

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **30th Annual General Meeting** of the Shareholders of the Company will be held on **Thursday, the 29th day of September 2022** at **11.00 a.m.** at the Registered Office of the Company at R.K.G.Industrial Estate, Ganapathy, Coimbatore – 641 006 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon and in this regard, to pass the following resolution(s) as an Ordinary Resolution:
 - i) “RESOLVED that the Audited Standalone financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
 - ii) “RESOLVED that the Audited Consolidated financial statements of the Company for the financial year ended March 31, 2022 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 Dr.S.Chandrasekar (DIN 01773256), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Mr. Preben Lausten (DIN 06554783), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider and to pass the following resolution as an Ordinary Resolution.

RESOLVED that Mr.C.Sivakumar (DIN 00844529) be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED that pursuant to the provisions of Sections 149, 152 and 161 and read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr.C.Sivakumar (DIN 00844529), Director of the company be and is hereby appointed as an Independent Director of the company who has submitted a declaration that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, to hold office from the conclusion of 30th Annual General Meeting of the company till the conclusion of next Annual General Meeting.

FURTHER RESOLVED that the Board of Directors of the company be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.

6. To consider and to pass the following resolution as a Special Resolution.

RESOLVED that pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for the re-appointment of Dr.M.P.Vijayakumar, IAS (Retd.) (DIN 05103089), as an Independent Director of the Company, who has submitted a declaration that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment as an Independent Director for a further period of five years from the conclusion of the 30th

Annual General Meeting of the company in line with Article 6 of the Articles of Association of the Company. He is not liable to retire by rotation.

FURTHER RESOLVED that the Board of Directors of the company be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.

7. To consider and to pass the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Sections 196, 197, 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), based on the recommendation of 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 Mr.R.Varun Karthikeyan (DIN 00585158), Vice Chairman and Managing Director of the Company with effect from 01.11.2021 until the expiry of his present tenure on the following terms and conditions.

- I. Salary: Rs.1,79,650/- 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 him. Where he resides in his own house or where the Company does not provide accommodation to him, 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 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 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.
 - e. The Company shall provide a car and telephone facility at his residence, which will not be considered as perquisites.
 - f. 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.
 - g. He shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.
- III. The appointment is terminable by three months notice on either side.

FURTHER RESOLVED that in the event of no profits or inadequacy of profits, the remuneration payable to Mr. R.Varun Karthikeyan (DIN 00585158), Vice Chairman and 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.

FURTHER RESOLVED that the Board of Directors be and are hereby authorised to vary the remuneration payable to Vice-Chairman and Managing Director as and when necessary.

FURTHER RESOLVED that the Board of Directors of the company be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.

8. To consider and to pass the following resolution as an Ordinary Resolution.

RESOLVED that Mr.J.Krishna Kumar (DIN: 09419339) be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED that pursuant to the Provisions of Section 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of Mr.J.Krishna Kumar (DIN: 09419339) as Whole-Time Director (Director – Marketing) of the Company with effect from 25th January 2022 for a term of 3 years from 25th January 2022 to 24th January 2025 at a remuneration of Rs.1.02 Crores per annum. He is not liable to retire by rotation.

FURTHER RESOLVED that in the event of no profits or inadequacy of profits, the remuneration payable to Mr.J.Krishna Kumar (DIN: 09419339), Whole-Time Director (Director-Marketing) of the Company 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.

FURTHER RESOLVED that the Board of Directors be and are hereby authorized to vary the remuneration payable to Whole-Time Director as and when necessary.

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.

9. To approve and ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2023 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 modifications or re-enactment thereof, for the time being in force) the Cost Auditors M/s. Ramakrishnan & Co.(Firm No. 100285), as recommended by the Audit Committee and 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, 2023, be paid a remuneration of Rs.1,25,000/- 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.

10. To consider and to pass the following resolution as a Special resolution.

RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, and the rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded to the amendment of Memorandum of Association by way of insertion of sub-clause 5 after sub-clause 4 in clause III (A) of the main objects of the Company's Memorandum of Association.

5. To carry on the businesses as manufacturers, producers, makers, buyers, designers, repairers, hirers, assemblers, alterers, cleaners, agents, distributors, representatives, importers, exporters, stockists, storers and warehousemen and dealers of all types of motor cars, motor cycles, scooters, mopeds, vans,

lorries, trucks, buses, omni buses, tractors, trailers, auto rickshaws, cycles, all kinds of two wheelers, three wheelers, four wheelers, Trolleys, all kinds of vehicles suitable for land, sea or in the air or in any combination thereof and engines, machinery, components, spares, parts, tools, dies, equipments, fittings, devices, accessories and all other things used or being used therewith.

