

June 01, 2023

DCS-CRD BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400023 Fax No.2272 3121/2037/2039 Stock Code: 543213	Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No.C/1, 'G'Block, Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No.2659 8237/8238 Stock Code: ROSSARI
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Dear Sir/Madam,

Sub: Outcome of the 14th Annual General Meeting of the Members of the Company held on Wednesday, May 31, 2023.

The 14th Annual General Meeting (“AGM”) of the Members of Rossari Biotech Limited (the “Company”) was held on Wednesday, May 31, 2023 at 12:00 Noon through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). The meeting was held in compliance with the General Circular Numbers 14/2020, 17/2020, 20/2020, 02/2021, 03/2022 and 10/2022 issued by Ministry of Corporate Affairs (“MCA”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we have enclosed herewith 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 May 31, 2023 on Remote e-voting and e-voting at the 14th AGM.

Further, please note that all the resolutions as set out in the notice convening the AGM dated May 05, 2023 has been passed by the Members with requisite majority.



ROSSARI BIOTECH LIMITED

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

Regd. Office : 201 A - B, 2nd Floor, Akruiti Corporate Park, L.B.S Marg, Next to GE Gardens, 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/ & 90/1/11/1, Khumbharwadi, Village Naroli, Silvassa - 396235, Dadra & Nagar Haveli (U.T.), India. T : 0260-669 3000

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

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The aforementioned summary of proceedings, voting results and consolidated Scrutinizer's Report are also uploaded on the Company's website at 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 Digitally signed
by PARUL GUPTA
Date: 2023.06.01
12:23:31 +05'30'



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

Encl.: as above

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Summary Proceedings of the 14th Annual General Meeting of the Rossari Biotech Limited

Type of Meeting	:	14 th Annual General Meeting
Date & Time	:	Wednesday, May 31, 2023
Time of Commencement	:	12:00 Noon IST
Time of Conclusion	:	12:40 P.M. IST
Mode / Venue	:	Through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

On Commencement of the 14th Annual General Meeting (“AGM”/ “Meeting”), Ms. Parul Gupta, Company Secretary of the Company, provided general instructions to the Members regarding participation in the meeting.

On Invitation, Mr. Edward Menezes, Executive Chairman of the Company, Chaired the 14th AGM. He welcomed all the Members, Directors and other participants to the meeting. The Chairman informed the Members that the Company had taken all feasible efforts to enable members to participate through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) and vote on the resolutions placed before the Members for their approval.

As the requisite quorum being present through VC/ OAVM, the Chairman called the Meeting to order and then introduced all his colleagues on the Board. The Members of the Board including the Chairman of the Audit Committee, Stakeholders’ Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee were present at the Meeting. Further, Mr. Ketan Sablok, Group Chief Financial Officer, Ms. Mansi Nisal, Senior Vice President – Strategy and Business Analytics, Ms. Parul Gupta, Company Secretary, representatives of Statutory Auditors and Secretarial Auditor & Scrutinizer appointed for the AGM were also present at the Meeting.

The Members were informed that the Company has received authorisations from 3 corporate shareholders for 32,36,200 equity shares representing 5.87% of the paid-up equity Capital of the Company. Since, there was no physical attendance of the Members, the requirement of appointing proxy was not applicable.

The Chairman then addressed the Members inter alia, on the highlights of business performance, sustainability initiatives of the Company, benefits of synergies from acquisitions and future outlook of the Company. The Managing Director briefed the Members on the financial performance of the Company during the Financial Year 2022-23.

The Company Secretary then provided the summary of the Statutory Auditors’ Report and Secretarial Audit Report for the Financial Year ended March 31, 2023.



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The Chairman informed the Members that the facility of Remote e-voting was made available to the Members from Sunday, May 28, 2023 at 09:00 A.M. and ended on Tuesday, May 30, 2023 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 AGM on all the resolutions to facilitate the Members who were attending the Meeting and had not cast their votes earlier through Remote e-Voting.

