

April 17, 2021

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
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Dear Sir/Madam,

**Sub: Outcome of Extraordinary General Meeting of the Members of the Company held on Saturday, April 17, 2021.**

The Extraordinary General Meeting (“EGM”) of the Members of Rossari Biotech Limited (the “Company”) was held on Saturday, April 17, 2021 at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). The meeting was held in compliance with the General Circular Numbers 22/2020, 14/2020, 17/2020 and 39/2020 issued by the Ministry of Corporate Affairs and Circular Number SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India and as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

In compliance with Regulation 30 and 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we are enclosing the following:

1. Summary of proceedings as required under Regulation 30 of the Listing Regulations.
2. Voting Results as required under Regulation 44 of the Listing Regulations.
3. Consolidated Scrutinizer’s Report dated April 17, 2021 on remote e-voting and e-voting at the EGM.

Further, please note that all the resolutions as set out in the notice convening the EGM dated March 23, 2021 has been passed by the Members with requisite majority.



**ROSSARI BIOTECH LIMITED**

(An ISO 9001:2015 & 14001:2015 Certified Company)

Regd. Office : 201 A & B, Akruti Corporate Park, Next to GE Gardens, LBS Marg, Kanjurmarg (W). Mumbai - 400078. India. T +91-22-6123 3800 F +91-22-2579 6982

Factory : Plot No. 10 & 11, Survey No. 90/1/10 & 90/1/111/1, Kumbharwadi, Village Naroli, Dadra & Nagar Haveli (U.T.), Silvassa - 396 235. India. T 0260 - 669 3000

E info@rossarimail.com W www.rossari.com CIN: L24100MH2009PLC194818

The aforementioned summary of proceedings, voting results and consolidated Scrutinizer's Report are also uploaded on the Company's website at [www.rossari.com](http://www.rossari.com) and on the website of Registrar and Transfer Agent i.e. Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

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

Thanking You,

Yours Sincerely,  
**For Rossari Biotech Limited**



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

Encl.: as above

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**Summary Proceedings of the Extraordinary General Meeting of the Rossari Biotech Limited**

The Extraordinary General Meeting ("**EGM**"/ "**Meeting**") of the Members of Rossari Biotech Limited (the "Company") held on Saturday, 17th April, 2021 at 11.00 a.m. through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**").

Mr. Edward Menezes, Chairman of the Company, Chaired the Meeting. The requisite quorum was present, the Chairman called the Meeting to order. All the Directors, Group-Chief Financial Officer, Chief Financial Officer and Company Secretary of the Company attended the Meeting. The Company's Statutory Auditors and Scrutinizer were also present at the Meeting.

It was announced that all documents referred to in the Notice convening the Meeting and the Explanatory Statement and others as required under law were available for inspection during the conduct of Meeting.

With the consent of the Members, the Notice convening the Meeting was taken as read.

The Company Secretary, Ms. Parul Gupta informed the Members that the facility of Remote e-voting was made available to the Members from Wednesday, April 14, 2021 at 09:00 A.M. and ended on Friday, April 16, 2021 at 5:00 P.M. Further, the Company had also provided the facility for e-voting during the Meeting and 15 minutes after conclusion of the EGM on all the resolutions to facilitate the Members who were attending the Meeting and had not casted their votes earlier through Remote e-Voting.

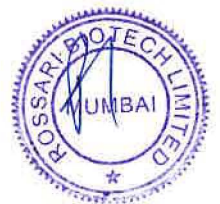
The following resolutions as set out in the Notice convening the EGM were put to vote:

Sr. No.	Details of Special Business	Type of Resolution
1.	Approval for issue of Equity Shares by way of Preferential Allotment	Special Resolution
2.	Approval of Employee Stock Option Plan – 2019 for the employees of the Company	Special Resolution
3.	Approval of Employee Stock Option Plan – 2019 for the employees of holding (if any, in future) and subsidiary company(ies) of the Company.	Special Resolution
4.	Approval for giving loan or guarantee or providing security in connection with loan availed by any of the Company's subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013	Special Resolution

The Members were also informed that the Board of Directors had appointed Mr. Prakash Shenoy, Company Secretary (Membership No. A14026), Partners of SAP & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.

Further, Mr. Sunil Chari, Managing Director of the Company briefed the Members about the resolutions put for approval of the Members.

The Chairman then invited the Members to express their views and ask question. After the Member spoke, the Chairman and Managing Director responded to all the queries.



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The Chairman thanked the Members for attending and participating in the Meeting. The Chairman authorised the Company Secretary to accept and submit the voting results. The Members were informed that the voting results will be available on the website of the Company at <https://www.rossari.com>, Link Intime (India) Private Limited at <https://instavote.linkintime.co.in> and Stock Exchanges at <https://www.nseindia.com> and <https://www.bseindia.com> within 48 hours from the conclusion of the Meeting.

The Meeting conclude at 11:22 a.m.

