

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U24110MH1980PTC022967

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACU1406F

(ii) (a) Name of the company

UNITOP CHEMICALS PRIVATE L

(b) Registered office address

C Wing, East West Industrial Centre, Safed Pool
Andheri Kurla Road, Andheri East
Mumbai
Mumbai City
Maharashtra
400072

(c) *e-mail ID of the company

HO*****UP.COM

(d) *Telephone number with STD code

02*****00

(e) Website

(iii) Date of Incorporation

11/08/1980

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

(f) Specify the reasons for not holding the same

The Annual General Meeting will be held on June 21, 2024

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ROSSARI BIOTECH LIMITED	L24100MH2009PLC194818	Holding	80
2	Hextar Unitop SDN BHD		Joint Venture	50

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	110,000	42,936	42,936	42,936
Total amount of equity shares (in Rupees)	11,000,000	4,293,600	4,293,600	4,293,600

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	110,000	42,936	42,936	42,936
Nominal value per share (in rupees)	100	100	100	100
Total amount of equity shares (in rupees)	11,000,000	4,293,600	4,293,600	4,293,600

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	42,936	42936	4,293,600	4,293,600	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
<input type="text" value="0"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
<input type="text" value="0"/>						
At the end of the year	0	42,936	42936	4,293,600	4,293,600	

Preference shares

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
<input type="text" value="0"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
<input type="text" value="0"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		29/05/2023	
Date of registration of transfer (Date Month Year)			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

6,509,081,908

(ii) Net worth of the Company

3,234,425,167

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	40	0.09	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	34,309	79.91	0	
10.	Others 0	0	0	0	
	Total	34,349	80	0	0

Total number of shareholders (promoters)

5

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,587	20	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others 0	0	0	0	

	Total	8,587	20	0	0
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Total number of shareholders (other than promoters)

3

**Total number of shareholders (Promoters+Public/
Other than promoters)**

8

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	3	3
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	4	0	4	0	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	7	0	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
EDWARD WALTER MI	00149205	Director	0	
SUNIL SRINIVASAN C	00149083	Director	0	
MIKHAIL MENEZES	02789957	Director	0	
YASH SUNIL CHARI	08805529	Director	0	
PRASAD PRABHAKAR	09331422	Director	0	
GURUDAS VISHWAS	02187903	Director	0	
APARNA NARENDRA	07132341	Additional director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MEHER CASTELINO	07121874	Director	28/07/2023	Cessation
APARNA NARENDRA	07132341	Additional director	27/07/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/05/2023	8	6	90
Extra Ordinary General Meeting	03/11/2023	8	5	80

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/04/2023	7	7	100
2	27/07/2023	7	6	85.71
3	19/10/2023	7	7	100
4	19/01/2024	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

7

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/04/2023	3	3	100
2	Audit Committee	27/07/2023	3	3	100
3	Audit Committee	19/10/2023	3	3	100
4	Audit Committee	19/01/2024	3	2	66.67
5	Nomination and Remuneration	21/04/2023	3	3	100
6	Nomination and Remuneration	27/07/2023	3	3	100
7	Corporate Social Responsibility	25/04/2023	5	5	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	EDWARD WA	4	4	100	3	3	100	
2	SUNIL SRINIV	4	3	75	5	4	80	
3	MIKHAIL MEN	4	3	75	1	1	100	
4	YASH SUNIL	4	4	100	1	1	100	
5	PRASAD PRA	4	4	100	0	0	0	

6	GURUDAS VI	4	4	100	7	7	100	
7	APARNA NAR	3	2	66.67	2	2	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

CS Sanjay Dholakia

Whether associate or fellow

Associate Fellow

Certificate of practice number

1798

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

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dated

27/04/2024

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

0*1*9*8*

To be digitally signed by

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders.pdf
Form MGT - 8.pdf
Clarification to Form MGT 7.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



A SUBSIDIARY OF
ROSSARI BIOTECH LIMITED

Unitop Chemicals Private Limited
List of Shareholders as on 31.03.2024

Sr. No.	Name of Shareholder	No. of Shares	% of Holding
1.	Rossari Biotech Limited	34309	79.9073
2.	Edward Menezes (For and on behalf of Rossari Biotech Limited)	10	0.0233
3.	Sunil Chari (For and on behalf of Rossari Biotech Limited)	10	0.0233
4.	Mikhail Menezes (For and on behalf of Rossari Biotech Limited)	10	0.0233
5.	Yash Chari (For and on behalf of Rossari Biotech Limited)	10	0.0233
6.	Rajeshwari D Shetty	3222	7.5042
7.	Jeeanath Dharmaraj Shetty	4291	9.9939
8.	Balakrishna Rajiv Shetty	1074	2.5014
	Total	42,936	100.0000