The Chairman thereafter took the Notice of AGM, Statutory Auditors' report, Secretarial Audit report and Board's Report as read and read out the following items of business, as per the Notice of AGM:

Sr. No.	Details of Business	Type of Resolution
1.	To receive, consider and adopt Audited Standalone Financial Statement of the Company for the Financial Year ended 31 st March, 2023 and the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	To receive, consider and adopt Audited Consolidated Financial Statement of the Company for the Financial Year ended 31 st March, 2023 and the report of Auditors thereon.	Ordinary Resolution
3.	To declare a Dividend of Re. 0.50/- (25%) per Equity Share of the Face Value of Rs. 2/- each for the Financial Year ended 31 st March, 2023.	Ordinary Resolution
4.	To appoint a director in place of Mr. Sunil Chari (DIN: 00149083), who is liable to retire by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
5.	To consider and approve appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants as Statutory Auditors of the Company for a term of Five (5) consecutive years from the conclusion of 14 th Annual General Meeting till the conclusion of 19 th Annual General Meeting.	Ordinary Resolution
6.	To consider and approve appointment of Ms. Aparna Sharma (DIN: 07132341), as a Non-Executive, Independent Director of the Company for a term of Three (3) consecutive years commencing from 29 th April, 2023 upto 28 th April, 2026 (both days inclusive).	Special Resolution
7.	To consider and approve payment of Commission to the Non-executive Directors of the Company 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 Companies Act, 2013 or such other percentage as may be specified by the Act from time to time.	Special Resolution
8.	To consider and approve Material Related Party Transaction(s) with Unitop Chemicals Private Limited.	Ordinary Resolution
9.	To consider and approve amendment in Rossari Biotech Limited Employee Stock Option Plan 2019 for increasing the exercise period from 2 (Two) years to 5 (Five) years.	Special Resolution
10.	To ratify and approve the remuneration of the Cost Auditors for the Financial Year 2023-24.	Ordinary Resolution



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The Chairman clarified that since all the Resolution(s) have been already put to vote through Remote e-Voting, there will be no proposing and seconding of the Resolutions and that there would be no voting by show of hands.

The Chairman then invited the Members to express their views and ask question. Total 3 speaker Members spoke/raised queries/made comments on the financial performance and other relevant matters. Necessary clarifications/responses were provided to the Members by the Chairman, Managing Director & Group-Chief Financial Officer of the Company.

After that, the Chairman informed the following:

- Members who had not cast their votes through Remote e-voting were provided with an opportunity to cast their votes electronically during the AGM, which was continue for another 15 minutes post conclusion of proceedings of this Meeting.
- The Members were also informed that the voting results will be available on the websites 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>.
- Mr. Sanjay Dholakia (Membership No.: F2655), from M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for scrutiny of the votes cast through the Remote e-voting and electronic voting at the AGM.

The Chairman concluded the AGM and Ms. Parul Gupta thanked all the Members for their participation at the 14th AGM and for their constructive suggestions and observations, also Ms. Gupta appreciate the Board Members and colleagues on behalf of the management of the Company for their support.

Upon conclusion of the AGM, after scrutiny of the votes, the scrutinizer submitted his report to the Company Secretary, as authorised by the Chairman of the Company. As per the report submitted by the scrutinizer considering the votes cast through Remote e-voting and e-voting at the AGM, all the aforesaid resolutions as set out in the Notice of the AGM were passed with requisite majority.

Notes:

1. Detailed voting results for the votes cast through Remote e-voting and e-voting at the AGM on all the resolutions as set out in the Notice of AGM are enclosed.
2. This document does not constitute minutes of the proceedings of the AGM of the Company.



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3. The dividend declared at the Meeting will be credited to the Members on or after Tuesday, July 06, 2023 and Demand Draft shall be dispatched within the stipulated timelines.

