

ANNEXURE-I1. Name of Listed Entity: **RDB Rasayans Ltd.**2. Quarter ending: **31.03.2022**

| 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 Cessation | Tenure* (Approx) | Date of Birth | No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | 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 | AECPB8148Q, 00056776 | Executive Director, Chairperson related to Promoter, CEO-MD | 01 Aug 2001 | 01 Apr 2021 | - | - | 02-06-1950 | 1 | 1 | 0 |
| Mr. | SANDEEP BAID | ADEPB3749A, 00557018 | Executive Director | 10 Apr 2008 | 01 Apr 2021 | - | - | 01-01-1979 | 1 | 2 | 0 |
| Mr. | SHARAD KUMAR BACHHAWAT | ADBPB2902N, 0516113 | Non-Executive - Independent Director | 08 Aug 2012 | 01 Apr 2019 | - | 116 Months | 07-02-1970 | 2 | 4 | 3 |
| Mr. | ABHAY DOSHI | AFLPD4854R, 06428170 | Non-Executive - Independent Director | 28 May 2015 | 28 May 2020 | - | 82 Months | 02-08-1983 | 1 | 1 | 1 |
| Mrs. | PRAGYA BAID | ASIPB0511H, 06622497 | Non-Executive - Non Independent Director | 15 Jul 2014 | - | - | - | 30-10-1981 | 1 | 0 | 0 |
| Mr. | SUBRATA DUTTA | AFCPD3699D, 08051343 | Non-Executive - Independent Director | 12 Jan 2018 | - | 25 Feb 2022 | 50 Months | 28-10-1948 | 1 | 1 | 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 | |
| | | Subrata Dutta | Non-Executive - Independent Director, Member | 14-02-2018 | 25 Feb 2022 |
| 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 | -- |
| | | Subrata Dutta | Non-Executive - Independent Director, Member | 14-08-2019 | 25 Feb 2022 |
| 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 | 13-05-2015 | -- |
| | | Shanti Lal Baid | Executive Director, Member | 16-11-2009 | -- |
| | | Sandeep Baid | Executive Director, Member | 16-11-2009 | -- |

\$ 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) | |
|---|---|---|------------------------------|--|---|---|
| 12 Nov 2021 | - | YES | 6 | 3 | | |
| - | 14 Feb 2022 | YES | 6 | 3 | 93 days | |
| Name of the Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |

| | | | | | | |
|---|-------------|--------------------------|---|---|-------------|---------|
| Audit Committee | - | Yes, Quorum were present | 4 | 3 | 12 Nov 2021 | |
| Audit Committee | 14 Feb 2022 | Yes, Quorum were present | 4 | 3 | - | 93 days |
| Nomination and Remuneration Committee | 14 Feb 2022 | Yes, Quorum were present | 3 | 3 | - | 93 days |
| Stakeholders Relationship Committee | - | | 3 | 1 | 12 Nov 2021 | |
| Stakeholders Relationship Committee | 14 Feb 2022 | | 3 | 1 | - | 93 days |
| Corporate Social Responsibility Committee | 14 Feb 2022 | | 3 | 1 | - | - |

* 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

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : YES
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 : YES
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 500 listed entities) – Not applicable
3. 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
4. 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
5. 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 |
| a) Details of business | Yes | www.rdbgroup.in |
| b) Terms and conditions of appointment of independent directors | Yes | www.rdbgroup.in |
| c) Composition of various committees of board of directors | Yes | www.rdbgroup.in |
| d) Code of conduct of board of directors and senior management personnel | Yes | www.rdbgroup.in |
| e) Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | www.rdbgroup.in |
| f) Criteria of making payments to non-executive directors | Yes | www.rdbgroup.in |
| g) Policy on dealing with related party transactions | Yes | www.rdbgroup.in |
| h) Policy for determining 'material' subsidiaries | NA | - |
| i) Details of familiarization programmes imparted to independent directors | Yes | www.rdbgroup.in |
| j) Email address for grievance redressal and other relevant details | Yes | www.rdbgroup.in |
| k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | www.rdbgroup.in |
| l) Financial results | Yes | www.rdbgroup.in |
| m) Shareholding pattern | Yes | www.rdbgroup.in |
| n) Details of agreements entered into with the media companies and/or their associates | NA | - |
| o) 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 | - |
| p) New name and the old name of the listed entity | NA | - |
| q) Criteria of making payments to non-executive directors | Yes | www.rdbgroup.in |
| q) Advertisements as per regulation 47 (1) | Yes | www.rdbgroup.in |
| r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | NA | - |

| | | |
|--|-----|--|
| s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | NA | - |
| As per other regulations of the LODR: | | |
| a) Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | www.rdbgroup.in |
| b) Materiality Policy as per Regulation 30 | Yes | www.rdbgroup.in |
| c) Dividend Distribution policy as per Regulation 43A (as applicable) | NA | - |
| It is certified that these contents on the website of the listed entity are correct | 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) | 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 |
| 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 |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes |
| Meeting of Stakeholders Relationship Committee | 20(3A) | Yes |
| Composition and role of Risk Management Committee | 21(1),(2),(3),(4) | NA |
| Meeting of Risk Management Committee | 21(3A) | NA |
| 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 | 24(2),(3),(4),(5) & (6) | NA |

| | | |
|---|---------------|-----|
| of listed entity | | |
| Annual Secretarial Compliance Report | 24(A) | Yes |
| Alternate Director to Independent Director | 25(1) | NA |
| Maximum Directorship and Tenure | 25(2) | 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 |
| 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 |
| Any other information to be provided - Add Notes | -- | |
| <p>Note :</p> <ol style="list-style-type: none"> 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. | | |
| <p>III Affirmations:</p> <p>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</p> | | |
| <p>For RDB Rasayans Ltd.</p> <p>Sd/- POOJA M PATEL Company Secretary & Compliance Officer</p> | | |

| 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 | 187202260.00 | 187202260.00 | |
| 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 | Shanti Lal Baid | | |

| | | |
|---|------------|--|
| Designation | CEO | |
| Place | Kolkata | |
| Date | 19-04-2022 | |
| For RDB Rasayans Ltd. | | |
| Sd/- | | |
| POOJA M PATEL | | |
| Company Secretary & Compliance Officer | | |