Director DIN : 00149083								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Mr. Sunil Chari, Managing Director, oversees and periodically review Business Responsibility and Sustainability Initiatives of the Company. The Corporate Social Responsibility (CSR) Committee also (formed under Section 135 of the Companies Act, 2013) reviews the performance of Corporate Social Responsibility programmes and initiatives of the Company.								

*The Company's BR Policy is applicable to the management and all employees of the Company. The Company encourages and expects its Supply Chain partners to adopt the BR practices and as we evolve into the framework, we aim to work towards making all our Supply Chain partners ESG compliant.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Yes									Periodically / Need basis								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes									Ongoing Basis								

		P1	P2	P3	P4	P5	P6	P7	P8	P9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.		The assessment / evaluation of the working of its policies is being done internally. During the Financial Year under review the Company has appointed Momentum India Private Limited to review and upgrade the Health, Safety, Security and Environment standards of its Plants.								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 - ETHICS, TRANSPARENCY AND ACCOUNTABILITY

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/ Principles covered under the training and its impact	Percentage of person in respective category by the awareness programme
Board of Directors (BODs) Key Managerial Personnel (KMPs)	7	Updates and awareness related to regulatory changes are conducted for the Board of Directors & KMPs. Topics covered: 1. Corporate Governance 2. Companies Act, 2013 3. Securities and Exchange Board of Inida (Listing Obligations and Disclosure Requirements) Regulation, 2015 4. Environmental & Safety Matters	100 %

Business Responsibility & Sustainability Report (Contd.)

Segment	Total number of training and awareness programmes held	Topics/ Principles covered under the training and its impact	Percentage of person in respective category by the awareness programme
Employees other than BODs and KMPs	5	Various skill development and knowledge upgradation trainings were conducted for employees including the following trainings: 1. Code of Conduct with key learnings on Regulation, Monitoring, and Reporting by Designated Person. 2. Communication and Interpersonal Skills 3. Time Management and Critical Thinking 4. Financial Wellbeing 5. Environment, Health and Safety Health and Safety related training and awareness sessions have been conducted to develop skills and update their knowledge with the aim of providing safer work place for all employees and stakeholders at all locations and offices.	100%
Workers	274	Session has been conducted including following to develop skills and update their knowledge with the aim of providing safer work place for all employees and works at the plants : 1. Health and Safety related training and awareness sessions have been conducted 2. Waste Management 3. Advance Fire Fighter Training	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year:

Monetary					
Particulars	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Amount (In ₹)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Penalty/ Fine	-	-	-	-	-
Settlement	-	-	-	-	-
Compounding fee	-	-	-	-	-
Non-Monetary					
Imprisonment	-	-	-		-
Punishment	-	-	-		-

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:

Case Details	Name of the Regulatory/ Enforcement Agencies / Judicial Institutions
-	-

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy:

   Yes, the Company believes and encourages all employees and stakeholders to conduct business in an ethical manner, which includes anti-corruption / anti bribery. This is strongly reflected in our Business Responsibility Policy, Code of Ethics and is well supported by our Whistle Blower Policy.

   The same are available in the Corporate Governance Section on the website of the Company at https://www.rossari.com/corporate-governance/.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Business Responsibility & Sustainability Report (Contd.)

Particulars	Financial Year 2022-23 (Current Financial Year)	Financial Year 2021-22 (Previous Financial Year)
Directors	-	-
Key Managerial Personnel (KMPs)	-	-
Employees other than BODs and KMPs	-	-
Employees	-	-
Workers	-	-

6. Details of complaints with regard to conflict of interest:

Particulars	Financial Year 2022-23 (Current Financial Year)		Financial Year 2021-22 (Previous Financial Year)	
Number of complaints received relation to issues of Conflict of Interest of the Directors	-	-	-	-
Number of complaints received in relation to issues of Conflict of Interest of the Key Managerial Personnel	-	-	-	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest:

   Not Applicable

Leadership Indicators

1. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same:

   Yes, the Company has a Code of Ethics for Board of Directors, Key Managerial Personnel and other members of Senior Management, which provides clear guidelines for avoiding and disclosing actual or potential conflict of interest with the Company. The Company receives an annual declaration from its Board of Directors, Key Managerial Personnel and Senior Management Personnel on the entities they are interested in, which can arise a conflict of interest, and ensures requisite approvals as required under the applicable laws are taken prior to entering into transactions with respective entity.

   The policy is available on the Company's website at https://www.rossari.com/corporate-governance/

PRINCIPLE 2 – PRODUCT LIFECYCLE SUSTAINABILITY

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively:

   The Company as a formulator of textile specialty chemicals and auxiliaries always supports and promotes chemical management system quality management system through various Manufacturing Restricted Substances List (MRSL), Restricted Substances List (RSL) of various standards of different entities and brands. Promoting our products with different certifications like Global Organic Textile Standard (GOTS), Zero Discharge of Hazardous Chemicals (ZDHC), screen chemistry etc.

Particulars	Financial Year 2022-23 (Current Financial Year)	Financial Year 2021-22 (Previous Financial Year)	Details of improvements in environment and social impacts
R&D	-	-	-
Capex	-	-	-

The Company is currently not maintaining this data separately, this data will be available in the subsequent years.

Business Responsibility & Sustainability Report (Contd.)

2. a. Does the entity have procedures in place for sustainable sourcing :

Yes, The Company continuously strives to implant sustainability throughout its supply chain system. The sustainability roadmap of the Company includes association with strategic suppliers and creating, common supplier base for different product lines, sourcing from tightly knit clusters, optimising logistics to reduce fuel consumption, emissions and carbon footprint, re-usable packaging to minimise wastage and re-use.

b. If yes, what percentage of inputs were sourced sustainably :

100% of critical inputs are sourced sustainably.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste :

A detailed process is currently being worked out in accordance to Extended Producer Responsibility. All e-waste are disposed through authorised recycler, with whom the Company has formal agreements / MoU. Land filling waste are disposed at TSDF site and hazardous waste is being sent to registered co-processing / pre-processing sites.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same :

Yes, Extended Producer Responsibility is applicable to the Company, the Extended Producer Responsibility plan for plastic waste recycling has been sent to Central Pollution Control Board.

PRINCIPLE 3 - EMPLOYEE WELL-BEING

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Percentage of employees covered										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefit		Paternity Benefit		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	375	375	100	375	100	-	-	-	-	-	-
Female	62	62	100	62	100	62	100	-	-	-	-
Total	437	437	100	437	100	62	14	-	-	-	-
Other than Permanent Employees											
Male	70	70	100	70	100	-	-	-	-	-	-
Female	9	9	100	9	100	-	-	-	-	-	-
Total	79	79	100	79	100	-	-	-	-	-	-

b. Details of measures for the well-being of workers:

Category	Percentage of workers covered										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefit		Paternity Benefit		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	63	-	-	63	100	-	-	-	-	-	-
Female	0	-	-	-	-	-	-	-	-	-	-
Total	63	-	-	63	100	-	-	-	-	-	-
Other than Permanent Workers											
Male	524	-	-	524	100	-	-	-	-	-	-
Female	40	-	-	40	100	40	100	-	-	-	-
Total	564	-	-	564	100	40	7	-	-	-	-

Business Responsibility & Sustainability Report (Contd.)

2. Details of retirement benefits:

Benefits	Financial Year 2022-23 (Current Financial Year)			Financial Year 2021-22 (Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority
Provident Fund (PF)	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
Employees State Insurance (ESI)	1.4	100	Yes	1.6	100	Yes
Others- please specify	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard :

The Company strongly believes in the idea of providing equal opportunities to all its employees and in lines with the same the Company is committed to make its premises accessible for differently abled employees & workers.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy:

Yes, The Company is committed to provide equal employment opportunities without any discrimination on any of the grounds. In practice, women's participation in management and non-management levels has grown up to 27%. Additionally, the Company's Code of Conduct for employees specifically calls out discrimination in all its form and across all levels. The Company is in the process of formulating a documented policy on Equal Employment Opportunity in accordance with the provisions of the Rights of Persons with Disabilities Act, 2016, read with the Rights of Persons with Disabilities Rules, 2017.

5. Return to work and Retention rates of permanent employees and workers that took parental leave:

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100	100	100	100
Female	100	100	100	100
Total	100	100	100	100

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief :

The Company is committed to provide a safe and conducive work environment to all of its employees and associates. Transparency and openness are organisational values and are practiced across all levels. The employees are encouraged to talk to their reporting managers in case of any grievances. They can also reach out to Human Resource team with their grievances. Every possible effort is made to resolve such grievances at the earliest.

Particulars	Yes/ No
Permanent Workers Other than Permanent Workers	Through its Whistle Blower Mechanism, the Company provides a grievance redressal mechanism and encourages it employees and workers to bring to attention any instances of unethical behaviour, incidents, frauds or violation. The Company has created specific Email ID through which, Employees can send email directly to Audit Committee Chairman or Members of Audit Committee. Additionally, the Company practices a open door approach through which the Employees and Workers can raise their grievances with their immediate senior(s) or the Human Resource Department.
Permanent Employees Other than Permanent Employees	The non-permanent employees and workers communicate their grievances through their respective supervisors. The grievances are further communicated to the Company for necessary action and resolution of the grievances. Additionally, they can also report on any instances of unethical behavior, incident or violations through the Company's Whistleblower mechanism. The Company has also placed "Suggestion Box" at its plants which can be used by the employees and workers to raise their grievances.

7. Membership of employees and worker in association(s) or Unions recognised by the Company:

Benefits	Financial Year 2022-23 (Current Financial Year)			Financial Year 2021-22 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)
Total Permanent Employees	437	-	-	400	-	-
Male	375	-	-	337	-	-
Female	62	-	-	63	-	-
Total Permanent Workers	63	-	-	39	-	-
Male	63	-	-	39	-	-
Female	-	-	-	-	-	-

8. Details of training given to employees and workers:

Category	Financial Year 2022-23 (Current Financial Year)					Financial Year 2021-22 (Previous Financial Year)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)
Employees										
Male	375	375	100	375	-	337	337	100	-	-
Female	62	62	100	62	-	63	63	100	-	-
Total	437	437	100	437	-	400	400	100	-	-
Workers										
Male	63	63	100	63	-	39	39	100	-	-
Female	-	-	-	-	-	-	-	-	-	-
Total	63	63	100	63	-	39	39	100	-	-

9. Details of performance and career development reviews of employees and worker:

Category	Financial Year 2022-23 (Current Financial Year)			Financial Year 2021-22 (Previous Financial Year)		
	Total (A)	Number (B)	% (B/A)	Total (C)	Number (D)	% (D/C)
Employees						
Male	375	375	100	337	337	100
Female	62	62	100	63	63	100
Total	437	437	100	400	400	100
Workers						
Male	63	63	100	39	39	100
Female	-	-	-	-	-	-
Total	63	63	100	39	39	100

Business Responsibility & Sustainability Report (Contd.)

10. Health and safety management system:

    a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

    Yes, for us health and safety of our employees and workers has always been an important area of focus. Accordingly, the Company has put in place the Occupational Health and Safety management systems. Registered Office and Silvassa Plant of the Company are covered under ISO Certification i.e. ISO 45001-2008. As Dahej plant of the Company is newly operationalised, the same is not covered in the said ISO Certification as on the date of this report.

    b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

    The Company has different procedures to assess risk on routine and non-routine basis i.e. Hazard / Near-miss reporting system, Job Safety Analysis, Hazard Identification and Risk Assessment and Hazard and Operability Study (HAZOP). We are conducting routine Safety Audit from Directorate of Industrial Safety and Health (DISH) approved safety consultant.

    c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Yes/No) The Company has procedures for workers to report the work related hazards. Additionally, the Company has systems for Hazard / Near-miss reporting system online as well as offline.

    d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

    Yes, the Company organises annual medical and heath check-ups at its plants.

11. Details of safety related incidents:

Safety Incident/Number	Category	Financial Year 2022-23 (Current Financial Year)	Financial Year 2021-22 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per 1 million-person hours worked)	Employees	-	-
	Workers	-	-
Total recordable work-related injuries	Employees	-	-
	Workers	-	-
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy work place:

    Safe and healthy workplace has been one of the major focus areas for us. Being a specialty chemical manufacturing Company safety of the workplace specially our manufacturing plant has always been an important area of consideration. The Company's plants, facilities and manufacturing equipment are designed based on careful consideration of statutory requirements, for healthy and safe workplace physical measures of health and safety such as first aid training, Behaviour Base Safety, fire drill etc are provided, to promote a culture of Health and Safety. The Company has in place a policy and safety framework that acts as a guide to promote a safety culture in the Company. Additionally, health and safety management team continuously looks into the matters of the health and safety has done many initiatives including following:

    (a) On site emergency plan depicting all the emergency exits, emergency handling situation, and emergency numbers, and mitigation measures for emergency events.

    (b) Firefighting equipment's are placed on site which are regularly monitored.

    (c) Health check-ups camp are organised annually.

Business Responsibility & Sustainability Report (Contd.)

13. Number of Complaints on the following made by employees and workers:

Category	Financial Year 2022-23 (Current Financial Year)			Financial Year 2021-22 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	-	-	-	-
Health & Safety	-	-	-	-	-	-

14. Assessments for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions:

    Not Applicable

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Yes/No) (B) Workers (Yes/No):

   Employee's wellbeing is a priority for the management of the Company. In the unfortunate case of death of an employee or a worker, the Company supports the next of kin and the family to claim their dues that are legally available to them and as per their entitlement as defined by Company policy from time to time.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners:

   The Company is committed to abide by applicable legislations and rules. The Company gives the confirmation and necessary information to value chain partners for deduction of statutory dues. Further, Company takes necessary efforts to ensures that statutory dues applicable to all the transactions are deducted and deposited as per regulations.

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

   Not Applicable.

PRINCIPLE 4 - STAKEHOLDER ENGAGEMENT

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity:

   We prioritised our key stakeholders to understand their expectations and concerns. Through regular interactions with our stakeholders across various channels, we have been able to strengthen our relationships and enhance our organisational strategy. We have identified the key stakeholders group and each stakeholder continues to contribute in their own way in creating a shared value.

   We have categorised the key stakeholders based on the following attributes:

   (a) Dependency - Stakeholders who are directly dependent on the organisations activities, products, services or on whom the organisation is dependent to operate.

   (b) Responsibility - Stakeholders towards whom the organisation has legal, commercial, operational, or moral / ethical responsibilities.

2. List of stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

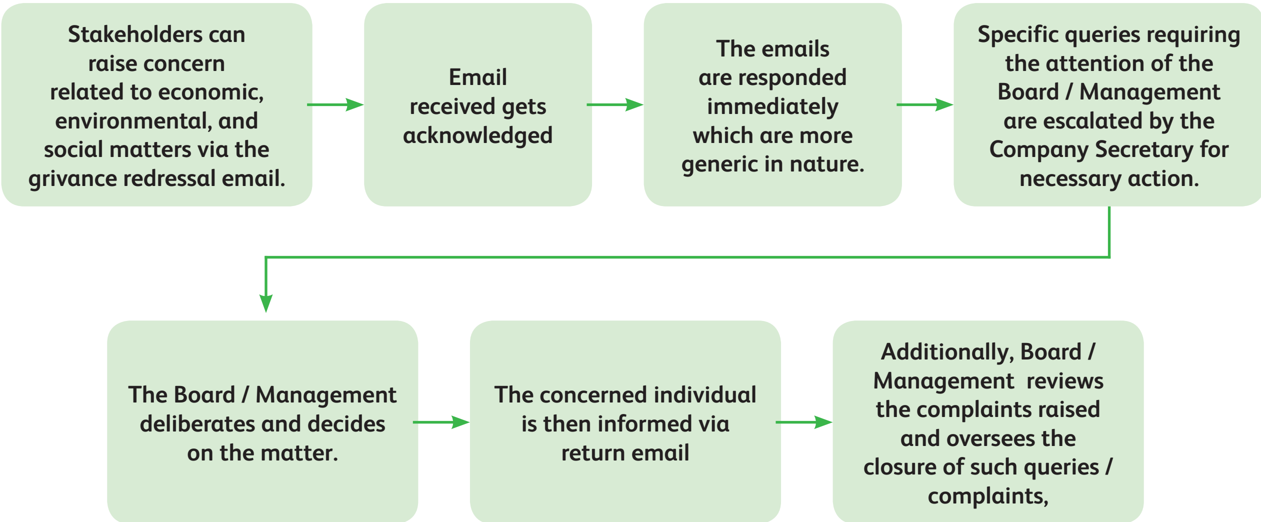
Business Responsibility & Sustainability Report (Contd.)

Stakeholder Group	Channels of Communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors/ shareholders	• Annual/quarterly financial reports and earnings calls • Investor conferences • Quarterly / specific event based press releases • Investor presentations	Quarterly / Need -Based	• Corporate Governance • Regulatory Compliances • Overall Company Performance
Regulators	• Mandatory regulatory filings Periodical submission of business performance • Written communications • In-person meetings	Need - Based	• Compliance with rules and regulations • Timely reporting through various compliance-based forms
Suppliers/ vendors/ third-party manufacturers	• Vendor meets • Virtual modes such as email or telephone	Ongoing	• Fair and ethical procurement & engagement practices • Pricing and favourable terms of payment • Timely clearance
Communities	• In-person meetings • Engagement through NGOs	Ongoing	• Community development programmes through CSR initiatives
Customers	• In-person meetings • Emails • Collation and analysis of customer feedback • Engagement through website, social media • Brand campaigns	Ongoing	• Consistent quality at competitive prices • Timely deliveries • New and innovative products, as per latest market requirements • Easy access to products and services
Employees	• Employee-focused web portals, • Employee engagement surveys • Training and development workshops • Performance appraisals • Written communications	Ongoing	• Training and development • Diverse, open, non-discriminatory, and safe working environment • Career progression • Competitive rewards and remuneration • Health and safety • Performance evaluation and recognition

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Business Responsibility & Sustainability Report (Contd.)



2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

   Yes. The Company believes in working with all stakeholders and that they are an integral part of the Business. Stakeholders are regularly engaged in an effort to constructively contribute to the important issues of Social impact, environment and Human Rights. The Company uses its contact with Stakeholders to understand if there are issues related to environment and other social issues. Examples – Employee engagement activities and Vendor meetings.

   Further, the Company constantly makes an effort to understand the needs of the people in the vicinity of its premises and makes an effort to create a social impact through its CSR initiatives.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.

   Community, that the Company is a part of is an important stakeholder to the Business. The Company, having worked with the community understands their specific requirements and develop CSR programmes that can meet specific requirements of the community it serves. This is then implemented post identification of the needs, the Company embarks upon multiple, structured and well planned CSR projects. The CSR projects of the Company aims to focus on a social transformation in the life of our disadvantaged, vulnerable and marginalised stakeholders. The Company ensures that the CSR Funds are utilised in an optimum manner that uplifts the weaker sections of the society. The Company has undertaken various CSR initiatives on medical health and support, education support and women empowerment amongst the others.

PRINCIPLE 5 - HUMAN RIGHTS

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	Financial Year 2022-23 (Current Financial Year)			Financial Year 2021-22 (Previous Financial Year)		
	Total (A)	Number employees / workers covered (B)	% (B/A)	Total (C)	Number employees / workers covered (D)	% (D/C)
Employees						
Permanent	437	437	100	400	400	100
Other than permanent	79	79	100	79	79	100
Total Employees	516	516	100	479	479	100
Workers						
Permanent	63	63	100	39	39	100
Other than permanent	564	564	100	561	561	100
Total Workers	627	627	100	600	600	100

Business Responsibility & Sustainability Report (Contd.)

2. Details of minimum wages paid to employees and workers, in the following format:

Category	Financial Year 2022-23 (Current Financial Year)					Financial Year 2021-22 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)
Employees										
Permanent										
Male	375	-	-	375	100	337	-	-	337	100
Female	62	-	-	62	100	63	-	-	63	100
Other than Permanent										
Male	70	-	-	70	100	62	-	-	62	100
Female	9	-	-	9	100	17	-	-	17	100
Workers										
Permanent										
Male	63	-	-	63	100	39	-	-	39	100
Female	-	-	-	-	-	-	-	-	-	-
Other than Permanent										
Male	524	-	-	524	100	521	-	-	521	100
Female	40	-	-	40	100	40	-	-	40	100

3. Details of remuneration/salary/wages, in the following format:

Particulars	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BODs)	5	1,11,22,471	1	17,80,000
Key Managerial Personnel (KMPs)	1	1,45,65,999	2	42,93,164
Employees other than BODs and KMPs	372	5,40,751	60	4,38,484
Workers	63	3,53,152	-	-

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

The Human Resource team is responsible for recording and addressing any human rights issues that may have occurred. However, the Company promotes active prevention, for example, employees were trained to understand Human Rights, its manifestation and approaches to report it.

5. Describe the internal mechanism in place to redress grievances related to human rights issues:

Employees are encouraged to approach their Reporting Manager, Head of Department or personnel from Human Resource Department for any grievances.

Any Grivance brought forward to any manager is reported to the HR Function → **Validation of the grivance is done to establish the nature of Grivance** → **This is then attempted to resolve by Human Resource of respective location.** → **Escalations if any are resolved at the Managing Director level. (this includes any Human Rights related grivance)**

6. Number of Complaints on the following made by employees and workers:

Category	Financial Year 2022-23 (Current Financial Year)			Financial Year 2021-22 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/ Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases:

The Company promotes an open culture of communication devoid of any bullying or harassment of any kind. The Whistleblower Policy provides the guidelines and mechanism that the Company follows for the protection of the complainant / whistleblower. Investigation into complaints and or disclosures by a whistleblower are thoroughly investigated into. The investigation is done strictly in a confidential manner ensuring the protection of the complainant against any retaliation. All care is taken to withhold the identity of the complainant / whistleblower. The Company provides necessary safeguards to all whistleblowers for making protected disclosures in good faith, in all the areas mentioned in the Code of Conduct such as business with integrity, responsible corporate citizenship, illegal and unfair labour practices, trade practices and other laws.

The Company's approach to Sexual Harassment is strictly based on Prohibition, Prevention and Redressal in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) and the Rules made thereunder. The Company ensures strict confidentiality of the investigation procedure and protection of the identity of the complainant. The Company's POSH committee is constituted in accordance to the letter and spirit of the act. Reputed and senior professional trained on the act and in the art of investigation are nominated to serve on the Internal Committee.

8. Do human rights requirements form part of your business agreements and contracts:

Yes, majority of the business agreement and contracts which are entered into by the Company with any party includes relevant clauses on the affirmation of applicable regulatory requirements which includes human rights.

9. Assessments for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	100
Forced/Involuntary Labour	100
Sexual Harassment	100
Discrimination at Workplace	100
Wages	100
Others – please specify	100

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not Applicable

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

No complaints have been received during the Financial Year under review. Accordingly, no business processes have been modified or introduced for addressing human rights grievances/complaints.

Business Responsibility & Sustainability Report (Contd.)

2. Details of the scope and coverage of any human rights due-diligence conducted.

   The Company has established strong practices to actively discourage not just human rights but also other kinds of behaviour that may be in contravention to the Company's Ethics policy and Code of Conduct.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

   Yes, The Company strongly believes in the idea of providing equal opportunities to all its employees' and in lines with the same the Company is committed to make its premises accessible for differently abled employees & workers.

PRINCIPLE 6 - PRESERVATION OF ENVIRONMENT AND SAFETY

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	Financial Year 2022-23 (Current Financial Year)	Financial Year 2021-22 (Previous Financial Year)
Total electricity consumption (A)	12922083 MJ	14203130 MJ
Total fuel consumption (B)	16369757 MJ	17803618 MJ
Energy consumption through other sources (C)	96933 MJ	94381 MJ
Total energy consumption (A+B+C)	29388591 MJ	32101129 MJ
Energy intensity per rupee of turnover (Total energy consumption in MJ/ turnover in rupees)	0.003032	0.002992
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No) If yes, name of the external agency.

No

2. Does the entity have any sites / facilities identified as Designated Consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Yes/No) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

   Not Applicable.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	Financial Year 2022-23 (Current Financial Year)	Financial Year 2021-22 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	44,794	60,688
(ii) Groundwater	42,076	53,950
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	86,870	114,638
Total volume of water consumption (in kilolitres)	86,870	114,638
Water intensity per rupee of turnover (Water consumed in KL / turnover in Rupees)	0.00000896	0.00001069
Water intensity (optional) the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No) If yes, name of the external agency.

Yes, the Company has carried out independent water audit from 'National Productivity Council'.

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, at Silvassa plant of the Company, zero liquid discharge mechanism has been implemented and for that 12 KLD ETP, 4 KLD Multi Effect Evaporator and 4 KLD Incinerator has been installed. The Company implements water conservation through reduce, reuse, recharge and recycle approach within its manufacturing locations. We have installed Sewage Treatment Plant ("STP") for treatment of sewage water. The treated water from STP is used for Floor Washing, Washroom flushing & gardening, which reduced the use of raw water.

5. Please provide details of air emissions (other than GHG emissions):

Parameter	Unit	Financial Year 2022-23 (Current Financial Year)	Financial Year 2021-22 (Previous Financial Year)
NOx	Tonne	2.52	2.88
SOx	Tonne	1.87	1.89
Particulate Matter (PM)	mg/Nm^3	62.9	65.75
Persistent Organic Pollutants (POP)	Not Applicable	Not Applicable	Not Applicable
Volatile Organic Compounds (VOC)	Not Applicable	Not Applicable	Not Applicable
Hazardous Air Pollutants (HAP)	Not Applicable	Not Applicable	Not Applicable
Others- please specify	Not Applicable	Not Applicable	Not Applicable

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No) If yes, name of the external agency. Yes, we have carried out independent assessment cum environment monitoring by Precitech Laboratories Private Limited, Vapi and Unistar Lab Private Limited, Dahej. Both are National Accreditation Board for Testing and Calibration Laboratories (NABL) accredited and Ministry of Environment, Forest and Climate Change approved lab.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	Financial Year 2022-23 (Current Financial Year)	Financial Year 2021-22 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	1071	1209.7
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	3051	3353.5
Total Scope 1 and Scope 2 emissions in Metric tonnes of CO_2 equivalent per rupee of turnover		0.000000425	0.000000455
Total Scope 1 and Scope 2 emission intensity (optional) the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No) If yes, name of the external agency.

Not Applicable

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details:

The Company has been constantly improving its operational efficiencies for reducing the consumption of resources without compromising on the quality and quantity of its range of Specialty Chemicals. Waste generated during the production operations, is disposed/recycled in compliance with the applicable environmental laws.

With a view to reduce carbon footprint, the Company has implemented more efficient machinery at plants to reduce the power consumption and to reduce raw materials that are high contributors to produce carbon footprint. We have adopted several green initiatives to reduce carbon footprint and have implemented the best environmental practices for green manufacturing. We have also made substantial investments in Global Organic Textile Standards (GOTS) and ZDHC platforms, ensuring zero discharge of harmful chemicals.

Business Responsibility & Sustainability Report (Contd.)

The Company has introduced Multi Effective Evaporator ("MEE") in the place of Incinerator for evaporating effluent water. Incinerator is a costly affair in the terms of fuel cost and so Light Diesel Oil ("LDO") is being used as the fuel for incinerator, whereas in the MEE, the steam is being used as heating medium, so that we can reduce the conventional fuel consumption drastically. The Company has installed solar panel as an alternate source of energy.

In Dahej Plant of the Company we have an IBR Boiler incinerator and as an Air Pollution Control measure device. We have an appropriate stack height. Stack monitoring data represents less carbon foot print and generation of greenhouse gases.

Major energy conservation projects are listed below:

- Automated cooling towers by installation of interlocks, which helps in maintaining the ambient temperature and also helps in achieving the optimum utilisation of the equipment, which results in saving upto 40% in electrical consumption.
- Installed Variable Frequency Drive Panel (VFD) in all high HP cooling motors, allowing VFD to reduce/adjust motor speed, which results in reduction of energy consumption.
- Carried out evaluation of the compressed air network and corrective steps has been taken up for any issues observed during the assessment. This allows the Company to use equipment at the optimum level to save the energy.
- Installed centralised control device to control the temperature required in the various equipment and maintain the same at optimum level, which enabled reduction of electricity consumption by approximately 12,000 KWH on an annual basis.
- Installed aircon devices to reduce energy consumption in air conditioning units.

8. Provide details related to waste management by the entity, in the following format:

Parameter	Financial Year 2022-23 (Current Financial Year)	Financial Year 2021-22 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	2.615	3.169
Bio-medical waste (C)	-	-
Construction waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	260.89 Landfill and Co-processing waste	252.68 Landfill and Co-processing waste
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	-	-
Total (A + B + C + D + E + F + G + H)	263.505	255.849
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste	-	-
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	-	-
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	-	-
Total	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No) If yes, name of the external agency.

We are disposing the land filled water and incinerable waste to M/s GEPIL, Silvassa, M/s BEIL, Dahej, M/s RSPL, Panoli.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company integrates a waste management plan with a comprehensive approach towards waste minimisation, segregation and safe disposal. Measures for waste minimisation are undertaken by the Company in both its plants. Waste generated during the production operations, is disposed/recycled in compliance with the applicable environmental laws. The effluent generated is treated in compliance with the applicable environmental laws and is recycled back into the production processes or discharged in common landfill or incineration.

The Company recycles about 2000 kg of Iso Propyl Alcohol (IPA) generated from a batch size of 6500kg and the same is used in next batch. Ammonia liberated while manufacturing one of the product as a waste is absorbed in the scrubbers installed and the same is reused as a raw material for production for other products. Further, the Company utilises majority of packaging materials that are sustainable and can be reused /recycled on regular basis.

We have installed Sewage Treatment Plant ("STP") for treatment of sewage water. The treated water from STP is used for floor washing, washroom flushing & gardening, which reduced the use of raw water.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required:

As on the date of this report your Company does not have any facility(ies) in/around ecologically sensitive areas.

Sr. No.	Location of operations/ offices	Type of Operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
		Nil	

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Proposed expansion project for manufacturing of Synthetic Organic Chemical	SIA/ GJ/ IND3 /405061/ 2022	05.11.2022	Yes	Yes	http://environmentclearance.nic.in/TrackState_proposal.aspx?type=EC&status=EC_new&statename=Gujarat&pno=SIA/GJ IND3/405061/2022&pid=212316

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Yes/No). If not, provide details of all such non-compliances, in the following format:

Yes, Company is compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection Act and rules thereunder.

Sr. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
			Nil	

Business Responsibility & Sustainability Report (Contd.)

Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	Financial Year 2022-23 (Current Financial Year)	Financial Year 2021-22 (Previous Financial Year)
From renewable sources		
Total electricity consumption (A)	96933 MJ	94381 MJ
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	96933 MJ	94381 MJ
From non-renewable sources		
Total electricity consumption (D)	12922083 MJ	14203130 MJ
Total fuel consumption (E)	16369757 MJ	17803618 MJ
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable	29291840 MJ	32006748 MJ

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No) If yes, name of the external agency.

No

2. Provide the following details related to water discharged:

Parameter		Financial Year 2022-23 (Current Financial Year)	Financial Year 2021-22 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)			
(i)	To Surface water	1135	1081
	No treatment	0	0
	With treatment – please specify level of treatment	1135	1081
(ii)	To Groundwater	-	-
	No treatment	-	-
	With treatment – please specify level of treatment	-	-
(iii)	To Seawater	-	-
	No treatment	-	-
	With treatment – please specify level of treatment	-	-
(iv)	Sent to third-parties	14091	21240
	No treatment	-	-
	With treatment – please specify level of treatment	14091 Primary, Secondary and Tertiary Treatment	21240 Primary, Secondary and Tertiary Treatment
(v)	Others	-	-
	No treatment	-	-
	With treatment – please specify level of treatment	Primary, Secondary and Tertiary Treatment	Primary, Secondary and Tertiary Treatment
Total water discharged (in kilolitres)		**15226**	**22321**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No) If yes, name of the external agency.

Yes. Silvassa plant water audit was done by National Productivity Council.

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

   Facilities of the Company are located in green zone as per the Central Ground Water Authority. No location of the Company business is situated in a water stressed area.

4. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities:

   None of the Facilities of the Company are set up under ecologically sensitive area.

5. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives:

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along- with summary)	Outcome of the initiative
1.	Installed Solar Panels	The Company has installed 50 KW solar panel for availing alternate source of energy	The Company has generated 26,926 KWH power from the same during Financial Year 2022-23
2.	Tree Plantation Programme	We have planted approximately 1500 trees near Dahej Plant of the Company. Accordingly, for the said initiative G.I.D.C has allotted 20,000 square meters plot to the Company	It will improve the air quality by filtering harmful dust and pollutants such as ozone, carbon monoxide, and sulfur dioxide from the air we breathe.
3.	Replacement of Light Diesel Oil (LDO) with Bio Diesel	We started using Bio Diesel in place of LDO in the Steam Boiler, Thermic Fluid Heater and Incinerator. Biofuel has low Sulphur content as compared to LDO	It will reduce the Sulphur (So2) traces in the environment and it is an Eco-Friendly solution.
4.	Installed Sewage Treatment Plant	The Company has implemented Sewage Treatment Plant (STP) for treatment of sewage waste water.	The treated water from the STP is used for floor washing, washroom flushing & gardening, which reduces the use of raw water.
5.	Installed centralised control device	The Company has installed centralised control device to control temperature required in the various equipments and maintain the same at optimum level.	It will enable reduction of electricity consumption by approximately 12,000 KWH on an annual basis.

6. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes, we have business continuity and On Site Emergency Plan 2021 which include disaster management plan. Excerpt of the same is mentioned below:

Under the provision of Sec 41B (4) of the Factories Act, 1948 and Schedule 8-A of Sub rule 68-J-(12) (1) of Gujarat Factory Rule 1963, we draw up an On Site Emergency Plan and detailed Disaster Control Measures for factory and make known to the workers employed therein and to the general public living in the vicinity of the factory the safety measures required to be taken in the event of an accident taking place. The main objective of the On Site Emergency Plan is to define and assess emergencies, including risk and environment impact assessment. Additionally, business continuity approach enables the Company to adapt in situations arising from any natural calamity or an unprecedented event which may disrupt the business operations. The Company continuously enhances its existing plan by incorporating interferences and observations from disruptions faced in the unprecedented situations. Further, the Company's risk management plan enables the minimisation of disaster-linked losses, by assessing the potential for major disruption with its consequent risks to the business, and by providing the appropriate mitigation action plans.

PRINCIPLE 7 - RESPONSIBLE ADVOCACY

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations:

   The Company is member of 9 industrial chambers / associations

   b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to :

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1.	Federation of Industries of India	International
2.	Indo - American Chamber of Commerce	International
3.	Bharat Merchant Chamber	National
4.	Dadra And Nagar Haveli Industries Association	National
5.	Federation of Indian Export Organisations	National

Business Responsibility & Sustainability Report (Contd.)