FURTHER RESOLVED that for the purpose of giving effect to this resolution, the Board of Directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as it may at its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

11. To consider and to pass the following resolution as a Special resolution.

RESOLVED that the Company be and hereby approves the payment of Royalty @ 3% on the ex-factory price, less all taxes with effect from 01.12.2022 for a period of Five years to Mr.K.Ramasamy (DIN 00034360) Executive Chairman, who had been instrumental in developing the products range of Roots scrub RB950 and its variants, Roots Scrub RB800 and its variants, Airport Runway Sweeper kit and its variants, Roots Sweep RB 100 and its variants, Roots Scrub B/E4545 & 4550 and its variants.

FURTHER RESOLVED that the Company be and hereby approves the payment of Royalty @ 1% on the ex-factory price, less all taxes with effect from 01.12.2022 for a period of Five years to Sri K.Ramasamy (DIN 00034360) Executive Chairman, who had evolved the design of WIZZARD machine and its variants.

FURTHER RESOLVED that the Board of Directors of the company be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.

12. To consider and to pass the following resolution as a Special resolution.

RESOLVED that pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 consent

of the Company be and is hereby accorded to the Board of Directors for borrowings from time to time such sum of money and with or without security which together with money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of its business) may exceed the aggregate for the time being of the paid-up capital and free reserves, that is to say, reserves not set for any specific purpose provided that the total amount of money / moneys so borrowed by the Board shall not at any time exceed the limit of Rs.150.00 Crore (Rupees One hundred and Fifty Crore only), on such terms and conditions as the Board may consider necessary in the best interest of the Company.

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

- 13 To consider and to pass the following resolution as a Special resolution.

RESOLVED that pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 consent of the Members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the 'Board', which term shall be deemed to include any Committee thereof) to create such charge / mortgage / pledge / hypothecate / security in addition to existing charges / mortgages / pledge and hypothecation on all or any of the movable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Banks / Financial Institutions for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest and all other monies payable by the Company in terms of the Loan Agreement(s), entered into

/ to be entered into between the Company and the banks / Financial Institutions in respect of the said loans / borrowings, on such terms and conditions as the Board may consider necessary in the best interest of the Company.

FURTHER RESOLVED that the securities to be created by the Company as aforesaid may rank prior / pari passu charges with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the Banks / Financial Institutions.

FURTHER RESOLVED that the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.

Coimbatore
08.08.2022

By order of the Board
R Varun Karthikeyan
Vice Chairman &
Managing Director
(DIN 00585158)

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

Item No.5

It is necessary to strengthen the Board by appointing more Independent Directors. As recommended by the Nomination and Remuneration Committee, the Board at its meeting held on 08.08.2022, appointed Mr.C.Sivakumar (DIN 00844529), as an Additional Director of the company. He holds office upto the date of this Annual General Meeting.

Mr.C.Sivakumar has good experience in Manufacturing-Asset Light Models, LEAN TEI, Innovation, Quality, Process Excellence Retail – Customer Centric engagements, Branding, Product Launches strategy to production, planning, deployment and operations management.

The company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the appointment of Mr.C.Sivakumar (DIN 00844529) as an Independent Director of the company. In terms of provisions of Sections 149 and 152 and read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr.C.Sivakumar (DIN 00844529), being eligible and offering himself for the appointment as an Independent Director of the company and to hold office from the conclusion of 30th Annual General Meeting till the conclusion of next Annual General Meeting in line with Article 6 of the Articles of Association of the Company. The details of the appointee Director pursuant to Secretarial Standards on General Meetings is provided hereunder:

Name of the Director	Mr.C.Sivakumar
DIN	00844529
Age	63 years
Qualification	Engineering and Business Administration
Brief Resume of the Director	He is dedicated to accelerating young, innovative Indian start-ups and his prowess in incubating and mentoring start-ups has benefitted many young entrepreneurs.
Expertise in specific functional area	Mr.C.Sivakumar has good experience in Manufacturing-Asset Light Models, LEAN TEI, Innovation, Quality, Process Excellence Retail – Customer Centric engagements, Branding, Product Launches strategy to production, planning, deployment and operations management

Recognition or awards	He is a recipient and winner of many state and national awards in various forums
Job profile	Independent Director
Terms & Conditions of Appointment/ Reappointment with proposed remuneration	Appointed as an Independent Director for a period of one year till the conclusion of 31 st Annual General Meeting.
Remuneration Last Drawn	Nil
Date of First Appointment on the Board	08.08.2022
Shareholding in the Company as on 31.03.2022	Nil
Relationship with other Directors	Not related to any of the Directors and / or Key Managerial Personnel of the Company
No. of Board Meetings attended during the year	Nil
Directorships of other Boards as on date	1. M/s. Roots Industries India Limited 2. M/s. Skillveri Training Solutions Pvt Limited 3. M/s. Planys Technologies Private Limited
Membership/Chairmanship of Committees of other Boards as on Date	Audit Committee, Nomination and Remuneration Committee member of M/s. Roots Industries India Limited

Accordingly, the Ordinary resolution set out in item No.5 is proposed for your approval.

