

October 19, 2024

DCS-CRD BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400001 Fax No.2272 3121/2037/2039 Stock Code: 543213	Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No. C/1, 'G' Block, Bandra- Kurla Complex Bandra East Mumbai 400 051 Fax No.2659 8237/8238 Stock Code: ROSSARI
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Dear Sir/Madam,

Sub.: Notice convening Extraordinary General Meeting of the Company scheduled on Monday, November 11, 2024 at 10:00 A.M.

Ref.: Regulation 30 of the Securities Exchange Board of India ("SEBI") (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the Notice convening (EGM No. 01/2024-25) Extraordinary General Meeting ("EGM") of the Company scheduled on Monday, November 11, 2024 at 10:00 A.M. through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") without the physical presence of Members at a common venue.

Further, please note that the Company has completed dispatch of the Notice of EGM through email on Saturday, 19th October, 2024 to all Members of the Company, whose email IDs are registered with the Company/ Depositories / Registrar and Transfer Agent of the Company.

The Notice of EGM 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: 2024.10.19
19:37:20 +05'30'



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

Encl.: as above

ROSSARI BIOTECH LIMITED

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

Regd. Office : 201 A - B, 2nd Floor, Akruti 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

✉ info@rossari.com

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CIN: L24100MH2009PLC194818

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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 (**EGM No. 01/2024-25**) Extraordinary General Meeting (“**EGM**”) of the Members of Rossari Biotech Limited will be held on **Monday, 11th November, 2024 at 10:00 A.M. (IST)** through Video Conferencing (“**VC**”)/Other Audio-Visual Means (“**OAVM**”), to transact the following business:

Special Business:

1. To approve appointment of Mr. Gurudas Aras (DIN: 02187903), as a Non-Executive, Independent Director 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 149, 150, 152 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the 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), 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, Mr. Gurudas Aras (DIN: 02187903), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 19th October, 2024, who has submitted a declaration that he 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 upto 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 on the Board of the Company commencing from 19th October, 2024 upto 18th October, 2027 (both days inclusive).

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with 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.”

2. To approve re-appointment of Mr. Aseem Dhru (DIN: 01761455), as a Non-Executive, Independent Director 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (**“the Act”**) and the 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), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), as amended from time to time, Mr. Aseem Dhru (DIN: 01761455), who was appointed as an Non-Executive, Independent Director of the Company for a term of 5 (five) consecutive years commencing from 12th November, 2019 upto 11th November, 2024 (both days inclusive) and who being eligible for re-appointment as an independent director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three (3) consecutive years on the Board of the Company commencing from 12th November, 2024 upto 11th November, 2027 (both days inclusive).

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with 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
Head- Company Secretary & Legal
Membership No.: A38895

Date: 19.10.2024

Place: Mumbai

Registered Office:

201 A-B, 2nd Floor, Akruiti 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, 25th September, 2023 and 09/2024 dated 19th September, 2024 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, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 (hereinafter referred to as "**Circulars**"), and in compliance with the provisions of the Companies Act, 2013 ("**Act**") and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("**Listing Regulations**") permitted the holding of the Extra Ordinary General Meeting (**EGM**) 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 EGM 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 EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
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 EGM 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 EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In line with the Circulars, Notice of the thus EGM, 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 ("**NSE**") at www.nseindia.com and on the website of Link Intime India Private Limited ("**LI IPL**") 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 /authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to swapneel@spassociates.co/cs@spassociates.co 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 EGM, 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, LIPL.
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 attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. 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 Linkin Time India Private Limited (**LIPL**) for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the EGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the EGM.
12. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized 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 dematerialize the shares with their Depository Participant.
13. 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 EGM, i.e. 11th November, 2024. Members seeking to inspect such documents can send an email to investors@rossari.com.
14. Members are provided with the facility for voting through voting system during the VC/OAVM proceedings at the EGM and Members participating at the EGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the EGM.
15. Members who have already casted their vote by remote e-voting prior to the EGM will be eligible to participate at the EGM 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.
16. The Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on Monday, 04th November, 2024, may cast their vote by remote e-voting. The remote e-voting period commences on Friday, 08th November, 2024 at 09:00 A.M. (IST) and ends on Sunday, 10th November, 2024 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 EGM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS