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
6.	Gujarat Industrial Development Corporation	National
7.	Indian Specialty Chemical Manufacturers	National
8.	Indian Federation of Animal Health Co	National
9.	Silvassa Industries Association	National

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities:

Name of Authority	Brief of the Case	Corrective Action Taken
	Not Applicable	

PRINCIPLE 8 - INCLUSIVE GROWTH & EQUITABLE DEVELOPMENT

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:

   As per the applicable provisions the Company is not required to conduct Social Impact Assessment of the projects undertaken by the Company.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

   No projects have been undertaken which require Rehabilitation and Resettlement (R&R).

3. Describe the mechanisms to receive and redress grievances of the community:

   The Company acknowledges its responsibility towards the society and supports inclusive growth and equitable development of all its stakeholders. We strongly believe in growing together responsibly leading to success of our business. We aim at balancing the needs and address the concerns of our stakeholders and endeavour to take into the consideration the impact we have on the environment, society and the community. We are committed to giving back to the society within which it operates and flourishes and as part of this principle, we have chosen our initiatives under our CSR Programs. Additionally, the officials of the Company in intervals visit the nearby vicinity areas and communicate with the locals and gram panchayats and evaluate if they have any grievances. Based on these interactions, we have not encountered any specific grievances from the community at present.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameter	Financial Year 2022-23 (Current Financial Year)	Financial Year 2021-22 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	34	23
Sourced directly from within the district and neighbouring districts	43	41

Leadership Indicators

1. Details of beneficiaries of CSR Projects:

   Corporate Social Responsibility ("CSR") is not just about abiding the law but for us it is breaking the nut shell and coming out as an organisation that focuses on development of the society around it. As a part of society, it is in business' interest to contribute to addressing common problems.

   For us at Rossari, CSR has always been an important agenda not only for the Members of the CSR Committee but also for the Board as a whole and the Top Management. During the Financial Year under review the Company has contributed for various CSR Project including few key projects as detailed below:

Sr. No.	CSR Project	No. of Person benefited from CSR Projects	Percentage of beneficiaries from vulnerable and marginalised groups*
1.	Medical / health care support	3600	76
2.	Education support	6222	100
3.	Human life upliftment and support	630	93
4.	Animal health and welfare	3702	100
5.	Sports support	50	90
6.	Protection of heritage, art & culture	340	25

*Percentage has been calculated as average in the respective areas.

PRINCIPLE 9 - CONSUMER VALUE

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback:

   For us, our consumers have always been of great value to us. Their Complaints/Feedback holds a great importance in our improvement. To ensure that we are always available to our consumers the Company has created an Email ID which is mentioned on each of the Company's products. The consumers can send an email to the said Email ID describing the issues faced by them in detail. The concerned official's responds to the said email within stipulated time. The customers can also connect with marketing co-ordinators for any product related queries.

   Additionally, Consumers can register their complaints digitally on the website in the query section, on the corporate Facebook, LinkedIn, Instagram, twitter or on the emails. We then try to respond to these complaints within a stipulated time or an update on the next course of action taken to resolve the complaint is informed to them. If required, Complaints are escalated and resolved within the time bound period depending on the nature of the complaint.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Particulars	As a percentage of total turnover
Environment and social parameters relevant to the products	100
Safe and Responsible usage	100
Recycling and/or safe disposal	100

3. Number of consumer complaints in respect of the following:

Particulars	Financial Year 2022-23 (Current Financial Year)		Remarks	Financial Year 2021-22 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Other	-	-	-	-	-	-

4. Details of instances of product recalls on account of safety issues:

   There were no instances of product recalls on account of safety issues recorded in the Financial Year under review.

Business Responsibility & Sustainability Report (Contd.)

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy:

   Yes, The Company has detailed framework on cyber security and risk related to data privacy and the same is available on the website of the Company at www.rossari.com.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services:

   Not Applicable

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available):

   Details on products and services of the Company are available at www.rossari.com.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services:

   To educate the consumers about the safe usage of the product, we create a document namely Material safety data sheet (MSDS) & Product information Sheet (PIS) for the basic information. We also create product applications videos for some special products for quick reference and circulations.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services:

   In order to inform customers of disruption/discontinuation of essential services we send email communications to our customer database.

4. Provide the following information relating to data breaches:

   a. Number of instances of data breaches along-with impact - Not Applicable

   b. Percentage of data breaches involving personally identifiable information of customers - Not Applicable

Independent Auditor's Report

To The Members of ROSSARI BIOTECH LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Rossari Biotech Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Revenue recognition (Refer Note 28 to Standalone financial statements of the Company)** Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion insofar as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of results for the year.	Principal audit procedure performed: • Focusing on the Company's revenue recognition for compliance with Ind AS; • Testing the design, implementation and operating effectiveness of the Company's controls on recording revenue; • Performing Substantive testing for cut-off with verification of contractual terms of invoices, dispatch/deliveries receipts, inventory reconciliations and circularization of receivable balances and analytical review procedures. • Our test of details focused on cut-off samples to verify that only revenue pertaining to current year is recognised based on terms and conditions set out in sales contracts and delivery documents.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report including Annexures to Director's Report, Management Discussion and Analysis Report, Business Responsibility Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Director's report is expected to be made available to us after the date of this auditor's report.
- Our opinion on the standalone financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Independent Auditors' Report (Contd.)

- When we read the Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors (i) in planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

Independent Auditors' Report (Contd.)

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. the Company does not have any pending litigations which would impact its financial position

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

      iv) (a) The Management has represented that, to the best of it's knowledge and belief, as disclosed in the note 54 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      (b) The Management has represented, that, to the best of it's knowledge and belief, as disclosed in the note 54 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise,

Independent Auditors' Report (Contd.)

that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 19 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Manoj H. Dama
(Partner)
(Membership No. 107723)
(UDIN: 23107723BGXPZN5592)

Place: Mumbai
Date: April 29, 2023

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Rossari Biotech Limited of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Rossari Biotech Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the

Annexure "A" to the Independent Auditor's Report (Contd.)

possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/
W-100018)

Manoj H. Dama
(Partner)
(Membership No. 107723)
(UDIN: 23107723BGXPZN5592)

Place: Mumbai
Date: April 29, 2023

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Capital work-in-progress and relevant details of right-of-use assets. (B) The Company has maintained proper records showing full particulars of intangible assets.

(b) Some of the Property, Plant and Equipment were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the Property, Plant and Equipment at reasonable intervals having regard to the size of the Company and the nature of its activities. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) Based on our examination of the registered sale deed provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment are held in the name of the Company as at the balance sheet date. In respect of immovable properties that have been taken on lease and disclosed in the financial statements as "right-of use asset" as at balance sheet date, the lease agreements are duly executed in favour of the Company.

(d) According to the information and explanations given to us, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year.

(e) To the best of our knowledge and according to information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories except for goods-in-transit, were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. In respect of goods in transit, the goods have been received subsequent to the year-end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with the books of account.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising (stock statements, book debt statements, statements on ageing analysis of the debtors) filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters and no material discrepancies have been observed.

(iii) The Company has made investments and granted unsecured loans to companies during the year, in respect of which:

(a) The Company has provided loans or advances in the nature of loans during the year and details of which are given below:

		Loans (Rs. In million)
A.	Aggregate amount granted/ provided during the year:	
-	Subsidiaries	24.00
-	Others	2.48
B.	Balance outstanding as at balance sheet date in respect of above cases:	
-	Subsidiaries	Nil
-	Others	0.95

The Company has not provided any advances in nature of loans or guarantee or security to Subsidiaries, Joint Venture, Associate and any other entity during the year.

Annexure "B" to the Independent Auditor's Report (Contd.)

(b) The investments made, and terms and conditions of the grant of all the above-mentioned loans, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

(c) The Company has granted loans which are payable on demand. During the year the Company has not demanded such loan. Having regard to the fact that the loans given are repayable on demand, in our opinion, the repayments of principal amounts and receipts of interest are regular. (Refer reporting under clause (iii)(f) below).

(d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount outstanding as at the balance sheet date.

(e) No loans granted by the Company have fallen due during the year as stated in clause (c) above loans are repayable on demand and the repayment of principal or payment of interest has not been demanded by the Company.

(f) The Company has granted Loans which are repayable on demand, details of which are given below:

(Rs. In million)

	All Parties	Promoters	Related Parties
Aggregate of loans/ advances in nature of loans - Repayable on demand (A)	24.00	-	24.00
Total (A)	**24.00**	**-**	**24.00**
Percentage of loans in nature of loans to total loans	100.00%		

(iv) The Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans granted and investments made, as applicable. The Company has not provided any guarantee or securities that are covered under the provisions of sections 185 and 186 of the Companies Act, 2013.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits within the meaning of Section 73 to 76 or any other relevant provisions of the Act. Hence, reporting under clause (v) of paragraph 3 of the Order is not applicable.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) In respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities though there has been a delay in respect of remittance of Professional Tax dues.

There were no undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2023, for a period of more than six months from the date they became payable.

(b) There are no statutory dues referred in sub-clause (a) above which have not been deposited on account of disputes as on March 31, 2023.

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

Annexure "B" to the Independent Auditor's Report (Contd.)

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associate or joint venture.

(f) The company has not raised any loans by way of pledge of securities held in its subsidiaries, joint venture or associate companies during the year and hence reporting on clause (ix)(f) of paragraph 3 of the Order is not applicable.

(x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of paragraph 3 of the Order is not applicable.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of report.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of paragraph 3 of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements etc as required by the applicable accounting standards.

(xiv) (a) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto March 31, 2023.

(xv) In our Opinion, during the year the Company has not entered into any non-cash transactions with any of its directors or directors of its subsidiary companies, associate company or persons connected with such directors and hence provisions of section 192 of Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of paragraph 3 of the Order is not applicable.

(b) The Group does not have any Core Investment Company (CIC) as part of the group and accordingly reporting under clause (xvi)(d) of paragraph 3 of the Order is not applicable to the Company.

(xvii) The company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

Annexure "B" to the Independent Auditor's Report (Contd.)

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) (a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of paragraph 3 of the Order is not applicable for the year.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Manoj H. Dama
(Partner)
(Membership No. 107723)
(UDIN: 23107723BGXPZN5592)

Place: Mumbai
Date: April 29, 2023

Standalone Balance Sheet

as at 31st March, 2023

(₹ In million)

Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
ASSETS			
NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	3a	1,448.34	1,650.98
(b) Right of Use - Assets	3b	67.84	68.61
(c) Capital Work-in-Progress	3c	106.65	8.42
(d) Goodwill	4	10.60	10.60
(e) Other Intangible Assets	5a	27.57	43.56
(f) Intangible assets under development	5b	30.10	-
(g) Financial Assets			
(i) Investments	6	4,727.81	3,718.50
(ii) Other Financial Assets	7	16.54	16.14
(h) Income Tax Assets (Net)	8	21.44	21.44
(i) Deferred Tax Assets (Net)	9	26.25	10.27
(j) Other Non-current Assets	10	66.84	30.12
TOTAL NON-CURRENT ASSETS		**6,549.98**	**5,578.64**
CURRENT ASSETS			
(a) Inventories	11	1,128.31	1,074.41
(b) Financial Assets			
(i) Investments	12	203.13	90.07
(ii) Trade Receivables	13	2,438.54	1,809.58
(iii) Cash and Cash Equivalents	14a	410.23	267.42
(iv) Bank Balances other than (iii) above	14b	397.70	80.68
(v) Loans	15	1.06	26.99
(vi) Other Financial Assets	16	5.35	8.51
(c) Other Current Assets	17	122.39	323.02
TOTAL CURRENT ASSETS		**4,706.71**	**3,680.68**
TOTAL ASSETS		**11,256.69**	**9,259.32**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	18	110.31	110.11
(b) Other Equity	19	8,476.65	7,735.13
TOTAL EQUITY		**8,586.96**	**7,845.24**
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
- Borrowings	20	349.33	-
(b) Provisions	21	21.28	12.28
TOTAL NON-CURRENT LIABILITIES		**370.61**	**12.28**
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	22	299.83	-
(ii) Trade Payables	23		
a) total outstanding dues of Micro Enterprises and Small Enterprises		182.43	144.21
b) total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		1,607.01	1,013.89
(iii) Other Financial Liabilities	24	101.86	112.62
(b) Other Current Liabilities	25	35.27	68.45
(c) Provisions	26	9.69	9.14
(d) Current Tax Liabilities (Net)	27	63.03	53.49
TOTAL CURRENT LIABILITIES		**2,299.12**	**1,401.80**
TOTAL EQUITY AND LIABILITIES		**11,256.69**	**9,259.32**

The accompanying notes 1 to 55 are an integral part of the Standalone Financial Statements.

In terms of our report attached
Deloitte Haskins & Sells LLP
Chartered Accountants

MANOJ H. DAMA
Partner

For and on behalf of the Board of Directors of Rossari Biotech Limited

EDWARD MENEZES
Executive Chairman
DIN: 00149205

SUNIL CHARI
Managing Director
DIN: 00149083

MANASI NISAL
Chief Financial Officer

PARUL GUPTA
Company Secretary

Place: Mumbai
Date : 29th April, 2023

Place: Mumbai
Date : 29th April, 2023

Standalone Statement of Profit and Loss

for the year ended 31st March, 2023

(₹ In million)

	Particulars	Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022
I	Revenue from operations	28	9,751.72	10,728.44
II	Other Income	29	35.98	127.00
III	**Total Income (I + II)**		**9,787.70**	**10,855.44**
IV	**EXPENSES**			
	(a) Cost of materials consumed	30	5,539.58	7,107.34
	(b) Purchases of stock-in-trade		1,633.26	1,222.89
	(c) Changes in inventories of finished goods, work-in-progress and stock in trade	31	(129.72)	(103.38)
	(d) Employee benefits expense	32	573.47	435.27
	(e) Finance costs	33	46.18	25.45
	(f) Depreciation and amortisation expenses	34	259.83	262.68
	(g) Other expenses	35	908.65	838.39
	Total Expenses		**8,831.25**	**9,788.64**
V	**Profit before tax (III - IV)**		**956.45**	**1,066.80**
VI	**Tax Expense**			
	Current tax	36(a)	259.66	287.15
	Deferred tax	36(b)	(17.11)	(15.09)
	Total Tax Expense		**242.55**	**272.06**
VII	**Profit for the year (V - VI)**		**713.90**	**794.74**
VIII	**Other Comprehensive Income**			
	(i) Items that will not be reclassified to profit or loss			
	Remeasurements of the defined benefit plans		4.50	0.18
	(ii) Income tax relating to items that will not be reclassified to profit or loss	36(c)	(1.13)	(0.04)
	Total Other Comprehensive Income		**3.37**	**0.14**
IX	**Total Comprehensive Income (VII + VIII)**		**717.27**	**794.88**
X	**Earnings per equity share (in ₹)**	37		
	Basic		12.95	14.49
	Diluted		12.90	14.40

The accompanying notes 1 to 55 are an integral part of the Standalone Financial Statements.

In terms of our report attached
Deloitte Haskins & Sells LLP
Chartered Accountants

MANOJ H. DAMA
Partner

Place: Mumbai
Date : 29th April, 2023

For and on behalf of the Board of Directors of Rossari Biotech Limited

EDWARD MENEZES
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DIN: 00149083

MANASI NISAL
Chief Financial Officer

PARUL GUPTA
Company Secretary

Place: Mumbai
Date : 29th April, 2023

Standalone Statement of Changes in Equity
for the year ended 31st March, 2023

(a) Equity Share Capital

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Issued, Subscribed and Paid-up:		
Balance as at the beginning of the year	110.11	103.86
Fresh Issue during the year (refer note 18.1 and 18.2)	0.20	6.25
Balance as at the end of the year	**110.31**	**110.11**

(b) Other Equity

(₹ In million)

Particulars	Reserves and Surplus			
	Securities Premium	Employee Stock Options Outstanding	Retained Earnings	Total
Balance as at 1st April, 2021	**1,575.47**	**21.15**	**2,343.96**	**3,940.58**
Profit for the year	-	-	794.74	794.74
Other Comprehensive income for the year (net of tax)	-	-	0.14	0.14
Total Comprehensive income for the year	-	-	794.88	794.88
Share based payment expenses (refer note 32.1)	-	18.40	-	18.40
Transfer on account of exercise of employee stock option	6.69	(6.69)	-	-
Dividend paid on equity shares	-	-	(27.53)	(27.53)
Premium on fresh issue of Equity Shares (refer note 18.1)	3,042.60	-	-	3,042.60
Share issue expenses (refer foot note to note 19)	(33.80)	-	-	(33.80)
Balance as at 31st March, 2022	**4,590.96**	**32.86**	**3,111.31**	**7,735.13**
Profit for the year	-	-	713.90	713.90
Other Comprehensive income for the year (net of tax)	-	-	3.37	3.37
Total Comprehensive income for the year	-	-	717.27	717.27
Share based payment expenses (refer note 32.1)	-	9.86	-	9.86
Transfer on account of exercise of employee stock option	7.68	(7.68)	-	-
Dividend paid on equity shares	-	-	(27.53)	(27.53)
Premium on fresh issue of Equity Shares (refer note 18.2)	41.92	-	-	41.92
Balance as at 31st March, 2023	**4,640.56**	**35.04**	**3,801.05**	**8,476.65**

The accompanying notes 1 to 55 are an integral part of the Standalone Financial Statements.

In terms of our report attached
Deloitte Haskins & Sells LLP
Chartered Accountants

MANOJ H. DAMA
Partner

Place: Mumbai
Date : 29th April, 2023

For and on behalf of the Board of Directors of Rossari Biotech Limited

EDWARD MENEZES
Executive Chairman
DIN: 00149205

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DIN: 00149083

MANASI NISAL
Chief Financial Officer

PARUL GUPTA
Company Secretary

Place: Mumbai
Date : 29th April, 2023

Standalone Statement of Cash Flow

for the year ended 31st March, 2023

(₹ In million)

Particulars		For the year ended 31st March, 2023	For the year ended 31st March, 2022
A	**Cash flows from operating activities**		
	Profit before tax	**956.45**	**1,066.80**
	Adjustments for:		
	Depreciation and amortisation expenses	259.83	262.68
	Gain on disposal of property, plant and equipment (net)	(0.55)	(6.87)
	Provision for expected credit loss (net)	18.63	1.05
	Share-based payments expenses	8.34	15.50
	Write down of value of Inventory to net realisable value	7.22	4.46
	Write back of liabilities	(14.56)	(9.09)
	Finance Costs	46.18	25.45
	Dividend received from an associate	(1.57)	-
	Interest Income	(14.03)	(49.77)
	Net (gain)/loss on sale/fair value of investments	(5.21)	(12.52)
	Net (gain)/loss arising on derivative instruments measured at fair value through profit or loss	4.36	(4.36)
	Net foreign exchange gain	(2.77)	-
	Operating profit before working capital changes	**1,262.32**	**1,293.33**
	Changes in :		
	Trade Receivables and other assets	(443.16)	(481.04)
	Inventories	(61.12)	(182.89)
	Trade Payables and other liabilities	628.68	(55.99)
	Cash generated from Operations	**1,386.72**	**573.41**
	Income taxes paid (net of refunds)	(250.12)	(242.25)
	Net cash flows generated from operating activities	**1,136.60**	**331.16**
B	**Cash flows from investing activities**		
	Net (Investment) / redemption of Mutual Funds	(107.85)	(77.55)
	Payments to acquire subsidiaries	-	(3,530.87)
	Payments to acquire additional stake in subsidiaries	(1,009.31)	(20.00)
	Payments to acquire associate	-	(75.10)
	Loans given to a subsidiary company	(24.00)	(206.30)
	Loans repaid by subsidiary companies	49.70	204.30
	Dividend received from an associate	1.57	-
	Interest Received	12.73	56.43
	Payments to acquire property, plant and equipment (including Capital work in progress) and intangible assets	(214.57)	(324.58)
	Proceeds from sale of property, plant and equipment	2.86	19.11
	Payments for acquisition of business	-	(52.50)
	Decrease/(increase) in bank balances not considered as cash and cash equivalents (net)	(317.01)	825.90
	Net cash flows used in investing activities	**(1,605.88)**	**(3,181.16)**

Standalone Statement of Cash Flow (Contd.)

for the year ended 31st March, 2023

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
C Cash flows from financing activities		
Proceeds from long term borrowing (net of expenses)	449.16	-
Proceeds from short term borrowing (net)	200.00	-
Interest paid	(51.66)	(18.41)
Proceeds from Issue of equity shares (net of share issue expenses)	42.12	3,015.05
Dividend paid on equity shares	(27.53)	(27.53)
Net cash flows generated from financing activities	**612.09**	**2,969.11**
Net increase in cash and cash equivalents (A+B+C)	142.81	119.11
Opening Cash and cash equivalents	**267.42**	**148.31**
Closing Cash and cash equivalents	**410.23**	**267.42**

Notes:

The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS 7) – Statement of Cash flow.

The accompanying notes 1 to 55 are an integral part of the Standalone Financial Statements.

In terms of our report attached
Deloitte Haskins & Sells LLP
Chartered Accountants

MANOJ H. DAMA
Partner

Place: Mumbai
Date : 29th April, 2023

For and on behalf of the Board of Directors of Rossari Biotech Limited

EDWARD MENEZES
Executive Chairman
DIN: 00149205

SUNIL CHARI
Managing Director
DIN: 00149083

MANASI NISAL
Chief Financial Officer

PARUL GUPTA
Company Secretary

Place: Mumbai
Date : 29th April, 2023

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023

1. Corporate Information

Rossari Biotech Limited ('the Company) is a public company domiciled and incorporated in India under the Companies Act, 1956. The registered office of the Company is at 201-A & B, Akruti Corporate Park, LBS Marg, Next to GE Garden, Kanjurmarg (West), Mumbai – 400078. The Company is mainly engaged in manufacturing, selling and distribution of specialty chemicals. The products cater to global brands in the FMCG sector and find applications in a host of consumer-centric products and home and personal care products, textile chemicals, animal health and nutrition and cosmetic products.

2. Significant Accounting Policies

i. Statement of Compliances and Basis of Preparation and Presentation

(a) The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

These standalone financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting as a going concern except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented.

(b) The aforesaid Financial Statements were approved by the Company's Board of Directors and authorised for issue on 29th April 2023.

(c) A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has established policies and procedures with respect to the measurement of fair values. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Assets and Liabilities are classified as Current or Non-Current as per the provisions of Schedule III to the Companies Act, 2013 and the Company's Normal Operating Cycle. Based on the nature of business, the Company has ascertained its operating cycle as 12 months for the classification of assets and liabilities.

Notes accompanying the Standalone Financial Statements

for the year ended 31st March, 2023 (Contd.)

(d) Use of estimates and judgements:

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements, and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

The application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed in Notes.

Accounting Estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

(e) Critical estimates and judgements

Useful lives of property, plant and equipment and intangible assets:

Property, plant and equipment and intangible assets represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Useful lives of intangible assets are determined on the basis of estimated benefits to be derived from use of such intangible assets. The Company reviews the useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Their reassessments may result in change in the depreciation / amortisation expense in future periods.

Fair value measurements and valuation processes

Some of the Company's assets and liabilities are measured at fair value at each balance sheet date or at the time they are assessed for impairment. In estimating the fair value of an asset or a liability, the Company uses market observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities require estimates to be made by the management and are disclosed in the notes to the financial statements.

Actuarial Valuation

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depends upon assumptions determined after taking into account discount rate, salary growth rate, expected rate of return, mortality and attrition rate. Information about such valuation is provided in notes to the financial statements.

Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):

The Company has considered relevant internal and external sources of information to evaluate the impact on the financial statements for the year ended 31st March, 2023. The Company has assessed the recoverability of the assets including receivables, investments, property plant and equipment, intangible assets, inventories and has made necessary adjustments to the carrying amounts by recognising provisions/impairment of assets where necessary. However, the actual impact may be different from that estimated as it will depend upon future developments and future actions to contain or treat the disease and mitigate its impact on the economy.

The principal accounting policies are set out below.

ii. Revenue Recognition

(a) Sale of Goods:

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Notes accompanying the Standalone Financial Statements

for the year ended 31st March, 2023 (Contd.)

Revenue is measured based on transaction price, stated net of discounts, returns and goods and services tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

(b) Commission Income:

Commission income is recognised based on the contractual agreement entered with the respective parties.

(c) Export Incentive:

Income from export incentives such as duty drawback and Remission of Duties and Taxes on Export Products ('RoDTEP') scheme are recognised on an accrual basis.

(d) Dividend and Interest Income:

Dividend income from investments is recognised when the shareholder's right to receive dividend has been established.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

iii. Property, Plant & Equipment

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment, if any.

Cost includes financing cost relating to borrowed funds attributable to the construction or acquisition of qualifying tangible assets upto the date the assets are ready for use.

Depreciation is provided on Written Down Value basis for property, plant and equipment so as to expense the depreciable amount, i.e. the cost less estimated residual value, over its estimated useful lives. The estimated useful lives and residual values are reviewed annually and the effect of any changes in estimate is accounted for on a prospective basis.

When an asset is scrapped or otherwise disposed off, the cost and related depreciation are removed from the books of account and resultant profit or loss, if any, is reflected in the Statement of Profit and Loss.

The management's estimate of useful lives are in accordance with Schedule II to the Companies Act, 2013.

iv. Intangible Assets

Intangible assets are initially recognised at cost.

Intangible assets with definite useful lives are amortised on a straight line basis so as to reflect the pattern in which the asset's economic benefits are consumed.

(a) Trademark, Copyright & Patent:

The expenditure incurred is amortised over the estimated period of benefit, not exceeding six years commencing with the year of purchase.

(b) Software expenditures:

The expenditure incurred is amortised over three financial years equally commencing from the year in which the expenditure is incurred.

v. Research & Development

Revenue expenditure incurred on Research and Development is charged to the Statement of Profit and Loss in the year in which it is incurred. Capital expenditure is included in the Cost of acquisition of the appropriate property plant and equipment and depreciation thereon is charged as per the rates prescribed.

vi. Impairment

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant & equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount, which is the higher of the value in use or fair value less cost to sell, of the asset or cash-generating unit, as the case may be, is estimated and impairment loss (if any) is recognised and the carrying amount is reduced to its recoverable amount. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

recoverable amount of the cash-generating unit to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset or a cash-generating unit is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) earlier.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

vii. Inventories

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

From 1st April, 2022, Company has changed the accounting policy of method of inventory valuation from First In First Out (FIFO) method to Weighted Average Computation (WAC) Method, which is the most prevalent method followed in the Specialty Chemicals industry. Accordingly, Cost for raw materials and packing materials is determined on the basis of weighted average cost method. (Also refer note 11.2)

Finished goods produced and purchased for sale and work-in-progress are carried at cost or net realisable value whichever is lower.

Stores, spares and consumables other than obsolete and slow-moving items are carried at cost. Obsolete and slow-moving items are valued at cost or estimated net realisable value, whichever is lower.

viii. Investments in subsidiaries, associates and joint ventures

The Company accounts for its investments in subsidiaries, associates and joint ventures at cost less accumulated impairment, if any.

ix. Employee Benefits

(a) Defined Contribution Plan:

Contribution payable to recognised provident fund, ESIC which are substantially defined contribution plan, is recognised as expense in the Statement of Profit and Loss, as they are incurred.

(b) Defined Benefit Plan:

For defined plans in the form of gratuity, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability (asset) are recognised in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability/asset), are recognised in Other Comprehensive Income. Such remeasurements are not reclassified to the Statement of Profit and Loss in the subsequent periods. The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

(c) Long term Compensated Absences

Company's liability towards long term compensated absences are determined by independent actuaries, using the projected unit credit method.

x. Foreign Exchange Transactions and Translations

Transactions in foreign currencies i.e. other than the Company's functional currency of Indian Rupees are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on revaluation are recognised in Profit and Loss in period in which they arise.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Forward Exchange Contracts

The use of foreign currency forward contract is governed by the Company's strategy. The Company uses foreign currency forward contract to hedge its risk associated with foreign currency fluctuation relating to certain firm commitment and forecasted transaction for amount in excess of natural hedge available on export realisation against import payment. The Company doesn't use forward contract for speculative purpose.

All derivative contracts are marked to- market and losses/gains are recognised in the Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

xi. Taxation

Income tax expense represents the sum of the current tax currently payable and deferred tax.

(a) Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(b) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profits nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiary, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilised the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(c) Current and Deferred Tax for the year

Current and Deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

xii. Borrowing Costs

Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

All borrowing costs are charged to the Statement of Profit and Loss except:

- Borrowing costs that are attributable to the acquisition or construction of qualifying tangible

Notes accompanying the Standalone Financial Statements

for the year ended 31st March, 2023 (Contd.)

and intangible assets that necessarily take a substantial period of time to get ready for their intended use, which are capitalised as part of the cost of such assets.

- Expenses incurred on raising long term borrowings are amortised using effective interest rate method over period of borrowings. Investment Income earned on the temporary investment of funds of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

xiii. Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments.

The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss.

Rentals payable under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

With effect from April 1, 2019 Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any option to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

xiv. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. In the event the time value of money is material provision is carried at the present value of the cash flows required to settle the obligation. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are possible assets that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. A contingent asset is disclosed, where an inflow of economic benefits is probable.

xv. Financial instruments, Financial assets, Financial liabilities and Equity instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through Profit or Loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Transactions costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through Profit or Loss is recognised immediately in Profit and Loss.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

Notes accompanying the Standalone Financial Statements

for the year ended 31st March, 2023 (Contd.)

Classification and subsequent measurement

(a) Financial Assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured at either amortised cost or fair value depending on their respective classification.

On initial recognition, a financial asset is classified as measured at:

- Amortised cost; or
- Fair Value through Other Comprehensive Income (FVTOCI); or
- Fair Value Through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in period the Company changes its business model for managing financial assets.

All financial assets not classified as measured at amortised cost or FVTOCI are measured at FVTPL. This includes all derivative financial assets.

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Profit and Loss. Any gain and loss on derecognition are recognised in Profit and Loss.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

For equity investments, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVTOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in Other Comprehensive Income and accumulated in the reserves. The cumulative gain or loss is not reclassified to Profit and Loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for medium or long-term strategic purpose. Upon the application of Ind AS 109, the Company has chosen to designate these investments as at FVTOCI as the Company believes that this provides a more meaningful presentation for medium or long-term strategic investments, than reflecting changes in fair value immediately in Profit and Loss. Dividend income received on such equity investments are recognised in Profit and Loss.

Equity investments that are not designated as measured at FVTOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in Profit and Loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Profit and Loss.

i. Financial assets at Fair value through Profit & loss

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different basis.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other Income' line item. Dividend of financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

ii. Impairment of Financial Assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, and other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Notes accompanying the Standalone Financial Statements

for the year ended 31st March, 2023 (Contd.)

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit impairment financial assets).

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information

iii. De-recognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralized borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than its entirety, (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognised on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

iv. Foreign Exchange Gains & Losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are designated as hedging instruments in a hedging relationship.
- Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in other comprehensive income.

Notes accompanying the Standalone Financial Statements

for the year ended 31st March, 2023 (Contd.)

- For the purposes of recognizing foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measure at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

v. Financial liabilities and equity instruments

(a) Classification as debt or equity

Debt and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(b) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit of loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(c) Compound Financial Instruments

The component parts of compound financial instruments (convertible instruments) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognised as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instruments' maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound financial instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

(d) Financial Liabilities

All financial liabilities are subsequently measure at amortised cost or at FVTPL.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measure at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance cost' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

vi. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

vii. Financial guarantee contracts and loan commitments

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts and loan commitments issued by the Company are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- The amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; or
- The amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 18.

xvi. Business Combination

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Company.

The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.The Company recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are recognised in the Statement of Profit and Loss.

Transaction costs are expensed as incurred, other than those incurred in relation to the issue of debt or equity securities. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Statement of Profit and Loss.

xvii. Dividend Distribution

Final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

xviii. Use of Estimates and judgement

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent Liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed at the end of each reporting period. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

xix. Earnings per share

Basic earnings per share are calculated by dividing the Profit or Loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the Profit or Loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

xx. Share-based payment arrangements

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 3a: Property, Plant and Equipment

(₹ In million)

Particulars		Freehold Land	Buildings	Plant and Equipments	Furniture & Fittings	Vehicles	Office Equipment	Computer Equipment	Total
(I)	**Gross Carrying Amount**								
	Balance as at 1st April, 2021	101.23	731.46	1,133.38	34.78	32.03	15.41	10.36	2,058.65
	Acquisitions through business combinations	-	-	3.55	0.05	-	0.97	0.13	4.70
	Additions during the year	0.19	138.03	140.14	5.22	8.00	5.22	7.24	304.04
	Less: Disposals during the year	-	-	(30.92)	-	-	-	-	(30.92)
	Balance as at 31st March, 2022	**101.42**	**869.49**	**1,246.15**	**40.05**	**40.03**	**21.60**	**17.73**	**2,336.47**
	Additions during the year	-	4.62	29.41	1.40	0.11	2.07	3.94	41.55
	Less: Disposals during the year	-	-	(4.19)	(0.39)	(5.13)	-	(0.80)	(10.51)
	Balance as at 31st March, 2023	**101.42**	**874.11**	**1,271.37**	**41.06**	**35.01**	**23.67**	**20.87**	**2,367.51**
(II)	**Accumulated depreciation**								
	Balance as at 1st April, 2021	-	82.29	327.46	14.74	18.22	8.27	6.79	457.77
	Depreciation expense for the year	-	66.40	162.78	5.96	4.56	2.87	3.83	246.40
	Less: Disposals during the year	-	-	(18.68)	-	-	-	-	(18.68)
	Balance as at 31st March, 2022	**-**	**148.69**	**471.56**	**20.70**	**22.78**	**11.14**	**10.62**	**685.49**
	Depreciation expense for the year	-	67.93	151.49	10.30	4.51	3.37	4.28	241.88
	Less: Disposals during the year	-	-	(3.30)	(0.25)	(3.91)	-	(0.74)	(8.20)
	Balance as at 31st March, 2023	**-**	**216.62**	**619.75**	**30.75**	**23.38**	**14.51**	**14.16**	**919.17**
(III)	**Net carrying amount (I-II)**								
	Balance as at 1st April, 2021	101.23	649.17	805.92	20.04	13.81	7.14	3.57	1,600.88
	Balance as at 31st March, 2022	101.42	720.80	774.59	19.35	17.25	10.46	7.11	1,650.98
	Balance as at 31st March, 2023	**101.42**	**657.49**	**651.62**	**10.31**	**11.63**	**9.16**	**6.71**	**1,448.34**

Notes:

(i) The title deeds of all the immovable properties are held in the name of the Company.

(ii) The Company has created the charge on property, plant and equipment for the working capital facilities and term loan obtained from the Banks.

(iii) The depreciation expenses of property, plant and equipment has been included under note 34 'Depreciation and amortisation expenses'.

Note 3b: Right of Use Assets

(₹ In million)

Particulars		Leasehold Land	Total
(I)	**Gross Carrying Amount**		
	Balance as at 1st April, 2021	70.92	70.92
	Additions during the year	-	-
	Less: Disposals during the year	-	-
	Balance as at 31st March, 2022	**70.92**	**70.92**
	Additions during the year	-	-
	Less: Disposals during the year	-	-
	Balance as at 31st March, 2023	**70.92**	**70.92**

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 3b: Right of Use Assets (Contd.)

