

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 28th Annual General Meeting of the Shareholders of the Company will be held on Tuesday, the **29th day of September 2020 at 12.30 p.m. IST** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and the Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon and in this regard to pass the following resolutions as Ordinary Resolution :
 - a) “RESOLVED THAT the Audited Standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
 - b) “RESOLVED THAT the Audited Consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
2. To declare dividend on equity shares.
3. To appoint a Director in the place of Smt R.K.Umaadhevi (DIN 01067950), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in the place of Sri K.Ravi (DIN 01590268), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To approve the increase in the remuneration payable to Sri R.Varun Karthikeyan (DIN 00585158), Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the Company be and hereby accords its approval for the increase in the remuneration payable to Sri R.Varun Karthikeyan (DIN 00585158), Managing Director of the Company with effect from 1st January 2020 until the expiry of his present tenure on the following terms and conditions.

 - I. Salary : Rs.1,63,317/- per month.
 - II. Perquisites : In addition to Salary, perquisites restricted to an amount equal to annual salary, shall be allowed as detailed below:
 - a. Housing:

The expenditure on hiring unfurnished accommodation shall not exceed 40% of the salary over and above 10% payable by the Managing Director. Where he resides in his own house or where

the Company does not provide accommodation to the Managing Director, House rent allowance may be paid subject to the ceiling mentioned above. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings will be valued as per the Income-tax Rules, 1962. This will, however, be subject to a ceiling of 10% of the salary.

- b. Other perquisites:
- i) Medical Expenses for self and family, subject to a ceiling of one month's salary.
 - ii) Leave Travel Concession for self and family once in a year to any place in India, subject to a ceiling of one month's salary.
 - iii) Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
 - iv) Personal Accident Insurance premium not exceeding 10% of the salary.
- c. He shall also be eligible to the following benefits, which shall not be included in the computation of the ceiling on the remuneration.
- i) PF/SAF : Contribution to Provident Fund and / or Super Annuation Fund and / or Annuity Fund to the extent of 27% of the salary.
 - ii) Gratuity : Payable at a rate not exceeding half a month's salary for each completed year of service or at the rate as may be modified from time to time as per the Payment of Gratuity Act, 1972.
- d. He shall be entitled for reimbursement of all actual expenses including on entertainment, conveyance, travelling etc., incurred during the course of the Company's business.
- The Company shall provide a car and telephone facility at his residence, which will not be considered as perquisites.
- e. He shall be paid a commission of 0.30% on the profit before tax and 0.75% on the incremental profit before tax every year computed under Section 197 of the Companies Act, 2013.

The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

The appointment is terminable by three months' notice on either side.

RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits, the remuneration payable to Sri R.Varun Karthikeyan, Managing Director shall not exceed the limits specified in Schedule V of the Companies Act, 2013 or such other limits as may be notified by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT Sri G.Balasubramaniam, Company Secretary (FCS 9699) of the Company be and is hereby authorized to file necessary returns with Registrar of Companies in connection with the above."

6. To consider and approve the appointment of Sri Kasilingam Arumugam (DIN 00912883) as Whole Time Director (Director – Engineering) of the Company and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the Company be

and hereby accords its approval for the appointment of Sri Kasilingam Arumugam (DIN 00912883) as Whole Time Director (Director – Engineering) of the Company, for a period of Three years with effect from 01.07.2020 at a remuneration of Rs. 48.84 Lakhs (Rupees Forty Eight Lakhs Eighty Four Thousand Only) per annum.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary the remuneration payable to the Whole Time Director (Director – Engineering) as and when necessary.

RESOLVED FURTHER THAT Sri R. Varun Karthikeyan (DIN 00585158), Managing Director and Sri G.Balasubramaniam, Company Secretary (FCS 9699) of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds, things as may be necessary to give effect to the above resolution.”