Remote e-voting Instructions for Members are as under:

As per the SEBI circular dated 09th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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 is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>METHOD- 1- If registered with NSDL IDeAS facility</p> <p><u>Users who have registered for NSDL IDeAS facility:</u></p> <p>(a) Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”.</p> <p>(b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.</p> <p>(c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p style="text-align: center;">OR</p> <p><u>Users not registered for IDeAS facility:</u></p> <p>(a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp”</p> <p>(b) Proceed with updating the required fields.</p> <p>(c) Post registration, user will be provided with Login ID and password.</p> <p>(d) After successful login, click on “Access to e-voting”.</p> <p>(e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p><u>METHOD 2 - By directly visiting the e-voting website of NSDL:</u></p> <p>(a) Visit URL: https://www.evoting.nsdl.com/</p> <p>(b) Click on the “Login” tab available under ‘Shareholder/Member’ section.</p> <p>(c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p>

Type of Shareholders	Login Method
	<p>(d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.</p> <p>(e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>METHOD 1 – From Easi/Easiest</p> <p><u>Users who have registered/ opted for Easi/Easiest:</u></p> <p>(a) Visit URL: https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com.</p> <p>(b) Click on New System Myeasi</p> <p>(c) Login with user id and password</p> <p>(d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.</p> <p>(e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p style="text-align: center;">OR</p> <p>Users not registered for Easi/Easiest</p> <p>(a) To register, visit URL: https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>(b) Proceed with updating the required fields.</p> <p>(c) Post registration, user will be provided Login ID and password.</p> <p>(d) After successful login, user able to see e-voting menu.</p> <p>(e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime Insta Vote website for casting the vote during the remote e-voting period.</p> <p>METHOD 2 -By directly visiting the e-voting website of CDSL.</p> <p>(a) Visit URL: https://www.cdslindia.com/</p> <p>(b) Go to e-voting tab.</p> <p>(c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p> <p>(d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</p> <p>(e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with depository participants	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <ul style="list-style-type: none"> ➤ Login to DP website ➤ After Successful login, members shall navigate through “e-voting” tab under Stocks option. ➤ Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. ➤ After successful authentication, click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password	<p>Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.</p> <ul style="list-style-type: none"> ➤ 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”.
Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in. 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> 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). D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Type of Shareholders	Login Method
	<p>Notes:</p> <ul style="list-style-type: none"> ➤ Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above ➤ 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). <ol style="list-style-type: none"> 3. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> 1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 2. E-voting page will appear. 3. 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). 4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’
<p>Individual shareholders holding securities in physical form has forgotten the password:</p>	<p>If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> ➤ Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’ ➤ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”. <p><i>In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing 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 a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.</i></p> <p><u>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):</u> Your User ID is Event No + Folio Number registered with the Company.</p> <p><u>User ID for Shareholders holding shares in NSDL demat account</u> is 8 Character DP ID followed by 8 Digit Client ID.</p> <p><u>User ID for Shareholders holding shares in CDSL demat account</u> is 16 Digit Beneficiary ID.</p>

Type of Shareholders	Login Method
Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”)	<p>STEP 1: Registration</p> <ul style="list-style-type: none"> (a) Visit URL: https://instavote.linkintime.co.in (b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund” (c) Fill up your entity details and submit the form. (d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. (e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID. (f) While first login, entity will be directed to change the password and login process is completed. <p>STEP 2 –Investor Mapping</p> <ul style="list-style-type: none"> (a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. (b) Click on “Investor Mapping” tab under the Menu Section (c) Map the Investor with the following details: <ul style="list-style-type: none"> a. ‘Investor ID’ <ul style="list-style-type: none"> (i) <i>Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678</i> (ii) <i>Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</i> b. ‘Investor’s Name - Enter full name of the entity. c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department. d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card. (d) Click on Submit button and investor will be mapped now. (e) The same can be viewed under the “Report Section”. <p>STEP 3 – Voting through remote e-voting.</p> <p>The corporate shareholder can vote by two methods, once remote e-voting is activated:</p>