As per the consolidated Scrutinizer's Report dated April 17, 2021, all the above resolutions were passed by the Members of the Company with the requisite majority.

Yours Sincerely,  
**For Rossari Biotech Limited**



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

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Voting Results  
(Regulation 44 of the Listing Regulations)

Name of the Company	Rossari Biotech Limited
Date of AGM/EGM	17.04.2021
Total Number of Shareholders on Record Date	40506
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	9
Public:	33

Resolution No.		1 - Approval for issue of Equity Shares by way of Preferential Allotment						
Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] 100	(4)	(5)	(6)= [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37745500	37745500	100.0000	37745500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		<b>3,77,45,500</b>	<b>37745500</b>	<b>100.0000</b>	<b>37745500</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	10242515	5570501	54.3861	5570501	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10242515	<b>5570501</b>	<b>54.3861</b>	<b>5570501</b>	<b>0</b>	<b>100.0000</b>
Public-Non Institutions	E-Voting	3941375	426003	10.8085	425976	27	99.9937	0.0063
	Poll		8533	0.2165	8533	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3941375	434536	11.0250	434509	27	99.9938
Total		<b>51929390</b>	<b>43750537</b>	<b>84.2500</b>	<b>43750510</b>	<b>27</b>	<b>99.9999</b>	<b>0.0001</b>



Resolution No.		2 - Approval of Employee Stock Option Plan – 2019 for the employees of the Company						
Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37745500	37745500	100.0000	37745500	0	100.0000	0.00
	Poll		0	0.0000	0	0	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0
	<b>Total</b>		<b>37745500</b>	<b>37745500</b>	<b>100.0000</b>	<b>37745500</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	10242515	5570501	54.3861	3022128	2548373	54.2524	45.7476
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10242515</b>	<b>5570501</b>	<b>54.3861</b>	<b>3022128</b>	<b>2548373</b>	<b>54.2524</b>
Public-Non Institutions	E-Voting	3941375	426003	10.8085	425993	10	99.9977	0.0023
	Poll		8533	0.2165	8533	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3941375</b>	<b>434536</b>	<b>11.0250</b>	<b>434526</b>	<b>10</b>	<b>99.9977</b>
<b>Total</b>		<b>51929390</b>	43750537	84.2500	41202154	2548383	94.1752	5.8248





Resolution No.		3 - Approval of Employee Stock Option Plan – 2019 for the employees of holding (if any, in future) and subsidiary company(ies) of the Company.						
Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37745500	37745500	100.0000	37745500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>37745500</b>	<b>37745500</b>	<b>100.0000</b>	<b>37745500</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	10242515	5570501	54.3861	3022128	2548373	54.2524	45.7476
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10242515</b>	<b>5570501</b>	<b>54.3861</b>	<b>3022128</b>	<b>2548373</b>	<b>54.2524</b>
Public-Non Institutions	E-Voting	3941375	426003	10.8085	425993	10	99.9977	0.0023
	Poll		8533	0.2165	8533	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3941375</b>	<b>434536</b>	<b>11.0250</b>	<b>434526</b>	<b>10</b>	<b>99.9977</b>
<b>Total</b>		<b>51929390</b>	<b>43750537</b>	<b>84.2500</b>	<b>41202154</b>	<b>2548383</b>	<b>94.1752</b>	<b>5.8248</b>



Resolution No.		4 - Approval for giving loan or guarantee or providing security in connection with loan availed by any of the Company's subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013.						
Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37745500	37745500	100.0000	37745500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>37745500</b>	<b>37745500</b>	<b>100.0000</b>	<b>37745500</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	10242515	5570501	54.3861	3028488	2542013	54.3665	45.6335
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10242515</b>	<b>5570501</b>	<b>54.3861</b>	<b>3028488</b>	<b>2542013</b>	<b>54.3665</b>
Public-Non Institutions	E-Voting	3941375	426003	10.8085	426003	0	100.0000	0.0000
	Poll		8533	0.2165	8533	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3941375</b>	<b>434536</b>	<b>11.0250</b>	<b>434536</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>		<b>51929390</b>	<b>43750537</b>	<b>84.2500</b>	<b>41208524</b>	<b>2542013</b>	<b>94.1898</b>	<b>5.8102</b>





# SAP & Associates

Practicing Company Secretaries

Office :--Flat No.204, Mansarovar CHSL, Near MacDonald's, Sector – 17,  
Vashi, Navi Mumbai – 400 705 , Maharashtra

Ph: 022 35538526, 73040 84726 Email : sapscrutinizers@gmail.com

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**Consolidated Scrutinizer's Report on the results of the remote e-voting process and e-voting conducted at the Extraordinary General Meeting (the "EGM") of Rossari Biotech Limited (the "Company") held on April 17, 2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).**

To,  
**The Chairman of Extraordinary General Meeting of  
Rossari Biotech Limited**

**Registered office:**

**201 A-B, Akruiti Corporate Park, 2nd Floor,  
LBS Marg, next to GE Gardens Kanjurmarg (West),  
Mumbai – 400079 Maharashtra**