(₹ In million)

Particulars		Leasehold Land	Total
(II)	**Accumulated depreciation**		
	Balance as at 1st April, 2021	1.54	1.54
	Depreciation expense for the year	0.77	0.77
	Less: Disposals during the year	-	-
	Balance as at 31st March, 2022	**2.31**	**2.31**
	Depreciation expense for the year	0.77	0.77
	Less: Disposals during the year	-	-
	Balance as at 31st March, 2023	**3.08**	**3.08**
(III)	**Net carrying amount (I-II)**		
	Balance as at 1st April, 2021	69.38	69.38
	Balance as at 31st March, 2022	68.61	68.61
	Balance as at 31st March, 2023	**67.84**	**67.84**

Note:

The lease agreements are duly executed in favour of the Company.

Note 3c: Capital Work in Progress (CWIP)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Capital Work in Progress	106.65	8.42
Total	**106.65**	**8.42**

Notes:

(i) Capital work in progress is mainly comprises of plant and machinery pending installation and commissioning.

(ii) CWIP ageing schedule as on 31st March,2023

(₹ In million)

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	Total
Projects in progress	106.65	-	-	-	106.65
Total	**106.65**	**-**	**-**	**-**	**106.65**

(iii) CWIP ageing schedule as on 31st March,2022

(₹ In million)

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	Total
Projects in progress	8.42	-	-	-	8.42
Total	**8.42**	**-**	**-**	**-**	**8.42**

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 4: Goodwill

(₹ In million)

Particulars	Amount
Balance as at 1st April 2021	-
Acquisitions through business combination (Refer note 52)	10.60
Additions during the year	-
Deductions/Adjustment during the year	-
Balance as at 31st March, 2022	**10.60**
Additions during the year	-
Deductions/Adjustment during the year	-
Balance as at 31st March, 2023	**10.60**

Impairment of Goodwill

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the CGU or groups of CGUs, which benefit from the synergies of the acquisition. The Company internally reviews the goodwill for impairment for the acquired business.

Value in use is calculated using cash flow projections over a period of 5 years, with amounts based on medium term strategic plans. Any major variations to strategic plan, based on experience are incorporated in the calculations. Cash flows beyond the 5 year period are extrapolated using a long term growth rate.

Management reviews the carrying value of respective CGU including goodwill annually to determine whether there has been any impairment. This involves making an assessment of the value of respective CGU and comparing it to the carrying value. If the assessed value is lower than the carrying value, then an impairment charge is recognised to reduce the carrying value to this amount.

Key assumptions in the budgets and plans include future revenue volume/price growth rates, associated future levels of marketing support, cost-base of manufacture and supply and directly associated overheads. These assumptions are based on historical trends and future market expectations and the markets and geographies in which they operate.

Other key assumptions applied in determining value in use are

(a) long term growth rate – Cash flows beyond the five-year period are extrapolated using the estimated long-term growth rate applicable for the geographies, with reference to historical economic growth rates. The growth rate assumed for the current financial year was 4%.

(b) discount rate – The discount rate is based on a Weighted Average Cost of Capital (WACC) for comparable companies operating in similar markets and geographies. The pre-tax discount rate assumed for the current financial year was 14.91%.

The Company has performed sensitivity analysis around the base assumptions and has concluded that no reasonable possible changes in key assumptions would cause the recoverable amount to be less than the carrying value.

Note 5a: Other Intangible Assets

(₹ In million)

Particulars		Computer Software	Trademark, Copyright & Patent	Total
(I)	**Gross Carrying Amount**			
	Balance as at 1st April 2021	2.32	71.50	73.82
	Acquisitions through business combination (Refer Note 52)	-	21.00	21.00
	Additions during the year	-	0.80	0.80
	Balance as at 31st March, 2022	**2.32**	**93.30**	**95.62**
	Additions during the year	1.19	-	1.19
	Deletions during the year	-	-	-
	Balance as at 31st March, 2023	**3.51**	**93.30**	**96.81**

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 5a: Other Intangible Assets (Contd.)

(₹ In million)

Particulars		Computer Software	Trademark, Copyright & Patent	Total
(II)	**Accumulated amortisation**			
	Balance as at 1st April 2021	0.79	35.76	36.55
	Amortisation expense for the year	0.34	15.17	15.51
	Balance as at 31st March, 2022	**1.13**	**50.93**	**52.06**
	Amortisation expense for the year	1.63	15.55	17.18
	Balance as at 31st March, 2023	**2.76**	**66.48**	**69.24**
(III)	**Net carrying amount (I-II)**			
	Balance as at 1st April 2021	1.53	35.74	37.27
	Balance as at 31st March, 2022	1.19	42.37	43.56
	Balance as at 31st March, 2023	**0.75**	**26.82**	**27.57**

Note:

The amortisation expense of intangible assets has been included under Note 34 ‘Depreciation and amortisation expense’ in the Statement of Profit and Loss.

Note 5b: Intangible assets under development

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Intangible assets under development	30.10	-
Total	**30.10**	**-**

Notes:

(i) Intangible assets under development is mainly comprises of ERP Software cost pending implementation.

(ii) Intangible assets under development ageing schedule as on 31st March,2023

(₹ In million)

Intangible assets under development	Amount in Intangible assets under development for a period of				
	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	Total
Projects in progress	30.10	-	-	-	30.10
Projects temporarily suspended	-	-	-	-	-
Total	**30.10**	**-**	**-**	**-**	**30.10**

(iii) Intangible assets under development ageing schedule as on 31st March,2022

(₹ In million)

Intangible assets under development	Amount in Intangible assets under development for a period of				
	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 6: Investments (Non-Current)

(₹ In million)

Particulars	Face value per unit	As at 31st March, 2023		As at 31st March, 2022	
		No. of shares	Amount	No. of shares	Amount
Investment in Equity Instruments (fully paid-up)					
Unquoted					
At Cost:					
(i) In Subsidiary Companies					
Unitop Chemicals Private Limited (Refer note 6.1)	100	34,349	3,626.02	27,908	2,709.46
Tristar Intermediates Private Limited (Refer note 6.2)	10	781,200	914.16	706,800	821.41
Buzil Rossari Private Limited	10	7,321,533	89.84	7,321,533	89.84
Rossari Consumer Products Private Limited (formerly known as Rossari Personal Care Products Private Limited) (refer note 6.3)	10	500,000	22.69	500,000	22.69
(ii) In Associate					
Romakk Chemicals Private Limited (Refer note 6.4)	100	626,250	75.10	626,250	75.10
Total			**4,727.81**		**3,718.50**

Notes:

6.1 During the previous year, on 26th August, 2021, the Company had completed the acquisition of 65% equity shares of Unitop Chemicals Private Limited (Unitop) for a consideration of ₹ 2,709.46 million from the existing shareholders (including ₹ 12.00 million paid to employees of Unitop for employee retention bonus). During the current year, the Company has acquired additional 15% stake for a consideration of ₹ 916.56 million from the existing shareholder (including ₹ 24.00 million paid to employee of Unitop for bonus). Further, the remaining 20% equity shares will be acquired in third tranche subject to completion of the customary terms and conditions as defined in the Share Purchase Agreement.

6.2 During the previous year, on 1st September, 2021, the Company had completed the acquisition of 76% equity shares of Tristar Intermediates Private Limited for a consideration of ₹ 821.41 million from the existing shareholders. During the current year, the Company has acquired additional 8% stake for a consideration of ₹ 92.75 million from the existing shareholder. Subsequent to year end, the remaining 16% equity shares has been acquired on 12th April, 2023.

6.3 During the previous year, the Company has acquired the remaining 40% stake i.e. 200,000 equity shares for a consideration of ₹ 20.00 million for Rossari Consumer Products Private Limited (formerly known as Rossari Personal Care Products Private Limited) ("the subsidiary company") making it a wholly owned subsidiary of the Company w.e.f. 23rd July, 2021. Includes deemed investment amounting to ₹ 0.71 million (31st March, 2022 - ₹ 0.71 million).

6.4 During the previous year, the Company had completed the acquisition of 50.10% equity shares of Romakk Chemicals Private Limited for a consideration of ₹ 75.10 million.

Note 7: Other Financial Assets (Non Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Financial Assets at Amortised Cost:		
(unsecured, considered good unless otherwise stated)		
Security Deposits	16.35	15.97
Fixed Deposit with original maturity of more than 12 months (Refer note below)	0.15	0.16
Interest Accrued	0.04	0.01
Total	**16.54**	**16.14**

Note:

Deposits includes deposits earmarked with Electricity authority ₹ 0.11 million and with VAT authority ₹ 0.05 million (31st March, 2022 ₹ 0.11 million and with VAT authority ₹ 0.05 million).

Notes accompanying the Standalone Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 8: Income Tax Assets (Net) (Non Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Advance Income Tax	21.44	21.44
(net off Provision for Tax of ₹ 567.45 million (31st March 2022 – ₹ 567.45 million)		
Total	**21.44**	**21.44**

Note 9: Deferred Tax Asset (Net) (Non-current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Deferred Tax Asset (Refer note 9.1)	26.25	10.27
Total	**26.25**	**10.27**

Note 9.1 Movement in Deferred Tax Assets:

(₹ In million)

Particulars	As at 1st April, 2021	(Charge) / credit to profit or loss	(Charge) / credit to OCI	Recognised in Business Combination	As at 31st March, 2022
Tax effect of items constituting deferred tax assets/ (liabilities):					
Allowances for expected credit losses	1.20	0.57	-	-	1.77
Provision for Gratuity	3.77	0.41	(0.04)	-	4.14
Other employee benefits	3.86	1.13	-	-	4.99
Allowances on property, plant & equipment and other intangible assets	(8.30)	12.98	-	(5.31)	(0.63)
Net Deferred Tax Asset/(Liability)	**0.53**	**15.09**	**(0.04)**	**(5.31)**	**10.27**

(₹ In million)

Particulars	As at 1st April, 2022	(Charge) / credit to profit or loss	(Charge) / credit to OCI	Recognised in Business combination	As at 31st March, 2023
Tax effect of items constituting deferred tax assets/ (liabilities):					
Allowances for expected credit losses	1.77	4.38	-	-	6.15
Provision for Gratuity	4.14	1.42	(1.13)	-	4.43
Other employee benefits	4.99	(0.74)	-	-	4.25
Allowances on property, plant & equipment and other intangible assets	(0.63)	12.05	-	-	11.42
Net Deferred Tax Asset/(Liability)	**10.27**	**(17.11)**	**(1.13)**	**-**	**26.25**

Notes accompanying the Standalone Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 10: Other Assets (Non-Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Capital advances	66.32	29.24
Prepaid Expenses	0.49	0.85
Others	0.03	0.03
Total	**66.84**	**30.12**

Note 11: Inventories

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Raw Materials [Including in transit of ₹ 6.99 million (31st March 2022 - ₹ 46.06 million)]	597.54	633.62
Packing Materials	13.81	54.19
Work-in-progress	44.99	69.71
Finished goods	425.18	292.05
Consumables, stores and spares	11.20	10.56
Stock in trade	35.59	14.28
Total	**1,128.31**	**1,074.41**

Notes:

11.1. The cost of Inventories recognised as an expense during the year was ₹ 7,931.78 million (31st March, 2022 - ₹ 9,053.80 million), including in respect of write down of inventories to net realisable value ₹ 7.22 million (31st March, 2022 - ₹ 4.46 million).

11.2. From 1st April, 2022, Company has changed the method of inventory valuation from First In First Out (FIFO) method to Weighted Average Computation (WAC) Method, which is the most prevalent method followed in the Specialty Chemicals industry. The impact due to the aforesaid change is not significant to the financial statements for the current and previous period. Accordingly, the accounting impact of the same has been applied prospectively.

11.3. The Company has sanctioned credit facilities from banks which are secured interalia by hypothecation of inventories.

11.4. The method of valuation of inventories is stated in sub note (vii) of Note 2.

Note 12: Investments (Current)

(₹ In million)

Particulars	No. of units	As at 31st March, 2023	No. of units	As at 31st March, 2022
Quoted (Fair value through profit or loss)				
UTI Liquid Cash Plan - Direct Plan Growth	-	-	8,615.30	30.05
SBI Magnum Low Duration Fund Regular Growth	-	-	21,081.59	60.02
UTI Treasury Advantage Fund - Direct Plan - Growth	46,626.43	142.03	-	-
UTI Short Term Income Fund - Direct Plan - Growth	1,443,111.13	40.59	-	-
UTI Money Market Fund - Direct Plan - Growth	7,785.08	20.51	-	-
Total		**203.13**		**90.07**

Notes:

Aggregate carrying value of Quoted investments	203.13	90.07
Aggregate market value of Quoted investments	203.13	90.07

Notes accompanying the Standalone Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 13: Trade Receivables

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Considered good	2,462.95	1,815.36
Less: Loss Allowance	(24.41)	(5.78)
Total	**2,438.54**	**1,809.58**

Notes:

13.1 Trade Receivables ageing schedule as on 31st March, 2023

(₹ In million)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade receivables - considered good	2,388.74	13.08	54.60	5.83	0.70	2,462.95
Less: Loss Allowance						(24.41)
Total						**2,438.54**

13.2 Trade Receivables ageing schedule as on 31st March, 2022

(₹ In million)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade receivables - considered good	1,792.65	16.49	6.22	-	-	1,815.36
Less: Loss Allowance						(5.78)
Total						**1,809.58**

13.1 Refer Note 42 for receivables outstanding from Related Parties.

13.2 Refer Note 47 for disclosures related to credit risk and Note 48 for impairment of trade receivables under expected credit loss model and related disclosures.

13.3 Allowance for expected credit loss is based on lifetime expected credit loss method as specified under simplified approach as per Ind AS 109.

13.4 Trade receivables are hypothecated to banks against working capital facility sanctioned from the bank.

Note 14a: Cash and Cash Equivalents

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balances with banks		
- in Current Accounts	39.42	181.44
- Fixed deposits with original maturity of less than 3 months	364.47	81.40
Cash on hand	1.12	1.12
Others*	5.22	3.46
Total	**410.23**	**267.42**

*Others include imprest given to employees

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 14b: Bank Balances Other than cash and cash equivalents

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Fixed Deposits with original maturity of more than 3 months but balance maturity less than 12 months	397.70	80.68
Total	**397.70**	**80.68**

Notes:

Deposits includes deposits earmarked with Electricity authority ₹ 2.32 million (31st March 2022 - ₹ 2.10 million). The balance deposits are marked as lien against letter of credit and bank guarantees.

Note 15: Loans (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
(Unsecured, considered good unless otherwise stated)		
Loans to related party (refer note 15.3 and note 42)	-	25.70
Other Loans (refer note 15.1 and 15.2)	1.06	1.29
Total	**1.06**	**26.99**

Loan granted to promoters, Directors, KMP and the related parties as on 31st March,2023

(₹ In million)

Particulars	Amount of Loan Outstanding		Percentage to the total Loan	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Promoter	-	-	-	-
Directors	-	-	-	-
KMP's	-	-	-	-
Related Party - Buzil Rossari Private Limited - Repayable on demand	-	25.70	-	95%

Notes:

15.1 Other Loans mainly includes loans to employees

15.2 Loans given to employees as per the Company's policy are not considered for the purposes of disclosure under Section 186(4) of the Companies Act, 2013.

15.3 Loans to related party represents loan given to Buzil Rossari Private Limited (wholly owned subsidiary) for general business purpose. The said loan is repayable on demand and carries an interest rate of 8% p.a. (31st March 2022 - 8% to 9% p.a.).

Note 16: Other Financial Assets (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Security Deposits	0.35	0.32
Interest Accrued on Fixed deposits	5.00	0.75
Interest on loans to related parties	-	2.95
Others	-	0.13
At fair value through Profit & Loss:		
Derivative financial assets	-	4.36
Total	**5.35**	**8.51**

Notes:

Refer Note 47 for disclosures related to credit risk and Note 48 for impairment under expected credit loss model and related financial instrument disclosures.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 17: Other Assets (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balances with Government Authorities	49.37	49.67
Prepaid expenses	27.34	39.76
Advance paid to suppliers	45.68	233.59
Total	**122.39**	**323.02**

Note 18: Equity Share Capital

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Authorized:		
60,000,000 (31st March, 2022 - 60,000,000) Equity shares of ₹ 2 each	120.00	120.00
Total	**120.00**	**120.00**
Issued, Subscribed and Paid-up:		
55,155,486 (31st March, 2022 - 55,056,386) Equity shares of ₹ 2 each, fully paid up	110.31	110.11
Total	**110.31**	**110.11**

Notes:

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

(₹ In million)

Particulars	No. of Shares	As at 31st March, 2023	No. of Shares	As at 31st March, 2022
Issued, Subscribed and Paid-up:				
Balance as at the beginning of the year.	55,056,386	110.11	51,929,390	103.86
Fresh issue of equity shares (refer note 18.1)	-	-	3,012,046	6.02
Shares issued on exercise of employee stock options during the year (refer note 18.2)	99,100	0.20	114,950	0.23
Total	**55,155,486**	**110.31**	**55,056,386**	**110.11**

18.1 During the year ended 31st March, 2021, the Board of Directors at its meeting held on 23rd March, 2021., interalia approved the issue of 3,012,046 equity shares on preferential basis for cash consideration. Consequently, the shareholder of the Company at its Extra Ordinary General meeting held on 17th April, 2021 has approved issue of 3,012,046 shares of face value of ₹ 2 each on preferential basis at ₹ 996 per share aggregating to ₹ 3,000.00 million to certain parties. During the previous year, pursuant to Section 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under and as per the approval of the Members of the Company, the Board of Directors of the Company at their meeting held on 21st April, 2021 allotted 3,012,046 Equity Shares of the Face Value of ₹ 2/- each, at the issue price of ₹ 996/- each including a premium of ₹ 994/- each on preferential basis by way of a private placement.

18.2 During the year, the Company has issued 99,100 equity shares of the Face Value of ₹ 2/- each, at the exercise price of ₹ 425/- each including a premium of ₹ 423/- each under Employee Stock Option Plan. During the previous year, Company had issued 114,950 equity shares of the Face Value of ₹ 2/- each, at the exercise price of ₹ 425/- each including a premium of ₹ 423/- each under Employee Stock Option Plan. Information relating to Employee Stock Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in note 32.1.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 18: Equity Share Capital (Contd.)

b) Terms of Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of equity shares held by each shareholder holding more than 5% shares:

Name of shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of shares	% shareholding	No. of shares	% shareholding
Equity shares:				
Mr. Edward Menezes	16,118,820	29.22%	16,118,820	29.28%
Mr. Sunil Chari	16,089,320	29.17%	16,089,320	29.22%
Rossari Biotech (India) Private Limited	3,016,200	5.47%	3,016,200	5.48%
SBI Small Cap Fund	3,682,216	6.68%	3,829,376	6.96%

d) For the period of preceding five years as on the Balance Sheet date, Issued, Subscribed and Paid-up Share Capital includes:

Aggregate of 26,400,000 (31st March, 2022 - 26,400,000) Equity Shares allotted as fully paid up by way of bonus shares.

e) Refer note 32.1 for outstanding ESOPs

f) Shareholding of Promoters / Promoters Group

Promoter / Promoters Group Name	As at 31st March, 2023		As at 31st March, 2022		% Change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Mr. Edward Menezes	16,118,820	29.22%	16,118,820	29.28%	-
Mr. Sunil Chari	16,089,320	29.17%	16,089,320	29.22%	-
Ms. Anita Menezes	1,002,630	1.82%	1,002,630	1.82%	-
Ms. Jyotishna Chari	1,000,330	1.81%	1,000,330	1.82%	-
Mr. Mikhail Menezes	133,200	0.24%	133,200	0.24%	-
Mr. Yash Chari	165,000	0.30%	165,000	0.30%	-
Promoter Trust					
- Menezes Family Trust - in the name of Edward Walter Menezes	110,000	0.20%	110,000	0.20%	-
- Chari Family Trust - in the name of Sunil Srinivasan Chari	110,000	0.20%	110,000	0.20%	-
Bodies Corporate					
- Rossari Biotech (India) Private Limited	3,016,200	5.47%	3,016,200	5.48%	-
Total	**37,745,500**	**68.43%**	**37,745,500**	**68.56%**	**-**

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 19: Other Equity

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Securities premium	4,640.56	4,590.96
Employee Stock Options Outstanding	35.04	32.86
Retained earnings	3,801.05	3,111.31
Total	**8,476.65**	**7,735.13**

Movement in Reserves

(i) Securities Premium

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance as at the beginning of the year	4,590.96	1,575.47
Add: Additions during the year (refer note no. 18.1 and 18.2)	41.92	3,042.60
Add: Transfer on account of exercise of employee stock option	7.68	6.69
Less: Adjustment during the year (Refer note below)	-	(33.80)
Balance as at the end of the year	**4,640.56**	**4,590.96**

Note: During the previous year, the Company had adjusted the expenses related to preferential issue of shares against securities premium.

(ii) Employee Stock Options Outstanding

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance as at the beginning of the year	32.86	21.15
Add: Recognition of Equity-settled share-based payments	9.86	18.40
Less: Transfer to securities premium on account of exercise of employee stock option	(7.68)	(6.69)
Balance as at the end of the year	**35.04**	**32.86**

(iii) Retained Earnings

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance as at the beginning of the year	3,111.31	2,343.96
Add: Profit during the year	713.90	794.74
Less: Dividend paid	(27.53)	(27.53)
Add: Remeasurement gain on defined benefit plan	3.37	0.14
Balance as at the end of the year	**3,801.05**	**3,111.31**
Total	**8,476.65**	**7,735.13**

Description of Nature and purpose of other equity:

Retained Earnings:
Retained earnings represent the amount of accumulated earnings.

Securities Premium:
Securities premium is created when shares are issued at premium. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 19: Other Equity (Contd.)

Employee Stock Options Outstanding:

Employee Stock Options Outstanding represents reserve in respect of equity settled share options granted to the Company's employees in pursuance of the Employee Stock Option Plan.

Notes:

Details of Dividends proposed:

The Board of Directors has recommended dividend of Re. 0.50 per share on the face value of ₹ 2.00 each (25%), subject to approval by the Members at the forthcoming Annual General Meeting of the Company.

Particulars	As at 31st March, 2023	As at 31st March, 2022
Dividend per share (Rupees).	0.50	0.50
Dividend on Equity Shares (₹ in million)	27.58	27.53

Note 20: Borrowings (Non-Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Carried at Amortised Cost:		
Secured loans		
Term Loan from Bank (refer note 20.1 and 20.2 below)	349.33	-
Total Borrowings (Non-Current)	**349.33**	**-**

Notes:

20.1 Term Loan carries an interest rate of 3 months Treasury Bill plus 1.85%. Term Loan is repayable in 18 equal quarterly repayments from the 9th month from date of first drawdown. Term loan is till the month of September 2027.

20.2 Term loan is secured by first pari passu charge created by hypothecation of all present & Future Moveable property, plant and equipment.

Note 21: Provisions (Non-current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for employee benefits		
Gratuity	9.93	9.03
Compensated absences	11.35	3.25
Total	**21.28**	**12.28**

Notes:

For disclosures related to employee benefits, refer note 43

Note 22: Borrowings (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Carried at Amortised Cost:		
Secured loans		
Working Capital Loans from Bank (refer note 22.1 and 22.2 below)	200.00	-
Current maturities of Term Loan (refer note 20.1 and 20.2 above)	99.83	-
Total Borrowings (Current)	**299.83**	**-**

Notes:

22.1 The rate of interest ranges from 6.25% to 7.57% per annum for working capital loan.

22.2 Working capital facilities are secured by first pari passu charge created by hypothecation of current assets and immovable property.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 23: Trade Payables (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Total outstanding dues of micro enterprises and small enterprises	182.43	144.21
Total outstanding dues other than micro enterprises and small enterprises	1,607.01	1,013.89
Total	**1,789.44**	**1,158.10**

Notes:

(i) Trade Payables ageing schedule as on 31st March, 2023

(₹ In million)

Particulars	Outstanding for following periods from the transaction date				
	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	Total
(i) MSME (exclude creditors for capital goods)	182.37	-	0.06	-	**182.43**
(ii) Others	1,600.25	2.78	2.54	1.44	**1,607.01**

(ii) Trade Payables ageing schedule as on 31st March, 2022

(₹ In million)

Particulars	Outstanding for following periods from the transaction date				
	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	Total
(i) MSME (exclude creditors for capital goods)	144.21	-	-	-	**144.21**
(ii) Others	1,000.92	8.38	4.32	0.27	**1,013.89**

(iii) Micro, Small and Medium enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the MSMED Act") are given below:

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Dues remaining unpaid:		
a. Principal (includes ₹ 6.12 million (31st March, 2022 - ₹ 36.45 million) payable towards creditors for capital goods and services under other financial liabilities)	188.55	180.66
b. Interest (including interest on creditors for capital goods and services ₹ 0.20 million (31st March, 2022 - ₹ 0.45 million))	1.31	2.16
c. Interest paid in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the Act") along with the amount of payment made to the supplier beyond the appointed day during the year		
- Principal paid beyond the appointed date (Including capital creditors ₹ 65.36 million (31st March, 2022 - ₹ 18.99 million))	839.84	485.19
- Interest paid in terms of Section 16 of the Act	-	-
d. Amount of interest due and payable for the year of delay on payments made beyond the appointed day during the year (Including on capital creditors ₹ 0.72 million (31st March, 2022 - ₹ 0.46 million))	9.54	13.41
e. Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid (Including interest on capital creditors ₹ 0.92 million (31st March, 2022 - ₹ 0.46 million))	10.85	15.56
f. Amount of interest accrued and remaining unpaid (Including interest on capital creditors ₹ 0.92 million (31st March, 2022 - ₹ 0.46 million))	22.10	31.03

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 24: Other Financial Liabilities (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Measured at Amortised Cost:		
Security Deposits	38.39	37.68
Creditors for capital goods & services	34.31	40.73
Interest Accrued	27.97	33.45
Others	1.19	0.76
Total	**101.86**	**112.62**

Note:

There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

Note 25: Other Current Liabilities

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
i. Advances received from customers	17.95	30.49
ii. Statutory dues		
- Taxes Payable	7.64	10.68
- GST Payable	7.83	24.89
- Employee Liabilities	1.85	2.39
Total	**35.27**	**68.45**

Note 26: Provisions (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for employee benefits		
Gratuity	7.68	7.45
Compensated absences	2.01	1.69
Total	**9.69**	**9.14**

Notes:

For disclosures related to employee benefits, refer note 43

Note 27: Current Tax Liabilities (Net)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for tax	63.03	53.49
(net of Advance Income Tax of ₹ 759.08 million (31st March 2022 – ₹ 508.97 million)		
Total	**63.03**	**53.49**

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 28: Revenue from operations

(₹ In million)

Particulars		For the year ended 31st March, 2023	For the year ended 31st March, 2022
Revenue from contracts with customers:			
-	Sale of products	9,691.95	10,640.36
Other operating revenues:			
i.	Commission Income	40.60	69.99
ii.	Others*	19.17	18.09
Total		**9,751.72**	**10,728.44**

*Includes Export Incentives

Reconciliation of revenue recognised in the Statement of Profit and Loss with contracted price

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Contract Price	9,823.61	10,735.61
Less : Discount	131.66	95.25
Total	**9,691.95**	**10,640.36**

Note 29: Other Income

(₹ In million)

Particulars		For the year ended 31st March, 2023	For the year ended 31st March, 2022
Interest Income (on financial assets measured at Amortised cost):			
-	On bank deposits	12.03	33.55
-	On others	2.00	16.22
Dividend Income		1.57	-
Gain on disposal of property, plant and equipment		0.55	6.87
Net gain on sale/fair value of investments		5.21	12.52
Claims recovered from customer		-	48.75
Others *		14.62	9.09
Total		**35.98**	**127.00**

* Others mainly includes income on account of writeback of liabilities(net) - ₹ 14.56 (31st March, 2022: ₹ 9.09 million).

Note 30: Cost of materials consumed

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Opening Stock of raw materials and packing materials	687.81	612.54
Add: Purchases (Net)	5,463.12	7,182.61
Less: Closing Stock of raw materials and packing materials	611.35	687.81
Total	**5,539.58**	**7,107.34**

Notes accompanying the Standalone Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 31: Changes in inventories of finished goods, work-in-progress and stock in trade

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Opening inventories		
Finished Goods	292.05	243.63
Work-in-progress	69.71	29.03
Stock in trade	14.28	-
Total	**376.04**	**272.66**
Less: Closing inventories		
Finished Goods	425.18	292.05
Work-in-progress	44.99	69.71
Stock in trade	35.59	14.28
Total	**505.76**	**376.04**
Total (increase) / decrease in inventories	**(129.72)**	**(103.38)**

Note 32: Employee Benefits Expense

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Salaries and wages, including bonus	527.95	387.47
Contribution to provident and other funds	10.59	8.53
Share-based payments to employees	8.34	15.50
Workmen & Staff welfare expenses	26.59	23.77
Total	**573.47**	**435.27**

Notes:

32.1 Employee Stock Option plan

The Company has implemented - Rossari Employee Stock Option Plan, 2019 ("ESOP 2019") as approved by the shareholders of the Company and the Nomination & Remuneration Committee (NRC) of the Board of Directors (the 'Board').

As per the ESOP 2019, the Board of Directors at Board Meeting dated 12th December, 2019 granted ESOPs to the eligible employees to acquire equity shares of the Company, that vests in a graded manner. The vested options can be exercised within two years from respective vesting date or the period as specified by Nomination & Remuneration Committee as specified in the ESOP 2019. The number of options granted is calculated in accordance with the experience and performance- based formula recommended by the Board and approved by the NRC.

The Company has granted 705,000 Employee Stock Options under ESOP 2019 to its identified employees. This grant is effective from 12th December, 2019. These shall vest as per the vesting schedule approved by the Board and NRC and can be exercised over the exercise period as approved in the meeting held on 12th December, 2019.

This was further Modified/revised in accordance with the resolution passed by the Nomination and Remuneration Committee of the Board of Directors of the Company at their meeting held on 22nd July, 2020. The exercise price of the shares granted under the scheme was reduced from ₹ 475 to ₹ 425.

The scheme was ratified by the shareholders at its extraordinary general meeting held on 17th April, 2021.

During the previous year, the Company has granted inaggregation 57,000 Employee Stock Options under ESOP 2019 to its identified employees approved in the NRC meeting held on 14th May, 2021 and Board meeting held on 17th July, 2021, 30th October, 2021 respectively. These shall vest as per the vesting schedule approved by the Board and NRC and can be exercised over the exercise period as approved in the Board meeting.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 32: Employee Benefits Expense (Contd.)

Information in respect of Options outstanding as on 31st March, 2023

Movement in Share Options

Particulars	For the year ended 31st March, 2023		For the year ended 31st March, 2022	
	Number of Shares	Weighted Average exercise price	Number of Shares	Weighted Average exercise price
The number and weighted average exercise prices of share options outstanding at the beginning of year	551,000	520	612,500	425
Granted during the year	-	-	57,000	1,334
Forfeited / lapsed during the year	59,100	919	3,550	425
Exercised during the year	99,100	425	114,950	425
Expired during the year	-	-	-	-
Outstanding at the end of the year	392,800	479	551,000	520
Exercisable at the end of the year	24,100	664	4,000	425
Remaining contractual life (in years)		1.00		1.78

The inputs used in the measurement of the fair values at grant date / modification date of the employee stock option plans (ESOPs) using Black Scholes option pricing model were as follows:

Grant Date	12th December, 2019	12th December, 2019	12th December, 2019	12th December, 2019
Modification Date	**22nd July, 2020**	**22nd July, 2020**	**22nd July, 2020**	**22nd July, 2020**
Exercise price per share (₹)	425	425	425	425
Share price on the date of grant	425	425	425	425
Expected life of options (Years)	1.99	2.99	3.99	4.99
Expected Volatility (% p.a.)	25%	25%	25%	25%
Risk Free Rate of Return (%)	3.80%	4.20%	4.60%	4.90%
Dividend Yield (p.a.)	1%	1%	1%	1%
Lapse Rates (p.a.)	2%	2%	2%	2%
Mortality	Not Considered	Not Considered	Not Considered	Not Considered
Options Fair Value (original)	44.60	63.64	80.66	96.08
Options Fair Value (modified)	56.36	77.52	96.35	114.68
Incremental fair value granted	11.76	13.88	15.69	18.60

During the year ended 31st March, 2021, the Company re-priced its outstanding options. The strike price was reduced from ₹475 to the then current market price of ₹ 425. The incremental fair value of ₹ 11.07 million expensed over the remaining vesting period (two years). The Company used the inputs noted above to measure the fair value of the old and new options.

Grant Date	14th May, 2021	14th May, 2021	14th May, 2021	14th May, 2021
Exercise price per share (₹)	1,287	1,287	1,287	1,287
Share price on the date of grant	1,282	1,282	1,282	1,282
Expected life of options (Years)	1	2	3	4
Expected Volatility (% p.a.)	38%	38%	38%	38%
Risk Free Rate of Return (%)	3.90%	4.60%	4.90%	5.30%
Dividend Yield (p.a.)	0%	0%	0%	0%
Lapse Rates (p.a.)	2%	2%	2%	2%
Mortality	Not Considered	Not Considered	Not Considered	Not Considered
Options fair value	211.93	316.45	399.73	475.03

Notes accompanying the Standalone Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 32: Employee Benefits Expense (Contd.)

Grant Date	17th July, 2021	17th July, 2021	17th July, 2021	17th July, 2021
Exercise price per share (₹)	1,168	1,168	1,168	1,168
Share price on the date of grant	1,164	1,164	1,164	1,164
Expected life of options (Years)	1	2	3	4
Expected Volatility (% p.a.)	38%	38%	38%	38%
Risk Free Rate of Return (%)	3.90%	4.47%	5.03%	5.60%
Dividend Yield (p.a.)	0%	0%	0%	0%
Lapse Rates (p.a.)	2%	2%	2%	2%
Mortality	Not Considered	Not Considered	Not Considered	Not Considered
Options fair value	192.73	286.35	365.03	436.8

Grant Date	8th November, 2021	8th November, 2021	8th November, 2021	8th November, 2021
Exercise price per share (₹)	1,363	1,363	1,363	1,363
Share price on the date of grant	1,391	1,391	1,391	1,391
Expected life of options (Years)	1	2	3	4
Expected Volatility (% p.a.)	38%	38%	38%	38%
Risk Free Rate of Return (%)	4.12%	4.54%	5.07%	5.68%
Dividend Yield (p.a.)	0%	0%	0%	0%
Lapse Rates (p.a.)	2%	2%	2%	2%
Mortality	Not Considered	Not Considered	Not Considered	Not Considered
Options fair value	246.38	357.02	449.67	535.43

Grant Date	19th November, 2021	19thNovember, 2021	19th November, 2021	19th November, 2021
Exercise price per share (₹)	1,442	1,442	1,442	1,442
Share price on the date of grant	1,442	1,442	1,442	1,442
Expected life of options (Years)	1	2	3	4
Expected Volatility (% p.a.)	38%	38%	38%	38%
Risk Free Rate of Return (%)	4.05%	4.64%	5.22%	5.67%
Dividend Yield (p.a.)	0%	0%	0%	0%
Lapse Rates (p.a.)	2%	2%	2%	2%
Mortality	Not Considered	Not Considered	Not Considered	Not Considered
Options fair value	241.91	358.85	457.39	544.43

Expected volatility has been based on an evaluation of annual volatility of peer group prevailing in the year of grant.

