

ANNEXURE- I

1. Name of Listed Entity: **RDB Rasayans Ltd.**
 2. Quarter ending: **31.03.2024**

I. Composition of Board of Directors											
Title (Mr. / Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^{&}	Initial Date of Appointment	Date of Re- appointment	Date of Cessati on	Tenure* (Approx)	Date of Birth	No. of Directo rship in listed entities includi ng this listed entity [in referen ce to Regulat ion 17A]	Number of memberships in Audit(AC)/ Stakeholder Committee(s) (SC) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	SHANTI LAL BAID	AECPB81 48Q, 00056776	Executive Director, Chairperson related to Promoter, CEO- MD	01 Aug 2001	01 Apr 2021	-	-	02-06-1950	1	1	0
Mr.	SANDEEP BAID	ADEPB37 49A, 00557018	Executive Director	10 Apr 2008	01 Apr 2021	-	-	01-01-1979	1	2	0
Mr.	SHARAD KUMAR BACHHAWAT	ADBPB2 902N, 0516113	Non-Executive - Independent Director	08 Aug 2012	01 Apr 2019	-	140 Months	07-02-1970	4	8	3
Mr.	ABHAY DOSHI	AFLPD48 54R, 06428170	Non-Executive - Independent Director	28 May 2015	28 May 2020	-	106 Months	02-08-1983	2	2	1
Mrs.	PRAGYA BAID	ASIPB05 11H, 06622497	Non-Executive - Non Independent Director	15 Jul 2014	-	-	-	30-10-1981	1	0	0
Mr.	ASHOK KUMAR JAIN	ABXPJ94 44M, 09560734	Non-Executive - Independent Director	24 May, 2022	-	-	22 month	04-01-1967	1	0	0

Whether Regular Chairperson appointed – Yes						
Whether Chairperson is related to Managing Director or CEO – Yes						
II. Composition of Committees						
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members		Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Abhay Doshi		Non-Executive - Independent Director, Chairperson	14-08-2015	--
		Sharad Kumar Bachhawat		Non-Executive - Independent Director, Member	08-11-2012	--
		Sandeep Baid		Executive Director, Member	16-11-2009	
2. Nomination & Remuneration Committee	Yes	Sharad Kumar Bachhawat		Non-Executive - Independent Director, Chairperson	27-05-2013	--
		Abhay Doshi		Non-Executive - Independent Director, Member	12-01-2018	--
		Pragya Baid		Non-Executive - Independent Director, Member	15-07-2014	--
3. Stakeholders Relationship Committee	Yes	Sharad Kumar Bachhawat		Non-Executive - Independent Director, Chairperson	13-05-2015	--
		Shanti Lal Baid		Executive Director, Member	16-11-2009	--
		Sandeep Baid		Executive Director, Member	16-11-2009	--
4. Corporate Social Responsibility Committee	Yes	Sharad Kumar Bachhawat		Non-Executive - Independent Director, Chairperson	14-08-2015	--
		Shanti Lal Baid		Executive Director, Member	14-08-2015	--
		Sandeep Baid		Executive Director, Member	14-08-2015	--
\$ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen						
III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*		Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
07.11.2023	-	YES		4	2	
07.12.2023		YES		4	2	29 days
	10.02.2024	YES		6	3	64 days
-	31.03.2024	YES		4	2	
Name of the Committee	Date(s) of meeting of the	Whether requirement of Quorum met	Number of	Number of independent directors present*	Date(s) of meeting of the	Maximum gap between any two consecutive meetings in number of days*

	committee in the relevant quarter	(details)	Directors present*		committee in the previous quarter	
Audit Committee	-	Yes, Quorum were present	3	2	07.11.2023	-
Audit Committee	10.02.2024	Yes, Quorum were present	3	2	-	94 days
Nomination and Remuneration Committee	10.02.2024	Yes, Quorum were present	3	2	-	-
Stakeholders Relationship Committee	-	Yes, Quorum were present	3	1	07.11.2023	-
Stakeholders Relationship Committee	10.02.2024	Yes, Quorum were present	3	1	-	94 days
Corporate Social Responsibility Committee	31.03.2024	Yes, Quorum were present	3	1	-	49 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.