Dear Sir,

1. The Company has appointed me, Prakash Shenoy, Practicing Company Secretary (Membership No. A14026), Partner of M/s. SAP & Associates, Practicing Company Secretaries, as a scrutinizer for the purpose of scrutinizing the:
  - (i) e-voting process (the "remote e-voting") under the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"); and
  - (ii) process of voting through electronic voting system during the EGM (the "e-voting") under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on each of the business contained in the Notice dated March 23, 2021 (the "Notice") of the Extraordinary General Meeting of the Members of Rossari Biotech Limited held on April 17, 2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

2. The management of the Company is responsible for ensuring compliances with the requirements of the Act, the Rules and SEBI LODR Regulations relating to voting through remote e-voting and through e-voting during the EGM on the business contained in the Notice of the EGM of the Members of the Company.
3. The Company has appointed M/s. Link Intime (India) Private Limited (LIPL), the agency authorised under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facility to the Members of the Company from 9:00 A.M. on April 14, 2021 to 5:00 P.M. on April 16, 2021.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and e-voting during the EGM), was restricted to scrutinize the remote e-voting process and e-voting during the EGM in a fair and transparent manner and to prepare a consolidated

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Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by LIPL and based on the result of e-voting conducted during the EGM.

5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the e-voting through electronic voting system conducted during the EGM on the business contained in the Notice to the EGM. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and e-voting during the EGM as under:-

## **Item No. 1:-**

Special Resolution for approval for issue of Equity Shares by way of Preferential Allotment.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the EGM	Total	Remote e-voting	e-voting during the EGM	Total	%
In favour	85	6	91	43741977	8533	43750510	99.9999
Against	2	0	2	27	0	27	0.0001
Total	87	6	93	43742004	8533	43750537	100.0000
Invalid / Abstained	2	0	2	2696	0	2696	0.0000

Based on the aforesaid results, Special Resolution No. 1 of the Notice dated March 23, 2021 has been passed by the Members through e-voting during the EGM and through remote e-voting with requisite majority.

## **Item No. 2:-**

Special Resolution for approval of Employee Stock Option Plan – 2019 for the employees of the Company.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	63	6	69	41193621	8533	41202154	94.1752
Against	24	0	24	2548383	0	2548383	5.8248

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Total	87	6	93	43742004	8533	43750537	100.0000
Invalid / Abstained	2	0	2	2696	0	2696	0.0000

Based on the aforesaid results, Special Resolution No. 2 of the Notice dated March 23, 2021 has been passed by the Members through e-voting during the EGM and through remote e-voting with requisite majority.

## **Item No. 3:-**

Special Resolution for approval of Employee Stock Option Plan – 2019 for the employees of holding (if any, in future) and subsidiary company(ies) of the Company.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	63	6	69	41193621	8533	41202154	94.1752
Against	24	0	24	2548383	0	2548383	5.8248
Total	87	6	93	43742004	8533	43750537	100.0000
Invalid / Abstained	2	0	2	2696	0	2696	0.0000

Based on the aforesaid results, Special Resolution No. 3 of the Notice dated March 23, 2021 has been passed by the Members through e-voting during the EGM and through remote e-voting with requisite majority.

## **Item No. 4:-**

Special Resolution to grant approval for giving loan or guarantee or providing security in connection with loan availed by any of the Company's subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	65	6	71	41199991	8533	41208524	94.1898



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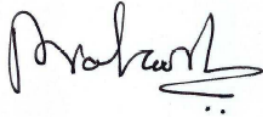
Ph: 022 35538526, 73040 84726 Email : sapscrutinizers@gmail.com

Against	22	0	22	2542013	0	2542013	5.8102
Total *	87	6	93	43742004	8533	43750537	100.0000
Invalid / Abstained	2	0	2	2696	0	2696	0.0000

Based on the aforesaid results, Special Resolution No. 4 of the Notice dated March 23, 2021 has been passed by the Members through e-voting during the EGM and through remote e-voting with requisite majority.

6. In terms of the Notice for the EGM dated March 23 2021, the Members who have already voted through remote e-voting were not entitled to vote through e-voting during the EGM. As such, votes cast by the Members who had voted through e-voting during the EGM were treated as invalid.
7. A Compact Disc (CD) containing Electronic data and other relevant records relating to remote e-voting and e-voting during the EGM has been kept in my safe custody and shall be retained until the minutes of the EGM is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,



**Prakash Shenoy**

Practicing Company Secretary

PCS No. 22619

Partner

**SAP & Associates**

Practicing Company Secretaries

(Firm Registration No.  
P2020MH79800)

Place : Mumbai

Dated : April 17, 2021.

# SAP & Associates

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Countersigned by:

For **Rossari Biotech Limited**

A handwritten signature in blue ink, appearing to read 'Tawfik' followed by some illegible characters and a subscript '2'.

**Chairman/Company Secretary**