In respect of Options granted under the Employee Stock Option Plan, the accounting is done as per requirements of Ind AS 102. Consequently, employee benefit expenses include ₹ 8.34 million (31st March, 2022: ₹ 15.50 million) being expenses on account of share based payments, after adjusting for reversals on account of options lapsed. The amount excludes ₹ 1.52 million (31st March, 2022: ₹ 2.90 million) charged to subsidiary / associate for options issued to their employees.

Notes accompanying the Standalone Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 33: Finance Costs

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Interest Expense:		
(i) On working capital facilities	10.68	0.19
(ii) On term loan	18.43	-
(iii) On MSME	10.50	17.48
(iv) Other Borrowing Cost (Refer note 33.1)	6.57	7.78
Total	**46.18**	**25.45**

Note:

33.1 Other Borrowing cost includes interest on security deposits and service charges to bank.

Analysis of Interest Expense by category:

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Interest Expenses:		
On financial liability at amortised cost	29.11	0.19

Note 34: Depreciation and amortisation expenses

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Depreciation on property, plant and equipment (refer note 3a)	241.88	246.40
Amortisation on right of use asset (refer note 3b)	0.77	0.77
Amortisation of intangible assets (refer note 5a)	17.18	15.51
Total	**259.83**	**262.68**

Note 35: Other Expenses

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Consumption of stores, spares and consumables	51.98	49.01
Labour Contract Charges	122.03	138.62
Freight & Forwarding Charges	173.96	157.52
Selling & Distribution Expense	46.60	20.06
Commission on Sales	103.54	110.09
Legal and Professional Fees	89.96	116.83
Repairs & Maintenance	32.39	29.82
Travelling & Conveyance	74.26	33.65
Rent	23.11	35.37
Corporate Social Responsibility Expenditure (refer note 40)	19.42	17.09
Power and Fuel	28.04	28.03
Insurance Charges	11.00	11.50
Donations	0.83	1.47
Provision for Expected credit loss (refer note 48) (net)	18.63	1.05
Payments to the Auditors as		
Statutory Audit Fees	6.60	5.70
For other services	0.38	1.40
For reimbursement of expenses	0.41	0.30
Net Gain on foreign currency transactions & translation	(25.42)	(30.73)
Miscellaneous expenses	130.93	111.61
Total	**908.65**	**838.39**

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 36: Income Tax recognised in Statement of profit and loss

(a) Current Income Tax recognised in Statement of Profit & Loss

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
A. Current Tax Charges:		
In respect of Current year	259.66	287.15
Total	**259.66**	**287.15**

(b) Deferred Tax recognised in Statement of Profit & Loss

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
B. Deferred Tax Credit:		
In respect of current year origination and reversal of temporary differences	(17.11)	(15.09)
Total	**(17.11)**	**(15.09)**
Total (A+B)	**242.55**	**272.06**

(c) Income tax recognised/(credit) in other comprehensive income

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Income taxes related to items that will not be reclassified to profit or loss	1.13	0.04
Total	**1.13**	**0.04**

(d) The reconciliation of estimated income tax expense at tax rate to income tax expense reported in statement of profit or loss is as follows:

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Profit before tax	956.45	1,066.80
Applicable Income tax rate	25.17%	25.17%
Expected income tax expense	240.74	268.51
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Effect of expenses/provisions not deductible	6.17	10.63
Others	(4.36)	(7.08)
Reported income tax expense	**242.55**	**272.06**

Note 37: Earnings Per Share (EPS)

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Profit for the year	713.90	794.74
Weighted average no. of ordinary equity shares used in computing basic EPS	55,114,297	54,848,162
Basic EPS (face value of ₹ 2 per share) (₹)	**12.95**	**14.49**
Weighted average no. of ordinary equity shares used in computing diluted EPS	55,355,539	55,174,959
Diluted EPS (face value of ₹ 2 per share) (₹)	**12.90**	**14.40**

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 37: Earnings Per Share (EPS) (Contd.)

Reconciliation of weighted average number of equity shares

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Weighted average number of equity shares used in the calculation of Basic EPS	55,114,297	54,848,162
Add: Effect of Employee Stock Options	241,242	326,797
Weighted average no. of ordinary equity shares used in computing diluted EPS	**55,355,539**	**55,174,959**

Note 38: Segment Information

The Company deals in Specialty chemicals and considering the nature of products and the predominant risk and returns of the product are similar, the Company has only one operating segment. Hence, revenue from external customers shown under geographical information is representative of revenue based on products.

Geographical Revenue:

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Segment Revenue (Gross sales)		
India	8,459.43	9,539.56
Outside India	1,292.29	1,188.88
Total	**9,751.72**	**10,728.44**

The operating segments have been reported in a manner consistent with the internal reporting provided to Managing Director, who is the Chief Operating Decision Maker(CODM) and responsible for allocating resources and assessing the performance of operating segments. Accordingly, the reportable segment is only one segment i.e. specialty chemicals.

The Company is not reliant on revenues from transactions with any single external customer and had only one customer who contributes to more than 10% of its revenues.

Note 39: Details of Research & Development expenditures

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Revenue expenditure	64.11	50.27
Capital expenditure	0.62	0.11
Total	**64.73**	**50.38**

Note 40: Details of CSR Expenditures

Expenditure incurred on Corporate Social Responsibility(CSR) under section 135 of the Companies Act, 2013 is as under:

A. Gross amount required to be spent by the Company during the year is ₹ 19.98 million (31st March, 2022 - ₹ 17.09 million)

B. Amount spent during the year:

(₹ In million)

Particulars	For the year ended 31st March, 2023		
	In cash	Yet to be paid in cash	Total
(i) Construction / Acquisition of any assets	-	-	-
(ii) On purpose other than above#	19.42	-	19.42
Total	**19.42**	**-**	**19.42**

excludes amount of ₹ 0.59 million excess spent during the financial year 2020-21.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 40: Details of CSR Expenditures (Contd.)

(₹ In million)

Particulars	For the year ended 31st March, 2022		
	In cash	Yet to be paid in cash	Total
(i) Construction / Acquisition of any assets	-	-	-
(ii) On purpose other than above	17.09	-	17.09
Total	**17.09**	**-**	**17.09**

C. Details related to spent / unspent obligations:

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
- Medical/Healthcare Support	8.85	-
- Education	5.40	5.82
- Human Life Upliftment	2.48	4.18
- Covid Care	-	7.09
- Sports Support	1.00	-
- Animal Health and Welfare	1.19	-
- Protection of Art and Culture	0.50	
Total	**19.42**	**17.09**
Unspent amount in relation to:		
- Ongoing project	-	-
- Other than Ongoing project	-	-
Total	**-**	**-**
Total	**19.42**	**17.09**

D. There are no related party transactions in relation to Corporate Social Responsibility in the current and previous year.

E. There is no provision In the current and previous year pertaining to corporate social responsibility

F. Details of other than ongoing project

(₹ In million)

Particulars	For the year ended 31st March, 2023		
	With Company	in Separate CSR Unspent A/c	Total
Opening Balance	(0.59)	-	(0.59)
Amount required to be spent during the year	19.98	-	19.98
Transfer to Separate CSR Unspent Account	-	-	-
Amount spent during the year	(19.42)	-	(19.42)
Closing Balance	**(0.03)**	**-**	**(0.03)**

(₹ In million)

Particulars	For the year ended 31st March, 2022		
	With Company	in Separate CSR Unspent A/c	Total
Opening Balance	(0.59)	-	(0.59)
Amount required to be spent during the year	17.09	-	17.09
Transfer to Separate CSR Unspent Account	-	-	-
Amount spent during the year	(17.09)	-	(17.09)
Closing Balance	**(0.59)**	**-**	**(0.59)**

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 41: Commitments

Commitments

(i) Estimated amount of contracts remaining to be executed of Property, Plant & Equipment's (net of advances) and not provided for ₹ 175.60 million (31st March, 2022 - ₹ 22.87 million).

(ii) Other Commitments related to acquisition of balance equity share capital of Unitop Chemicals Private Limited(Unitop) and Tristar Intermediates Private Limited as per the contractual arrangement amounting to ₹ 1,055.99 million (31st March, 2022 - ₹ 1,711.70 million) (refer note 6.1 and 6.2).

(iii) Additionally, the acquisition of Unitop have retention payouts payable to the eligible key employees of the Unitop, subject to their continuous employment amounting to ₹ 24.00 million (31st March, 2022 - ₹ 48.00 million).

Note 42: Related Party Disclosures

i. List of Related Parties:

a) Subsidiary Companies

Unitop Chemicals Private Limited (w.e.f. 26th August,2021)

Tristar Intermediaries Private Limited (w.e.f. 1st September,2021)

Buzil Rossari Private Limited

Rossari Consumer Products Private Limited (Formerly known as Rossari Personal Care Products Private Limited)

b) Associate

Romakk Chemicals Private Limited (w.e.f. 25th November,2021)

c) Key Managerial Persons (KMP)

Mr. Edward Menezes

Mr. Sunil Chari

d) Relatives of KMP

Ms. Anita Menezes

Ms. Jyotishna Chari

Mr. Mikhail Menezes

Mr. Yash Chari

e) Enterprises on which key managerial persons or their relatives are able to exercise significant influence

Rossari Biotech (India) Private Limited

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 42: Related Party Disclosures (Contd.)

ii. Transaction with related parties in ordinary course of business is given below:

(₹ In million)

Nature of Transactions	For the year ended 31st March, 2023					For the year ended 31st March, 2022				
	KMP	Relatives of KMP	Subsidiary company	Associate	Enterprises on which KMP or their relatives are able to exercise significant influence	KMP	Relatives of KMP	Subsidiary company	Associate	Enterprises on which KMP or their relatives are able to exercise significant influence
A. Transactions during the year										
Sales (excluding indirect taxes):										
Buzil Rossari Private Limited	-	-	269.17	-	-	-	-	254.55	-	-
Rossari Consumer Products Private Limited*	-	-	5.12	-	-	-	-	24.98	-	-
Unitop Chemicals Private Limited	-	-	82.17	-	-	-	-	70.88	-	-
Tristar Intermediates Private Limited	-	-	6.73	-	-	-	-	3.68	-	-
Romakk Chemicals Private Limited	-	-	-	1.52	-	-	-	-	2.77	-
	-	**-**	**363.19**	**1.52**	**-**	**-**	**-**	**354.09**	**2.77**	**-**
*net of claims of ₹ Nil (31st March, 2022 - ₹ 19.65 millions)										
Commission Income:										
Unitop Chemicals Private Limited	-	-	25.49	-	-	-	-	29.66	-	-
Tristar Intermediaries Private Limited	-	-	15.11	-	-	-	-	25.83	-	-
	-	**-**	**40.60**	**-**	**-**	**-**	**-**	**55.49**	**-**	**-**
Interest Income:										
Buzil Rossari Private Limited	-	-	1.46	-	-	-	-	15.56	-	-
Tristar Intermediaries Private Limited	-	-	-	-	-	-	-	0.98	-	-
	-	**-**	**1.46**	**-**	**-**	**-**	**-**	**16.54**	**-**	**-**
Dividend received:										
Romakk Chemicals Private Limited	-	-	-	1.57	-	-	-	-	-	-
	-	**-**	**-**	**1.57**	**-**	**-**	**-**	**-**	**-**	**-**
Purchases:										
Buzil Rossari Private Limited#	-	-	0.44	-	-	-	-	(3.58)	-	-
Unitop Chemicals Private Limited	-	-	650.59	-	-	-	-	68.80	-	-
Tristar Intermediates Private Limited	-	-	487.80	-	-	-	-	21.01	-	-
Romakk Chemicals Private Limited	-	-	-	250.95	-	-	-	-	88.27	-
	-	**-**	**1,138.83**	**250.95**	**-**	**-**	**-**	**86.23**	**88.27**	**-**

net of debit note of ₹ Nil (31st March, 2022 - ₹ 3.81 million) on account of purchase rate difference

Note 42: Related Party Disclosures (Contd.)

(₹ In million)

Nature of Transactions	For the year ended 31st March, 2023					For the year ended 31st March, 2022				
	KMP	Relatives of KMP	Subsidiary company	Associate	Enterprises on which KMP or their relatives are able to exercise significant influence	KMP	Relatives of KMP	Subsidiary company	Associate	Enterprises on which KMP or their relatives are able to exercise significant influence
Dividend paid:										
Mr. Edward Menezes	8.06	-	-	-	-	8.06	-	-	-	-
Mr. Sunil Chari	8.04	-	-	-	-	8.04	-	-	-	-
Ms. Anita Menezes	-	0.50	-	-	-	-	0.50	-	-	-
Ms. Jyotishna Chari	-	0.50	-	-	-	-	0.50	-	-	-
Mr. Mikhail Menezes	-	0.07	-	-	-	-	0.07	-	-	-
Mr. Yash Chari	-	0.08	-	-	-	-	0.08	-	-	-
Rossari Biotech (India) Private Limited	-	-	-	-	1.51	-	-	-	-	1.51
	16.10	**1.15**	**-**	**-**	**1.51**	**16.10**	**1.15**	**-**	**-**	**1.51**
Reimbursement of Expenses(net):										
Buzil Rossari Private Limited	-	-	6.72	-	-	-	-	5.00	-	-
Tristar Intermediates Private Limited	-	-	12.03	-	-	-	-	6.91	-	-
Unitop Chemicals Private Limited	-	-	28.63	-	-	-	-	12.57	-	-
Rossari Consumer Products Private Limited			0.20	-	-	-	-	-	-	-
Romakk Chemicals Private Limited	-	-	-	5.73	-	-	-	-	3.03	-
	-	**-**	**47.58**	**5.73**	**-**	**-**	**-**	**24.48**	**3.03**	**-**
Remuneration:										
Mr. Edward Menezes	11.12	-	-	-	-	9.51	-	-	-	-
Mr. Sunil Chari	11.13	-	-	-	-	9.51	-	-	-	-
Mr. Mikhail Menezes	-	6.06	-	-	-	-	4.80	-	-	-
Mr. Yash Chari	-	6.07	-	-	-	-	4.80	-	-	-
	22.25	**12.13**	**-**	**-**	**-**	**19.02**	**9.60**	**-**	**-**	**-**
Commission paid:										
Buzil Rossari Private Limited	-	-	-	-	-	-	-	23.41	-	-
Rossari Consumer Products Private Limited	-	-	-	-	-	-	-	0.12	-	-
	-	**-**	**-**	**-**	**-**	**-**	**-**	**23.53**	**-**	**-**
Loans given to :										
Buzil Rossari Private Limited	-	-	24.00	-	-	-	-	133.00	-	-
Tristar Intermediates Private Limited	-	-	-	-	-	-	-	73.30	-	-
	-	**-**	**24.00**	**-**	**-**	**-**	**-**	**206.30**	**-**	**-**
Loan repaid by :										
Buzil Rossari Private Limited	-	-	49.70	-	-	-	-	131.00	-	-
Tristar Intermediates Private Limited	-	-	-	-	-	-	-	73.30	-	-
	-	**-**	**49.70**	**-**	**-**	**-**	**-**	**204.30**	**-**	**-**

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 42: Related Party Disclosures (Contd.)

(₹ In million)

Nature of Transactions	For the year ended 31st March, 2023					For the year ended 31st March, 2022				
	KMP	Relatives of KMP	Subsidiary company	Associate	Enterprises on which KMP or their relatives are able to exercise significant influence	KMP	Relatives of KMP	Subsidiary company	Associate	Enterprises on which KMP or their relatives are able to exercise significant influence
Maximum amount of Loan outstanding during the year:										
Buzil Rossari Private Limited	-	-	25.70	-	-	-	-	93.32	-	-
Tristar Intermediates Private Limited	-	-	-	-	-	-	-	73.30	-	-
	-	**-**	**25.70**	**-**	**-**	**-**	**-**	**166.62**	**-**	**-**
Advances given:										
Tristar Intermediates Private Limited	-	-	-	-	-	-	-	80.00	-	-
Rossari Consumer Products Private Limited	-	-	0.20	-	-	-	-	-	-	-
	-	**-**	**0.20**	**-**	**-**	**-**	**-**	**80.00**	**-**	**-**
Outstanding Receivables:										
Buzil Rossari Private Limited	-	-	107.37	-	-	-	-	85.18	-	-
Rossari Consumer Products Private Limited	-	-	9.11	-	-	-	-	3.07	-	-
Tristar Intermediates Private Limited	-	-	4.17	-	-	-	-	38.02	-	-
Unitop Chemicals Private Limited	-	-	12.04	-	-	-	-	67.07	-	-
Romakk Chemicals Private Limited	-	-	-	3.10	-	-	-	-	6.81	-
	-	**-**	**132.69**	**3.10**	**-**	**-**	**-**	**193.34**	**6.81**	**-**
Advances receivables:										
Tristar Intermediates Private Limited	-	-	-	-	-	-	-	51.67	-	-
	-	**-**	**-**	**-**	**-**	**-**	**-**	**51.67**	**-**	**-**
Payables:										
Tristar Intermediates Private Limited	-	-	317.03	-	-	-	-	-	-	-
Unitop Chemicals Private Limited	-	-	512.78	-	-	-	-	26.70	-	-
Romakk Chemicals Private Limited	-	-	-	38.86	-	-	-	-	52.41	-
	-	**-**	**829.81**	**38.86**	**-**	**-**	**-**	**26.70**	**52.41**	**-**
Loans:										
Buzil Rossari Private Limited	-	-	-	-	-	-	-	25.70	-	-
	-	**-**	**-**	**-**	**-**	**-**	**-**	**25.70**	**-**	**-**
Interest on Loan receivable:										
Buzil Rossari Private Limited	-	-	-	-	-	-	-	2.95	-	-
	-	**-**	**-**	**-**	**-**	**-**	**-**	**2.95**	**-**	**-**

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 43: Employee benefits

Defined contribution plan

The Company makes contributions towards Provident Fund, Employee's State Insurance Corporation (ESIC) for qualifying employees. The Company has recognised ₹ 10.59 million (31st March, 2022 - ₹ 8.53 million), being Company's contribution to Provident Fund and ESIC, as an expense and included in note 32 - Employee Benefit Expenses in the Statement of Profit and Loss.

Defined benefit plan

i. Gratuity plan

The Gratuity Benefits are classified as Post-Retirement Benefits as per Ind AS 19 and the accounting policy is outlined as follows.

As per Ind AS 19, the service cost and the net interest cost would be charged to the profit or loss. Actuarial gains and losses arise due to difference in the actual experience and the assumed parameters and also due to changes in the assumptions used for valuation. The Company recognises these remeasurements in the Other Comprehensive Income (OCI).

When the benefits of the plan are changed, or when a plan is curtailed or settlement occurs, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment or settlement, is recognised immediately in the profit or loss account when the plan amendment or when a curtailment or settlement occurs.

Through its gratuity plans the Company is exposed to a number of risks, the most significant of which are detailed below:

a) Actuarial Risk

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption then the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption then the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

b) Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

c) Liquidity Risk

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company, there can be strain on the cash flows.

d) Market Risk

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the evaluation of liability is exposed to fluctuations in the yields as at the valuation date.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 43: Employee benefits (Contd.)

e) Legislative Risk

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/ regulation. The government may amend the payment of gratuity act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligation and the same will have to be recognised immediately in the year when any such amendment is effective.

(₹ In million)

	Gratuity as per actuarial valuation	Funded Plan Gratuity	
	Particulars	**As at 31st March, 2023**	**As at 31st March, 2022**
I	**Expense recognised in the Statement of Profit and Loss for the year ended**		
	1. Current Service Cost	7.62	6.10
	2. Interest cost on benefit obligation(Net)	0.85	0.63
	Total expenses included in employee benefits expenses	**8.47**	**6.73**

(₹ In million)

II	**Recognised in other comprehensive income for the year**	**As at 31st March, 2023**	**As at 31st March, 2022**
	1. Actuarial (gains)/ losses arising from changes in financial assumptions	(4.07)	(1.30)
	2. Actuarial (gains)/ losses arising from changes in experience adjustment	(0.32)	1.07
	3. Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
	4. Return on plan asset	(0.11)	0.05
	Recognised in other comprehensive income	**(4.50)**	**(0.18)**

(₹ In million)

III	**Change in the present value of defined benefit obligation**	**As at 31st March, 2023**	**As at 31st March, 2022**
	1. Present value of defined benefit obligation at the beginning of the year	46.47	39.27
	2. Current service cost	7.62	6.10
	3. Interest cost	2.82	2.26
	4. Remeasurements (gains)/ losses		
	(I) Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
	(II) Actuarial (gains)/ losses arising from changes in financial assumption	(4.07)	(1.30)
	(III) Actuarial (gains)/ losses arising from changes in experience adjustment	(0.32)	1.07
	5. Past service cost	-	-
	6. Benefits paid	(1.07)	(0.93)
	7. Liabilities assumed/(settled)	-	-
	Present value of defined benefit obligation at the end of the year	**51.45**	**46.47**

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 43: Employee benefits (Contd.)

(₹ In million)

IV	Change in fair value of plan assets during the year	As at 31st March, 2023	As at 31st March, 2022
	1. Fair value of plan assets at the beginning of the year	29.99	26.36
	2. Interest income	2.02	1.63
	3. Contribution by employer	2.78	2.98
	4. Benefits paid	(1.07)	(0.93)
	5. Remeasurements (gains)/ losses		
	(I) Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
	(II) Actuarial (gains)/ losses arising from changes in financial assumption	-	-
	(III) Actuarial (gains)/ losses arising from changes in experience adjustment	-	-
	6. Return on plan assets excluding interest income	0.12	(0.05)
	Fair value of plan assets at the end of the year	**33.84**	**29.99**

(₹ In million)

V	Net (Liability) recognised in the Balance Sheet as at	As at 31st March, 2023	As at 31st March, 2022
	1. Present value of defined benefit obligation	51.45	46.47
	2. Fair value of plan assets	33.84	29.99
	3. Surplus/(Deficit)	(17.61)	(16.48)
	4. Current portion of the above	(7.68)	(7.45)
	5. Non-current portion of the above	(9.93)	(9.03)
		(17.61)	(16.48)

(₹ In million)

VI	Actuarial assumptions	As at 31st March, 2023	As at 31st March, 2022
	1. Discount rate	7.35%	6.70%
	2. Attrition rate	30.00% p.a. at younger ages reducing to 5.00% p.a. at older ages	30.00% p.a. at younger ages reducing to 5.00% p.a. at older ages
	3. Average salary escalation rate	9.00%	10.00%
	4. Mortality table used	Indian Assured Lives Mortality (2012-14) Table	

(₹ In million)

VII	Major Category of Plan Assets as a % of the Total Plan Assets	As at 31st March, 2023	As at 31st March, 2022
	Insurer managed funds*	100.00%	100.00%

*In the absence of detailed information regarding plan assets which is funded with Insurance Companies, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.

(₹ In million)

VIII	The expected contributions to the plan for the next annual reporting period	As at 31st March, 2023	As at 31st March, 2022
	The expected contributions to the plan for the next annual reporting period	(7.68)	(7.45)

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 43: Employee benefits (Contd.)

IX The sensitivity analysis below, have been determined based on reasonable possible change of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of Sensitivity Analysis is given below:

(₹ In million)

Impact on employee benefits obligations (increase) / decrease	As at 31st March, 2023	As at 31st March, 2022
1. Discount rate varied by +0.5 %	50.03	45.05
2. Discount rate varied by -0.5 %	(52.95)	(47.87)
3. Salary growth rate varied by +0.5 %	(52.42)	(47.39)
4. Salary growth rate varied by -0.5 %	50.40	45.52
5. Withdrawal rate (W.R.) varied + 10 %	51.36	46.12
6. Withdrawal rate (W.R.) varied - 10 %	(51.51)	(46.72)

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change, if any.

(₹ In million)

X

Maturity profile of defined benefit obligation	As at 31st March, 2023	As at 31st March, 2022
Year 1	7.94	6.99
Year 2	5.52	4.78
Year 3	7.90	4.52
Year 4	4.72	6.75
Year 5	8.11	3.89
More than 5 years	19.68	20.05

The current service cost and net interest cost for the year pertaining to Gratuity expenses have been recognised in "Contribution to Provident and other funds" in the statement of Profit and Loss account. The Remeasurements of the net defined benefit liability are included in Other Comprehensive Income. The Compensated expenses have been recognised as part of "Salaries and wages" in the Statement of Profit and Loss account.

Note 44: Leases

Following are the changes in the carrying value of right of use assets for the year ended 31st March, 2023:

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	68.61	69.38
Additions	-	-
Deletions	-	-
Depreciation / Amortisation	(0.77)	(0.77)
Closing Balance	**67.84**	**68.61**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Rent expense recorded for short-term leases was ₹ 23.11 million (31st March, 2022 - ₹ 35.37 million)

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all the economic benefits from the use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

NOTE 45: Capital Management

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders through the optimisation of the debt and equity balance. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, customer, creditors and market confidence.

The management and the Board of Directors monitor the return on capital as well as the level of dividends to shareholders.

The Company may take appropriate steps in order to maintain, or if necessary, adjust, its capital structure.

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Short-term Borrowings	200.00	-
Long-term Borrowings including current maturities	449.16	-
Total	**649.16**	**-**
Equity	8,586.96	
Long-term debt to Equity	0.05	-
Total debt to Equity	0.08	-

NOTE 46: Financial Risk Management Framework

The Company has formulated and implemented a policy on risk management, so as to develop an approach to identify, assess and manage the various risks associated with our business activities in a systematic manner. The policy lays down guiding principles on proactive planning for identifying, analysing and mitigating material risks, both external and internal, and covering operational, financial and strategic risks. After risks have been identified, risk mitigation solutions are determined to bring risk exposure levels in line with risk appetite. The Company's risk management policies and systems are reviewed regularly to reflect changes in market conditions and our business activities. The Company's business activities are exposed to a variety of financial risks, namely Credit risk, Liquidity risk, Currency risk, Interest risks.

Market Risk

The Company's size and operations result in it being exposed to the market risks that arise from its use of financial instruments namely Currency risk and Interest risk. These risk may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of this risk is explained below.

Currency Risk

The Company is exposed to exchange rate risk as certain portion of the revenues and expenditure are denominated in foreign currencies. The Company imports certain raw materials, the price of which we are required to pay in foreign currency, which is mostly the U.S. dollar or Euro. Products that we export are paid for in foreign currency, which together acts as a natural hedge. Any appreciation/ depreciation in the value of the Rupee against U.S. dollar, Euro or other foreign currencies would decrease / increase the Rupee value of debtors/ creditors. For exposure beyond natural hedge, the Company had foreign exchange derivatives upto 31st March, 2022 such as foreign exchange forward contracts to minimise the risk

(₹ In million)

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Assets	Liabilities	Assets	Liabilities
USD	272.77	28.25	367.49	83.02
EURO	3.41	26.52	13.22	0.23

Interest rate risk

Interest rate risk results from changes in prevailing market interest rates, which can cause a change in the fair value of fixed-rate instruments and changes in the interest payments of the variable-rate instruments. Our operations are funded to a certain extent by borrowings. Our current loan facilities carry interest at variable rates. The management is responsible for the monitoring of the Company's interest rate position. Various variables are considered by the management in structuring the Company's borrowings to achieve a reasonable, competitive cost of funding.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

NOTE 46: Financial Risk Management Framework (Contd.)

Liquidity risk

Liquidity risk management

Liquidity risk is the risk that we will encounter difficulties in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure that we have sufficient liquidity or access to funds to meet our liabilities when they are due.

i. Maturity profile of financial liabilities:

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

(₹ In million)

Particulars	Carrying amount in Balance sheet	Less than 1 Year	2nd and 3rd Year	4th and 5th Year	Above 5 years
As at 31st March, 2023					
Short term borrowings	200.00	200.00	-	-	-
Long term borrowings including current maturities	449.16	99.83	199.60	149.73	-
Trade payables	1,789.44	1,782.81	6.63	-	-
Other Financial Liabilities	101.86	101.86	-	-	-
Total	**2,540.46**	**2,184.50**	**206.23**	**149.73**	**-**
As at 31st March, 2022					
Trade payables	1,158.10	1,144.84	6.63	6.63	-
Other Financial Liabilities	112.62	112.62	-	-	-
Total	**1,270.72**	**1,257.46**	**6.63**	**6.63**	**-**

ii. Financing Arrangements:

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Secured Working Capital facilities:		
- Expiring within one year	200.00	-
- Expiring beyond one year	349.33	-

Note 47: Credit Risk management

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from our operating activities, primarily from trade receivables. The Company's customer base majorly has creditworthy counterparties which limits the credit risk. The Company's exposures are continuously monitored and wherever necessary we take advances/Letter of Credits to minimize the risk.

Note 48: Trade receivable and advances

The Company applies the simplified approach to provide for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables/Advances. The Company has computed expected credit losses based on actual basis. Forward-looking information (including macroeconomic information) has been incorporated into the determination of expected credit losses.

Reconciliation of allowance for expected credit loss in respect of trade receivables:

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance as at beginning of the year	5.78	4.73
Additions during the year	18.63	1.05
Balance as at end of the year	**24.41**	**5.78**

In respect of other financial assets, the maximum exposure to credit risk at the end of the reporting period approximates the carrying amount of each class of financial assets.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 49: Sensitivity Analysis

Foreign Currency Sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant.

(₹ In million)

	Currency	Change in rate	Effect on Profit Before Tax
Year ended 31st March, 2023	USD	10%	24.45
	EURO	10%	-2.31
Year ended 31st March, 2022	USD	10%	1.42
	EURO	10%	1.30

If the change in rates decline by a similar percentage, there will be opposite impact of similar amount on Profit Before Tax and Pre-tax Equity Effect.

The sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Interest Rate sensitivity

The sensitivity analysis below has been determined based on exposure to interest rate for both Term Loans & Working Capital loans.

The following table demonstrates the sensitivity in interest rates on that portion of loans and borrowings which are not hedged, with all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Currency	Increase/ Decrease in basis points	Effect on Profit Before Tax
Year ended 31st March, 2023	INR	+50	1.89
Year ended 31st March, 2022	INR	+50	0.42

If the change in rates decline by a similar percentage, there will be opposite impact of similar amount on Profit Before Tax and Pre-tax Equity Effect.

Note 50: Offsetting Of balances:

The Company has not offset financial assets and financial liabilities, unless permissible contractually.

Note 51: Fair Value Disclosures

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

- Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2: Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.
- Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 51: Fair Value Disclosures (Contd.)

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature.

All financial liabilities and financial assets have no material impact.

Financial instruments measured using Fair Value.

(₹ In million)

Particulars	Carrying Value	Fair value (Level 1)	Fair value (Level 2)	Valuation Technique	Key Inputs
As at 31st March, 2023					
Mutual Funds	203.13	203.13	-	Net Assets Value	
Total	**203.13**	**203.13**	**-**		
As at 31st March, 2022					
Derivative investments	4.36	-	4.36	Discounted Cash Flow and Interest rate	Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counter parties.
Mutual Funds	90.07	90.07	-	Net Assets Value	
Total	**94.43**	**90.07**	**4.36**		

Except for the above, carrying value of Other financial assets/liabilities represent reasonable estimate of fair value.

Note 52: Acquisition of Business during the year ended 31st March, 2022

On 1st May, 2021, the Company had completed the acquisition of the Defoamer Business of Trio Chemicals and Allied Products ('Trio') at a total consideration of ₹ 52.50 million. Trio is into the business of manufacturer of Defoamers and qualifies as a business as defined in Ind AS 103. Trio was acquired to gain the synergies from the combined business.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below.

Particulars	Amount in ₹ Million
Property, plant and equipment	4.70
Identifiable intangible assets - Trademark	21.00
Trade Receivables	40.90
Inventory	11.00
Deferred tax liabilities	(5.40)
Provisions and Other Liabilities	(30.30)
Total identifiable assets acquired and liabilities assumed	**41.90**
Goodwill	10.60
Total consideration	**52.50**
Satisfied by:	
Cash	52.50
Total consideration transferred	
Net cash outflow arising on acquisition:	
Cash consideration	52.50

The goodwill of ₹ 10.60 million arising from the acquisition consist of synergies on acquisition of the business. The goodwill arising on the acquisition are not tax deductible.

Notes accompanying the Standalone Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 53: Analytical Ratios

Particulars	Numerator	Denominator	As at 31st March, 2023	As at 31st March, 2022	% Variance	Reason for Variance
Current Ratio	Current Assets	Current Liabilities	2.05	2.63	(22.03) %	Not Applicable
Debt- Equity Ratio	Total Debt	Shareholder's Equity	0.08	-	100.00 %	Due to borrowings taken during the year. Refer note (a) below
Debt Service Coverage Ratio	PAT + Depreciation & Amortisation + Interest	Principal repayment on long term debt + interest payments	34.45	-	100.00 %	Due to borrowings taken during the year. Refer note (a) below
Return on Equity Ratio	Net Profit after Tax	Average Shareholder's Equity	8.69 %	13.37 %	(35.00) %	The Company had issued equity shares on preferential basis in previous year and on exercise of employee stock options in the current year and previous year, and there is a reduction in the Net Profit after Tax which has reduced Return on Equity in the current year.
Inventory turnover Ratio	Sale of Products	Average Inventory	8.80	10.86	(18.97) %	Not Applicable
Trade Receivables turnover Ratio	Sale of Products and commission income	Average Trade Receivables	4.58	6.73	(31.92) %	Due to increase in trade receivables as compared to previous year
Trade Payable turnover Ratio	Net Credit Purchases of RM, PM and Stock in trade	Average Trade Payables	4.82	7.91	(39.12) %	Due to increase in trade payables as compared to previous year
Net Capital turnover Ratio	Net Sales	Average Working Capital	4.16	5.01	(16.90) %	Not Applicable
Net Profit Ratio	Net Profit	Net Sales	7.32	7.41	(1.18) %	Not Applicable
Return on Capital Employed	EBIT	Tangible Net Worth + Total Debt + Deferred Tax Liability	10.90 %	14.02 %	(22.25) %	Not Applicable
Return on Investment - Quoted Investments	Income Earned from Investments made	Investments made	5.37 %	3.00 %	79.00 %	Due to higher returns from the short term investments in liquid funds
Return on Investment - Unquoted Investments	Income Earned from Investments made	Investments made	2.09 %	-	100.00 %	Due to dividend income received from an associate in the current year. Refer note (b) below

Notes:

(a) There was no outstanding obligation on account of debt as on 31st March 2022.

(b) During the previous year, the Company has not earned any income on the investments held in Subsidiaries and Associate.

Note 54: Additional Regulatory Information Required By Schedule III

(i) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

Notes accompanying the Standalone Financial Statements

for the year ended 31st March, 2023 (Contd.)

NOTE 54: Additional Regulatory Information Required By Schedule III (Contd.)