Type of Shareholders	Login Method
	<p>METHOD 1 - VOTES ENTRY</p> <p>(a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.</p> <p>(b) Click on ‘Votes Entry’ tab under the Menu section.</p> <p>(c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.</p> <p>(d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.</p> <p>(e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>(f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.</p> <p>(g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p> <p style="text-align: center;">OR</p> <p>METHOD 2- VOTES UPLOAD:</p> <p>(a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.</p> <p>(b) You will be able to see the notification for e-voting in inbox.</p> <p>(c) Select 'View' icon for 'Company’s Name / Event number'. E-voting page will appear.</p> <p>(d) Download sample vote file from ‘Download Sample Vote File’ option.</p> <p>(e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under ‘Upload Vote File’ option.</p> <p>(f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p>
<p>Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password</p>	<p>If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> ➤ Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’ ➤ Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Type of Shareholders	Login Method
	<i>In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing 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 a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.</i>

HELPDESK

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Members 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.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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.

PROCESS AND MANNER FOR ATTENDING THE EGM THROUGH INSTAMEET:

- 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:
 - Demat Account No. or Folio No:** Enter your 16 digit 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 EGM through InstaMeet:

- (a) The Members who would like to express their views or ask questions during the EGM 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 Monday, 28th October, 2024 at 9:00 A.M. (IST) to Friday, 01st November, 2024 at 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 EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- (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 panellist by switching on video mode and audio of your device.
- (e) Members 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 EGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ 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 EGM 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 EGM will be eligible to attend/ participate in the EGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
 - Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
 - Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - In case Shareholders/ Members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.
- **Guidelines to attend the EGM proceedings of LIPL, InstaMeet:**

For a smooth experience of viewing the EGM proceedings of LIPL 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 EGM 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 EGM 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 EGM without restriction on account of 'first come first serve' basis.

B. GENERAL GUIDELINES FOR MEMBERS

1. The Company has appointed Mr. Swapneel Vinod Patel (*Membership No.: A41106*) from M/s. Shah Patel and Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and voting during the EGM 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 Scrutinizer shall submit his consolidated report to the Chairman within 48 hours from the conclusion of the EGM. The results declared along with the Scrutinizer'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 at www.rossari.com and on the website of share transfer agent, LIPL <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, LIPL.
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. Monday, 04th November, 2024.
8. In case a person has become a Member of the Company after sending of EGM Notice but on or before the cut-off date for e-voting i.e., on Monday, 04th November, 2024, 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 https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html 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 Depository 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.
11. 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 EGM.
12. The Chairman shall, at the EGM, 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 EGM 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 LIPL 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. 1

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), 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 19th October, 2024, had approved the appointment of Mr. Gurudas Aras (DIN: 02187903) as Additional Director, in the capacity of Non-Executive, Independent Directors of the Company, not liable to retire by rotation, for a term of three (3) consecutive years i.e. from 19th October, 2024 to 18th October, 2027 (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 Directors requires approval of the Member of the Company.

The Company has received a declaration from him to the effect that he 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 (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has not been debarred from holding the office of director by virtue of any SEBI order or any other such Authority.

Brief Profile:

Mr. Gurudas Aras is the former Director of the Textile Engineering Group at A.T.E. Group. He has more than 40 years of experience in the textile industry and was associated with A.T.E. Group from 1981 until his retirement on 31st March 2021. During his tenure, he led a team of 130 professionals and played a significant role in the company's growth in the textile engineering sector.

He is also on the advisory board and board of Studies of VJTI, Mumbai, and is a member of the advisory editorial board of ‘The Textile Magazine’ and ‘Indian Textile Journal (ITJ)’. Currently, he also serves as a strategic advisor to APS GmbH, a German company in the field of robotics and automation, and is a Business Advisor to Rabatex Industries and Yamuna Machine Works, both from the textile engineering field. Mr. Aras received the prestigious TAI Appreciation Award, also known as the "Service Gold Medal," from the Textile Association of India in December 2018, in recognition of his outstanding contribution to the textile industry.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Gurudas Aras for the office of a Director of the Company. Further, Mr. Gurudas Aras has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act. Mr. Gurudas Aras has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (“IICA”).