For Unitop Chemicals Private Limited

Sunil Chari
Director
DIN: 00149083

UNITOP CHEMICALS PRIVATE LIMITED

A Subsidiary of Rossari Biotech Limited (CIN: U24110MH1980PTC022967)

Registered/Corporate Office: Unitop House, C Wing, East West Industrial Centre, Safed Pool, Andheri Kurla Road, Andheri East, Mumbai- 400072. T +91 22 28529800

Factory Unit 1: Plot No. A-18, M.I.D.C., Patalganga, Dist. Raigad- 410220, Maharashtra, India. GSTIN: 27AAACU1406F1ZS.

Factory Unit 2: Plot No. D-2/CH-343, GIDC Phase - II, Near Village Jolwa, Dahej, District Bharuch - 392130, Gujarat, India. GSTIN: 24AAACU1406F1ZY

Factory Unit 3: Plot No 12-13, IID Centre Sicop, Battal Ballian, Udhampur, Rehambal, Udhampur, J & K, 182101. GSTIN: 01AAACU1406F1Z6

✉ sales1@rossari.com

✉ unitop.export2@rossari.com

🌐 www.unitopchemicals.com



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.

☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Unitop Chemicals Private Limited** (“the Company”) registered under the provisions of the Companies Act, 1956 and having its registered office at C Wing, East West Industrial Centre, Safed Pool, Andheri Kurla Road, Andheri East, Mumbai-400072, as required to be maintained under the Companies Act, 2013 (“the Act”) and the rules made thereunder for the Financial Year ended on **31st March 2024**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately.
- B. during the aforesaid Financial Year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 - 1. The Company is a Deemed Public Company.
 - 2. The Company has maintained the registers/records and made entries therein within the time prescribed therefor.
 - 3. The Company has filed the required forms and returns with the Registrar of Companies (ROC) within the time prescribed under the Act. However, no forms or returns were filed with the Regional Director, Central Government, Company Law Board/The Tribunal, Court or other authorities.
 - 4. Calling/ convening/holding meetings of the Board of Directors and Committees and the meetings of the members of the Company within due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute book/ registers maintained for the purpose and the same have been signed.
 - 5. The Company was not required to close its Register of Members/Security holders during the Financial Year.
 - 6. The Company has not given advance or loans, to Directors, persons or firms or Companies referred in Section 185 of the Act.



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.

☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

7. The Company had duly complied with the provisions of contracts/arrangements with related parties as specified in section 188 of the Act.
8. Issue or allotment/ transfer or transmission/ alteration/reduction of share capital/redemption of preference shares or debentures/buy back of securities
 - a. The Company has not issued or allotted any shares or securities;
 - b. The Company had not received request for transfer of shares,
 - c. There was no alteration or reduction in share capital of the Company,
 - d. Since the Company has not issued any Preference Shares or Debentures, the question of their redemption or conversion does not arise, and
 - e. The Company has not bought back any security.
9. There were no transactions necessitating the Company to keep in abeyance the Rights to Dividend, Rights Shares and Bonus Shares pending registration of transfer of Shares.
10. During the period under review, there was no requirement to transfer of unpaid/ unclaimed dividend/ other amounts as applicable to Investor Education and Protection Fund in accordance with Section 125 of the Act.
11. The Audited Balance Sheet, Profit & Loss Account & Cash Flow Statement of the Company and Report of the Directors for the financial was signed as per the provisions of Section 134 of the Act.
12. During the year under review:
 - (a) Ms. Aparna Narendra Sharma (DIN: 07132341), was appointed as an Additional Director, designated as Non-Executive, Independent Director of the Company not liable to retire by rotation, for a term of three (3) consecutive years commencing from July 27, 2023 upto July 26, 2026 (both days inclusive).
 - (b) Ms. Meher Castelino, Independent Director of the Company has tendered resignation from the post of Independent Director of the Company, due to her pre-occupations on July 20, 2023. The Board accepted her resignation w.e.f. close of hours of Friday, July 28, 2023.
 - (c) The Constitution of the Board of Directors was in accordance with the provisions of the Act.
 - (d) Pursuant to provisions of Section 184(1) of the Act, the Directors had given disclosure of their interest in form MBP – 1 and the said disclosures were noted at the duly convened Board Meeting.



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.