(ii) Borrowing secured against current assets

The Company have sanctioned borrowings/facilities from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks and financial institutions are in agreement with the books of accounts.

(iii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or any lender.

(iv) Relationship with struck off companies

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(vi) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(viii) Undisclosed Income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) Valuation of PP&E, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(xi) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

Note 55: Figures for previous year have been regrouped wherever considered necessary.

For and on behalf of the Board of Directors of Rossari Biotech Limited

EDWARD MENEZES
Executive Chairman
DIN: 00149205

SUNIL CHARI
Managing Director
DIN: 00149083

MANASI NISAL
Chief Financial Officer

PARUL GUPTA
Company Secretary

Place: Mumbai
Date : 29th April, 2023

Independent Auditor's Report

To The Members of ROSSARI BIOTECH LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Rossari Biotech Limited ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group") and the Group's share of profit in its associate and joint venture, which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements / financial information of subsidiaries and associate referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2023, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associate and joint venture in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraphs (a) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

<table>
<tr><th>Sr. No.</th><th>Key Audit Matter</th><th>Auditor's Response</th></tr>
<tr><td>1</td><td>Revenue recognition (Refer note 31 to Consolidated financial statements of the Company)

Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion insofar as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of results for the year.</td><td>Principal audit procedure performed:

• Focusing on the Groups's revenue recognition for compliance with Ind AS;

• Testing the design, implementation and operating effectiveness of the Group's controls on recording revenue;

• Performing Substantive testing for cut-off with verification of contractual terms of invoices, dispatch/deliveries receipts, inventory reconciliations and circularization of receivable balances and analytical review procedures.

• Our test of details focused on cut-off samples to verify that only revenue pertaining to current year is recognised based on terms and conditions set out in sales contracts and delivery documents.

This matter has been identified as KAM by the component auditors also. Component auditors have reported to us that they have performed these procedures.</td></tr>
</table>

Independent Auditors' Report (Contd.)

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report including Annexures to Director's Report, Management Discussion and Analysis Report, Business Responsibility Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Director's report is expected to be made available to us after the date of this auditor's report
- Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available, compare with the financial statements of the subsidiaries and associate audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries and associate, is traced from their financial statements audited by the other auditors.
- When we read the Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associate and joint venture in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and its joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent as aforesaid.

In preparing the consolidated financial statements, the respective Management of the companies included in the Group and of its associate and joint venture are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate and joint venture are also responsible for overseeing the financial reporting process of the Group and of its associate and joint venture.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Independent Auditors' Report (Contd.)

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors (i) in planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements / financial information of 4 subsidiaries, whose financial statements / financial information reflect total assets of Rs.4,692.98 million as at March 31, 2023, total revenues of Rs.8,424.02 million and net cash inflows (net) amounting to Rs.180.75 million for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of Rs. 5.02 million for the year ended March 31, 2023, as considered in the consolidated financial statements, in respect of an associate whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the reports of the other auditors.

Independent Auditors' Report (Contd.)

(b) The consolidated financial statements also includes the Group's share of net profit of Rs. 4.55 million for the year ended March 31, 2023, as considered in the consolidated financial statements, in respect of a joint venture, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this joint venture, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements/ financial information of the subsidiaries and associate referred to in the Other Matters section above we report, to the extent applicable that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors of the Parent as on March 31, 2023 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies and associate company incorporated in India, none of the directors of the Group companies and its associate company incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent, subsidiary companies and associate company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

      In our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of subsidiary companies and associate company incorporated in India, the remuneration paid by the Parent and such subsidiary companies and associate company to their respective directors during the year is in accordance with the provisions of section 197 of the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i) There were no pending litigations which would impact the consolidated financial position of the Group and its associate.

      ii) The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent, and its subsidiary companies and associate company incorporated in India.

iv) (a) The respective Managements of the Parent and its subsidiaries and associate which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries and associate respectively that, to the best of their knowledge and belief, as disclosed in the notes to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries and associate to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries and associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Parent and its subsidiaries and associate which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries and associate respectively that, to the best of their knowledge and belief, as disclosed in the notes to the consolidated financial statements, no funds have been received by the Parent or any of such subsidiaries, and associate from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries and associate shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The final dividend proposed in the previous year, declared and paid by the Parent and an associate which are companies incorporated in India, whose financial statements have been audited under the Act during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 20 to the consolidated financial statements, the Board of Directors of the Parent, whose financial statements have been audited under the Act have proposed final dividend for the year which is subject to the approval of the members of the Parent at the ensuing respective Annual General Meetings. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

Subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have not declared or paid any dividend during the year and have not proposed final dividend for the year. No dividend has been proposed by an associate which is company incorporated in India, whose financial statements have been audited under the Act.

vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable w.e.f. April 1, 2023 to the Parent and its subsidiaries and associate which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

Independent Auditors' Report (Contd.)

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/
W-100018)

Manoj H. Dama
(Partner)
(Membership No. 107723)
(UDIN: 23107723BGXPZO4218)

Place: Mumbai
Date: April 29, 2023

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Rossari Biotech Limited of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of **Rossari Biotech Limited** (hereinafter referred to as "Parent") and its subsidiary companies, which are companies incorporated in India and its associate company, which is company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent, its subsidiary companies and its associate company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies and its associate company which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and associate company, which are companies incorporated in India, in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies and its associate company which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Annexure "A" to the Independent Auditor's Report (Contd.)

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matter paragraph below, the Parent, its subsidiary companies and its associate company which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to 4 subsidiary companies and an associate company which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Manoj H. Dama
(Partner)
(Membership No. 107723)
(UDIN: 23107723BGXPZO4218)

Place: Mumbai
Date: April 29, 2023

Consolidated Balance Sheet
as at 31st March, 2023

(₹ In million)

Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
ASSETS			
NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	3a	2,700.36	3,024.50
(b) Right of Use Assets	3b	435.75	441.95
(c) Capital Work-in-Progress	3c	130.72	13.42
(d) Goodwill	4	1,187.11	898.58
(e) Other Intangible Assets	5	1,512.86	1,706.38
(f) Intangible assets under development	5a	30.10	-
(g) Investments accounted for using the equity method	6	249.66	241.66
(h) Financial Assets			
(i) Investments	7	2.09	2.06
(ii) Other Financial Assets	8	35.07	41.01
(i) Income Tax Assets (Net)	9	57.40	58.17
(j) Deferred Tax Assets (Net)	10	31.99	13.53
(k) Other Non-current Assets	11	90.96	33.03
TOTAL NON- CURRENT ASSETS		**6,464.07**	**6,474.29**
CURRENT ASSETS			
(a) Inventories	12	1,884.78	1,899.32
(b) Financial Assets			
(i) Investments	13	259.95	115.49
(ii) Trade Receivables	14	3,536.60	3,048.53
(iii) Cash and Cash Equivalents	15a	698.32	374.77
(iv) Bank Balances other than (iii) above	15b	547.40	148.75
(v) Loans	16	2.94	13.91
(vi) Other Financial Assets	17	12.17	8.83
(c) Other Current Assets	18	269.42	483.33
TOTAL CURRENT ASSETS		**7,211.58**	**6,092.93**
TOTAL ASSETS		**13,675.65**	**12,567.22**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	19	110.31	110.11
(b) Other Equity	20	9,041.35	7,941.53
Equity Attributable to Owners of the Company		**9,151.66**	**8,051.64**
TOTAL EQUITY		**9,151.66**	**8,051.64**
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	21	349.33	-
(ii) Other Financial Liabilities	22	73.93	850.27
(b) Provisions	23	44.90	29.18
(c) Deferred Tax Liabilities (Net)	24	587.20	689.49
TOTAL NON CURRENT LIABILITIES		**1,055.36**	**1,568.94**
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	25	389.95	84.27
(ii) Trade Payables	26		
a) total outstanding dues of Micro Enterprises and Small Enterprises		279.66	211.54
b) total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		1,572.20	1,649.97
(iii) Other Financial Liabilities	27	1,061.20	815.67
(b) Other Current Liabilities	28	63.56	97.37
(c) Provisions	29	17.43	15.99
(d) Current Tax Liabilities (Net)	30	84.63	71.83
TOTAL CURRENT LIABILITIES		**3,468.63**	**2,946.64**
TOTAL EQUITY AND LIABILITIES		**13,675.65**	**12,567.22**

The accompanying notes 1 to 58 are an integral part of the Consolidated Financial Statements.

In terms of our report attached
Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors of Rossari Biotech Limited

MANOJ H. DAMA
Partner

EDWARD MENEZES
Executive Chairman
DIN: 00149205

SUNIL CHARI
Managing Director
DIN: 00149083

MANASI NISAL
Chief Financial Officer

PARUL GUPTA
Company Secretary

Place: Mumbai
Date : 29th April, 2023

Place: Mumbai
Date : 29th April, 2023

Consolidated Statement of Profit and Loss
for the year ended 31st March, 2023

(₹ In million)

	Particulars	Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022
I	Revenue from operations	31	16,558.81	14,829.74
II	Other Income	32	54.84	119.96
III	**Total Income (I + II)**		**16,613.65**	**14,949.70**
IV	**EXPENSES**			
	(a) Cost of materials consumed	33	10,791.05	9,728.68
	(b) Purchases of stock-in-trade		1,048.51	1,552.14
	(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	34	(126.44)	(202.88)
	(d) Employee benefits expense	35	986.16	679.29
	(e) Finance costs	36	223.15	126.56
	(f) Depreciation and amortisation expenses	37	629.31	480.55
	(g) Other expenses	38	1,629.29	1,238.08
	Total Expenses		**15,181.03**	**13,602.42**
	Profit before tax (III - IV)		**1,432.62**	**1,347.28**
	Share of profit of joint venture/associate		9.57	15.47
V	**Profit before tax**		**1,442.19**	**1,362.75**
VI	**Tax Expense**			
	Current tax	39(a)	491.34	470.14
	Deferred tax	39(b)	(121.72)	(84.34)
	Total Tax Expense		**369.62**	**385.80**
VII	**Profit for the year (V - VI)**		**1,072.57**	**976.95**
VIII	**Other comprehensive Income**			
	(i) Items that will not be reclassified to profit or loss			
	Remeasurements of the defined benefit plans		3.97	1.31
	(ii) Income tax relating to items that will not be reclassified to profit or loss	39(c)	(0.97)	(0.46)
	Total Other Comprehensive income		**3.00**	**0.85**
IX	**Total comprehensive income (VII + VIII)**		**1,075.57**	**977.80**
	Profit / Loss for the year Attributable to			
	Owners of the Company		1,072.57	976.74
	Non Controlling Interest		-	0.21
			1,072.57	**976.95**
	Other Comprehensive Income for the year Attributable to			
	Owners of the Company		3.00	0.85
	Non Controlling Interest		-	-
			3.00	**0.85**
	Total Comprehensive Income for the year Attributable to			
	Owners of the Company		1,075.57	977.59
	Non Controlling Interest		-	0.21
			1,075.57	**977.80**
X	**Earnings per equity share (in ₹)**			
	Basic	40	19.46	17.81
	Diluted	40	19.38	17.70

The accompanying notes 1 to 58 are an integral part of the Consolidated Financial Statements.

In terms of our report attached
Deloitte Haskins & Sells LLP
Chartered Accountants

MANOJ H. DAMA
Partner

Place: Mumbai
Date : 29th April, 2023

For and on behalf of the Board of Directors of Rossari Biotech Limited

EDWARD MENEZES
Executive Chairman
DIN: 00149205

SUNIL CHARI
Managing Director
DIN: 00149083

MANASI NISAL
Chief Financial Officer

PARUL GUPTA
Company Secretary

Place: Mumbai
Date : 29th April, 2023

Consolidated Statement of Changes in Equity
for the year ended 31st March, 2023

(a) Equity Share Capital

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Issued, Subscribed and Paid-up:		
Balance at the beginning of the year	110.11	103.86
Fresh Issue during the year (refer note 19.1 and 19.2)	0.20	6.25
Balance at the end of the year	**110.31**	**110.11**

(b) Other Equity

(₹ In million)

Particulars	Reserves and Surplus			
	Securities Premium	Employee Stock Options Outstanding	Retained Earnings	Total
Balance as at 01st April, 2021	**1,575.47**	**21.15**	**2,387.24**	**3,983.86**
Profit for the year	-	-	976.95	976.95
Other Comprehensive income for the year (net of tax)	-	-	0.85	0.85
Total Comprehensive income for the year	-	-	977.80	977.80
Share based payment expenses (refer note 35.1)	-	18.39	-	18.39
Transfer on account of exercise of employee stock option	6.69	(6.69)	-	-
Dividend paid on equity shares	-	-	(27.53)	(27.53)
Change in group's interest	-	-	(19.79)	(19.79)
Fresh issue of Equity Shares (refer note 19.1 and 19.2)	3,042.60	-	-	3,042.60
Share issue expenses (refer foot note to note 20(i))	(33.80)	-	-	(33.80)
Balance as at 31st March, 2022	**4,590.96**	**32.85**	**3,317.72**	**7,941.53**
Profit for the year	-	-	1,072.57	1,072.57
Other Comprehensive income for the year (net of tax)	-	-	3.00	3.00
Total Comprehensive income for the year	-	-	1,075.57	1,075.57
Share based payment expenses (refer note 35.1)	-	9.86	-	9.86
Transfer on account of exercise of employee stock option	7.68	(7.68)	-	-
Dividend paid on equity shares	-	-	(27.53)	(27.53)
Fresh issue of Equity Shares (refer note 19.2)	41.92	-	-	41.92
Balance as at 31st March, 2023	**4,640.56**	**35.03**	**4,365.76**	**9,041.35**

The accompanying notes 1 to 58 are an integral part of the Consolidated Financial Statements.

In terms of our report attached
Deloitte Haskins & Sells LLP
Chartered Accountants

MANOJ H. DAMA
Partner

Place: Mumbai
Date : 29th April, 2023

For and on behalf of the Board of Directors of Rossari Biotech Limited

EDWARD MENEZES
Executive Chairman
DIN: 00149205

SUNIL CHARI
Managing Director
DIN: 00149083

MANASI NISAL
Chief Financial Officer

PARUL GUPTA
Company Secretary

Place: Mumbai
Date : 29th April, 2023

Consolidated Statement of Cash Flow

for the year ended 31st March, 2023

(₹ In million)

	Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
A	**Cash flows from operating activities**		
	Profit before tax	**1,442.19**	**1,362.75**
	Adjustments for:		
	Depreciation and amortisation expenses	629.31	480.55
	Gain on disposal of property, plant and equipment (net)	(2.83)	(6.38)
	Provision for expected credit loss (net)	20.15	8.86
	Share-based payments expenses	9.43	18.31
	Write down of value of Inventory to net realisable value	7.22	4.46
	Write back of liabilities	(14.67)	(9.43)
	Finance Costs	223.15	126.56
	Dividend received from an associate	-	(0.07)
	Interest Income	(25.22)	(40.67)
	Share of profit in Joint Venture/Associate	(9.57)	(15.47)
	Net (gain) on sale/fair value of investments	(7.07)	(9.82)
	Net (gain)/loss arising on derivative instruments measured at fair value through profit or loss	4.36	(4.36)
	Net foreign exchange gain	(2.77)	-
	Operating profit before working capital changes	**2,273.68**	**1,915.29**
	Changes in:		
	Trade Receivables and other assets	(279.69)	(425.28)
	Inventories	7.32	(481.85)
	Trade Payables and other liabilities	0.40	(213.34)
	Cash generated from Operations	**2,001.71**	**794.82**
	Income taxes paid (net of refunds)	(477.77)	(501.24)
	Net cash flows generated from operating activities	**1,523.94**	**293.58**
B	**Cash flows from investing activities**		
	Net (investment) / redemption of Mutual Funds	(137.42)	15.54
	Payments to acquire subsidiaries (net of cash acquired)	-	(3,402.41)
	Payments to acquire associate	-	(75.10)
	Payments to acquire additional stake in subsidiaries	(985.31)	(20.00)
	Payments for acquisition of business	-	(52.50)
	Dividend Received from an associate	1.57	0.07
	Interest Received	21.08	49.62
	Payments to acquire property, plant and equipment (including Capital work in progress) and intangible assets	(328.76)	(382.25)
	Proceeds from sale of property, plant and equipment	16.85	19.11
	(Increase)/Decrease in bank balances not considered as cash and cash equivalents (net)	(396.95)	859.13
	Net cash flow used in investing activities	**(1,808.94)**	**(2,988.79)**

Consolidated Statement of Cash Flow
for the year ended 31st March, 2023 (Contd.)

(₹ In million)

Particulars		For the year ended 31st March, 2023	For the year ended 31st March, 2022
C	**Cash flows from financing activities**		
	Proceeds from long-term borrowings (net of expenses)	449.16	-
	Proceeds from /(Repayment) of short term borrowings (net)	205.85	(48.12)
	Interest paid	(61.05)	(21.50)
	Proceeds from Issue of equity shares (net of share issue expenses)	42.12	3,015.05
	Dividend paid on equity shares	(27.53)	(27.53)
	Net cash flows generated from financing activities	**608.55**	**2,917.90**
	Net increase in cash and cash equivalents (A+B+C)	323.55	222.69
	Opening Cash and cash equivalents	374.77	152.08
	Closing Cash and cash equivalents	**698.32**	**374.77**

Notes:

The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard (Ind AS 7) – Statement of Cash flow.

The accompanying notes 1 to 58 are an integral part of the Consolidated Financial Statements.

In terms of our report attached
Deloitte Haskins & Sells LLP
Chartered Accountants

MANOJ H. DAMA
Partner

Place: Mumbai
Date : 29th April, 2023

For and on behalf of the Board of Directors of Rossari Biotech Limited

EDWARD MENEZES
Executive Chairman
DIN: 00149205

SUNIL CHARI
Managing Director
DIN: 00149083

MANASI NISAL
Chief Financial Officer

PARUL GUPTA
Company Secretary

Place: Mumbai
Date : 29th April, 2023

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023

1. Corporate information

The consolidated financial statements comprise financial statements of Rossari Biotech Limited ('the Parent Company') and its subsidiaries (collectively 'the Group').

The Parent Company is a public Company domiciled and incorporated in India under the Companies Act, 1956. The Parent Company has its registered office at 201-A & B, Akruti Corporate Park, LBS Marg, Next to GE Garden, Kanjurmarg (West), Mumbai - 400078. The group is engaged in manufacturing, selling and distribution of specialty chemicals. The group's products cater to global brands in the FMCG sector and find applications in a host of consumer-centric products and home and personal care products, textile chemicals, animal health and nutrition and cosmetic products.

2. Significant Accounting Policies and key accounting estimates and judgements

i. Statement of Compliances and Basis of Preparation

a) The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended). These consolidated financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented.

b) The aforesaid Financial Statements were approved by the Parent Company's Board of Directors and authorised for issue on 29th April, 2023.

ii. Basis of Consolidation

The Consolidated Financial Statements incorporate the Financial Statements of the Parent Company and entities (including structured entities) controlled by the Parent Company and its subsidiaries. Control is achieved when the Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiary. A joint venture is a joint arrangement whereby the parties have the rights to the net assets of the arrangement. The results, assets and liabilities of a joint venture are accounted using the equity method of accounting. Where the Group's activities are conducted through joint operations (i.e. the parties have rights to the assets and obligation for the liabilities relating to the arrangements), the Group recognises its share of assets, liabilities, income and expenses of such joint operations incurred jointly along with its share of income from the sale of output and any liability and expenses incurred in relation to joint operations.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests.

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the Financial Statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Transactions between the group and joint venture are eliminated in consolidated financial statement by adjusting group's share of unrealised profit/loss from the carrying value of investment in joint venture.

a) A number of Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has established policies and procedures with respect to the measurement of fair values. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Assets and Liabilities are classified as Current or Non-Current as per the provisions of Schedule III to the Companies Act, 2013 and the Group's Normal Operating Cycle. Based on the nature of business, the Group has ascertained its operating cycle as 12 months for the classification of assets and liabilities.

b) Use of estimates and judgements:

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements, and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

The application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed in Notes.

Accounting Estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

c) Critical estimates and judgements

1) Useful lives of property, plant and equipment and intangible assets:

Property, plant and equipment and intangible assets represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Useful lives of intangible assets are determined on the basis of estimated benefits to be derived from use of such intangible assets. The Group reviews the useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Their reassessments may result in change in the depreciation / amortisation expense in future periods.

2) Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value at each balance sheet date or at the time they are assessed for impairment. In estimating the fair value of an asset or a liability, the Group uses market observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities require estimates to be made by the management and are disclosed in the notes to the financial statements.

3) Impairment of goodwill

The Group estimates the value in use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rate used for the CGUs represent the weighted average cost of capital based on historical market returns of comparable companies.

4) Actuarial Valuation

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depends upon assumptions determined after taking into account discount rate, salary growth rate, expected rate of return, mortality and attrition rate. Information about such valuation is provided in notes to the financial statements.

5) Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):

The Group has considered relevant internal and external sources of information to evaluate the impact on the financial statements for the year ended 31st March, 2023. The Group has assessed the recoverability of the assets including receivables, investments, property plant and equipment, intangible assets, inventories and has made necessary adjustments to the carrying amounts by recognising provisions/impairment of assets where necessary. However, the actual impact may be different from that estimated as it will depend upon future developments and future actions to contain or treat the disease and mitigate its impact on the economy.

The principal accounting policies are set out below.

iii. Revenue Recognition

a) Sale of Goods:

Revenue from contract with customers is recognised when the Group satisfies performance obligation by transferring promised goods to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price stated net of discounts, returns and goods and services tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

b) **Commission Income:**

Commission income is recognised based on the contractual agreement entered with the respective parties.

c) **Export Incentive:**

Income from export incentives such as duty drawback and MEIS are recognised on an accrual basis.

d) **Dividend and Interest Income:**

Dividend income from investments is recognised when the shareholder's right to receive dividend has been established.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

iv. **Property, Plant & Equipment**

Property, Plant & Equipment are carried at cost less depreciation. Cost includes financing cost relating to borrowed funds attributable to the construction or acquisition of qualifying property, plant & equipment upto the date the assets are ready for use. When an asset is scrapped or otherwise disposed off, the cost and related depreciation are removed from the books of account and resultant profit (including capital profit) or loss, if any, is reflected in the Statement of Profit & Loss. Depreciation is calculated on Written Down Value method over the estimated useful life of all assets, these lives are in accordance with Schedule II to the Companies Act, 2013.

The estimated useful lives, residual value and depreciation method are reviewed at end of each reporting period, with the effect of any change in estimate accounted for on prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain/loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying value of the asset and is recognised in Profit and Loss.

v. **Goodwill and Intangible Assets**

Goodwill is initially recognised as the excess of consideration paid and acquirer's interest in the net fair value of the identifiable net assets of acquired business. Subsequent to initial measurement, goodwill is measured at cost less accumulated impairment, if any. Goodwill is allocated to the cash-generating unit which is expected to benefit from the business combination.

The useful life of intangible assets is assessed as either finite or infinite. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets are initially recognised at cost except those acquired in business combination.

Intangible assets with definite useful lives are amortised on a straight line basis so as to reflect the pattern in which the asset's economic benefits are consumed.

a) Copyright & Patent:

The expenditure incurred is amortised over the estimated period of benefit, not exceeding six years commencing with the year of purchase.

b) Technology and Trademark:

The expenditure incurred is amortised over the estimated period of benefit, not exceeding ten years commencing with the year of purchase.

c) Customer Relationship:

The expenditure incurred is amortised over the estimated period of benefit, not exceeding ten years commencing with the year of purchase.

d) Computer Software:

The expenditure incurred is amortised over three financial years equally commencing from the year in which the expenditure is incurred.

vi. **Research & Development**

Revenue expenditure incurred on Research and Development has been charged to the Profit and Loss Account in the year it has been incurred. Capital expenditure has been included in the Cost of Acquisition of the appropriate Fixed Assets and Depreciation thereon has been charged at regular rates prescribed.

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

vii. Impairment

The carrying value of assets/cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

viii. Inventories

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

From 1st April, 2022, Group has changed the accounting policy of method of inventory valuation from First In First Out (FIFO) method to Weighted Average Computation (WAC) Method, which is the most prevalent method followed in the Specialty Chemicals industry. Accordingly, Cost for raw materials and packing materials is determined on the basis of weighted average cost method (Also refer note 12.3)

Finished goods produced and purchased for sale and work-in-progress are carried at cost or net realisable value whichever is lower.

Stores, spares and consumables other than obsolete and slow-moving items are carried at cost. Obsolete and slow-moving items are valued at cost or estimated net realisable value, whichever is lower.

ix. Employee Benefits

a) Defined Contribution Plan:

Contribution payable to recognised provident fund, ESIC which are substantially defined contribution plan, is recognised as expense in the Statement of Profit and Loss, as they are incurred.

b) Defined Benefit Plan:

For defined plans in the form of gratuity, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur.

Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of period to the net benefit liability or asset. Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

x. Foreign Exchange Transactions and Translations

Transactions in foreign currencies i.e. other than the Group's functional currency of Indian Rupees are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on revaluation are recognised in Profit and Loss in period in which they arise.

Forward Exchange Contracts

The use of foreign currency forward contract is governed by the Group's strategy. Approved by board of Directors, which provides principle on uses of such forward contract consistent with the Group's risk management policy. The Group uses foreign currency forward contract to hedge its risk associated with foreign currency fluctuation relating to certain firm commitment and forecasted transaction for amount in excess of natural hedge available on export realisation against import payment. The Group doesn't use forward contract for speculative purpose.

All derivative contracts are marked to- market and losses/gains are recognised in the Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

xi. Taxation

Income tax expense represents the sum of the current tax currently payable and deferred tax.

a) Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

b) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profits nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiary, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilised the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

c) Current and Deferred Tax for the year

Current and Deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

xii. Borrowing Costs

Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

All borrowing costs are charged to the Statement of Profit and Loss except:

- Borrowing costs that are attributable to the acquisition or construction of qualifying tangible and intangible assets that necessarily take a substantial period of time to get ready for their intended use, which are capitalised as part of the cost of such assets.

- Expenses incurred on raising long term borrowings are amortised using effective interest rate method over period of borrowings. Investment Income earned on the temporary investment of funds of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

xiii. Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments.

The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss.

Rentals payable under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any option to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

xiv. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. In the event the time value of money is material provision is carried at the present value of the cash flows required to settle the obligation. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are possible assets that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. A contingent asset is disclosed, where an inflow of economic benefits is probable.

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

xv. **Financial instruments, Financial assets, Financial liabilities and Equity instruments**

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the relevant instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through Profit or Loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Transactions costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through Profit or Loss is recognised immediately in Profit and Loss. However, trade receivables that do not contain a signfigant financing component are measured at transaction price.

Classification and subsequent measurement

a) **Financial Assets**

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured at either amortised cost or fair value depending on their respective classification.

On initial recognition, a financial asset is classified as measured at:

- Amortised cost; or
- Fair Value through Other Comprehensive Income (FVTOCI); or
- Fair Value Through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in period the Group changes its business model for managing financial assets.

All financial assets not classified as measured at amortised cost or FVTOCI are measured at FVTPL. This includes all derivative financial assets.

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Profit and Loss. Any gain and loss on derecognition are recognised in Profit and Loss.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

For equity investments, the Group makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVTOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in Other Comprehensive Income and accumulated in the reserves. The cumulative gain or loss is not reclassified to Profit and Loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for medium or long-term strategic purpose. Upon the application of Ind AS 109, the Group has chosen to designate these investments as at FVTOCI as the Group believes that this provides a more meaningful presentation for medium or long-term strategic investments, than reflecting changes in fair value immediately in Profit and Loss. Dividend income received on such equity investments are recognised in Profit and Loss.

Equity investments that are not designated as measured at FVTOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in Profit and Loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Profit and Loss.

i. **Financial assets at Fair value through Profit & loss**

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for

Notes accompanying the Consolidated Financial Statements

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investments in equity instruments which are not held for trading.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different basis.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other Income' line item. Dividend of financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

ii. Impairment of Financial Assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, and other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit impairment financial assets).

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

iii. De-recognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralized borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

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On derecognition of a financial asset other than its entirety, (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognised on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

iv. Foreign Exchange Gains & Losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are designated as hedging instruments in a hedging relationship.
- Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in other comprehensive income.
- For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measure at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

b) Financial liabilities and equity instruments

i. Classification as debt or equity

Debt and equity instruments issued by a Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

ii. Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit of loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

iii. Compound Financial Instruments

The component parts of compound financial instruments (convertible instruments) issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is an equity instrument.

At the date of issue, fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognised as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instruments' maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound financial instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained earnings.

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No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

iv. Financial Liabilities

All financial liabilities are subsequently measure at amortised cost or at FVTPL.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measure at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance cost' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

c) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

d) Financial guarantee contracts and loan commitments

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts and loan commitments issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- The amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; or
- The amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 18.

xvi. Dividend Distribution

Final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Group's Board of Directors

xvii. Use of Estimates and judgement

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent Liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed at the end of each reporting period. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

xviii. Business combinations

The Group accounts for its business combinations under acquisition method of accounting. The acquiree's identifiable assets including liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date. The excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed is recognised as goodwill.

Before recognising capital reserve in respect thereof, the Group determines whether there exists clear evidence of underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional asset or liabilities that are identified in that reassessment. The Group then reviews the procedures used to measure the amounts that Ind

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AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognises it directly in equity as capital reserve.

Non-controlling interest is initially measured at fair value or at the proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition by acquisition basis. Subsequent to initial acquisition, the carrying amount of non-controlling interest is the amount of those interest in initial recognition plus the non-controlling interest's share of subsequent changes in equity of subsidiaries.

When the consideration transferred by the Group in business combination includes assets or liabilities resulting in a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as a part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments, are adjusted retrospectively, with corresponding adjustments against goodwill or capital reserve as the case may be.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed off.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amount for the items for which the accounting is incomplete. Those provisional amount are adjusted during the measurement period (which cannot exceed one year from the acquisition date), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amount recognised at that date. In consolidated financial statements, acquisition of non-controlling interest is accounted as equity transaction. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company. Business Combination under common control are accounted as per Appendix C in Ind AS 103 - Business combinations, at carrying amount of assets and liabilities acquired and any excess of consideration issued over the net assets acquired is recognised as capital reserve on common control business combination.

Acquisition of interest in Joint Venture/Associate

Acquisition of interest in a joint venture/associate, is initially recognised at cost. Any excess of the cost of the investment over the Group's share of fair value of identifiable assets and liabilities of the investee is regarded as goodwill, which is included in the carrying value of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of investment, after re-assessment, is recognised in equity as capital reserve in period in which the investment is acquired.

xix. Earnings per share

Basic earnings per share are calculated by dividing the Profit or Loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the Profit or Loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

xx. Share-based payment arrangements

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note no. 34.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 3a: Property, Plant and Equipment

(₹ In million)

Particulars		Freehold Land	Buildings	Plant and Equipments	Furniture & Fittings	Vehicles	Office Equipment	Computer Equipment	Total
(I)	**Gross Carrying Amount**								
	Balance as at 01st April, 2021	**101.23**	**731.46**	**1,163.63**	**36.91**	**32.03**	**15.70**	**11.29**	**2,092.25**
	Acquisitions through business combinations [refer note 56(a)]	-	710.90	475.81	22.11	27.14	8.20	2.05	1,246.21
	Additions during the year	0.19	238.93	260.54	8.32	13.00	7.13	8.14	536.25
	Disposals during the year	-	(11.09)	(33.19)	-	(3.04)	-	(0.12)	(47.44)
	Balance as at 31st March, 2022	**101.42**	**1,670.20**	**1,866.79**	**67.34**	**69.13**	**31.03**	**21.36**	**3,827.27**
	Additions during the year	-	22.94	78.90	4.24	1.24	3.59	7.37	118.28
	Disposals during the year	-	-	(19.05)	(0.66)	(16.80)	-	(0.80)	(37.31)
	Balance as at 31st March, 2023	**101.42**	**1,693.14**	**1,926.64**	**70.92**	**53.57**	**34.62**	**27.93**	**3,908.24**
(II)	**Accumulated depreciation**								
	Balance as at 01st April, 2021	**-**	**82.29**	**350.20**	**16.57**	**18.27**	**8.52**	**7.08**	**482.93**
	Depreciation expense for the year	-	109.23	216.89	9.54	9.71	4.18	4.69	354.24
	Disposals during the year	-	(11.09)	(20.22)	-	(3.04)	-	(0.05)	(34.40)
	Balance as at 31st March, 2022	**-**	**180.43**	**546.87**	**26.11**	**24.94**	**12.70**	**11.72**	**802.77**
	Depreciation expense for the year	-	141.12	245.90	16.28	12.61	5.84	6.65	428.40
	Disposals/adjustments/ reclassification during the year	-	-	(10.83)	(0.86)	(10.66)	0.01	(0.95)	(23.29)
	Balance as at 31st March, 2023	**-**	**321.55**	**781.94**	**41.53**	**26.89**	**18.55**	**17.42**	**1,207.88**
(III)	**Net carrying amount (I-II)**								
	Balance as at 1st April, 2021	101.23	649.17	813.43	20.34	13.76	7.18	4.21	1,609.32
	Balance as at 31st March, 2022	101.42	1,489.77	1,319.92	41.23	44.19	18.33	9.64	3,024.50
	Balance as at 31st March, 2023	**101.42**	**1,371.59**	**1,144.70**	**29.39**	**26.68**	**16.07**	**10.51**	**2,700.36**

Notes:

(i) The Parent Company has created the charge on property, plant and equipment for the working capital facilities and term loan obtained from the Banks.

(ii) The depreciation expenses of property, plant and equipment has been included under note 37 'Depreciation and amortisation expenses'.

Note 3b: Right of use assets

(₹ In million)

Particulars		Leasehold Land	Total
(I)	**Gross Carrying Amount**		
	Balance as at 01st April, 2021	**70.92**	**70.92**
	Acquisitions through business combinations [refer note 56(a)]	375.63	375.63
	Additions during the year	0.95	0.95
	Less: Disposals during the year	-	-
	Balance as at 31st March, 2022	**447.50**	**447.50**
	Additions during the year	-	-
	Less: Disposals during the year	-	-
	Balance as at 31st March, 2023	**447.50**	**447.50**

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for the year ended 31st March, 2023 (Contd.)

Note 3b: Right of use assets (Contd.)

(₹ In million)

Particulars		Leasehold Land	Total
(II)	**Accumulated Amortisation**		
	Balance as at 01st April, 2021	**1.54**	**1.54**
	Amortisation expense for the year	4.01	4.01
	Less: Disposals during the year	-	-
	Balance as at 31st March, 2022	**5.55**	**5.55**
	Amortisation expense for the year	6.20	6.20
	Less: Disposals during the year	-	-
	Balance as at 31st March, 2023	**11.75**	**11.75**
(III)	**Net carrying amount (I-II)**		
	Balance as at 1st April, 2021	69.38	69.38
	Balance as at 31st March, 2022	441.95	441.95
	Balance as at 31st March, 2023	**435.75**	**435.75**

Note:

The amortisation expense of intangible assets has been included under Note 37 'Depreciation and amortisation expense' in the Statement of Profit and Loss.