2 If status is “No” details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : YES
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 : YES
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 500 listed entities) – Not applicable
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015: yes
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015: Yes
- This report and/or the report submitted in the previous quarter have been placed before Board of Directors. : YES

For RDB Rasayans Ltd.

Sd/-

POOJA M PATEL

Company Secretary & Compliance Officer

ANNEXURE – II

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No /NA provide reasons
As per regulation 46(2) of the LODR:		www.rdbgroup.in
1) Details of business	Yes	www.rdbgroup.in
2) Terms and conditions of appointment of independent directors	Yes	www.rdbgroup.in
3) Composition of various committees of board of directors	Yes	www.rdbgroup.in
4) Code of conduct of Board of Directors and Senior Management Personnel	Yes	www.rdbgroup.in
5) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.rdbgroup.in
6) Criteria of making payments to non-executive directors	Yes	www.rdbgroup.in
7) Policy on dealing with related party transactions	Yes	www.rdbgroup.in
8) Policy for determining ‘material’ subsidiaries	NA	-
9) Details of familiarization programmes imparted to independent directors	Yes	www.rdbgroup.in
10) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investors grievance	Yes	www.rdbgroup.in
11) Email address for grievance redressal and other relevant details	Yes	www.rdbgroup.in
12) Financial results	Yes	www.rdbgroup.in
13) Shareholding pattern	Yes	www.rdbgroup.in
14) Details of agreements entered into with the media companies and/or their associates	NA	-
15) Audio or video recordings and transcripts of post earnings/quarterly calls	NA	
15) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	-
16) New name and the old name of the listed entity	NA	-

17) Advertisements as per regulation 47 (1)	Yes	www.rdbgroup.in
18) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	-
19) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-
20) Secretarial Compliance Report	Yes	www.rdbgroup.in
21) Materiality Policy as per Regulation 30	Yes	www.rdbgroup.in
22) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	www.rdbgroup.in
23) Disclosures under regulation 30(8)	Yes	www.rdbgroup.in
24) Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	www.rdbgroup.in
25) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-
26) Annual return as provided under section 92 of the Companies Act, 2013	Yes	www.rdbgroup.in
27) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.rdbgroup.in
28) Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	www.rdbgroup.in

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Quorum of Risk Management Committee meeting	21(3B)	
Gap between the meetings of the Risk Management Committee	21(3C)	
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes

Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material Related Party Transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	NA
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA
Note : 1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated. 2. If status is “No” details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		
II Affirmations (Additional): The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied – NA		

For RDB Rasayans Ltd.

Sd/-

SANDEEP BAID

Chief Financial Officer

Additional Half Yearly Disclosure			
Applicability of disclosure : Applicable			
Reason for non-applicability: NA			
I. Disclosure of Loans/guarantees/comfort letters/securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	650000000	650000000	
Promoter Group or any other entity controlled by them	-	-	
Directors (including relatives) or any other entity controlled by them	-	-	
KMPs or any other entity controlled by them	-	-	
(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	-	-	
Promoter Group or any other entity controlled by them	-	-	
Directors (including relatives) or any other entity controlled by them	-	-	
KMPs or any other entity controlled	-	-	

by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	-	-	
Promoter Group or any other entity controlled by them	-	-	
Directors (including relatives) or any other entity controlled by them	-	-	
KMPs or any other entity controlled by them	-	-	
II. Affirmations			
Affirmations		Compliance Status	Company Remark
All loans (or other form of debt) , guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity		Yes	-
Name	Sandeep Baid		
Designation	CFO		
Place	Kolkata		
Date	21.04.2024		
For RDB Rasayans Ltd.			
Sd/- SANDEEP BAID Chief Financial Officer			