The NRC as a part of Nomination and Remuneration Policy has finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mr. Gurudas Aras for Independent Director. Further, in the opinion of the Board, Mr. Gurudas fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience, and knowledge. The Board was satisfied that the appointment of Mr. Aras is justified due to the following reasons:

- He brings significant leadership experience in the textile industry, one of the core businesses of the Company.
- His expertise in strategic planning, risk management, and operational growth makes him a valuable asset to the Board.
- His proven track record in corporate governance and advisory roles ensures that he can provide strong oversight and guidance to the Company.

Accordingly, considering the extensive industrial knowledge and experience of Mr. Aras as well as his educational background, appointment of Mr. Aras as an Independent Director is in the interest of the Company.

Brief detail of Mr. Gurudas Aras is separately provided in the “Annexure” to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. He 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 based commission within the limits stipulated under Section 197 of the Act as approved by the Members of the Company.

Copy of the letter of appointment of Mr. Gurudas Aras containing the terms and conditions of appointment, is available for inspection. Please refer to Note 13 given in the Notice on inspection of documents.

The resolution seeks the approval of Members of the Company for the appointment of Mr. Gurudas Aras as an Independent Director of the Company for a term of three (3) years effective 19th October, 2024 to 18th October, 2027 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the Listing Regulations, the approval of the Members of the Company is sought for the appointment of Mr. Gurudas Aras as an Independent Director of the Company, as a Special Resolution.

The Board, recommends passing of this Special Resolution as set out at Item No. 1 of this notice, for your approval.

Except, Mr. Gurudas Aras, 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. 1 of the Notice.

In respect of Item No. 2

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (“**the Act**”) read with the rules made there under and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee (“**NRC**”), the Board of Directors of the Company, approved appointment of Mr. Aseem Dhru (DIN: 01761455) as a Non-Executive, Independent Directors of the Company, not liable to retire by rotation, for a term of five (5) consecutive years i.e. from 12th November, 2019 to 11th November, 2024 (both days inclusive). The Members of the Company at the extraordinary general meeting held on 19th November, 2019 approved the same. He is due for retirement from the first term as an independent director on 11th November, 2024, and is eligible for re-appointment for a second term on the Board of the Company.

The NRC after considering the performance evaluation of Mr. Aseem during his first term and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his re-appointment for a second term of three (3) years. The NRC has considered his diverse skills, leadership capabilities, expertise in finance, governance, tax & regulatory advisory, and vast business experience, among others, as being key requirements for this role. The NRC has also considered following justified reason for recommendation of his re-appointment:

- He brings extensive leadership in financial services and corporate management.
- Expertise in strategic planning, risk management, and financial governance, gained through his roles at SBFC Finance and HDFC Securities.
- Proven experience in corporate governance and serving on the boards of diverse companies, contributing to their financial and operational growth.

In view of the above, the NRC and the Board are of the view that Mr. Dhru possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an independent director.

Based on the recommendation of the NRC, and pursuant to the provisions of Section 161(1) of the Act read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 19th October, 2024, proposed re-appointment of Mr. Aseem as a Non-Executive, Independent Director of the Company for a second term of three (3) years i.e. from 12th November, 2024 to 11th November, 2027 (both days inclusive), not liable to retire by rotation, subject to approval of the Members of the Company. In accordance with the provisions of Section 149 read with Schedule IV to the Act, re-appointment of Independent Directors requires approval of the Member of the Company.

The Company has received a declaration from him to the effect that he 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 (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has not been debarred from holding the office of director by virtue of any SEBI order or any other such Authority.

Brief Profile:

Mr. Aseem Dhru is the Managing Director and Chief Executive Officer of SBFC Finance Limited. He has more than 25 years of experience in the banking industry and has been associated with SBFC Finance Limited since 28th September 2017. Prior to joining SBFC Finance Limited, he was associated with HDFC Bank Limited as a group head – business banking working capital and retail agri business, HDFC Securities Limited as Managing Director and Chief Executive Officer and was a director on the board of HDB Financial Services Limited.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Aseem Dhru for the office of a Director of the Company. Further, Mr. Dhru has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members of the Company. Mr. Dhru has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (“**IICA**”).