7. To approve and ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2021 and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Cost Auditors M/s. Ramakrishnan & Co.(Firm No. 100285), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, be paid a remuneration of Rs.1,00,000/- per annum plus applicable GST and other out of pocket expenses, be and is hereby ratified.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board

Coimbatore
Date: 13.08.2020

(Sd.) G.Balasubramaniam
Company Secretary
(FCS 9699)

NOTES:

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members at the Annual General Meeting (AGM) venue is not required and AGM be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In compliance with the MCA Circulars and the relevant provisions of the Companies Act, 2013 ('Act') the AGM of the Company is being held through VC/OAVM.

Accordingly, the facility for appointment of proxies by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories / Registrar and Share Transfer Agents (RTA). Members participating through the VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Members may also note that the Notice and Annual

Report will also be available on the Company's website www.rootsmulticlean.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 200 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by MCA dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) to gbala@roots.co.in, authorizing their representative to attend and vote on their behalf at the Meeting. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

The voting rights of Members shall be in proportion of their shares of the paid up equity share capital of the company as on the cut-off date of 22nd September 2020. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.

Sri B. Krishnamoorthi, B.Sc., FCA, Chartered Accountant (Membership No. 20439) Coimbatore has been appointed as the Scrutinizer for voting at 28th Annual General Meeting, e-voting process. The Scrutinizer will scrutinize the e-voting process (both before the AGM and on the AGM date) in a fair and transparent manner.

Considering the above, we urge the members to update their e-mail ID, Bank account details and Permanent Account Number (PAN) with the Company / Depositories / RTA to ensure receipt of Annual Report and / or any other communications from the Company.

EVEN For E-voting (NSDL) – ROOTS MULTICLEAN LTD - 113769

The Instructions for Members for Remote E-Voting are as under:

The remote e-voting period begins on Saturday the 26th September 2020 at 9.00 A.M. and ends on Monday the 28th September 2020 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 22nd September 2020 may cast their vote electronically. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.

How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

DETAILS ON STEP 1 IS MENTIONED BELOW:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details / Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

DETAILS ON STEP 2 IS GIVEN BELOW:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of 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) by email to info@skdc-consultants.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@skdc-consultants.com.
3. Alternatively shareholder may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) above as the case may be.
4. Please follow all steps given in detail on Step 2 above, to cast vote.

5. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / Shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evoting.nsdl.com> and register themselves in the "Corporates" module.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholder / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or 1800-222-990

OTHER INSTRUCTIONS:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User

Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

In case of any grievance in connection with remote e-voting, Members may contact Ms. Pallavi Mhatre, NSDL, 4th Floor, "A" Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.co.in, Tel:1800-222-990 / +91 22 24994545.

3. Shareholders are encouraged to download the user manual available in <https://www.evoting.nsdl.com> well in advance to have a better understanding of the login and voting process.
4. Any person who acquires shares of the Company and becomes member of the Company after despatch of the Notice of AGM and holding shares as on the cut-off date i.e., 22nd September, 2020, may obtain login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
6. The Chairman will declare the results of voting forthwith upon receipt of report from Scrutinizer and the same shall be immediately placed on the Company's website www.rootsmulticlean.com and on the website of NSDL www.evoting.nsdl.com.
7. The resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of Voting results (i.e. remote e-Voting and the e-Voting held at the AGM).
8. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.

Members who would like to express their views or ask questions during the AGM 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 to gbala@roots.co.in from Saturday the 26th September 2020, 9.00 A.M. to Monday the 28th September 2020 at 5.00 P.M. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

The Register of Members and Share Transfer books will remain closed from 23.09.2020 to 29.09.2020 (Both days inclusive).

As per the recent notification by Government the securities of the companies can be transferred only in dematerialised form. Hence Members are requested to dematerialise their equity shares from physical form to demat form. The International Security Identification Number (ISIN) allotted to the Equity Shares of the Company is INE01LF01013.

Company's Registrar and Share Transfer Agents:

M/s. S.K.D.C. Consultants Limited,
Registrar and Share Transfer Agents,
Post Box No.2016, Kanapathy Towers,
3rd Floor, 1391/A1, Sathy Road,
Ganapathy Post, Coimbatore – 641 006.
Telephone: +91 0422-4958995, 2539835
Email: info@skdc-consultants.com
Web: www.skdc-consultants.com

Members are requested to note that dividends not claimed within Seven Years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF).