Yours Sincerely,
For Rossari Biotech Limited

PARUL
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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	31.05.2023
Total Number of Shareholders on Record Date	98379
No. of shareholders present in the meeting either in person or through proxy:	-
Promoters and Promoter Group:	
Public	-
No. of Shareholders attended the meeting through Video Conferencing	-
Promoters and Promoter Group:	9
Public:	41



Rossari Biotech Limited

Resolution Required : (Ordinary)			1 - To receive, consider and adopt 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.					
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		0	0.0000	0	0	0.0000	0.0000
	Total		37745500	100.0000	37745500	0	100.0000	0.0000
Public Institutions	E-Voting	12902772	12062022	93.4840	12062022	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12062022	93.4840	12062022	0	100.0000	0.0000
Public Non Institutions	E-Voting	4507214	64477	1.4305	64475	2	99.9969	0.0031
	Poll		1201	0.0266	1201	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		65678	1.4571	65676	2	99.9970	0.0030
Total		55155486	49873200	90.4229	49873198	2	100.0000	0.0000



Rossari Biotech Limited								
Resolution Required : (Ordinary)			2 - To receive, consider and adopt Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2023 and the report of Auditors thereon.					
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		0	0.0000	0	0	0.0000	0.0000
	Total		37745500	100.0000	37745500	0	100.0000	0.0000
Public Institutions	E-Voting	12902772	12062022	93.4840	12062022	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12062022	93.4840	12062022	0	100.0000	0.0000
Public Non Institutions	E-Voting	4507214	64477	1.4305	64475	2	99.9969	0.0031
	Poll		1201	0.0266	1201	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		65678	1.4571	65676	2	99.9970	0.0030
Total		55155486	49873200	90.4229	49873198	2	100.0000	0.0000



Rossari Biotech Limited								
Resolution Required : (Ordinary)			3 - To declare a Dividend of Rs. 0.50/- (25%) per Equity Share of the Face Value of Rs. 2/- each for the Financial Year ended 31st March, 2023.					
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		0	0.0000	0	0	0.0000	0.0000
	Total		37745500	100.0000	37745500	0	100.0000	0.0000
Public Institutions	E-Voting	12902772	12062022	93.4840	12062022	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12062022	93.4840	12062022	0	100.0000	0.0000
Public Non Institutions	E-Voting	4507214	64433	1.4296	64431	2	99.9969	0.0031
	Poll		1201	0.0266	1201	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		65634	1.4562	65632	2	99.9970	0.0030
Total		55155486	49873156	90.4228	49873154	2	100.0000	0.0000



Rossari Biotech Limited								
Resolution Required : (Ordinary)			4 - To appoint a director in place of Mr. Sunil Chari (DIN: 00149083), who is liable to retire by rotation and being eligible, offers himself for re-appointment.					
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		0	0.0000	0	0	0.0000	0.0000
	Total		37745500	100.0000	37745500	0	100.0000	0.0000
Public Institutions	E-Voting	12902772	12062022	93.4840	12062022	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12062022	93.4840	12062022	0	100.0000	0.0000
Public Non Institutions	E-Voting	4507214	64477	1.4305	64440	37	99.9426	0.0574
	Poll		1201	0.0266	1201	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		65678	1.4571	65641	37	99.9437	0.0563
Total		55155486	49873200	90.4229	49873163	37	99.9999	0.0001



Rossari Biotech Limited

Resolution Required : (Ordinary) **5 - To consider and approve appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants as Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of 14th Annual General Meeting till the conclusion of 19th Annual General Meeting.**

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		0	0.0000	0	0	0.0000	0.0000
	Total		37745500	100.0000	37745500	0	100.0000	0.0000
Public Institutions	E-Voting	12902772	12062022	93.4840	12062022	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12062022	93.4840	12062022	0	100.0000	0.0000
Public Non Institutions	E-Voting	4507214	64477	1.4305	64440	37	99.9426	0.0574
	Poll		1201	0.0266	1201	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		65678	1.4571	65641	37	99.9437	0.0563
Total		55155486	49873200	90.4229	49873163	37	99.9999	0.0001



Rossari Biotech Limited

Resolution Required : (Special) 6 - To consider and approve appointment of Ms. Aparna Sharma (DIN: 07132341), as a Non-Executive, Independent Director of the Company for a term of Three (3) consecutive years commencing from 29th April, 2023 upto 28th April, 2026 (both days inclusive).