The NRC as a part of Nomination and Remuneration Policy has finalized the desired attributes for the selection of the independent director(s) and based on those attributes and taking into consideration the skills, expertise and competencies required for the Board in the context of the business and based on the performance evaluation, concluded and recommended to the Board that Mr. Dhru’s qualifications and the rich experience of over two decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. Further, the Board is of the opinion that Mr. Dhru continues to possess the identified core skills, expertise, and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

In the opinion of the Board, Mr. Aseem fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience, and knowledge.

Brief detail of Mr. Aseem Dhru is separately provided in the “Annexure” to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. He 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 based commission within the limits stipulated under Section 197 of the Act as approved by the Members of the Company.

Copy of the letter of appointment of Mr. Dhru containing the terms and conditions of appointment, is available for inspection. Please refer to Note 13 given in the Notice on inspection of documents.

The Board considers that the continued association of Mr. Aseem Dhru would be of great value to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of Members of the Company for the re-appointment of Mr. Dhru as an independent director of the Company, for a second term of three (3) years effective 12th November, 2024, to 11th November, 2027, (both days inclusive), pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Regulation 25 of the Listing Regulations and his office shall not be liable to retire by rotation.

The Board, recommends passing of this Special Resolution as set out at Item No. 2 of this notice, for your approval.

Except, Mr. Aseem Dhru, 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. 2 of the Notice.

By order of the Board of Directors,
For **Rossari Biotech Limited**

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

Date: 19th October, 2024

Place: Mumbai

Registered Office:

201 A-B, 2nd Floor, Akruiti Corporate Park,
L.B.S Marg, Next to GE Gardens,
Kanjurmarg (W), Mumbai – 400 078, India.

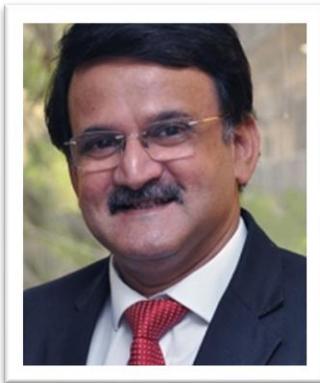
CIN: L24100MH2009PLC194818

Tel.: +91 22 6123 3800

E-mail : investors@rossari.com

Website : www.rossari.com

ANNEXURE TO THE NOTICE DATED 19TH OCTOBER, 2024



Mr. Gurudas Aras
Independent Director

Age	67 years
Nationality	Indian
Qualifications	<p>He holds a Bachelor's degree in Textile Engineering from Bombay University, where he graduated in 1979 with a Gold Medal and First Rank with distinction.</p> <p>He also earned a Master's degree in Textile Engineering in 1982, followed by a Post Graduate Diploma in Marketing Management from Bombay University in 1984. He is also a certified Crisil ESG Risk Analyst.</p>
Expertise in functional area	Chemical Industry, Leadership, Board service & governance, Global business, Sales & marketing, Mergers & Acquisitions, Innovation & Research and Development, and Sustainability & ESG
Date of first appointment on the Board	19 th October, 2024 (as an Additional Director, designated as Non-Executive, Independent Director)
Date of re- appointment by the Members	Not Applicable
Number of Equity Shares held in the Company as on the date of the Notice	400 equity shares of the face value of Rs. 2/- each
Directorships and Committee Membership (other than Rossari) as on the date of the Notice	<p>Listed Companies</p> <p>The Indian Card Clothing Company Limited (ID)</p> <ul style="list-style-type: none"> ▪ Audit Committee ▪ Nomination and Remuneration Committee <p>Ruby Mills Limited (ID)</p> <ul style="list-style-type: none"> ▪ Nomination and Remuneration Committee <p>Unlisted Companies</p> <p>Unitop Chemicals Private Limited (ID)</p> <ul style="list-style-type: none"> ▪ Audit Committee (Chairman) ▪ Nomination and Remuneration Committee ▪ Corporate Social Responsibility Committee