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13. Pursuant to provisions of Section 139, 142 of the Act, the Members at the 41st Annual General Meeting (AGM) held on November 30, 2021 had appointed M/s JMT & Associates., Chartered Accountants, (Firm Registration No: 104167W), as the Statutory Auditors of the Company for period of 5 (Five) years from the conclusion of the 41st AGM till the conclusion of 46th AGM of the Company.
14. The Company was not required to obtain any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted or renewed or repaid any Deposits which fall under the provisions of Chapter V of the Act.
16. The Company has Borrowed fund from Banks & Financial Institutions.
17. The Company has not given loans to other bodies corporate or persons falling under the provisions of the Section 186 of the Act; there were no investments made or no guarantees given or securities provided during the Financial Year under review
18. The Company has not altered Memorandum and/or Articles of Association of the Company during the year under review.

FOR SANJAY DHOLAKIA & ASSOCIATES

SANJAY R DHOLAKIA

Practicing Company Secretary

Proprietor

Membership No.: FCS 2655

CP No.: 1798

Peer Reviewed Firm No. 2036/2022

Date:

Place: Mumbai

UDIN:



A SUBSIDIARY OF
ROSSARI BIOTECH LIMITED

To,
The Registrar of Companies
100, Everest, Marine Drive,
Mumbai-400002.

Dear Sir,

Subject: Clarification to Annual Return for the Financial Year 2023-24.

Please note the following clarifications in respect of Annual Return for Financial Year 2023-24

I. Point number VI (a) (i) of the Annual Return

The Company is a Subsidiary of Public Company and so it needs to have minimum 7 Shareholders. Hence, 4 Individual shareholders are holding shares in the Company on behalf of Rossari Biotech Limited (Holding Company).

II. Point number VII of the Annual Return

The Company is a Subsidiary of Public Company and so it needs to have minimum 7 Shareholders. Accordingly, 4 Individual shareholders are holding shares on behalf of Rossari Biotech Limited Holding Company and Promoter of the Company, Hence, shareholding of below mentioned 4 individual shareholders have been shown under Promoter Category and Promoters has been shown as 5.

III. Point number VIII A (A) and B (i) of the Annual Return

The Company is a Subsidiary of Public Company and so it needs to have minimum 7 Shareholders. Accordingly, 4 Individual shareholders are holding shares on behalf of Rossari Biotech Limited (Holding Company). Four out of Seven Individual shareholders are also Non-Executive Directors and holding shares of the Company as mentioned below:

UNITOP CHEMICALS PRIVATE LIMITED

A Subsidiary of Rossari Biotech Limited (CIN: U24110MH1980PTC022967)

Registered/Corporate Office: Unitop House, C Wing, East West Industrial Centre, Safed Pool, Andheri Kurla Road, Andheri East, Mumbai- 400072. T +91 22 28529800

Factory Unit 1: Plot No. A-18, M.I.D.C., Patalganga, Dist. Raigad- 410220, Maharashtra, India. GSTIN: 27AAACU1406F1ZS.

Factory Unit 2: Plot No. D-2/CH-343, GIDC Phase - II, Near Village Jolwa, Dahej, District Bharuch - 392130, Gujarat, India. GSTIN: 24AAACU1406F1ZY

Factory Unit 3: Plot No 12-13, IID Centre Sicop, Battal Ballian, Udhampur, Rehambal, Udhampur, J & K, 182101. GSTIN: 01AAACU1406F1Z6

✉ sales1@rossari.com

✉ unitop.export2@rossari.com

🌐 www.unitopchemicals.com



A SUBSIDIARY OF
ROSSARI BIOTECH LIMITED

Sr. No	Name of Director	DIN	Designation	No. of Shares held	% of shares held by directors at the end of the year
1.	Mr. Edward Menezes	00149205	Non-Executive Director	10	0.0233
2.	Mr. Sunil Chari	00149083	Non-Executive Director	10	0.0233
3.	Mr. Mikhail Menezes	02789957	Non-Executive Director	10	0.0233
4.	Mr. Yash Chari	08805529	Non-Executive Director	10	0.0233
Total Shares Held by Directors				40	0.0932

We request you to take the above clarification on record.

Thanking you,

Yours Faithfully,

For Unitop Chemicals Private Limited

Sunil Chari

Director

DIN: 00149083

UNITOP CHEMICALS PRIVATE LIMITED

A Subsidiary of Rossari Biotech Limited (CIN: U24110MH1980PTC022967)

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✉ sales1@rossari.com

✉ unitop.export2@rossari.com

🌐 www.unitopchemicals.com