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		0	0.0000	0	0	0.0000	0.0000
	Total		37745500	100.0000	37745500	0	100.0000	0.0000
Public Institutions	E-Voting	12902772	12062022	93.4840	10671984	1390038	88.4759	11.5241
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12062022	93.4840	10671984	1390038	88.4759	11.5241
Public Non Institutions	E-Voting	4507214	64477	1.4305	64366	111	99.8278	0.1722
	Poll		1201	0.0266	1201	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		65678	1.4571	65567	111	99.8310	0.1690
Total		55155486	49873200	90.4229	48483051	1390149	97.2126	2.7874



Rossari Biotech Limited

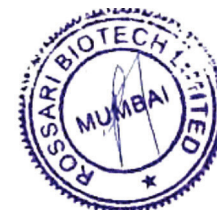
Resolution Required : (Special)			7 - To consider and approve payment of Commission to the Non-executive Directors of the Company within the overall maximum limit of 1% (one percent) of the net profits of the Company in any financial year computed in accordance with the provisions of Section 198 of the Companies Act, 2013 or such other percentage as may be specified by the Act from time to time for a period of 5 (Five) years commencing from the Financial Year 2022-23.					
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		0	0.0000	0	0	0.0000	0.0000
	Total		37745500	100.0000	37745500	0	100.0000	0.0000
Public Institutions	E-Voting	12902772	12062022	93.4840	8895478	3166544	73.7478	26.2522
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12062022	93.4840	8895478	3166544	73.7478	26.2522
Public Non Institutions	E-Voting	4507214	64477	1.4305	64366	111	99.8278	0.1722
	Poll		1201	0.0266	1201	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		65678	1.4571	65567	111	99.8310	0.1690
Total		55155486	49873200	90.4229	46706545	3166655	93.6506	6.3494



Rossari Biotech Limited								
Resolution Required : (Ordinary)			8 - To consider and approve Material Related Party Transaction(s) with Unitop Chemicals Private Limited.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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		0	0.0000	0	0	0.0000	0.0000
	Total		37745500	100.0000	37745500	0	100.0000	0.0000
Public Institutions	E-Voting	12902772	12062022	93.4840	12062022	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12062022	93.4840	12062022	0	100.0000	0.0000
Public Non Institutions	E-Voting	4507214	64477	1.4305	64445	32	99.9504	0.0496
	Poll		1201	0.0266	1201	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		65678	1.4571	65646	32	99.9513	0.0487
Total		55155486	49873200	90.4229	49873168	32	99.9999	0.0001



Rossari Biotech Limited								
Resolution Required : (Special)			9 - To consider and approve amendment in Rossari Biotech Limited Employee Stock Option Plan 2019 for increasing the excise period from 2 (two) years to 5 (five) years.					
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		0	0.0000	0	0	0.0000	0.0000
	Total		37745500	100.0000	37745500	0	100.0000	0.0000
Public Institutions	E-Voting	12902772	12062022	93.4840	10953383	1108639	90.8088	9.1912
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12062022	93.4840	10953383	1108639	90.8088	9.1912
Public Non Institutions	E-Voting	4507214	64477	1.4305	64455	22	99.9659	0.0341
	Poll		1201	0.0266	1201	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		65678	1.4571	65656	22	99.9665	0.0335
Total		55155486	49873200	90.4229	48764539	1108661	97.7770	2.2230



Rossari Biotech Limited								
Resolution Required : (Ordinary)			10 - To ratify and approve the remuneration of the Cost Auditors for the Financial Year 2023-24.					
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		0	0.0000	0	0	0.0000	0.0000
	Total		37745500	100.0000	37745500	0	100.0000	0.0000
Public Institutions	E-Voting	12902772	12062022	93.4840	12062022	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12062022	93.4840	12062022	0	100.0000	0.0000
Public Non Institutions	E-Voting	4507214	64477	1.4305	64440	37	99.9426	0.0574
	Poll		1201	0.0266	1201	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		65678	1.4571	65641	37	99.9437	0.0563
Total		55155486	49873200	90.4229	49873163	37	99.9999	0.0001





SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

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CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman

Rossari Biotech Limited

201 A - B, 2nd Floor, Akruiti Corporate Park, L.B.S Marg,

Next to GE Gardens, Kanjurmarg (W)

Mumbai-400078

Dear Sir,

We, Sanjay Dholakia & Associates, Practicing Company Secretaries, represented by Mr. Sanjay Dholakia, (Membership No.: FCS-2655), Proprietor, was appointed as the Scrutinizer for the purpose of the remote e-voting process and e-voting process during the 14th Annual General Meeting (“AGM”), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA 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 and 10/2022 dated 28th December, 2022 respectively issued by Ministry of Corporate Affairs (“MCA”), Government of India (hereinafter referred to as “MCA Circulars”) read with SEBI Circular dated 12th May, 2020, 15th January, 2021, 13th May 2022 & 05th January 2023 in respect of the resolutions proposed at the AGM of Rossari Biotech Limited held on Wednesday, 31st May, 2023 at 12:00 Noon through Video Conferencing / Other Audio Visual means (“VC/OAVM”).

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the 14th AGM of the Members of the Company. Our responsibility as a scrutinizer for the remote e-voting and e-voting process at the AGM is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and to make a Scrutinizer’s Report of the votes cast “in favour” or “against” on the resolutions contained in the notice of 14th AGM, based on the reports generated from the e-voting platform / system provided by the Link Intime India Private Limited the authorized agency to provide e-voting facilities, engaged by the Company.



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As informed to us by the Management, the notice dated 05th May, 2023 convening the 14th AGM of the Company through VC/OAVM held on 31st May, 2023 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 and MCA Circular / SEBI Circular were duly sent to the Members of the Company through electronic mode to those Members whose email addresses were registered with the Company / Depositories, in compliance with the MCA Circulars. Further, the Company has issued an Addendum to the 14th AGM of the Company dated 23rd May, 2023.

The Members of the Company holding shares as on the record date ("Cut off" date) i.e. 24th May, 2023 were entitled to vote on the resolutions as set out in the notice of said AGM.

In this regard, I hereby submit my report as under:

1. The Company had availed the e-voting facility offered by Link Intime India Private Limited, for conducting remote e-voting and e-voting during the AGM by the Members of the Company.
2. The remote e-voting period started from Sunday, 28th May, 2023 (9.00 A.M. IST) and ended at Tuesday, 30th May, 2023 (5.00 P.M. IST). The remote e-voting platform provided by Link Intime India Private Limited was disabled post 5.00 P.M. on 30th May, 2023.
3. The Company had also provided e-voting facility to the Members present at the AGM through VC and who had not cast their vote through remote e-voting.
4. I have also received a complete record of votes cast through electronic mode, upto 5:00 P.M. on 30th May, 2023 from the e-voting platform of Link Intime India Private Limited, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 31st May, 2023 at 12:56 P.M. (IST) in the presence of two witnesses, who are not in the employment of the Company.
5. I have scrutinized the votes cast through both remote e-voting and e-voting during the AGM processes for the purpose of this report.



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6. The particulars of all the electronic votes cast by the Members through both remote e-voting and e-voting during the AGM has been recorded in the separate registers maintained for the purpose.
7. The result of the voting through both remote e-voting and e-voting during the AGM is as per annexure attached herewith.

Recommendation:

All the resolutions having secured requisite majority of votes, considered to have been passed. Ms. Parul Gupta, Company Secretary of the Company may accordingly declare the result of voting as authorized by the Chairman of the Company.