	<p>Tristar Intermediates Private Limited (ID)</p> <ul style="list-style-type: none"> ▪ Audit Committee (Chairman) ▪ Nomination and Remuneration Committee ▪ Corporate Social Responsibility Committee <p>Romakk Chemicals Private Limited (ID)</p> <ul style="list-style-type: none"> ▪ Audit Committee (Chairman) ▪ Nomination and Remuneration Committee
Entities from which the person has resigned in the past three (3) years	Nil
Number of Board Meetings attended during the Financial Year 2024-25 upto the date of this Notice	Not Applicable
Relationship with other Directors, Manager and KMP	Not Applicable
Remuneration Last drawn <i>(Financial Year 2023-24)</i>	It is proposed to appoint Mr. Gurudas as an Independent Director for his first term on the Board and hence, these details are not applicable.
Key Terms and conditions of appointment	As per the resolution in Item no. 1 of this Notice, read with the explanatory statement thereto.
Skills and capabilities required for the role and the manner in which the proposed director meets such requirements	As per the resolution in Item no. 1 of this Notice, read with the explanatory statement thereto.

ID : Independent Director



Mr. Aseem Dhru
Independent Director

Age	54 Years
Nationality	Indian
Qualifications	He is an associate member of the Institute of Chartered Accountants of India and the Institute of Cost and Works Accountants of India. He also holds a bachelor's degree in commerce from H. L. Commerce College, Gujarat University.
Expertise in functional area	Leadership, Board service & governance, Financial, Diversity, Global business, Mergers & Acquisitions, Risk management, Investor Relation
Date of first appointment on the Board	12 th November, 2019 (as an Additional Director, designated as Non-Executive, Independent Director, approved by the Members at the EGM held on 19 th November, 2019)
Date of re-appointment by the Members	Not Applicable
Number of Equity Shares held in the Company as on the date of the Notice	99 equity shares of the face value of Rs. 2/- each
Directorships and Committee Membership (other than Rossari) as on the date of the Notice	<p>Listed Companies</p> <p>SBFC Finance Limited (MD)</p> <ul style="list-style-type: none"> ▪ Risk Management Committee <p>Safari Industries (India) Limited (ID)</p> <ul style="list-style-type: none"> ▪ Audit Committee (Chairman) ▪ Stakeholders Relationship Committee (Chairman) ▪ Risk Management Committee <p>Unlisted Companies</p> <p>SBFC Home Finance Private Limited</p>
Entities from which the person has resigned in the past three (3) years	Nil
Number of Board Meetings attended during the Financial Year 2024-25 upto the date of this Notice	5 of 5 meetings

Relationship with other Directors, Manager and KMP	Not Applicable
Remuneration Last drawn <i>(Financial Year 2023-24)</i>	Rs. 2.87 million (Sitting fees and profit based commission as approved by the Board of Directors/shareholders in accordance with applicable provisions of law.)
Key Terms and conditions of appointment	As per the resolution in Item no. 2 of this Notice, read with the explanatory statement thereto.
Skills and capabilities required for the role and the manner in which the proposed director meets such requirements	As per the resolution in Item no. 2 of this Notice, read with the explanatory statement thereto.

MD : Managing Director, ID : Independent Director

SUMMARIZED INFORMATION AT GLANCE

Particulars	Details
Time and Date of EGM	Monday, 11th November, 2024
Venue / Mode	Through Video Conferencing/Other Audio Visual Means
Cut-off date for e-Voting	Monday, 04 th November, 2024
E-voting start time and date	From: Friday, 08 th November, 2024 at 09:00 a.m.
E-voting end time and date	To: Monday, 10 th November, 2024 at 05:00 p.m.
Book Closure Dates	Tuesday, 05 th November, 2024 to Monday, 11 th November, 2024
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)	240777
Weblink for temporary registration to receive EGM Notice and credentials for E-voting / EGM	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, 2 nd Floor, Akruiti Corporate Park, L.B.S Marg, Next to GE Gardens, Kanjurmarg (W), Mumbai – 400 078, India. Email ID: investors@rossari.com Website: www.rossari.com Tel. Number: 022 6123 3800