Note 3c: Capital Work in Progress (CWIP)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Capital Work in Progress	130.72	13.42
Total	**130.72**	**13.42**

Notes:

(i) Capital work in progress is mainly comprises of plant and machinery pending installation and commissioning.

(ii) CWIP ageing schedule as on 31st March, 2023

(₹ In million)

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	Total
Projects in progress	130.72	-	-	-	130.72
Total CWIP	**130.72**	**-**	**-**	**-**	**130.72**

(iii) CWIP ageing schedule as on 31st March, 2022

(₹ In million)

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	Total
Projects in progress	13.42	-	-	-	13.42
Total CWIP	**13.42**	**-**	**-**	**-**	**13.42**

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 4: Goodwill

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance at the beginning of the year	898.58	26.24
Acquisitions through business combinations [refer note 56(a)]	-	872.34
On account of working capital changes [refer below note (i)]	288.53	-
Balance at the end of the year	**1,187.11**	**898.58**

Note:

(i) The Company has determined the aforesaid adjustment on account of working capital changes during the payment of second tranche consideration for Unitop Chemicals Private Limited as per the Share Purchase Agreement.

(ii) Impairment of Goodwill

Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit (CGU) is less than its carrying amount. For the impairment test, goodwill is allocated to the CGU or groups of CGUs, which benefit from the synergies of the acquisition and which represent the lowest level at which goodwill is monitored for internal management purposes. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. Impairment occurs when the carrying amount of a CGU, including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of future cash flows expected to be derived from the CGU. Key assumptions in the cash flow projections are prepared based on current economic conditions and includes estimated long-term growth rates, weighted average cost of capital and estimated operating margins. Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognised in the Consolidated Statement of Profit and Loss and is not reversed in the subsequent period.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the CGU or groups of CGUs, which benefit from the synergies of the acquisition. The Group internally reviews the goodwill for impairment at the acquired entity level.

The allocation of goodwill at entity level as at 31st March, 2023 and 31st March, 2022 is as follows:

(₹ In million)

Entity	As at 31st March, 2023	As at 31st March, 2022
Buzil Rossari Private Limited	26.24	26.24
Unitop Chemicals Private Limited	921.63	633.10
Tristar Intermediates Private Limited	228.64	228.64
Total	**1,176.51**	**887.98**

Goodwill pertaining to Trio amounting to ₹ 10.60 millions tested for impairment at CGU level

The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is determined based on discounted future cash flows. Value in use is calculated using cash flow projections over a period of 5 years, with amounts based on medium term strategic plan. Any major variations to strategic plan, based on experience are incorporated in the calculations. Cash flows beyond the 5 years period are extrapolated using a long term growth rate.

Key assumptions in the budgets and plans include future revenue volume/price growth rates, associated future levels of marketing support, cost-base of manufacture and supply and directly associated overheads. These assumptions are based on historical trends and future market expectations and the markets and geographies in which they operate.

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 4: Goodwill (Contd.)

The key assumptions used for the calculations are as follows :

Particulars	As at 31st March, 2023	As at 31st March, 2022
Weighted average cost of capital (WACC)	13.13% - 14.91%	14.5% - 22.4%
Terminal Growth Rate	3% - 4%	4%

As at 31st March, 2023, the estimated recoverable amount of the CGU exceeded its carrying amount. Reasonable sensitivities in key assumptions is unlikely to cause the carrying amount to exceed the recoverable amount of the cash generating units.

Note 5: Other Intangible Assets

(₹ In million)

	Particulars	Computer Software	Copyright & Patent	Technology and Trademark	Customer Relationship	Total
(I)	**Gross Carrying Amount**					
	Balance as at 01st April, 2021	2.32	71.50	75.00	-	148.82
	Acquisitions through business combinations [refer note 56(a)]	0.17	-	1,388.10	310.40	1,698.67
	Additions during the year	0.21	-	22.20	-	22.41
	Balance as at 31st March, 2022	**2.70**	**71.50**	**1,485.30**	**310.40**	**1,869.90**
	Additions during the year	1.19	-	-	-	1.19
	Balance as at 31st March, 2023	**3.89**	**71.50**	**1,485.30**	**310.40**	**1,871.09**
(II)	**Accumulated amortisation**					
	Balance as at 01st April, 2021	0.79	35.76	4.67	-	41.22
	Amortisation expense for the year	0.54	-	103.65	18.11	122.30
	Balance as at 31st March, 2022	**1.33**	**35.76**	**108.32**	**18.11**	**163.52**
	Amortisation expense for the year	1.71	15.55	146.38	31.07	194.71
	Balance as at 31st March, 2023	**3.04**	**51.31**	**254.70**	**49.18**	**358.23**
(III)	**Net carrying amount (I-II)**					
	Balance as at 01st April, 2021	1.53	35.74	70.33	-	107.60
	Balance as at 31st March, 2022	1.37	35.74	1,376.98	292.29	1,706.38
	Balance as at 31st March, 2023	**0.85**	**20.19**	**1,230.60**	**261.22**	**1,512.86**

Note:

The amortisation expense of intangible assets has been included under Note 37 'Depreciation and amortisation expense' in the Statement of Profit and Loss.

Note 5a: Intangible assets under development

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Intangible assets under development	30.10	-
Total	**30.10**	**-**

Notes:

(i) Intangible assets under development is mainly comprises of SAP Software cost pending implementation.

(ii) Intangible Assets under development ageing schedules as on 31st March, 2023

(₹ In million)

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	Total
Projects in progress	30.10	-	-	-	30.10
Total CWIP	**30.10**	**-**	**-**	**-**	**30.10**

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 6: Investments accounted for using the equity method

(₹ In million)

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No. of shares	Amount	No. of shares	Amount
Investment in Equity Instruments				
Measured as per equity accounting method:				
In Joint Venture Company, Unquoted, fully paid-up				
Equity Shares - Hextar Unitop SDN. BHD. of ₹ 100 each [Refer note 46 (b)]	750,000	161.67	750,000	157.12
In Associate Company, Unquoted, fully paid-up				
Equity Shares - Romakk Chemicals Private Limited of ₹ 100 each [Refer note 46 (b)]	626,210	87.99	626,210	84.54
Total		**249.66**		**241.66**

Note 7: Investments (Non-Current)

(₹ In million)

Particulars	Face Value per unit	As at 31st March, 2023		As at 31st March, 2022	
		No. of shares	Amount	No. of shares	Amount
Investment in Equity Instruments					
Measured at fair value through profit and loss:					
Quoted					
Equity shares of Bank of Baroda	2	522	0.09	602	0.06
Unquoted					
Equity Shares of Masti Leasing & Financing Company Private Limited	10	200,000	2.00	200,000	2.00
Total			**2.09**		**2.06**

Aggregate carrying value of quoted investments	-	0.09	-	0.06
Aggregate market value of quoted investments	-	0.09	-	0.06
Aggregate carrying value of unquoted investments	-	2.00	-	2.00
Aggregate impairment in value of investments	-	-	-	-

Note 8: Other Financial Assets (Non-Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Financial Assets at Amortised Cost:		
(unsecured, considered good unless otherwise stated)		
Security Deposits	34.81	38.93
Fixed Deposit with original maturity of more than 12 months (Refer note below)	0.20	1.91
Interest Accrued	0.06	0.17
Total	**35.07**	**41.01**

Note:

Deposits are earmarked with Electricity authority ₹ 0.11 million and with VAT authority ₹ 0.05 million (31st March, 2022 - with Electricity authority ₹ 0.11 million and with VAT authority ₹ 0.05 million). The remaining deposits is marked as lien against the bank guarantees.

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 9: Income Tax Assets (Net) (Non-current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Advance Income Tax	57.40	58.17
(net off Provision for Tax of ₹ 801.67 million (31st March, 2022 – ₹ 958.33 million))		
Total	**57.40**	**58.17**

Note 10: Deferred Tax Assets

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Deferred tax asset (Refer Note 24.3 and 24.4)	31.99	13.53
Total	**31.99**	**13.53**

Note 11: Other Non-Current Assets

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Capital advances	89.84	31.47
Prepaid Expenses	1.09	0.85
Others	0.03	0.71
Total	**90.96**	**33.03**

Note 12: Inventories (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Raw Materials (Including in transit of ₹ 30.03 million (31st March, 2022 - ₹ 46.06 million)	979.54	1,085.06
Packing Materials	40.34	76.05
Work-in-progress	135.46	115.38
Finished goods	680.52	597.51
Consumables, stores and spares	11.29	11.04
Stock in trade	37.63	14.28
Total	**1,884.78**	**1,899.32**

Notes:

12.1. The cost of Inventories recognised as an expense during the year was ₹ 13,544.82 million (31st March, 2022 – ₹ 12,535.99 million), including in respect of write down of inventories to net realisable value ₹ 8.05 million (31st March, 2022 - ₹ 5.04 million).

12.2. The Group has availed credit facilities from banks which are secured interalia by hypothecation of inventories.

12.3. From 1st April, 2022, Group has changed the method of inventory valuation from First In First Out (FIFO) method to Weighted Average Computation (WAC) Method which is the most prevalent method followed in the Specialty Chemicals industry. The impact due to the aforesaid change is not significant to the financial statements for the current and previous period. Accordingly, the accounting impact of the same has been applied prospectively.

12.4. The method of valuation of inventories is stated in sub note (viii) of Note 2.

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 13: Investments (Current)

(₹ In million)

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No. of units	Amount	No. of units	Amount
Quoted				
Measured at fair value through profit and loss				
UTI Liquid Cash Plan - Direct Plan Growth	-	-	8,615.30	30.05
SBI Magnum Low Duration Fund Regular Growth	-	-	21,081.59	60.02
UTI Treasury Advantage Fund - Direct Plan - Growth	46,626.43	142.03	-	-
UTI Short Term Income Fund - Direct Plan - Growth	1,443,111.13	40.59	-	-
UTI Money Market Fund - Direct Plan - Growth	7,785.08	20.51	-	-
Baroda BNP Paribas Equity Savings Fund - Regular Growth	-	-	499,990.00	6.19
Baroda BNP Paribas Large and Midcap Fund - Regular Growth	-	-	249,977.50	4.13
Franklin India Short Term Income Plan	1,306.00	6.48	19,719.20	8.67
Kotak FMP Series 246-(1153D) - Regular Plan - Growth	-	-	500,000.00	6.43
Kotak Money Market Fund - Direct Plan	13,149.07	50.34	-	-
Total		**259.95**		**115.49**

Aggregate carrying value of quoted investments		259.95		115.49
Aggregate market value of quoted investments		259.95		115.49
Aggregate impairment in value of investments		-		-

Note 14: Trade Receivables (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Unsecured:		
(a) Considered good	3,577.92	3,068.63
Less: Allowance for Expected Credit Losses	(41.32)	(20.10)
(b) Credit Impaired	-	1.07
Less: Allowance for Credit Impaired	-	(1.07)
Total	**3,536.60**	**3,048.53**

Notes:

14.1 Trade Receivables ageing schedule as on 31st March, 2023

(₹ In million)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade receivables - considered good	3,467.23	36.30	61.31	9.48	3.60	3,577.92
Less: Allowance for Expected Credit Loss						(41.32)
Total						**3,536.60**

14.2 Trade Receivables ageing schedule as on 31st March, 2022

(₹ In million)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	3,003.65	51.47	11.39	1.76	0.36	3,068.63
(ii) Disputed Trade receivables - credit impaired	-	-	-	-	1.07	1.07
Total Debtors	**3,003.65**	**51.47**	**11.39**	**1.76**	**1.43**	**3,069.70**
Less: Allowance for Expected Credit Loss						(21.17)
Total						**3,048.53**

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 14: Trade Receivables (Current) (Contd.)

14.3 Refer Note 45 for receivables outstanding from Related Parties.

14.4 Refer Note 50 for disclosures related to credit risk and Note 51 for impairment of trade receivables under expected credit loss model and related disclosures.

14.5 Provision is made for doubtful debt based on lifetime expected credit loss method as specified under simplified approach.

14.6 Trade receivables are hypothecated to banks against working capital facility obtained by Parent Company and Subsidiaries.

Note 15a: Cash and Cash Equivalents

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balances with banks		
- in Current Accounts	117.31	285.22
- Fixed Deposits with original maturity of less than 3 months	572.43	82.92
Cash on hand	2.24	2.12
Others*	6.34	4.51
Total	**698.32**	**374.77**

*Others include imprest given to employees

Note 15b: Bank Balances other than cash and cash equivalents

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Fixed Deposits with original maturity of more than 3 months but balance maturity less than 12 months	547.40	148.75
Total	**547.40**	**148.75**

Note:

Deposits includes deposits earmarked with Electricity authority ₹ 2.32 million, Gujarat Pollution Control Board - ₹ 0.13 million and Superintendent of Excise and Prohibition-Bharuch ₹ 0.15 million (31st March 2022 - with Electricity authority ₹ 2.10 million, Gujarat Pollution Control Board - ₹ 0.13 million and Superintendent of Excise and Prohibition-Bharuch ₹ 0.06 million). The balance deposits are marked as lien against letter of credit and bank guarantees.

Note 16: Loans (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Financial Assets at Amortised Cost:		
Other Loans	2.94	13.91
Total	**2.94**	**13.91**

Notes:

(i) Other Loans mainly includes loans given by subsidiary companies to its vendors for the purpose of business development and loans to employees.

(ii) There are no loans granted to promoters, KMP, Directors and the related parties.

(iii) Loans given to employees as per the Company's policy are not considered for the purposes of disclosure under Section 186(4) of the Companies Act, 2013.

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 17: Other Financial Assets (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
At Amortised Cost:		
Security Deposits	3.52	2.42
Interest accrued	5.41	1.16
Others	3.24	0.89
At fair value through Profit & Loss:		
Derivative instruments	-	4.36
Total	**12.17**	**8.83**

Note:

Refer Note 50 for disclosures related to credit risk and Note 51 for impairment under expected credit loss model and related financial instrument disclosures.

Note 18: Other Current Assets

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balances with Government Authorities	130.91	199.65
Prepaid expenses	34.56	49.49
Advance paid to suppliers	103.95	234.19
Total	**269.42**	**483.33**

Note 19: Equity Share Capital

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Authorised:		
60,000,000 (31st March, 2022 - 60,000,000) Equity shares of ₹ 2 each	120.00	120.00
Total	**120.00**	**120.00**
Issued, Subscribed and Paid-up:		
55,155,486 (31st March, 2022 - 55,056,386) Equity shares of ₹ 2 each, fully paid up	110.31	110.11
Total	**110.31**	**110.11**

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

(₹ In million)

Particulars	No. of Shares	As at 31st March, 2023	No. of Shares	As at 31st March, 2022
Issued, Subscribed and Paid-up:				
Balance as at the beginning of the year.	55,056,386	110.11	51,929,390	103.86
Fresh issue of equity shares (refer note 19.1)	-	-	3,012,046	6.02
Shares issued on exercise of employee stock options during the year (refer note 19.2)	99,100	0.20	114,950	0.23
Total	**55,155,486**	**110.31**	**55,056,386**	**110.11**

19.1 During the year ended 31st March, 2021, The Board of Directors at its meeting held on 23rd March, 2021., interalia approved the issue of 3,012,046 equity shares on preferential basis for cash consideration. Consequently, the shareholders of the Company at its Extra Ordinary General meeting held on 17th April, 2021 has approved issue of 3,012,046 shares of face value of ₹ 2 each on preferential basis at ₹ 996 per share aggregating to ₹ 3,000.00 million to certain parties. During the previous year, pursuant to Section 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under and as per the approval of the Members of the Company, the Board of Directors of the Company at their meeting held on 21st April, 2021 allotted 3,012,046 Equity Shares of the Face Value of ₹ 2/- each, at the issue price of ₹ 996/- each including a premium of ₹ 994/- each on preferential basis by way of a private placement.

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 19: Equity Share Capital (Contd.)

19.2 During the year, Parent Company has issued 99,100 equity shares of the Face Value of ₹ 2/- each, at the exercise price of ₹ 425/- each including a premium of ₹ 423/- each under Employee Stock Option Plan. During the previous year, Parent Company had issued 114,950 equity shares of the Face Value of ₹ 2/- each, at the exercise price of ₹ 425/- each including a premium of ₹ 423/- each under Employee Stock Option Plan. Information relating to Employee Stock Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in note 35.1.

b) Terms of Rights, preferences and restrictions attached to equity shares

The Parent Company has only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of equity shares held by each shareholder holding more than 5% shares:

Name of shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of shares	% shareholding	No. of shares	% shareholding
Equity shares:				
Mr. Edward Menezes	16,118,820	29.22%	16,118,820	29.28%
Mr. Sunil Chari	16,089,320	29.17%	16,089,320	29.22%
Rossari Biotech (India) Private Limited	3,016,200	5.47%	3,016,200	5.48%
SBI Small Cap Fund	3,682,216	6.68%	3,829,376	6.96%

d) For the period of preceding five years as on the Balance Sheet date, Issued, Subscribed and Paid-up Share Capital includes:

Aggregate of 26,400,000 (31st March, 2022 - 26,400,000) Equity Shares allotted as fully paid up by way of bonus shares.

e) Shareholding of Promoters / Promoters Group

Promoter / Promoters Group Name	As at 31st March, 2023		As at 31st March, 2022		% Change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Mr. Edward Menezes	16,118,820	29.22%	16,118,820	29.28%	-
Mr. Sunil Chari	16,089,320	29.17%	16,089,320	29.22%	-
Ms. Anita Menezes	1,002,630	1.82%	1,002,630	1.82%	-
Ms. Jyotishna Chari	1,000,330	1.81%	1,000,330	1.82%	-
Mr. Mikhail Menezes	133,200	0.24%	133,200	0.24%	-
Mr. Yash Chari	165,000	0.30%	165,000	0.30%	-
Promoter Trust					
- Menezes Family Trust - in the name of Edward Walter Menezes	110,000	0.20%	110,000	0.20%	-
- Chari Family Trust - in the name of Sunil Srinivasan Chari	110,000	0.20%	110,000	0.20%	-
Bodies Corporate					
- Rossari Biotech India Private Limited	3,016,200	5.47%	3,016,200	5.48%	-
Total	**37,745,500**	**68.43%**	**37,745,500**	**68.56%**	**-**

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 20: Other Equity

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Securities Premium	4,640.56	4,590.96
Employee Stock Options Outstanding	35.03	32.85
Retained Earnings	4,365.76	3,317.72
Total	**9,041.35**	**7,941.53**

Movement in Reserves

(i) Securities Premium

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance as at the beginning of the year	4,590.96	1,575.47
Add: Additions during the year (refer note no. 19.1 and 19.2)	41.92	3,042.60
Add: Transfer on account of exercise of employee stock option	7.68	6.69
Less: Adjustment during the year (Refer note below)	-	(33.80)
Balance as at the end of the year	**4,640.56**	**4,590.96**

Note:

During the previous year, the Company had adjusted the expenses related to preferential issue of shares against securities premium.

(ii) Employee Stock Options Outstanding

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance as at the beginning of the year	32.85	21.15
Add: Addition during the year (refer note 35.1)	9.86	18.39
Less: Transfer on account of exercise of employee stock option	(7.68)	(6.69)
Balance as at the end of the year	**35.03**	**32.85**

(iii) Retained Earnings

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance as at the beginning of the year	3,317.72	2,387.24
Add: Profit during the year	1,072.57	976.95
Less: Dividend paid	(27.53)	(27.53)
Less: Change in group's interest [Refer Note 56(e)]	-	(19.79)
Add: Remeasurement gain on defined benefit plan	3.00	0.85
Balance as at the end of the year	**4,365.76**	**3,317.72**

Description of Nature and purpose of other equity:

Retained Earnings:

Retained earnings represent the amount of accumulated earnings.

Securities Premium:

Securities premium is created when shares are issued at premium. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 20: Other Equity (Contd.)

Employee Stock Options Outstanding:

Employee Stock Options Outstanding represents reserve towards the premium for the equity shares to be issued against the options granted.

Notes:

Details of Dividends proposed:

The Board of Directors of the Parent Company have recommended dividend of Re. 0.50 per share on the face value of ₹ 2.00 each (25%) for the financial year ended 31st March, 2023, subject to approval by the Members at the forthcoming Annual General Meeting of the Parent Company.

Particulars	As at 31st March, 2023	As at 31st March, 2022
Dividend per share (Rupee)	0.50	0.50
Dividend on Equity Shares (Rupees in million)	27.58	27.53

Note 21: Borrowings (Non-current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Carried at Amortised Cost:		
Secured loans		
Term Loan from Bank (refer note 21.1 and 21.2 below)	349.33	-
Total	**349.33**	**-**

Notes:

21.1 Term Loan carries an interest rate of 3 months Treasury Bill plus 1.85%. Term Loan is repayable in 18 equal quarterly repayments from the 9th month from date of first drawdown. Term loan is till the month of September 2027.

21.2 Term loan is secured by first pari passu charge created by hypothecation of all present & Future Moveable property, plant and equipment.

Note 22: Other Financial Liabilities (Non-current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Deferred Consideration on Business Combination [Refer Note 56(a)]	73.93	850.27
Total	**73.93**	**850.27**

Note 23: Provisions (Non-current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for employee benefits		
Gratuity	21.82	17.82
Compensated absences	23.08	11.36
Total	**44.90**	**29.18**

Note:

For disclosures related to employee benefits, refer note 47.

Note 24: Deferred Tax Liability (Net) (Non-current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Deferred Tax Liability (Refer note 24.1 and 24.2)	587.20	689.49
Total	**587.20**	**689.49**

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 24: Deferred Tax Liability (Net) (Non-current) (Contd.)

24.1 Deferred Tax Liability as at 31st March, 2023

(₹ In million)

Particulars	As at 01st April, 2022	Acquisitions through business combinations	Recognised in Business combination	(Charge) / credit to profit or loss	(Charge) / credit to OCI	As at 31st March, 2023
Tax effect of items constituting deferred tax (liabilities)/assets:						
Allowances on property, plant & equipment and other intangible assets	(653.96)	-	-	75.45	-	(578.51)
Others	(46.20)	-	-	32.95	-	(13.25)
Stock reserve	1.31	-	-	1.46	-	2.77
Allowances for expected credit losses	3.37	-	-	(3.32)	-	0.05
Provision for Employee benefits	2.95	-	-	(0.99)	(0.06)	1.90
Other employee benefits	2.12	-	-	(2.12)	-	-
Others	0.92	-	-	(1.08)	-	(0.16)
Total	**(689.49)**	**-**	**-**	**102.35**	**(0.06)**	**(587.20)**

24.2 Deferred Tax Liability as at 31st March, 2022

(₹ In million)

Particulars	As at 01st April, 2021	Acquisitions through business combinations [Refer note 56(a)]	Recognised in Business combination [Refer note 56(a)]	(Charge) / credit to profit or loss	(Charge) / credit to OCI	As at 31st March, 2022
Tax effect of items constituting deferred tax (liabilities)/assets:						
Allowances on property, plant & equipment and other intangible assets	(13.59)	(35.74)	(648.89)	44.26	-	(653.96)
Others	-	-	(70.87)	24.67	-	(46.20)
Stock reserve	0.71	-	-	0.60	-	1.31
Allowances for expected credit losses	-	4.22	-	(0.85)	-	3.37
Provision for Employee benefits	-	3.71	-	(0.41)	(0.35)	2.95
Other employee benefits	-	1.90	-	0.22	-	2.12
Others	-	0.77	-	0.15	-	0.92
Total	**(12.88)**	**(25.14)**	**(719.76)**	**68.64**	**(0.35)**	**(689.49)**

24.3 Deferred Tax Assets as at 31st March, 2023

(₹ In million)

Particulars	As at 1st April, 2022	Recognised in Business combination	(Charge) / credit to profit or loss	(Charge) / credit to OCI	As at 31st March, 2023
Tax effect of items constituting deferred tax assets/ (liabilities):					
Allowances on property, plant & equipment and other intangible assets	1.51	-	5.74	-	7.25
Allowances for expected credit losses	1.76	-	7.66	-	9.42
Provision for employee benefits	4.74	-	2.99	(0.91)	6.82
Other employee benefits	5.02	-	2.98	-	8.00
Deferred Tax Assets / (Liabilities) (A) (Refer note 24.4)	**13.03**	**-**	**19.37**	**(0.91)**	**31.49**
Tax effect of items constituting deferred tax assets:					
MAT Credit	0.50	-	-	-	0.50
Deferred Tax Assets / (Liabilities) (B) (Refer note 24.4)	**0.50**	**-**	**-**	**-**	**0.50**
Net Deferred Tax Assets / (Liability) (A+B)	**13.53**	**-**	**19.37**	**(0.91)**	**31.99**

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 24: Deferred Tax Liability (Net) (Non-current) (Contd.)

24.4 Deferred Tax Assets as at 31st March, 2022

(₹ In million)

Particulars	As at 1st April, 2021	Recognised in Business combination [Refer note 56(a)]	(Charge) / credit to profit or loss	(Charge) / credit to OCI	As at 31st March, 2022
Tax effect of items constituting deferred tax assets/ (liabilities):					
Allowances on property, plant & equipment and other intangible assets	(6.24)	(5.13)	12.88	-	1.51
Allowances for expected credit losses	1.19	-	0.57	-	1.76
Provision for employee benefits	3.73	-	1.12	(0.11)	4.74
Other employee benefits	3.89	-	1.13	-	5.02
Deferred Tax Asset / (Liabilities) (A) (Refer note 24.3)	**2.57**	**(5.13)**	**15.70**	**(0.11)**	**13.03**
Tax effect of items constituting deferred tax asset:					
MAT Credit	0.50	-	-	-	0.50
Deferred Tax Assets (B)	**0.50**	**-**	**-**	**-**	**0.50**
Net Deferred Tax Assets / (Liabilities) (A+B)	**3.07**	**(5.13)**	**15.70**	**(0.11)**	**13.53**

Note 25: Borrowings (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Carried at Amortised Cost:		
Secured		
Working Capital Loans from Bank (refer note 25.1 and 25.2 below)	290.12	-
Current maturities of term loan (refer note 21.1 and 21.2)	99.83	84.27
Total	**389.95**	**84.27**

Note:

25.1 The rate of interest ranges from 6.25% to 9% per annum for working capital loans.

25.2 Working capital facilities are secured by first pari passu charge created by hypothecation of current assets and immovable property.

Note 26: Trade Payables (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Total outstanding dues of micro enterprises and small enterprises	279.66	211.54
Total outstanding dues other than micro enterprises and small enterprises	1,572.20	1,649.97
Total	**1,851.86**	**1,861.51**

Notes:

(i) Trade Payables ageing schedule as on 31st March, 2023

(₹ In million)

Particulars	Outstanding for following periods from the transaction date				
	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	Total
(i) MSME	279.60	-	0.06	-	**279.66**
(ii) Others	1,562.50	3.91	2.61	3.18	**1,572.20**

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 26: Trade Payables (Current) (Contd.)

(ii) Trade Payables ageing schedule as on 31st March, 2022

(₹ In million)

Particulars	Outstanding for following periods from the transaction date				
	Less than 1 year	1 -2 years	2 - 3 years	More than 3 years	Total
(i) MSME	211.54	-	-	-	**211.54**
(ii) Others	1,632.56	10.89	4.61	1.91	**1,649.97**

Note 27: Other Financial Liabilities (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Measured at Amortised Cost:		
Security Deposits	38.85	38.01
Creditors for capital goods & services	50.01	53.53
Deferred Government Grants	4.19	4.48
Interest Accrued	28.80	33.45
Others	8.78	8.36
At fair value through Profit & Loss:		
Deferred Consideration on Business Combination [Refer Note 56(a)]	930.57	677.84
Total	**1,061.20**	**815.67**

Note 28: Other Current Liabilities

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
i. Advances received from customers	37.67	49.48
ii. Statutory dues		
- Taxes Payable	12.07	17.11
- GST Payable	10.79	27.53
- Employee Liabilities	3.03	3.25
Total	**63.56**	**97.37**

Note 29: Provisions (Current)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for employee benefits		
Gratuity	12.11	11.58
Compensated absences	5.32	4.41
Total	**17.43**	**15.99**

Note :

For Disclosure related to employee benefits, Refer note.47.

Note 30: Current Tax Liabilities (Net)

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for tax	84.63	71.83
(net of Advance Income Tax of ₹ 1,271.52 million (31st March, 2022 – ₹ 655.80 million)		
Total	**84.63**	**71.83**

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 31: Revenue from operations

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Revenue from contracts with customers:		
Sale of products	16,466.31	14,728.25
Sale of Services	46.86	23.51
Other operating revenues:		
i. Commission Income	-	14.50
ii. Others*	45.64	63.48
Total	**16,558.81**	**14,829.74**

*Includes Export Incentives

Note:

Refer note 41 for geography wise revenue from contracts with customers

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Contract Price	16,646.07	14,817.56
Less : Discount	132.90	65.80
Total	**16,513.17**	**14,751.76**

Note 32: Other Income

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
i. Interest Income:		
- On bank deposits	13.47	31.40
- On others	11.74	9.27
ii. Dividend Income	-	0.07
iii. Other non-operating income:		
- Gain on disposal of property, plant and equipment	2.83	6.87
- Net gain on sale/fair value of investments	7.07	14.18
- Claims recovered from customer	-	48.75
- Others *	19.73	9.42
Total	**54.84**	**119.96**

* Others mainly includes income on account of writeback of liabilities(net) ₹ 14.67 million (31st March, 2022 - ₹ 9.42 million)

Note 33: Cost of materials consumed

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Cost of materials consumed:		
Opening Stock of Raw Materials and Packing materials	1,161.11	609.48
Add: Purchases (Net)	10,649.82	10,280.31
Less: Closing Stock of Raw Materials and Packing materials	1,019.88	1,161.11
Total	**10,791.05**	**9,728.68**

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 34: Changes in inventories of finished goods, stock-in-trade and work-in-progress

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Opening Stock		
Finished Goods	597.51	311.96
Work-in-progress	115.38	29.03
Stock in trade	14.28	-
Total	**727.17**	**340.99**
On Acquisition of Subsidiaries	-	183.30
Less: Closing Stock		
Finished Goods	680.52	597.51
Work-in-progress	135.46	115.38
Stock in trade	37.63	14.28
Total	**853.61**	**727.17**
Total increase in inventories	**(126.44)**	**(202.88)**

Note 35: Employee Benefits Expense

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Salaries and wages, including bonus	911.20	606.59
Contribution to provident and other funds (Refer note 47)	24.29	21.17
Equity-settled share-based payments	9.43	18.31
Workmen & Staff welfare expenses	41.24	33.22
Total	**986.16**	**679.29**

35.1 Employee Stock Option plan

The Group has implemented - Rossari Employee Stock Option Plan, 2019 ("ESOP 2019") as approved by the shareholders of the Parent Company and the Nomination & Remuneration Committee (NRC) of the Board of Directors (the 'Board') of the Parent Company.

As per the ESOP 2019, the Board of directors at board meeting dated 12th December, 2019 granted ESOP's to the eligible employees to acquire equity shares of the Parent Company, that vests in a graded manner. The vested options can be exercised within two years from respective vesting date or the period as specified by Nomination & Remuneration Committee as specified in the ESOP 2019. The number of options granted is calculated in accordance with the experience and performance- based formula recommended by the Board and approved by the NRC.

The Parent Company has granted 7,05,000 Employee Stock Options under ESOP 2019 to its identified employees. This grant is effective from 12th December, 2019. These shall vest as per the vesting schedule approved by the Board and NRC and can be exercised over the exercise period as approved in the meeting held on 12th December, 2019.

This was further modified/revised in accordance with the resolution passed by the Nomination and Remuneration Committee of the Board of Directors of the Group at their meeting held on 22nd July, 2020. The exercise price of the shares granted under the scheme was reduced from ₹ 475 to ₹ 425.

The scheme was ratified by the shareholders at its extraordinary general meeting held on 17th April, 2021.

During the previous year, the Company has granted in aggregation 57,000 Employee Stock Options under ESOP 2019 to its identified employees approved in NRC Meeting held on 14th May, 2021 and Board Meeting held on 17th July, 2021, 30th October, 2021 respectively. These shall vest as per the vesting schedule approved by the Board and NRC and can be exercised over the exercise period as approved in the Board meeting.

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 35: Employee Benefits Expense (Contd.)

Information in respect of Options outstanding as on 31st March, 2023

Movement in Share Options

Particulars	For the year ended 31st March, 2023		For the year ended 31st March, 2022	
	Number of Shares	Weighted Average exercise price	Number of Shares	Weighted Average exercise price
The number and weighted average exercise prices of share options outstanding at the beginning of year	551,000	520	612,500	425
Granted during the year	-	-	57,000	1,334
Forfeited / lapsed during the year	59,100	919	3,550	425
Exercised during the year	99,100	425	114,950	425
Expired during the year	-		-	-
Outstanding at the end of the year	392,800	479	551,000	520
Exercisable at the end of the year	24,100	664	4,000.00	425
Remaining contractual life (no of years)		1.00		1.78

The inputs used in the measurement of the fair values at grant date / modification date of the employee stock option plans (ESOPs) using Black Scholes option pricing model were as follows:

Grant Date	12th December, 2019	12th December, 2019	12th December, 2019	12th December, 2019
Modification Date	**22nd July, 2020**	**22nd July, 2020**	**22nd July, 2020**	**22nd July, 2020**
Exercise price per share (₹)	425	425	425	425
Share price on the date of grant	425	425	425	425
Expected life of options (Years)	1.99	2.99	3.99	4.99
Expected Volatility (% p.a.)	25%	25%	25%	25%
Risk Free Rate of Return (%)	3.80%	4.20%	4.60%	4.90%
Dividend Yield (p.a.)	1%	1%	1%	1%
Lapse Rates (p.a.)	2%	2%	2%	2%
Mortality	Not Considered	Not Considered	Not Considered	Not Considered
Options Fair Value (original)	44.60	63.64	80.66	96.08
Options Fair Value (modified)	56.36	77.52	96.35	114.68
Incremental fair value granted	11.76	13.88	15.69	18.60

During the year ended 31st March 2021, the Group re-priced its outstanding options. The strike price was reduced from ₹ 475 to the then current market price of ₹ 425. The incremental fair value of ₹ 11.07 million will be expensed over the remaining vesting period (two years). The Group used the inputs noted above to measure the fair value of the old and new options.

Grant Date	14th May, 2021	14th May, 2021	14th May, 2021	14th May, 2021
Exercise price per share (₹)	1,287	1,287	1,287	1,287
Share price on the date of grant	1,282	1,282	1,282	1,282
Expected life of options (Years)	1	2	3	4
Expected Volatility (% p.a.)	38%	38%	38%	38%
Risk Free Rate of Return (%)	3.90%	4.60%	4.90%	5.30%
Dividend Yield (p.a.)	0%	0%	0%	0%
Lapse Rates (p.a.)	2%	2%	2%	2%
Mortality	Not Considered	Not Considered	Not Considered	Not Considered
Options fair value	211.93	316.45	399.73	475.03

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 35: Employee Benefits Expense (Contd.)