Thanking you,

Yours truly,

FOR SANJAY DHOLAKIA & ASSOCIATES

Sanjay

Rasiklal

Dholakia

Digitally signed by
Sanjay Rasiklal
Dholakia
Date: 2023.06.01
12:49:35 +05'30'

SANJAY R DHOLAKIA

Practicing Company Secretary

Proprietor

Membership No.: FCS 2655

CP No.: 1798

Peer Reviewed Firm No. 2036/2022

UDIN: F002655E000436374

Place: Mumbai

Date: 01st June, 2023



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Annexure to the Scrutinizer's Report

Result of Remote e-voting prior to 14th AGM and E-voting during the 14th AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
1	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended 31 st March, 2023 and the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	Remote E-Voting prior to AGM	138	49871997	100.00	1	2	100.00	139	49871999
			E-Voting during the AGM	2	1201	100.00	-	-	-	2	1201
			Total	140	49873198	100.00	1	2	100.00	141	49873200

Total Votes Cast in favour: 49873198 Shares (100% of total valid votes)

Total Votes cast Against: 2 Shares (0.00% of total valid votes)



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Result of Remote e-voting prior to 14th AGM and E-voting during the 14th AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voted in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
2	To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31 st March, 2023 and the report of Auditors thereon.	Ordinary Resolution	Remote E-Voting prior to AGM	138	49871997	100.00	1	2	100.00	139	49871999
E-Voting during the AGM			2	1201	100.00	-	-	-	2	1201	
Total			140	49873198	100.00	1	2	100.00	141	49873200	

Total Votes Cast in favour: 49873198 Shares (100% of total valid votes)

Total Votes cast Against: 2 Shares (0.00% of total valid votes)



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Result of Remote e-voting prior to 14th AGM and E-voting during the 14th AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voted in Favour (Assent)			Voted Against (Dissent)			Abstain Votes			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
3	To declare a Dividend of Rs. 0.50/- (25%) per Equity Share of the Face Value of Rs. 2/- each for the Financial Year ended 31 st March, 2023.	Ordinary Resolution	Remote E-Voting prior to AGM	137	49871953	100.00	1	2	100.00	2	124	100.00	140	49872079
			E-Voting during the AGM	2	1201	100.00	-	-	-	-	-	-	2	1201
			Total	139	49873154	100.00	1	2	100.00	2	124	100.00	142	49873280

Total Votes Cast in favour: 49873154 Shares (100 % of total valid votes)

Total Votes cast Against: 2 Shares (0.00% of total valid votes)

Total Votes abstain: 124 Shares (0.00% of total valid votes)



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Annexure to the Scrutinizer's Report

Result of Remote e-voting prior to 14th AGM and E-voting during the 14th AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voted in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
4	To appoint a director in place of Mr. Sunil Chari (DIN: 00149083), who is liable to retire by rotation and being eligible, offers himself for re-appointment	Ordinary Resolution	Remote E-Voting prior to AGM	137	49871962	100.00	2	37	100.00	139	49871999
			E-Voting during the AGM	2	1201	100.00	-	-	-	2	1201
			Total	139	49873163	100.00	2	37	100.00	141	49873200

Total Votes Cast in favour: 49873163 Shares (100 % of total valid votes)

Total Votes cast Against: 37 Shares (0.00% of total valid votes)



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Result of Remote e-voting prior to 14th AGM and E-voting during the 14th AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voted in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
5	To consider and approve appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for a term of Five (5) consecutive years, from the conclusion of the 14 th Annual General Meeting till the conclusion of 19 th Annual General Meeting of the Company	Ordinary Resolution	Remote E-Voting prior to AGM	137	49871962	100.00	2	37	100.00	139	49871999
			E-Voting during the AGM	2	1201	100.00	-	-	-	2	1201
			Total	139	49873163	100.00	2	37	100.00	141	49873200

Total Votes Cast in favour: 49873163 Shares (100% of total valid votes)

Total Votes cast Against: 37 Shares (0.00% of total valid votes)



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Annexure to the Scrutinizer's Report

Result of Remote e-voting prior to 14th AGM and E-voting during the 14th AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voted in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
6	To consider and approve appointment of Ms. Aparna Sharma (DIN: 07132341), as a Non-Executive, Independent Director of the Company for a term of Three (3) consecutive years commencing from 29 th April, 2023 upto 28 th April, 2026 (both days inclusive)	Special Resolution	Remote E-Voting prior to AGM	130	48481850	100.00	9	1390149	100.00	139	49871999
			E-Voting during the AGM	2	1201	100.00	-	-	-	2	1201
			Total	132	48483051	100.00	9	1390149	100.00	141	49873200