None of the Directors of the company except Director, Mr. C. Sivakumar (DIN 00844529), is interested or concerned in the proposed resolution.

Item No.6

Pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) it is proposed to re-appoint Dr. M.P. Vijayakumar, IAS (Retd.) (DIN 05103089), as an Independent Director of the Company, from the conclusion of the 30th Annual General Meeting of the company till 31st March 2027.

In the 25th Annual General Meeting of the Company held on 27th day of September 2017, the Shareholders consented to the appointment of Dr. M.P. Vijayakumar, IAS (Retd.) as an Independent Director of the Company for a period of five years from 23.06.2017 upto 22.06.2022.

The Nomination And Remuneration Committee, at its meeting held on 25.01.2022, after taking into account the performance evaluation of Dr.M.P. Vijayakumar, IAS (Retd.) (DIN 05103089) during his first term of five years and considering his knowledge and professional expertise has recommended to the Board his reappointment for a second term of five years. The nomination and remuneration committee has considered his diverse skills and wide knowledge on the business of our Company as being key requirements for this role. In view of the above, the nomination and remuneration committee and the Board are of the view that Dr.M.P. Vijayakumar, IAS (Retd.) (DIN 05103089) possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director.

Accordingly, the Board of Directors in their 132nd meeting held on 25.01.2022 have proposed to re-appoint Dr.M.P. Vijayakumar, IAS (Retd.) (DIN 05103089) as an Independent Director of the Company from the conclusion of 30th Annual General Meeting of the company for a term up to five consecutive years on the Board of the Company in line with Article 6 of the Articles of Association of the Company and he is not liable to retire by rotation.

In the opinion of the Board, Dr. M.P. Vijayakumar, IAS (Retd.) (DIN 05103089) fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for the re-appointment as an Independent Director and he is Independent of the Management. Dr. M.P. Vijayakumar, IAS (Retd.) (DIN 05103089) has given a declaration to the Board of Directors to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The details of the appointee Director pursuant to Secretarial Standards on General Meetings is provided hereunder:

Name of the Director	Dr.M.P. Vijayakumar
DIN	05103089
Age	73 years
Qualification	IAS (Retd.), M.A., AICWA, B.L. and PhD in Education
Brief Resume of the Director	Dr.M.P. Vijayakumar, IAS (Retd.) has gained an experience of more than 10 years in the area of women and child welfare including basic education and basic health. He served as Commissioner of Municipal Corporation, Chennai and in various Government Departments and also introduced Activity Based Learning in Schools in Tamil Nadu successfully.
Expertise in specific functional area	Expertise in Education, Basic Health and Costing Profession and General Administration
Recognition or awards	Prime Minister's Award for excellence in Public Administration for the year 2007-08 was given to him for introducing ABL methodology in Chennai Municipal Corporation.
Job profile	Independent Director
Terms & Conditions of Appointment/ Reappointment with proposed remuneration	Appointed as an Independent Director of the Company for a period of five years from 23.06.2022 upto 22.06.2027
Remuneration Last Drawn	Commission - Rs.5.00 Lakhs Sitting Fees - Rs.0.70 Lakhs
Date of First Appointment on the Board	23.06.2017
Shareholding in the Company as on 31.03.2022	NIL
Relationship with other Directors	Not related to any of the Directors and / or Key Managerial Personnel of the Company
No. of Board Meetings attended during the year	3 out of 4 Board meetings
Directorships of other Boards as on date	1. M/s. Bannari Amman Sugars Limited 2. M/s. BIT Techno Products Private Limited 3. M/s. Aliyar Agro Properties and Products Private Limited
Membership/Chairmanship of Committees of other Boards as on Date	Member – Audit Committee, Nomination and Remuneration Committee, CSR Committee, Stakeholders' Relationship Committee and Risk Management Committee of M/s. Bannari Amman Sugars Limited

Accordingly the Special resolution set out in item No.6 is proposed for your approval. None of the Directors except Director, Dr. M.P. Vijayakumar, IAS (Retd.) (DIN 05103089) is interested or concerned in the proposed Special resolution.