Grant Date	17th July, 2021	17th July, 2021	17th July, 2021	17th July, 2021
Exercise price per share (₹)	1,168	1,168	1,168	1,168
Share price on the date of grant	1,164	1,164	1,164	1,164
Expected life of options (Years)	1	2	3	4
Expected Volatility (% p.a.)	38%	38%	38%	38%
Risk Free Rate of Return (%)	3.90%	4.47%	5.03%	5.60%
Dividend Yield (p.a.)	0%	0%	0%	0%
Lapse Rates (p.a.)	2%	2%	2%	2%
Mortality	Not Considered	Not Considered	Not Considered	Not Considered
Options fair value	192.73	286.35	365.03	436.8

Grant Date	8th November, 2021	8th November, 2021	8th November, 2021	8th November, 2021
Exercise price per share (₹)	1,363	1,363	1,363	1,363
Share price on the date of grant	1,391	1,391	1,391	1,391
Expected life of options (Years)	1	2	3	4
Expected Volatility (% p.a.)	38%	38%	38%	38%
Risk Free Rate of Return (%)	4.12%	4.54%	5.07%	5.68%
Dividend Yield (p.a.)	0%	0%	0%	0%
Lapse Rates (p.a.)	2%	2%	2%	2%
Mortality	Not Considered	Not Considered	Not Considered	Not Considered
Options fair value	246.38	357.02	449.67	535.43

Grant Date	19th November, 2021	19th November, 2021	19th November, 2021	19th November, 2021
Exercise price per share (₹)	1,442	1,442	1,442	1,442
Share price on the date of grant	1,442	1,442	1,442	1,442
Expected life of options (Years)	1	2	3	4
Expected Volatility (% p.a.)	38%	38%	38%	38%
Risk Free Rate of Return (%)	4.05%	4.64%	5.22%	5.67%
Dividend Yield (p.a.)	0%	0%	0%	0%
Lapse Rates (p.a.)	2%	2%	2%	2%
Mortality	Not Considered	Not Considered	Not Considered	Not Considered
Options fair value	241.91	358.85	457.39	544.43

Expected volatility has been based on an evaluation of annual volatility of peer group prevailing in the year of grant.

In respect of Options granted under the Employee Stock Option Plan the accounting is done as per requirements of Ind AS 102. Consequently, salaries, wages, bonus etc. includes ₹ 9.43 million (31st March, 2022: ₹ 18.31 million) being expenses on account of share based payments, after adjusting for reversals on account of options lapsed. The amount excludes ₹ 0.13 million (31st March, 2022: ₹ 0.08 million) charged to associate for options issued to their employees.

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 36: Finance Costs

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Interest Expense:		
(i) On working capital facilities	16.68	2.17
(ii) On term loan	19.29	-
(iii) On MSME	10.50	17.48
(iv) On deferred consideration payable	166.75	98.02
(v) Other Borrowing Cost (Refer note 36.1)	9.93	8.89
Total	**223.15**	**126.56**

Notes:

36.1 Other Borrowing cost includes interest on security deposits and service charges to bank.

Analysis of Interest Expense by category:

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Interest Expenses:		
On financial liability at amortised cost	202.72	100.19

Note 37: Depreciation and amortisation expenses

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Depreciation on property, plant and equipment (Refer note 3a)	428.40	354.24
Amortisation on right of use asset (Refer note 3b)	6.20	4.01
Amortisation of intangible assets (Refer note 5)	194.71	122.30
Total	**629.31**	**480.55**

Note 38: Other Expenses

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Consumption of stores, spares and consumables	71.46	57.42
Labour Contract Charges	158.91	155.93
Freight & Forwarding Charges	447.44	355.81
Selling & Distribution Expense	69.78	27.06
Commission on Sales	149.47	100.82
Legal and Professional Fees	122.11	126.77
Repairs & Maintenance	51.89	43.39
Travelling & Conveyance	114.70	53.49
Rent	35.13	46.73
Loss on sale of property, plant and equipment (net)	-	0.49
Corporate Social Responsibility Expenditure	32.88	26.62
Power and Fuel	203.98	119.15
Insurance Charges	23.85	16.99
Donations	0.86	1.48
Bad debts written off	-	9.40
Less: Utilisation of Allowance for Expected Credit Loss	-	(9.40)
Provision for Expected credit loss (net)	20.15	8.86
Payments to the Auditors as		
Statutory Audit Fees	6.60	5.70
For other services	0.38	1.40
For reimbursement of expenses	0.41	0.30
Net Gain on foreign currency transactions & translation	(84.61)	(62.05)
Miscellaneous expenses	203.90	151.72
Total	**1,629.29**	**1,238.08**

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 39: Income Tax recognized in Statement profit or loss

(a) Current Income Tax recognized in Statement Profit & Loss

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
A. Current Tax Charges:		
- in respect of Current year	491.34	470.14
Total	**491.34**	**470.14**

(b) Deferred Tax recognized in Statement Profit & Loss

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
B. Deferred Tax Credit:		
- In respect of current year origination and reversal of temporary differences	(121.72)	(84.34)
Total	**(121.72)**	**(84.34)**
Total (A+B)	**369.62**	**385.80**

c) Income tax recognized in Other Comprehensive Income

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Income taxes related to items that will be reclassified to profit and loss	0.97	0.46
Total	**0.97**	**0.46**

(d) The reconciliation of estimated income tax expense at tax rate to income tax expense reported in statement of profit and loss is as follows:

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Profit before tax	1,442.19	1,362.75
Applicable Income tax rate	25.17%	25.17%
Expected income tax expense	362.97	342.98
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Effect of expenses/provisions not deductible	8.24	14.11
Effect of concessions / allowances as per the Income Tax Act, 1961	-	5.62
Others	(1.59)	23.09
Reported income tax expense	**369.62**	**385.80**

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 40: Earnings Per Share (EPS)

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Profit for the year attributable to the Owners of the Parent Company	1,072.57	976.74
Weighted average no. of ordinary equity shares used in computing basic EPS	55,114,297	54,848,162
Basic EPS (face value of ₹ 2 per share) (₹)	**19.46**	**17.81**
Weighted average no. of ordinary equity shares used in computing diluted EPS	55,355,539	55,174,959
Diluted EPS (face value of ₹ 2 per share) (₹)	**19.38**	**17.70**

Reconciliation of weighted average number of equity shares

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Weighted average number of equity shares used in the calculation of Basic EPS	**55,114,297**	**54,848,162**
Add: Effect of Employee Stock Options	241,242	326,797
Weighted average no. of ordinary equity shares used in computing diluted EPS	**55,355,539**	**55,174,959**

Note 41: Segment Information

The Group deals in Specialty chemicals and considering the nature of products and the predominant risk and returns of the product are similar, the Group has only one operating segment. Hence revenue from external customers shown under geographical information is representative of revenue base on products.

Geographical Revenue:

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Segment Revenue (Gross sales)		
India	12,761.73	12,184.07
Outside India	3,797.08	2,645.67
Total	**16,558.81**	**14,829.74**

The operating segments have been reported in a manner consistent with the internal reporting provided to Managing Director, who is the Chief Operating Decision Maker (CODM) and responsible for allocating resources and assessing the performance of operating segments. Accordingly, the reportable segment is only one segment i.e. specialty chemicals.

The Group is not reliant on revenues from transactions with any single external customer.

Note 42: Details of Research & Development

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Revenue expenditure	82.55	59.53
Capital expenditure	0.86	0.19
Total	**83.41**	**59.72**

Note 43: Commitments

(i) Estimated amount of contracts remaining to be executed of Property, Plant & Equipments (net of advances) and not provided for ₹ 175.60 million (31st March, 2022 - ₹ 26.07 million)

(ii) The acquisition of Unitop Chemicals Private Limited (Unitop) have retention payouts payable to the eligible key employees of the Unitop, subject to their continuous employment amounting to ₹ 24.00 million (31st March, 2022 - ₹ 48.00 million).

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 44: Leases

Following are the changes in the carrying value of right of use assets for the year ended 31st March, 2023:

(₹ In million)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Opening Balance	441.95	69.38
Acquisitions through business combinations	-	375.63
Additions	-	0.95
Amortisation	(6.20)	(4.01)
Closing Balance	**435.75**	**441.95**

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Rent expense recorded for short-term leases was ₹ 35.13 million (31st March, 2022 - ₹ 46.73 million).

The Group lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all the economic benefits from the use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

Note 45: Related Party Disclosures

i. List of Related Parties:

a) Joint Venture

Hextar Unitop Sdn. Bhd., Malaysia (w.e.f. 26th August, 2021)

b) Associate

Romakk Chemicals Private Limited (w.e.f. 25th November, 2021)

c) Key Managerial Persons (KMP)

Mr. Edward Menezes (Chairman)

Mr. Sunil Chari (Managing Director)

d) Relatives of KMP

Ms. Anita Menezes

Ms. Jyotishna Chari

Mr. Mikhail Menezes

Mr. Yash Chari

e) Enterprises on which key managerial persons or their relatives are able to exercise significant influence

Rossari Biotech (India) Private Limited

Note 45: Related Party Disclosures (Contd.)

ii. Transaction with related parties in ordinary course of business is given below:

(₹ In million)

Nature of Transactions	For the year ended 31st March, 2023				For the year ended 31st March, 2022			
	KMP	Relatives of KMP	Associate/ Joint Venture company	Enterprises on which KMP or their relatives are able to exercise significant influence	KMP	Relatives of directors	Associate/ Joint Venture company	Enterprises on which KMP or their relatives are able to exercise significant influence
Sales:								
Hextar Unitop Sdn. Bhd.	-	-	32.64	-	-	-	31.17	-
Romakk Chemicals Private Limited	-	-	1.52	-	-	-	2.77	-
	-	**-**	**34.16**	**-**	**-**	**-**	**33.94**	**-**
Dividend received:								
Romakk Chemicals Private Limited	-	-	1.57	-	-	-	-	-
	-	**-**	**1.57**	**-**	**-**	**-**	**-**	**-**
Purchases:								
Romakk Chemicals Private Limited	-	-	250.95	-	-	-	88.27	-
	-	**-**	**250.95**	**-**	**-**	**-**	**88.27**	**-**
Dividend paid:								
Mr. Edward Menezes	8.06	-	-	-	8.06	-	-	-
Mr. Sunil Chari	8.04	-	-	-	8.04	-	-	-
Ms. Anita Menezes	-	0.50	-	-	-	0.50	-	-
Ms. Jyotishna Chari	-	0.50	-	-	-	0.50	-	-
Mr. Mikhail Menezes	-	0.07	-	-	-	0.07	-	-
Mr. Yash Chari	-	0.08	-	-	-	0.08	-	-
Rossari Biotech (India) Private Limited	-	-	-	1.51	-	-	-	1.51
	16.10	**1.15**	**-**	**1.51**	**16.10**	**1.15**	**-**	**1.51**
Reimbursement of Expenses(net):								
Romakk Chemicals Private Limited	-	-	6.73	-	-	-	3.03	-
	-	**-**	**6.73**	**-**	**-**	**-**	**3.03**	**-**
Remuneration:								
Mr. Edward Menezes	11.12	-	-	-	9.51	-	-	-
Mr. Sunil Chari	11.13	-	-	-	9.51	-	-	-
Mr. Mikhail Menezes	-	6.06	-	-	-	4.80	-	-
Mr. Yash Chari	-	6.07	-	-	-	4.80	-	-
	22.25	**12.13**	**-**	**-**	**19.02**	**9.60**	**-**	**-**
Outstanding Receivables:								
Hextar Unitop Sdn. Bhd.	-	-	2.44	-	-	-	4.80	-
Romakk Chemicals Private Limited	-	-	3.10	-	-	-	6.81	-
	-	**-**	**5.54**	**-**	**-**	**-**	**11.61**	**-**
Payables:								
Romakk Chemicals Private Limited	-	-	38.86	-	-	-	52.41	-
	-	**-**	**38.86**	**-**	**-**	**-**	**52.41**	**-**

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 46. Disclosure of interest in Subsidiaries

(a) Details of the Group's subsidiaries at the end of the reporting period are as follows:

(₹ In million)

Name of the entity	Place of Incorporation and Place of Operation	Proportion of ownership interest and voting power	
		As at 31st March, 2023	As at 31st March, 2022
Buzil Rossari Private Limited	India	100 %	100 %
Rossari Personal Care Products Private Limited (Formerly known as Rossari Personal Care Products Private Limited) (w.e.f. 23rd July, 2021)	India	100 %	100 %
Unitop Chemicals Private Limited	India	100 %	100 %
Tristar Intermediates Private Limited	India	100 %	100 %

(b) Investment in Joint Venture/Associate:

(i) The Group has interests in the following immaterial Joint Venture/Associate:

Name of the entity	Type	Place of Incorporation and Operation	Proportion of ownership interest	
			As at 31st March, 2023	As at 31st March, 2022
Hextar Unitop SDN BHD	Joint Venture of Subsidiary	Malaysia	50.00 %	50.00 %
Romakk Chemicals Private Limited	Associate	India	50.10 %	50.10 %

(ii) Financial Information in respect of individually not material associate and joint venture

(₹ In million)

Aggregate information of associate and joint venture that are not individually material	For the year ended 31st March, 2023	For the year ended 31st March, 2022
The Group's share of profit from continuing operation	9.57	15.47
The Group's share of total comprehensive income	9.57	15.47

(c) Additional information required by Schedule III in respect of subsidiaries, associate and joint venture:

(₹ In million)

Particulars	As at 31st March, 2023/For the year ended 31st March, 2023							
	Net Assets	As a % of consolidated net assets	Net Profit/ (Loss)	As a % of consolidated net profit/ (loss)	Other Comprehensive Income	As a % of consolidated Other Comprehensive Income	Total Comprehensive Income	As a % of consolidated Total Comprehensive Income
Parent								
Rossari Biotech Limited	8,513.39	93.03 %	713.90	66.56 %	3.37	112.00 %	717.26	66.69 %
Subsidiaries								
Unitop Chemicals Private Limited# (w.e.f. 26th August, 2021) #	2,786.44	30.45 %	549.83	51.26 %	(0.43)	-15.00 %	549.41	51.08 %
Tristar Intermediates Private Limited (w.e.f. 01st September, 2021)	517.06	5.65 %	102.87	9.59 %	0.17	6.00 %	103.04	9.58 %
Buzil Rossari Private Limited	136.56	1.49 %	16.61	1.55 %	(0.11)	-3.00 %	16.50	1.53 %
Rossari Consumer Products Private Limited (Formerly known as Rossari Personal Care Products Private Limited) (w.e.f. 23rd July, 2021)	(0.03)	0.00 %	(1.55)	-0.14 %	-	-	(1.55)	-0.14 %
Associate								
Romakk Chemicals Private Limited	87.99	0.96 %	5.02	0.47 %	-	-	5.02	0.46 %
Eliminations	(2,889.75)	-31.58 %	(314.11)	-29.29 %	-	-	(314.11)	-29.20 %
Total	**9,151.66**	**100.00%**	**1,072.57**	**100.00%**	**3.00**	**100.00%**	**1,075.57**	**100.00%**

#includes share of joint venture - Hextar Unitop SDN BHD

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 46. Disclosure of interest in Subsidiaries (Contd.)

(₹ In million)

Particulars	As at 31st March, 2022/For the year ended 31st March, 2022							
	Net Assets	As a % of consolidated net assets	Net Profit/ (Loss)	As a % of consolidated net profit/ (loss)	Other Comprehensive Income	As a % of consolidated Other Comprehensive Income	Total Comprehensive Income	As a % of consolidated Total Comprehensive Income
Parent								
Rossari Biotech Limited	7,845.24	97.44%	794.74	81.35%	0.14	16.00%	794.88	81.29%
Subsidiaries								
Unitop Chemicals Private Limited# (w.e.f. 26th August, 2021) #	2,213.01	27.49%	215.99	22.11%	1.56	182.00%	217.55	22.25%
Tristar Intermediates Private Limited (w.e.f. 01st September, 2021)	414.02	5.14%	82.26	8.42%	(0.50)	-58.00%	81.76	8.36%
Buzil Rossari Private Limited	120.07	1.49%	49.13	5.03%	(0.35)	-40.00%	48.78	4.99%
Rossari Consumer Products Private Limited (Formerly known as Rossari Personal Care Products Private Limited) (w.e.f. 23rd July, 2021)	1.52	0.02%	1.51	0.15%	-	-	1.51	0.15%
Associate								
Romakk Chemicals Private Limited	84.54	1.05%	9.44	0.97%	-	-	9.44	0.97%
Eliminations	(2,626.76)	-32.62%	(176.12)	-18.03%	-	-	(176.12)	-18.01%
Total	**8,051.64**	**100.00%**	**976.95**	**100.00%**	**0.85**	**100.00%**	**977.80**	**100.00%**

#includes share of joint venture - Hextar Unitop SDN BHD

Note 47: Employee benefits

Defined contribution plan

The Company makes contributions towards Provident Fund, Employee's State Insurance Corporation (ESIC) for qualifying employees. The Company has recognised ₹ 24.29 million (31st March, 2022 - ₹ 21.17 million), being group's contribution to Provident Fund and ESIC, as an expense and included in Employee Benefit Expenses in the Statement of Profit and Loss.

Defined benefit plan

i. Gratuity plan

The Gratuity Benefits are classified as Post-Retirement Benefits as per Ind AS 19 and the accounting policy is outlined as follows.

As per Ind AS 19, the service cost and the net interest cost would be charged to the Profit & Loss account. Actuarial gains and losses arise due to difference in the actual experience and the assumed parameters and also due to changes in the assumptions used for valuation. The Group recognises these remeasurements in the Other Comprehensive Income (OCI).

When the benefits of the plan are changed, or when a plan is curtailed or settlement occurs, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment or settlement, is recognized immediately in the profit or loss account when the plan amendment or when a curtailment or settlement occurs.

Through its gratuity plans the Group is exposed to a number of risks, the most significant of which are detailed below:

a) Actuarial Risk

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption then the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 47: Employee benefits (Contd.)

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption then the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

b) Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

c) Liquidity Risk

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company, there can be strain on the cash flows.

d) Market Risk

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the evaluation of liability is exposed to fluctuations in the yields as at the valuation date.

e) Legislative Risk

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/ regulation. The government may amend the payment of gratuity act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligation and the same will have to be recognised immediately in the year when any such amendment is effective.

(₹ In million)

I	Expense recognised in the Statement of Profit and Loss for the year ended	As at 31st March, 2023 Funded	As at 31st March, 2023 Unfunded*	As at 31st March, 2022 Funded	As at 31st March, 2022 Unfunded*
	1. Current Service Cost	10.91	0.86	8.32	0.49
	2. Interest cost on benefit obligation(Net)	1.15	0.41	0.82	0.20
	Total expenses included in employee benefits expense	**12.06**	**1.27**	**9.14**	**0.69**

(₹ In million)

II	Recognised in other comprehensive income for the year	As at 31st March, 2023 Funded	As at 31st March, 2023 Unfunded*	As at 31st March, 2022 Funded	As at 31st March, 2022 Unfunded*
	1. Actuarial (gains)/ losses arising from changes in financial assumption	(5.88)	(0.27)	(2.34)	(0.19)
	2. Actuarial (gains)/ losses arising from changes in experience adjustment	2.18	0.04	0.51	0.86
	3. Actuarial (gains)/ losses arising from changes in demographic assumption	-	-	-	-
	4. Return on plan asset	(0.04)	-	(0.15)	-
	Recognised in other comprehensive income	**(3.74)**	**(0.23)**	**(1.98)**	**0.67**

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 47: Employee benefits (Contd.)

(₹ In million)

III	Change in the present value of defined benefit obligation	As at 31st March, 2023 Funded	As at 31st March, 2023 Unfunded*	As at 31st March, 2022 Funded	As at 31st March, 2022 Unfunded*
	1. Present value of defined benefit obligation at the beginning of the year	80.78	6.41	42.74	-
	2. Current service cost	10.91	0.86	8.43	0.49
	3. Interest cost/(Income)	4.77	0.41	3.17	0.20
	4. On acquisition of subsidiaries	-	-	30.60	5.99
	5. Remeasurements (gains)/ losses	-	-	-	-
	(I) Actuarial (gains)/ losses arising from changes in demographic assumption	-	-	-	-
	(II) Actuarial (gains)/ losses arising from changes in financial assumption	(5.88)	(0.27)	(2.34)	(0.24)
	(III) Actuarial (gains)/ losses arising from changes in experience adjustment	2.18	0.04	0.52	(0.03)
	6. Past service cost	-	-	-	-
	7. Benefits paid	(1.16)	(0.49)	(1.02)	-
	8. Liabilities assumed/(settled)	(6.03)	-	(1.32)	-
	Present value of defined benefit obligation at the end of the year	**85.57**	**6.96**	**80.78**	**6.41**

* related to Tristar Intermediates Private Limited - Subsidiary acquired during the year [Refer note56(a)]

(₹ In million)

IV	Change in fair value of plan assets during the year	As at 31st March, 2023 Funded	As at 31st March, 2023 Unfunded*	As at 31st March, 2022 Funded	As at 31st March, 2022 Unfunded*
	1. Fair value of plan assets at the beginning of the year	57.79	-	28.27	-
	2. Interest income	3.62	-	2.37	-
	3. Contribution by employer	4.34	-	7.30	-
	4. Benefits paid	(7.19)	-	(2.35)	-
	5. On acquisition of subsidiaries	-	-	22.05	-
	6. Remeasurements (gains)/ losses	-	-	-	-
	(I) Actuarial (gains)/ losses arising from changes in demographic assumption	-	-	-	-
	(II) Actuarial (gains)/ losses arising from changes in financial assumption	-	-	-	-
	(III) Actuarial (gains)/ losses arising from changes in experience adjustment	-	-	-	-
	7. Return on plan assets excluding interest income	0.04	-	0.15	-
	Fair value of plan assets at the end of the year	**58.60**	**-**	**57.79**	**-**

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 47: Employee benefits (Contd.)

(₹ In million)

V	Net (Liability) recognised in the Balance Sheet as at		As at 31st March, 2023 Funded	As at 31st March, 2023 Unfunded*	As at 31st March, 2022 Funded	As at 31st March, 2022 Unfunded*
	1.	Present value of defined benefit obligation	85.57	6.96	80.78	6.41
	2.	Fair value of plan assets	58.60	-	57.79	-
	3.	Surplus/(Deficit)	(26.97)	(6.96)	(22.99)	(6.41)
	4.	Current portion of the above	(11.32)	(0.79)	(10.88)	(0.70)
	5.	Noncurrent portion of the above	(15.65)	(6.17)	(12.11)	(5.71)

VI	Actuarial assumptions		As at 31st March, 2023 Funded	As at 31st March, 2023 Unfunded*	As at 31st March, 2022 Funded	As at 31st March, 2022 Unfunded*
	1.	Discount rate	7.30% - 7.40%	7.35%	6.10% - 6.85%	6.70%
	2.	Attrition rate	25 % p.a. -30% p.a. at younger ages reducing to 5.00% p.a. at older ages	25.00% p.a at younger ages reducing to 5.00% p.a% at older ages	30.00% p.a. -25% p.a. at younger ages reducing to 5.00% p.a. at older ages	25% p.a. at younger ages reducing to 5.00% p.a. at older ages
	3.	Average salary escalation rate	9.00% - 10.00%	10.00%	10.00%	10.00%
	4.	Mortality table used	Indian Assured Lives Mortality (2012-14) Table			

VII	Major Category of Plan Assets as a % of the Total Plan Assets	As at 31st March, 2023 Funded	As at 31st March, 2023 Unfunded*	As at 31st March, 2022 Funded	As at 31st March, 2022 Unfunded*
	Insurer managed funds#	100.00%	-	100.00%	-

In the absence of detailed information regarding plan assets which is funded with Insurance Companies, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.

(₹ In million)

VIII	The expected contributions to the plan for the next annual reporting period	As at 31st March, 2023 Funded	As at 31st March, 2023 Unfunded*	As at 31st March, 2022 Funded	As at 31st March, 2022 Unfunded*
	The expected contributions to the plan for the next annual reporting period	(9.25)	-	(8.96)	-

* related to Tristar Intermediates Private Limited - Subsidiary acquired during the year [refer note 56(a)]

IX The sensitivity analysis below, have been determined based on reasonable possible change of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of Sensitivity Analysis is given below:

(₹ In million)

Impact on employee benefits obligations (increase) / decrease		As at 31st March, 2023 Funded	As at 31st March, 2023 Unfunded*	As at 31st March, 2022 Funded	As at 31st March, 2022 Unfunded*
1.	Discount rate varied by +0.5%	83.37	6.77	78.51	6.22
2.	Discount rate varied by (0.5)%	(87.93)	(7.17)	(83.08)	(6.61)
3.	Salary growth rate varied by +0.5%	(31.33)	(7.12)	(82.39)	(6.57)
4.	Salary growth rate varied by (0.5)%	30.03	6.82	79.13	6.25
5.	Withdrawal rate (W.R.) varied + 10%	85.34	6.90	80.13	6.33
6.	Withdrawal rate (W.R.) varied - 10%	(85.81)	(7.03)	(81.35)	(6.49)

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 47: Employee benefits (Contd.)

X Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

(₹ In million)

Maturity Profile of defined benefit obligation	As at 31st March, 2023 Funded	As at 31st March, 2023 Unfunded*	As at 31st March, 2022 Funded	As at 31st March, 2022 Unfunded*
Year 1	16.49	0.80	14.72	0.70
Year 2	10.72	0.76	9.11	0.65
Year 3	11.10	0.70	9.33	0.62
Year 4	8.31	2.01	9.62	0.58
Year 5	10.47	0.52	7.17	1.74
More than 5 years	35.13	2.88	32.43	2.61

* related to Tristar Intermediates Private Limited - Subsidiary acquired during the year [Refer note 56(a)]

The current service cost and net interest cost for the year pertaining to Gratuity expenses have been recognised in "Contribution to Provident and other funds" in the statement of Profit and Loss account. The Remeasurements of the net defined benefit liability are included in Other Comprehensive Income. The leave encashment expenses have been recognised as part of "Salaries and wages including bonus" in the statement of Profit and Loss account.

Note 48: Capital management

The Group manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, customer, creditors and market confidence.

The management and the Board of Directors monitor the return on capital as well as the level of dividends to shareholders.

The Company may take appropriate steps in order to maintain, or if necessary, adjust, its capital structure.

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Short term Borrowings	290.12	84.27
Long term Borrowings including current maturities	449.16	-
Total	**739.28**	**84.27**
Equity	9,151.66	8,051.64
Long term debt to equity	0.05	-
Total debt to equity	0.08	0.01

Note 49: Financial Risk management framework

The company has formulated and implemented a policy on risk management, so as to develop an approach to identify, assess and manage the various risks associated with our business activities in a systematic manner. The policy lays down guiding principles on proactive planning for identifying, analysing and mitigating material risks, both external and internal, and covering operational, financial and strategic risks. After risks have been identified, risk mitigation solutions are determined to bring risk exposure levels in line with risk appetite. The Company's risk management policies and systems are reviewed regularly to reflect changes in market conditions and our business activities. The Company's business activities are exposed to a variety of financial risks, namely Credit risk, Liquidity risk, Currency risk, Interest risks. For COVID related disclosures, refer note 2 (ii) (c) (5) in our critical estimates and judgements.

Market Risk

The Company's size and operations results in, it being exposed to the market risks that arise from its use of financial instruments namely Currency risk, Interest risks. These risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below.

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 49: Financial Risk management framework (Contd.)

Currency Risk

The Company is exposed to exchange rate risk as certain portion of our revenues and expenditure are denominated in foreign currencies. We import certain raw materials, the price of which we are required to pay in foreign currency, which is mostly the U.S. dollar or Euro. Products that we export are paid for in foreign currency, which together acts as a natural hedge. Any appreciation/ depreciation in the value of the Rupee against U.S. dollar, Euro or other foreign currencies would Increase/decrease the Rupee value of debtors/ creditors. For exposure beyond natural hedge, the Company uses foreign exchange derivatives such as foreign exchange forward contracts to minimise the risk.

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2022
USD	548.46	42.55	521.11	400.86
EURO	3.88	26.52	16.52	0.23

Interest Rate Risk

Interest rate risk results from changes in prevailing market interest rates, which can cause a change in the fair value of fixed-rate instruments and changes in the interest payments of the variable-rate instruments. Our operations are funded to a certain extent by borrowings. Our current loan facilities carry interest at variable rates as well as fixed rates. The management is responsible for the monitoring of the Company's interest rate position. Various variables are considered by the management in structuring the Company's borrowings to achieve a reasonable, competitive cost of funding.

Liquidity risk

Liquidity risk management

Liquidity risk is the risk that we will encounter difficulties in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure that we have sufficient liquidity or access to funds to meet our liabilities when they are due.

i. Maturity profile of financial liabilities:

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

(₹ In million)

Particulars	Carrying amount in Balance sheet	Less than 1 Year	2nd and 3rd Year	4th and 5th Year	Above 5 years
As at 31st March, 2023					
Long term borrowings including current maturities	449.16	99.83	199.60	149.73	
Short term borrowings	290.12	290.12	6.63	-	-
Trade payables	1,851.86	1845.23	-	-	-
Other Financial Liabilities	1,135.13	1,061.20	73.93	-	-
Total	**3,726.27**	**3296.38**	**280.16**	**149.73**	**-**
As at 31st March, 2022					
Long term borrowings	-	-	-	-	-
Short term borrowings	84.27	84.27	-	-	-
Trade payables	1,861.51	1848.25	6.63	6.63	-
Other Financial Liabilities	1,665.94	815.67	850.27	-	-
Total	**3,611.72**	**2748.19**	**856.90**	**6.63**	**-**

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 49: Financial Risk management framework (Contd.)

ii. Financing Arrangements:

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Secured Working Capital facilities and Term loan:		
- Expiring within one year	389.95	84.27
- Expiring beyond one year	349.33	-

Note 50: Credit Risk management

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from our operating activities, primarily from trade receivables. The Company's customer base majorly has creditworthy counterparties which limits the credit risk. The Company's exposures are continuously monitored and wherever necessary we take advances/Letter of Credits to minimize the risk.

Note 51: Trade receivable and advances

The group applies the simplified approach to provide for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables/advances. The company has computed expected credit losses based on actual basis. Forward-looking information (including macroeconomic information) has been incorporated into the determination of expected credit losses.

Reconciliation of loss allowance for trade receivables:

(₹ In million)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance as at beginning of the year	21.17	5.29
Additions during the year	20.15	15.88
Balance as at end of the year	**41.32**	**21.17**

In respect of other financial assets, the maximum exposure to credit risk at the end of the reporting period approximates the carrying amount of each class of financial assets.

Note 52: Sensitivity Analysis

Foreign Currency Sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant.

Particulars	Currency	Change in rate	Effect on Profit Before Tax
Year ended 31st March 2023	USD	10%	37.56
	EURO	10%	(2.31)
Year ended 31st March, 2022	USD	10%	22.32
	EURO	10%	1.63

If the change in rates decline by a similar percentage, there will be opposite impact of similar amount on Profit Before Tax and Pre-tax Equity Effect.

The sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 52: Sensitivity Analysis (Contd.)

Interest Rate sensitivity

The sensitivity analysis below has been determined based on exposure to interest rate for both Term Loans & Working Capital loans.

The following table demonstrates the sensitivity in interest rates on that portion of loans and borrowings which are not hedged, with all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ In million)

Particulars	Currency	Increase/Decrease in basis points	Effect on Profit Before Tax
Year ended 31st March, 2023	INR	+50	1.89
Year ended 31st March, 2022	INR	+50	0.42

If the change in rates decline by a similar percentage, there will be opposite impact of similar amount on Profit Before Tax and Pre-tax Equity Effect.

Note 53: Offsetting Of balances:

The Group has not offset financial assets and financial liabilities, unless permissible contractually.

Note 54: Collaterals

The Group has working capital loans which are secured by first Pari Passu charge on all the present and future Current Assets of the Group.

Note 55: Fair Value Disclosures

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

- Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2: Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.
- Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature.

All financial liabilities and financial assets have no material impact.

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note 55: Fair Value Disclosures (Contd.)

Financial instruments measured using Fair Value.

(₹ In million)

Particulars	Carrying Value	Fair value (Level 1)	Fair value (Level 2)	Valuation Technique	Key Inputs
As at 31st March 2023					
Mutual Fund	259.95	259.95	-	Net Assets Value	
Total	**259.95**	**259.95**			
As at 31st March, 2022					
Derivative investments	4.36	-	4.36	Discounted Cash Flow and Interest rate	Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counter parties.
Mutual Fund	115.49	115.49		Net Assets Value	
Total	**119.85**	**115.49**	**4.36**		

Except for the above, carrying value of Other financial assets/liabilities represent reasonable estimate of fair value.

Note: 56 Acquisitions during the year ended 31st March, 2022

a) Acquisition of Unitop Chemicals Private Limited and Tristar Intermediates Private Limited

Pursuant to approval of the Board of Directors of the Parent Company at its meeting held on 2nd June, 2021 and vide Share Purchase agreement (SPA) as of the same date, the Parent Company agreed to acquire Unitop Chemicals Private Limited (UCPL) at a total consideration value of ₹ 3,919.14 million. As at the previous year ended 31st March 2022, the Parent Company completed the acquisition of 65% of the issued share capital of UCPL. The acquisition of balance 35% equity share capital and payment of balance consideration for the same will be in two tranches subject to completion of customary conditions. Accordingly, the group recorded a financial liability for the estimated present value of its gross obligation to purchase the non-controlling interest as of the acquisition date in accordance with the share purchase agreement. Thus, the Parent Company had acquired full control of UCPL and accordingly had consolidated on 100% basis from the date of acquisition i.e. 26th August, 2021. UCPL is in the business of selling Surfactants and Speciality Chemicals for Agro-Chemicals, Oil Exploration, Oilfield & Refinery Chemicals, Textiles, Fibre, Pharmaceuticals, Specialities for Rubber and Plastic Industries. UCPL was acquired to gain the synergies from the combined business of the group.

Further on approval of the Board of Directors at its meeting held on 17th July, 2021 and vide Share Purchase and Shareholders' agreement as of the same date, the Parent Company agreed to acquire Tristar Intermediates Private Limited (TIPL) at a total consideration value of ₹ 1,029.82 million. As at the previous year ended 31st March, 2022, the Parent Company completed the acquisition of 76% of the issued share capital of TIPL. The acquisition of balance 24% equity share capital and payment of balance consideration for the same will be in two tranches subject to completion of customary conditions. Accordingly, the group recorded a financial liability for the estimated present value of its gross obligation to purchase the non-controlling interest as of the acquisition date in accordance with the share purchase agreement. Thus, the Parent Company had acquired full control of TIPL and accordingly had consolidated on 100% basis from the date of acquisition i.e. 01st September, 2021. TIPL is in the business of selling Perfumery Chemicals, Speciality Chemicals, Dye Intermediates and high-tech distillation facilities. TIPL was acquired to gain the synergies from the combined business of the group.

Notes accompanying the Consolidated Financial Statements

for the year ended 31st March, 2023 (Contd.)