Total Votes Cast in favour: 48483051 Shares (97.21 % of total valid votes)

Total Votes cast Against: 1390149 Shares (2.79 % of total valid votes)



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Result of Remote e-voting prior to 14th AGM and E-voting during the 14th AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voted in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
7	To consider and approve payment of Commission to the Non-executive Directors of the Company 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 Companies Act, 2013 or such other percentage as may be specified by the Act from time to time a period of 5 (five) years commencing from the Financial Year 2022-23.	Special Resolution	Remote E-Voting prior to AGM	108*	46705344	100.00	31*	3166655	100.00	139*	49871999
			E-Voting during the AGM	2	1201	100.00	-	-	-	2	1201
			Total	110	46706545	100.00	31	3166655	100.00	141	49873200

* Two Shareholders voted partly in favour and against, hence, the same has been considered only once in 'Assent' for calculation of 'No. of Members Voting'.

Total Votes Cast in favour: 46706545 shares (93.65 % of total valid votes)

Total Votes cast Against: 3166655 Shares (6.35 % of total valid votes)



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Result of Remote e-voting prior to 14th AGM and E-voting during the 14th AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voted in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
*8	To consider and approve Material Related Party Transaction(s) with Uunitop Chemicals Private Limited.	Ordinary Resolution	Remote E-Voting prior to AGM	128	12126462	100.00	2	32	100.00	130	12126494
			E-Voting during the AGM	2	1201	100.00	-	-	-	2	1201
			Total	130	12127663	100.00	2	32	100.00	142	12127695

* Promoter & Promoter Group holding 37745500 Equity Shares has voted for the resolution No. 8 which is not counted for final voting.

Total Votes Cast in favour: 12127663 Shares (100 % of total valid votes)

Total Votes cast Against: 32 Shares (0.00 % of total valid votes)



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Result of Remote e-voting prior to 14th AGM and E-voting during the 14th AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voted in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
9	To approve Amendment in Rossari Biotech Limited Employee Stock Option Plan 2019.	Special Resolution	Remote E-Voting prior to AGM	123*	48763338	100.00	16*	1108661	100.00	139*	49871999
			E-Voting during the AGM	2	1201	100.00	-	-	-	2	1201
			Total	125	48764539	100.00	16	1108661	100.00	141	49873200

* Two Shareholders voted partly in favour and against, hence, the same has been considered only once in 'Assent' for calculation of 'No. of Members Voting'.

Total Votes Cast in favour: 48764539 Shares (97.78 % of total valid votes)

Total Votes cast Against: 1108661 Shares (2.22 % of total valid votes)



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinzur Bus Depot, Kandivali (West), Mumbai - 400 067.
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Annexure to the Scrutinizer's Report

Result of Remote e-voting prior to 14th AGM and E-voting during the 14th AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voted in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
10	To ratify and approve the remuneration of the Cost Auditors of the Company for the Financial Year 2023-24.	Ordinary Resolution	Remote E-Voting prior to AGM	137	49871962	100.00	2	37	100.00	139	49871999
			E-Voting during the AGM	2	1201	100.00	-	-	-	2	1201
			Total	139	49873163	100.00	2	37	100.00	141	49873200

Total Votes Cast in favour: 49873163 shares (100 % of total valid votes)

Total Votes cast Against: 37 Shares (0.00 % of total valid votes)



SANJAY DHOLAKIA & ASSOCIATES

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FOR SANJAY DHOLAKIA & ASSOCIATES

**Sanjay
Rasiklal
Dholakia**

Digitally signed by
Sanjay Rasiklal Dholakia
Date: 2023.06.01
12:18:48 +05'30'

SANJAY R DHOLAKIA

Practicing Company Secretary

Proprietor

Membership No. FCS 2655

CP No. 1798

Peer Reviewed Firm No. 2036/2022

UDIN: F002655E000436374

Place: Mumbai

Date: 01st June, 2023