Members who wish to claim dividends, which remain unclaimed, are requested to communicate with the Company Secretary, Registered Office of the Company and the Company's Registrar and Share Transfer Agents, M/s. S.K.D.C. Consultants Limited.

The members who have a claim on the dividends and shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form (Form No. IEPF-5) available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with required documents as prescribed in the Form.

The Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

For item No.5

Sri R.Varun Karthikeyan (DIN 00585158) was re-appointed as Managing Director of the Company, for a period of five years with effect from 23rd January 2017 and the same was approved by the Shareholders in the 25th Annual General Meeting of the Company held on 27th September 2017. The Nomination and Remuneration Committee in its meeting held on 13th December 2019 recommended to the Board for increase in the remuneration payable to Sri R.Varun Karthikeyan.

Accordingly, the Board accepted the recommendation of the Nomination and Remuneration Committee in its 123rd meeting held on 13th December 2019 and recommends the Ordinary resolution set forth in item No.5 for the approval of the members.

Except Sri R.Varun Karthikeyan, Sri K.Ramasamy (DIN 00034360) and Smt R.K.Umaadhevi (DIN 01067950) none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary resolution as set out in item No.5 of this Notice.

For item No.6

In the 93rd Meeting of the Board of Directors of the Company held on 30th December 2012, Sri Kasilingam Arumugam (DIN 00912883) was appointed as an Additional Director of the Company. In the 21st Annual

General Meeting held on 4th September 2013, the Shareholders approved the appointment of Sri Kasilingam Arumugam as a Director of the Company.

Sri Kasilingam Arumugam is employed in M/s. American Auto Service (P) Ltd, one of the Roots Group companies, which focused on development of special products through continuous research, development and innovation. Sri Kasilingam Arumugam holds a Masters Graduate in Engineering with more than 39 years of experience in the field of Engineering Design.

M/s. Roots Multiclean Ltd (RMCL) and its group Company M/s. Roots Industries India Limited (RIL) have introduced many new products with the support and innovation carried out by M/s. American Auto Service (P) Ltd under the guidance of Sri Kasilingam Arumugam. He is leading a team of Engineers, who are catering to the needs of Roots Group of Companies mainly Cleaning equipment for RMCL and Automotive products for RIL. To reduce overhead cost, it has been now proposed to merge the team members of M/s. American Auto Service (P) Ltd into the respective companies, RMCL & RIL, based on their portfolio and field of work.

Sri Kasilingam Arumugam is a key person involved in the development of many new cleaning equipment for RMCL, like RHINO, RHINO+ etc., Now RMCL is in the process of developing more advanced Road sweepers.

The Nomination and Remuneration Committee in its meeting held on 25th June 2020 recommended for the appointment of Sri Kasilingam Arumugam as a Whole Time Director (Director – Engineering) of the Company.

Accordingly, the Board accepted the recommendation of the Nomination and Remuneration Committee in its 125th meeting held on 25th June 2020 and recommends the Ordinary resolution set forth in item No.6 for the approval of the members.

Except Sri Kasilingam Arumugam, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary resolution as set out in item No.6 of this Notice.

For item No.7

The Board of Directors in their 124th Meeting held on 24th March 2020 has approved the appointment and remuneration of the Cost Auditors to conduct audit of Cost Accounting Records maintained in accordance with Companies (Cost Records and Audit) Rules 2014 at a remuneration of Rs.1,00,000/- per annum plus applicable GST and other out of pocket expenses for the financial year ending March 31, 2021.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary resolution as set out in item No.7 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2021.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in item No.7 of the notice. The Board recommends the Ordinary resolution set out in item No.7 of the notice for approval of the members.

Coimbatore
Date: 13.08.2020

By order of the Board
(Sd.) G.Balasubramaniam
Company Secretary
(FCS 9699)