Note: 56 Acquisitions during the year ended 31st March, 2022 (Contd.)

The parent company had accounted for the aforesaid acquisition as a Business acquisition in terms of IND AS - 103 Business Combination. In accordance with the same, the Parent Company had appointed independent agency for determination of fair value of assets and liabilities which is as under:

(₹ In million)

Particulars	UCPL	TIPL
Property, plant and equipment	926.22	315.29
Right of Use - Assets	271.82	103.81
Capital Work-in-Progress	155.72	-
Identifiable intangible assets		
- Technology and Trademark	965.40	422.70
- Customer Relationships	250.90	59.50
- Computer Software	0.17	-
Investments	270.00	-
Financial assets	27.72	23.01
Inventory	366.11	91.51
Trade Receivables	1,025.25	259.46
Cash and Cash Equivalents	103.38	13.08
Other Bank Balances	84.03	-
Other Non-current/Current Assets	57.82	47.82
Income Tax Assets	29.76	-
Deferred tax liabilities	(547.11)	(190.43)
Financial liabilities	(10.37)	(3.82)
Borrowings	-	(132.39)
Trade Payables	(517.92)	(170.90)
Provisions and Other liabilities	(91.55)	(28.60)
Current Tax Liabilities	(81.31)	(8.86)
Total identifiable assets acquired and liabilities assumed	**3,286.04**	**801.18**
Goodwill	633.10	228.64
Total consideration	**3,919.14**	**1,029.82**
Total consideration transferred		
Net cash outflow arising on acquisition:		
Total consideration	3,919.14	1,029.82
Less: Deferred consideration (refer below)	1,221.68	208.41
Cash consideration	2,697.46	821.41
Net cash outflow on acquisition of subsidiaries		
Consideration paid in cash	2,697.46	821.41
Less: cash and cash equivalents balances acquired	103.38	13.08
Net cash outflow	**2,594.08**	**808.33**

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note: 56 Acquisitions during the year ended 31st March, 2022 (Contd.)

The goodwill aggregating to ₹ 861.74 million arising from the acquisition consists of synergies on acquisition of the subsidiaries. In addition, the consideration paid for the combination effectively included amounts in relation to the benefits of revenue growth and trade connections. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. The goodwill arising on the acquisition are not to be tax deductible.

Additionally, the acquisition of UCPL have retention payouts payable to the eligible key employees of the UCPL, subject to their continuous employment with the Group and as specified in the employment agreement of the respective eligible key employees. Retention bonus is recognised in employee benefit expenses in the Consolidated Statement of Profit and Loss over the period of service.

Deferred consideration was related to acquisition of remaining 35% equity shares amounting to ₹ 1,452.50 million of UCPL and 24% equity shares amounting to ₹ 259.20 million of TIPL which will be acquired in multiple tranches, subject to the customary terms and conditions as defined in the Share Purchase Agreement as on 31st March, 2022. Accordingly, the same was fair valued at ₹ 1,528.12 million (including interest expenses of ₹ 98.03 million) which had been recognised as deferred consideration on business combination - Non current - ₹ 73.93 million and Current - ₹ 930.57 million [As at 31st March, 2022 (Non current - ₹ 850.27 million and Current - ₹ 677.84 million)] disclosed under 'Other Financial Liabilities'.

Accordingly, figures for the year ended 31st March, 2022 includes results of UCPL and TIPL from the date of acquisition till 31st March, 2022 and hence the figures for the year ended 31st March, 2023 are not comparable with the previous period.

b) Investment in Associate - Romakk Chemicals Private Limited

During the previous year ended 31st March 2022, the Parent Company had completed the process of the acquisition / subscription of equity shares of 50.10% of the issued and paid -up share capital of Romakk Chemicals Private Limited ("Romakk"), an associate of the Company. As per IND AS 103, allocation of purchase consideration towards the fair value of assets and liabilities and determination of goodwill were done on a provisional basis. During the current year, the Parent Company has finalised the fair valuation of assets and liabilties. The determination of such fair value has been carried out by the independent agency appointed by the Parent Company. The financial effect of the revision is not material.

c) Acquisition of Trio Business

During the previous year, on 01st May, 2021, the Parent Company had completed the acquisition of the Defoamer Business of Trio Chemicals and Allied Products ('Trio') at a total consideration of ₹ 52.50 million. Trio is into the business of manufacturer of Defoamers and qualifies as a business as defined in Ind AS 103. Trio was acquired to gain the synergies from the combined business.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below.

Particulars	**Amount in ₹ million**
Property, plant and equipment	4.70
Identifiable intangible assets - Trademark	21.00
Trade Receivables	40.90
Inventory	11.00
Deferred tax liabilities	(5.40)
Provisions and Other Liabilities	(30.30)
Total identifiable assets acquired and liabilities assumed	**41.90**
Goodwill	10.60
Total consideration	**52.50**
Total consideration transferred	
Net cash outflow arising on acquisition:	
Cash consideration	52.50
Less: cash and cash equivalent balances acquired	-
Total	**52.50**

The goodwill of ₹ 10.60 million arising from the acquisition consist of synergies on acquisition of the business. The goodwill arising on the acquisition are not to be tax deductible.

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note: 56 Acquisitions during the year ended 31st March, 2022 (Contd.)

d) Investment in Joint Venture - Hextar Unitop SDN. BHD.

Consequent to the acquisition of Unitop Chemicals Private Limited (UCPL) group had acquired the 50% stake in the joint venture - Hextar Unitop SDN. BHD.('Hextar'). Hextar is in the business of manufacturing, exporting, importing and marketing of surfactants, specialty chemicals, intermediates, agrochemical additives, oil field chemicals, emulsifiers and agrichemicals and qualifies as a business as defined in Ind AS 103.

The amounts in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below.

Particulars	Amount in ₹ million
Property, plant and equipment	13.30
Inventory	30.90
Trade Receivables	23.40
Cash and Cash Equivalents	24.60
Other Non-current/Current Assets	0.20
Deferred tax liabilities	(3.00)
Trade Payables	(6.40)
Provisions and Other liabilities	(46.90)
Total identifiable assets acquired and liabilities assumed	**36.10**
Goodwill	266.00
Total consideration	**302.10**
Total consideration transferred	
Net cash outflow arising on acquisition:	
Total consideration	302.10
Cash consideration	302.10

The goodwill of ₹ 266.00 million arising from the acquisition consists of synergies on acquisition of the joint venture. The goodwill arising on the acquisition are not to be tax deductible.

e) Changes in Group's Share of Rossari Consumer Products Private Limited (Formerly Known as Rossari Personal Care Products Private Limited)

During the year ended 31st March, 2021, Rossari Consumer Product Private Limited(Formaly Known as Rossari Personal Care product Private Limited) issued and allotted 2,00,000 equity shares, comprising 40% equity stake on a preferential allotment basis to outside the group resulting in change of parent's holding from 100% to 60% resulting into minority interest. As a result gain of ₹ 0.24 million is accounted in the other equity on account of change in the group's interest.

During the year ended 31st March, 2022, the Parent Company had acquired the aforesaid 40% stake for a consideration of ₹ 20.00 million making it a wholly owned subsidiary of the Parent Company w.e.f. 23rd July, 2021. As a result of this acquisition, loss of ₹ 19.79 million was accounted in the other equity on account of change in the group's interest.

Note 57: Additional regulatory information required by Schedule III

(i) Details of benami property held

No proceedings have been initiated on or are pending against the group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Borrowing secured against current assets

The group has sanctioned borrowings/facilities from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the group with banks and financial institutions are in agreement with the books of accounts.

(iii) Wilful defaulter

The group has not been declared wilful defaulter by any bank or financial institution or any lender.

(iv) Relationship with struck off companies

The group has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

Notes accompanying the Consolidated Financial Statements
for the year ended 31st March, 2023 (Contd.)

Note 57: Additional regulatory information required by Schedule III (Contd.)

(v) Compliance with number of layers of companies

The group has complied with the number of layers prescribed under the Companies Act, 2013.

(vi) Utilisation of borrowed funds and share premium

The group has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(vii) Undisclosed Income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(viii) Valuation of PP&E, intangible asset and investment property

The group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

Note 58: Figures for previous year / periods have been regrouped wherever considered necessary.

For and on behalf of the Board of Directors of Rossari Biotech Limited

EDWARD MENEZES
Executive Chairman
DIN: 00149205

SUNIL CHARI
Managing Director
DIN: 00149083

MANASI NISAL
Chief Financial Officer

PARUL GUPTA
Company Secretary

Place: Mumbai
Date : 29th April, 2023

Form AOC-1

(Pursuant to First Proviso to Sub-Section (3) of Section 129 Read with Rule 5 of Companies (Accounts) Rules, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES OR ASSOCIATE COMPANIES OR JOINT VENTURES

Part A Subsidiaries

Sr. No.	Particulars	Unitop Chemicals Private Limited	Tristar Intermediates Private Limited	Buzil Rossari Private Limited	Rossari Consumer Products Private Limited (Formerly known as Rossari Personal Care Products Private Limited)
1.	Reporting period for the Subsidiary(ies) concerned, if different from the Holding Company's Reporting Period	2022-23	2022-23	2022-23	2022-23
2.	The date since when subsidiary was acquired	26th August, 2021	1st September, 2021	31st August. 2020	6th April, 2010
3.	Reporting Currency and Exchange Rate as on the last date of the Relevant Financial Year in the case of Foreign Subsidiaries	Not applicable	Not applicable	Not applicable	Not applicable
4.	Share Capital	4.29	9.30	73.22	5.00
5.	Reserves and Surplus	2,782.15	507.76	63.34	(5.03)
6.	Total Assets	3,448.84	914.63	337.00	12.51
7.	Total Liabilities	662.40	397.57	200.44	12.54
8.	Investments	89.26	-	-	-
9.	Turnover	5,541.30	2,090.25	789.42	3.05
10.	Profit before taxation	726.60	138.54	21.97	(1.60)
11.	Provision for taxation	176.77	35.67	5.36	(0.05)
12.	Profit after taxation	549.83	102.87	16.61	(1.55)
13.	Proposed Dividend	Nil	Nil	Nil	Nil
14.	% of Shareholding	80%	84%	100%	100%

Notes:

1. Names of subsidiaries which are yet to commence operations: Nil
2. Names of subsidiaries which have been liquidated or sold during the year: Nil

For and on behalf of the Board of Directors of Rossari Biotech Limited

EDWARD MENEZES
Executive Chairman
DIN: 00149205

SUNIL CHARI
Managing Director
DIN: 00149083

MANASI NISAL
Chief Financial Officer

PARUL GUPTA
Company Secretary

Place: Mumbai
Date : 29th April, 2023

Part B Associates and Joint Ventures

Statement Pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. No.	Name of Joint Venture/Associate	Romakk Chemicals Private Limited - Associate	Hextar Unitop SDN. BHD.# - Joint Venture
1.	Latest Audited Balance Sheet Date	31st March, 2023	31st March, 2023
2.	Date on which the Associate or Joint Venture was associated or Acquired	25th November, 2021	26th August, 2021
3.	Shares of Associate or Joint Ventures held by the Company on the year end	No. 626,250 Amount of Investment – ₹ 75.10 million Holding - 50.10%	No. 750,000 Amount of Investment – ₹ 10.35 million Holding – 50.00%
	(i) No.		
	(ii) Amount of Investment in Associate/Joint Venture		
	(iii) Extent of Holding (in percentage)		
4.	Description of how there is Significant Influence	Based on shareholding and decision making power	Based on shareholding and decision making power
5.	Reason why the Associate/Joint Venture is not consolidated	Not Applicable since Equity accounting has been adopted	Not Applicable since Equity accounting has been adopted
6.	Net Worth attributable to Shareholding as per latest audited Balance Sheet	₹ 74.28 million	₹ 29.25 million
7.	**Profit or Loss for the year:**	₹ 5.02 million	₹ 4.55 million
	(i) Considered in Consolidation	Not Applicable	Not Applicable
	(ii) Not Considered in Consolidation		

1. Names of associates or joint ventures which are yet to commence operations: Nil
2. Names of associates or joint ventures which have been liquidated or sold during the year: Nil

Joint Venture of a Subsidiary – Unitop Chemicals Private Limited

For and on behalf of the Board of Directors of Rossari Biotech Limited

EDWARD MENEZES
Executive Chairman
DIN: 00149205

SUNIL CHARI
Managing Director
DIN: 00149083

MANASI NISAL
Chief Financial Officer

PARUL GUPTA
Company Secretary

Place: Mumbai
Date : 29th April, 2023

ROSSARI BIOTECH LIMITED

CIN: L24100MH2009PLC194818

Registered Office: 201 A - B, 2nd Floor, Akruti 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 14th Annual General Meeting ("AGM") of the Members of Rossari Biotech Limited will be held on Wednesday, 31st May, 2023 at 12:00 Noon (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, 2023 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, 2023 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, 2023 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, 2023 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, 2023**

   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 31st March, 2023 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. 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."

5. **Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants as Statutory 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 139, 142 read with other applicable provisions of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) 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 and the Board of Directors of the Company, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), be and is hereby appointed as Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), to hold office for a term of five (5) consecutive years, from the conclusion of this fourteenth (14th) Annual General Meeting till the conclusion of nineteenth (19th) Annual General Meeting of the Company, at such remuneration, as approved by the Board of Directors of the Company.

   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 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."

SPECIAL BUSINESS:

6. Appointment of Ms. Aparna Sharma (DIN: 07132341), as a Non-Executive, Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Aparna Sharma (DIN: 07132341), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 29th April, 2023, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Three (3) consecutive years commencing from 29th April, 2023 upto 28th April, 2026 (both days inclusive).

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 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. Payment of Commission to the Non-executive Directors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 read with all 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, amendment, clarification, substitutionor re-enactment thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of commission, to the Non-Executive Directors, of the Company (i.e., Directors other than the Managing Director and/or Whole Time Directors) to be determined by the Board of Directors for each of such Non-Executive Director for each financial year and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the overall maximum limit of 1% (one percent) of the net profits of the Company in any financial year computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Non-Executive Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and the reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, 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."

8. **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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the 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 Company 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 ₹ 2,090 million (Rupees Two Thousand and Ninety Million only) to be entered during Financial Year 2023-24, 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."

9. **Amendment in Rossari Biotech Limited Employee Stock Option Plan 2019**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) read with all other applicable provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder, Foreign Exchange Management Act, 1999, Regulation 6(1) and 12(1) and the other relevant provisions of the Securities and Exchange Board of India (SEBI) (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated 16th June, 2015 issued thereunder (collectively referred to as "SBEB Regulations") (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other rules, regulations and guidelines that may be issued by SEBI and/or other appropriate authorities, from time to time, and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate authorities or bodies and subject to such condition(s) and modification(s) as may be prescribed or imposed by the above authorities or bodies while granting such approval(s), consent(s), permission(s) and sanction(s), and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for amendment to the Rossari Biotech Limited Employee Stock Option Plan 2019 ("ESOP 2019"/ "the Scheme") adopted by the Company, to increase the Exercise Period from 2 (two) years to 5 (five) years, as detailed 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 by the Board to exercise the powers conferred on the Board by this Resolution) 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 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)."

10. 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) or re-enactment(s) thereof for the time being in force) for the Financial Year ending 31st March, 2024 on a remuneration of ₹ 100,000/- (Rupees One Lakh 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: 05th May, 2023
Place : Mumbai

Registered Office:

201 A-B, 2nd Floor, Akruti 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 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 and 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 and Circular No. SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 (hereinafter referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations") permitted the holding of the 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 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 2022-23 including Notice of the 14th 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 at www.nseindia.com and on the website of Link Intime India Private Limited ("LIIPL") 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, LIIPL.

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. Members who wish to obtain any information on the Company or view the Financial Statements for the Financial Year ended 31st March, 2023 can send their queries at investors@rossari.com at least 7 (Seven) days before the date of 14th AGM. The same will be replied by/on behalf of the Company suitably.

11. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

12. 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 LIIPL 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.

13. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from 01st 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.

14. The Register maintained under Section 170 and Section 189 of the Act and the Certificate under the SEBI (Share Based Employee Benefits) Regulations, 2014, 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 31st May, 2023. (Date of AGM). Members seeking to inspect such documents can send an email to investors@rossari.com.

15. 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.

16. 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 the vote through remote e-voting.

17. The Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on Wednesday, 24th May, 2023, may cast their vote by remote e-voting. The remote e-voting period commences on Sunday, 28th May, 2023 at 09:00 A.M. (IST) and ends on Tuesday, 30th May, 2023 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:

Pursuant to SEBI circular dated 9th December, 2020 on e-voting facility, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

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/ physical mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL**	• Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with **CDSL**	• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. • After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. • If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. • Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) & login **through their depository participants**	• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. • Upon Logging in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name i.e. LINKINTIME and you will be redirected to "Instavote" website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in **Physical mode & e-voting service Provider is LINKINTIME.**	1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in. ➢ Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: - 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).

Type of Shareholders	Login Method
	D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company. **Note:** 1. Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above 2. 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 (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter). ➢ Click **"confirm"** (Your password is now generated). 2. Click on **'Login'** under **'SHARE HOLDER'** tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**. 4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link). 7. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. 8. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
Individual Shareholders holding securities in **Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:**	1. Click on 'Login' under **'SHARE HOLDER'** tab and further Click **'forgot password?'** 2. Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**. • In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address. • Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. • The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL/ CDSL** have forgotten the password:	• Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website. Note: ➢ 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". ➢ 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
Institutional Shareholders:	Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutiniser to verify the same.

HELPDESK

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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.

1. Helpdesk for Individual Shareholders holding securities in **Demat mode:**

   In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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.

2. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME

   In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-voting manual available at https://instavote.linkintime.co.in, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

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

1. Instructions for Members for Joining the Meeting are as under:

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:

a) 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 "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 Wednesday, 24th May, 2023 (9:00 A.M. IST) to Saturday, 27th May, 2023 (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 panelist 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:

a) 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.

b) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

c) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

d) 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.

e) In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or call on the Toll Free No.: 022 - 49186175.

4. Guidelines to attend the AGM proceedings of LIIPL, InstaMeet:

For a smooth experience of viewing the AGM proceedings of LIIPL 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 in 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 Thursday, 25th May, 2023 to Wednesday, 31st May, 2023 (both days inclusive) for the purpose of the AGM of the Company.

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 31st March, 2023 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 Tuesday, 6th June, 2023 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 Wednesday, 24th May, 2023.

   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 Wednesday, 24th May, 2023.

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, a member may send an e-mail to Link Intime India Private Limited, Registrar and Transfer Agent ("RTA") at rnt.helpdesk@linkintime.co.in.

      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 an e-mail to RTA at rnt.helpdesk@linkintime.co.in

      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 an e-mail to RTA at rnt.helpdesk@linkintime.co.in.

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 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 www.rossari.com/wp-content/uploads/2023/05/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 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, 16th May, 2023 at 06:00 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, LIIPL 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 www.rossari.com and on the website of share transfer agent, LIIPL 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, LIIPL.
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 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. Wednesday, 24th May, 2023.
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 Wednesday, 24th May, 2023, 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 rnt.helpdesk@linkintime.co.in 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 (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 Depositary 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.

    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.
11. 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 LIIPL 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

The Members of the Company at the 09th AGM held on 29th September, 2018 approved the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants ("Deloitte"), as the Statutory Auditors of the Company for a period of Five (5) consecutive years from the conclusion of the 9th AGM till the conclusion of 14th AGM in terms of the said approval and as per Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ("the Board") at their meeting held on Friday, 5th May, 2023, 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. Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company, in place of the Retiring Auditors, for a period of Five (5) consecutive years from the conclusion of this AGM till the conclusion of the 19th AGM, at such remuneration as shall be fixed by the Board of the Company.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Walker Chandiok & Co LLP felicitous to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

Brief Information about the Firm

M/s. Walker Chandiok & Co LLP, Chartered Accountants ("the Firm"), is an Indian global firm established in 1935. With 15 offices across the country, 65 partners and a team of over 2000 people, the Firm provides audit, tax and advisory services in India. The Firm has 85+ years of experience across a range of industries, market segments, and geographical corridors.

The Firm is registered with the Institute of Chartered Accountants of India and empaneled on the Public Company Accounting Oversight Board and Comptroller & Auditor General of India and is engaged as auditors for 100 + large and listed companies.

M/s. Walker Chandiok & Co LLP have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

As per the recommendation of the Audit Committee and the Board, proposed remuneration to be paid to Statutory Auditors for the Financial Year 2023-24 is ₹ 6.90 million. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board based on the recommendation of the Audit Committee. There is no material change in the remuneration proposed to be paid to Auditors for the Financial Year 2023-24 and the remuneration paid to the Retiring Statutory Auditors for the Financial Year 2022-23.

The Board, recommends passing of this Ordinary Resolutions as set out at Item No. 5 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. 5 of the Notice.

In respect of Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on Saturday, 29th April, 2023, have approved the appointment of Ms. Aparna Sharma (DIN: 07132341) as additional director, in the capacity of Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) years i.e. from 29th April, 2023 to 28th April, 2026 (both days inclusive), subject to approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of the Members.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Brief Profile:

Ms. Aparna Sharma has completed her Masters in Personnel Management & Industrial Relations (PM&IR), from TISS Mumbai in 1996.

Ms. Aparna Sharma made her foray into the corporate world through NOCIL and moved into different roles in the Human Resources function in organizations like Monsanto, Novartis, UCB, Deutsche Bank, Lafarge & Greaves Cotton. In her diverse roles, Ms. Aparna has successfully been a learning partner, mentor and coach to leaders, leadership teams and organizations to build competencies, learning abilities and nimbleness for achieving purposeful performance.

Over 26 years of rich management experience in Human Resources, Business strategy, Corporate Communications and Governance across Building Materials, Banking & Financial Services, Pharmaceuticals (including KPO), Biotechnology & Petrochemicals. She is currently contributing as a Board Mentor with various boards & as an advisor to various corporates in areas such as Strategic Leadership, Planning, Organization Behaviour & Strategy for Board Room Effectiveness, Organization Culture & Development, Temperamental Traits & Derailment Factors within Boards etc.

She was previously Independent Director on the Boards of Hexagon Nutrition Limited, S.M.I.L.E Microfinance Limited, Rajratan Global Wire Limited, and T.S Alloys Limited, subsidiary of Tata Steel. Currently, she is on the Board of Athaang Jammu Udhampur Highway Limited and Baroda BNP Paribas Asset Management India Private Limited as an Independent Director.

She has a number of awards and recognitions associated with her name-few of them are Bharat Gaurav Puraskar- 2022, Excellent Woman HR Professional of the Year- 2021, Most Influential Women in Academics-2020, Indian HR Champion of the Year-2019 etc. and celebrated author of two best-selling books namely “Between U & Me - Ordinary People, Extraordinary Lessons” and “Reality Bytes - The Role of HR in Today’s World”.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Ms. Aparna Sharma for the office of a Director of the Company.

In the opinion of the Board, Ms. Aparna Sharma fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. She is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience and educational background it will be in the best interest of the Company to appoint Ms. Aparna Sharma as Non-Executive, Independent Director of the Company.

Brief detail of Ms. Aparna Sharma is separately provided in the “Annexure” to this Notice, in terms of the provisions of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Electronic copy of the letter of appointment of Ms. Aparna Sharma containing the terms and conditions of appointment, is available for inspection. Please refer to Note 14 given in the Notice on inspection of documents.

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

Except Ms. Aparna Sharma, 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. 6 of the Notice.

In respect of Item No. 7

In view of the enhanced Corporate Governance requirements under the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) coupled with the growing operations of Rossari Group, the role and responsibilities of the Board, particularly Independent Directors has become more arduous, requiring greater time commitments, attention and a higher level of oversight, Accordingly, Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meeting held on Friday, 28th April, 2023 and Saturday, 29th April, 2023, respectively, approved and recommended for approval of the Members of the Company, remuneration by way of commission to the Non-Executive Directors of the Company.

Regulation 17(6) of the Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, and the same would require approval of members in general meeting. The quantum of remuneration payable to all or some of the Non-Executive Directors shall be fixed and decided by the Board of Directors after considering the recommendations of the Nomination and Remuneration Committee, taking into consideration parameters such as attendance at Board and Committee meetings, contribution at or other than at meetings, etc. in accordance with the directions given by the Board as prescribed under the Nomination and Remuneration Policy of the Company. Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that commission not exceeding 1% of the net profits of the Company be payable for Financial Year 2022-23 and onwards as may be decided by the Board, in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time.

The aforesaid remuneration is exclusive of the fees payable to the Non-Executive Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

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

Except all the Independent Directors of the Company to the extent of commission that may be received by them, including for the Financial Year 2022-23, 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. 7 of the Notice.

In respect of Item No. 8

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), as amended vide the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 1st April, 2022, states that 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, being a material related party transaction, shall require approval of 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 Directors of the Company ("the Board"), Members had approved the related party transactions between Rossari Biotech Limited ("Rossari / the Company") with Unitop Chemicals Private Limited ("UCPL"), for Financial Year 2022-23 at the Annual General Meeting ("AGM") held on 15th July, 2022. 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 meeting held on 04th February, 2023, approved and recommended for the approval of the Members transactions between the Company and UCPL for the Financial Year 2023-24.

The transactions by the Company with UCPL, for the Financial Year 2023-24 are estimated to be ₹ 2,090 million (Rupees Two Thousand and Ninety Million only) and this amount exceeds the threshold of 10% of annual consolidated turnover of the Company, one of the criteria prescribed above in the amended definition of Material Related Party Transactions and therefore, it is a Material Related Party Transactions. Accordingly, it requires approval of the Members of the Company by way of passing of an Ordinary Resolution.

Background, details and benefits of the transaction :

UCPL is a subsidiary of the Company, which is mainly engaged in the business of manufacturing of surfactants, emulsifiers and specialty chemicals, with a production capacity of 86,000 MTPA per annum. UCPL is one of the prominent market leader in non-ionic and specialty blended surfactants. along with the other surfactants, ethoxylates and propoxylates are a major category of surfactants and make up the key components of many textiles, homecare and personal care formulations of the Company. They are also used in the manufacture of performance enhancing polymers. UCPL has a product range that falls within the Company's four pillars of chemistry (surfactants, acrylics, silicones and enzymes), which gives Company synergies for manufacturing and marketing that can be high value accretive in the long run.

The acquisition of UCPL is in line with the Company's strategy to establish the Company's leadership in the manufacturing of specialty chemicals and in line with the integration plan of the Rossari Group, the Company anticipates to continue transactions of purchase and sale of goods and services with its subsidiaries. The Company purchases various materials and products from UCPL, including ethoxylates and propoxylates and other surfactants, the Company also sells goods to UCPL. Further, the Company avails various services from UCPL for business purpose in area, where UCPL has requisite expertise and infrastructure. Also, UCPL avails various services from the Company in the area of consultancy, IT assets and other services for business purpose. With this view and to achieve the vision of the group in the long run, the Company has entered into/is proposing to enter into related party transactions with UCPL including following operational transactions during the Financial Years 2023-24:

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

  *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 2023-24 is up to ₹ 2,090 million (Rupees Two Thousand and Ninety Million only). These transactions will not only help the Company to manage manufacturing operations smoothly but also ensure consistent flow of desired quality and quantity of various raw materials for uninterrupted operations and increasing the productivity. The Company will also get benefit from the lower transportation cost because of its proximity to the 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 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 RPTs 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. 8 of the Notice to the Members for approval.

Details of the proposed transactions with Unitop Chemicals Private Limited, being a related party of the Company, are as follows:

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 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)

Unitop Chemicals Private Limited (UCPL) is a subsidiary and a related party of the Company. The Company is Holding Company of UCPL and 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 is sought for the Financial Year 2023-24.

(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 2023-24, aggregating up to ₹ 2,090 million (Rupees Two Thousand and Ninety Million only).

(e) Any advance paid or received for the contract or arrangement, if any

Not Applicable

(f) Value of Transaction

₹ 2,090 million (Rupees Two Thousand and Ninety Million only)

(g) Percentage of annual consolidated turnover considering Financial Year 2022-23 as the immediately preceding financial year

12.66%

(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. 8.

(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 in the ordinary course of business and are undertaken by the Company at arm’s length and as per the applicable transfer 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. 8.

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

The Company believes in rewarding its employees for their association, dedication and contribution to the goals of the Company. The Company intends to use Employees Stock Option Plan - 2019 ("ESOP 2019/ the Scheme") to attract and retain key talents by way of rewarding their performance and to motivate them to contribute to the overall corporate growth and profitability and for the Employees to get a share in the value they create for the Company in the years to come.

In furtherance of this objective, the Members of the Company at the Extraordinary General Meeting held on dated 02nd December, 2019, had granted their approval for the ESOP 2019 for the Employees of the Company, its holding and/or subsidiary company(ies), prior to the listing of equity shares of the Company, which was ratified by the Members, post listing at the Extraordinary General Meeting held on 17th April, 2021, pursuant to the Securities and Exchange Board of India (SEBI) (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (referred to as "SBEB Regulations").

Pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and SBEB Regulations, approval of the Members by way of Special Resolution is required to modify the terms of ESOP Scheme.

As per ESOP 2019 Options granted can be exercised in part or full within a period of 2 (two) years from the date of Vesting of the respective Options, considering the best interest of employees and in order to extend the maximum benefits of the Scheme to such eligible employees of the Company, as per the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, proposed to amend the exercise period in the ESOP 2019 from 2 (two) years to 5 (five) years.

Details required pursuant to Rule 12(5)(b) of the Companies (Share Capital and Debentures) Rules, 2014 with respect to modification of the Scheme is as follows:

(a) Details of variation of terms of the Scheme

The Company propose to amend the Exercise Period to 5 (five) years from the date of vesting of the respective options. Accordingly, the amended clause 10.4 reads as follows:

"10.4 The Options Granted to a Grantee shall be capable of being Exercised in part or full within a period of five years from the date of Vesting of the respective Options or such other period as may be determined by the Compensation Committee from time to time. The Compensation Committee may at its discretion prescribe a shorter period than maximum of five years for any specific grant. The Options cancelled or lapsed or surrendered without being exercised will be available for further Grant under ESOP 2019."

(b) Rationale for the variation of terms of the Scheme

To provide more time to employees to exercise vested options.

(c) Details of employees who are beneficiaries of variation

All eligible employees to whom the Options have been granted /to be granted under the ESOP 2019.

Further, in terms of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, it is confirmed that the amendment is not considered to be prejudicial to the interests of the employees. Further, aforesaid proposed amendment is not detrimental to the interest of any existing options grantees, as all eligible employees to whom the Options have been granted / to be granted under the under the Scheme shall be the beneficiaries of the proposed amendment to the Scheme.

Electronic copy of the Amended Scheme, containing the proposed amendment mentioned above, is available for inspection. Please refer to Note 14 given in the Notice on inspection of documents.

The Board, recommends passing of this Special 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 Options granted / may be granted to them and their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 9 of the Notice.

In respect of Item No. 10

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 29th April, 2023, has approved the appointment and remuneration of M/s. R. Shetty & Associates, Cost Accountants (Firm Registration No.:101455), as the Cost has Auditors for audit of the cost accounting records of the Company for the Financial Year ending 31st March, 2024, at a remuneration of ₹ 100,000/- (Rupees One Lakhs 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, 2024.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 10 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. 10 of the Notice.

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

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

Date: 05th May, 2023
Place : Mumbai

ANNEXURE TO THE NOTICE DATED 05TH MAY, 2023

Particulars of the Directors seeking appointment / re-appointment at the 14th 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	Mr. Sunil Chari	Ms. Aparna Sharma
DIN	00149083	07132341
Designation	Managing Director	Independent Director
Date of Birth	05/12/1965	03/09/1973
Age	57	49
Nationality	Indian	Indian
Date of first appointment on the Board	10/08/2009	29/04/2023
Date of re- appointment by the Members	30/09/2019	Not Applicable
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).	She holds Masters degree in Personnel Management & Industrial Relations (PM&IR), from TISS Mumbai.
Expertise in functional area	He has over 23 years of experience in the specialty chemicals industry	Over 26 years of rich management experience in Human Resources, Business strategy, Corporate Communications and Governance across Building Materials, Banking & Financial Services, Pharmaceuticals (including KPO), Biotechnology & Petrochemicals.
Number of Equity Shares held in the Company as on 31st March, 2023	16,089,320	Nil
Directorships on other Board as on 31st March, 2023	**Directorship:** 1. Buzil Rossari Private Limited 2. Rossari Hydra Chemicals Private Limited 3. Rossari Manuchar (India) Private Limited 4. Rossari Biotech (India) Private Limited 5. Rossari Speciality Chemicals Private Limited 6. Rossari Consumer Products Private Limited 7. Suisse Silicon Specialties Private Limited 8. Unitop Chemicals Private Limited 9. Tristar Intermediates Private Limited 10. Romakk Chemicals Private Limited	**Directorship:** 1. Athaang Jammu Udhampur Highway Limited 2. Baroda BNP Paribas Asset Management India Private Limited
Committee Membership of other Board as on 31st March, 2023	**Audit Committee:** 1. Unitop Chemicals Private Limited 2. Tristar Intermediates Private Limited 3. Romakk Chemicals Private Limited **Corporate Social Responsibility Committee:** 1. Unitop Chemicals Private Limited 2. Tristar Intermediates Private Limited	**Audit Committee:** 1. Athaang Jammu Udhampur Highway Limited 2. Baroda BNP Paribas Asset Management India Private Limited **Nomination and Remuneration Committee:** 1. Athaang Jammu Udhampur Highway Limited 2. Baroda BNP Paribas Asset Management India Private Limited **Corporate Social Responsibility Committee:** 1. Athaang Jammu Udhampur Highway Limited

Particulars	Details	
Number of Board Meetings attended during the Financial Year 2022-23	7	Not Applicable
Relationship with other Directors, Manager and KMP	Not Applicable	Not Applicable
Remuneration Last drawn	₹ 11.13 million per annum	Not Applicable
Terms and conditions of appointment	Appointed as a Managing Director of the Company for 5 years w.e.f. 01st October, 2019	Appointed as a Non-Executive, Independent Director, of the Company for 3 years, not 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 Mr. Sunil Chari, 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	Wednesday, 31st May, 2023 at 12:00 Noon
Venue / Mode	Through Video Conferencing at the following link:
Record Date for payment of final dividend	Wednesday, 24th May, 2023
Book Closure Dates	From : Thursday, 25th May, 2023 To : Wednesday, 31st May, 2023
Final Dividend Recommended for the Financial Year 2022-23	₹ 0.50 Per Share
Final dividend payout date, if approved by members	On or after Tuesday, 06th June, 2023
Detailed information on TDS	www.rossari.com/wp-content/uploads/2023/05/Detailed-note-on-Deduction-of-Tax-at-source-on-Dividend.pdf
Cut-off date for e-Voting	Wednesday, 24th May, 2023
E-voting start time and date	Sunday, 28th May, 2023 at 09:00 A.M IST
E-voting end time and date	Tuesday, 30th May, 2023 at 05:00 P.M IST
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)	230120
Weblink for temporary registration to receive AGM Notice and credentials for E-voting / AGM	https://linkintime.co.in/emailreg/email_register.html
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

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