Item No.7

The Nomination and Remuneration Committee in its meeting held on 22.10.2021 has recommended for the increase in the remuneration payable to Mr.R.Varun Karthikeyan (00585158), Vice Chairman and Managing Director of the company with effect from 01.11.2021.

The details of the Director pursuant to Secretarial Standards on General Meetings is provided hereunder:

Name of the Director	Mr.R.Varun Karthikeyan
DIN	00585158
Age	40 years
Qualification	B.S.(USA), MBA
Brief Resume of the Director	Sri R.Varun Karthikeyan as a second generation business head, has gained strong domain expertise in manufacturing and marketing, besides proven administrative skills. He has developed adequate skills in understanding the Corporate legacy of Roots Group and to operate and steer the Company in a new direction.
Expertise in specific functional area	Sri R.Varun Karthikeyan possesses 16 years of expertise in Production, procurement, operations, administration and Research & Development functions.
Recognition or awards	–
Job profile	Vice Chairman and Managing Director
Terms & Conditions of Appointment / Reappointment with proposed remuneration	There is no change in the tenure of appointment. This resolution is only for increase in remuneration.
Remuneration Last Drawn	Rs.55,04,438/-
Date of First Appointment on the Board	04.08.2006
Shareholding in the Company as on 31.03.2022	3,57,860 No. of Equity shares of Rs. 10/- each
Relationship with other Directors	Mr. R. Varun Karthikeyan is related to Mr. K. Ramasamy, Executive Chairman and Mrs. R.K. Umaadhevi, Director
No. of Board Meetings attended during the year	4 out of 4 Board Meetings
Directorships of other Boards as on date	1. M/s.Roots Industries India Limited 2. M/s.Roots Auto Products Private Limited 3. M/s.Roots Cast Private Limited 4. M/s.Roots Precision Products Private Limited 5. M/s.American Auto Service Private Limited 6. M/s.Roots Multiclean Incs. USA
Membership/Chairmanship of Committees of other Boards as on Date	Member – CSR Committee - M/s.Roots Auto Products Private Limited

Accordingly the Board accepted the recommendation of the Nomination and Remuneration Committee in its meeting held on 22.10.2021 and recommended the Ordinary resolution set forth in item No.7 for the approval of the shareholders of the company.

Except Directors, Mr.R.Varun Karthikeyan (DIN 00585158), Mr.K.Ramasamy, (DIN 00034360) and Mrs.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.7 of this Notice.

Item No.8

Mr.J. Krishna Kumar has been working as President – Sales & Marketing of Roots Multiclean Ltd (RMCL) since 8th March 2017. He is a Sales & Marketing professional with a background and an over-all track record of 31 + years spanning across varied segments like Cleaning, Foundry, Steel, Airline, Hospitality and Automobile Industry.

The Nomination and Remuneration Committee is of opinion that it is the appropriate time to appoint Mr.J.Krishnakumar as Whole-Time Director (Director-Marketing) of the Company. The Nomination and Remuneration Committee in its meeting held on 25.01.2022 recommended to the Board for the appointment of Mr.J.Krishnakumar as Whole-Time Director (Director-Marketing) of the company for a period of 3 years with effect from 25.01.2022 to 24.01.2025. He is not liable to retire by rotation.

The details of the appointee Director pursuant to Secretarial Standards on General Meetings is provided hereunder:

Name of the Director	Mr. J. Krishna Kumar
DIN	09419339
Age	52 years
Qualification	MBA
Brief Resume of the Director	Mr.J.Krishnakumar has wide experience in the field of Marketing across various industries.
Expertise in specific functional area	He is a Sales & Marketing professional with a background and overall track record of across varied segments like Foundry, Steel, Airline, Hospitality, Automobile and Cleaning Industry.
Recognition or awards	–
Job profile	Whole-Time Director (Director-Marketing)
Terms & Conditions of Appointment/ Reappointment with proposed remuneration	Appointed as Whole-Time Director (Director-Marketing) of the company for a period of 3 years with effect from 25.01.2022 to 24.01.2025
Remuneration Last Drawn	Rs.24,46,083/-
Date of First Appointment on the Board	25.01.2022
Shareholding in the Company as on 31.03.2022	NIL
Relationship with other Directors	Not related to any of the Directors and / or Key Managerial Personnel of the Company
No. of Board Meetings attended during the year	2 out of 2 Board Meeting***
Directorships of other Boards as on date	Nil
Membership/Chairmanship of Committees of other Boards as on Date	Nil

*** The Board Meeting held on 25.01.2022, Mr.J.Krishnakumar has been appointed as an Additional Director and subsequently appointed him as Whole-time Director (Director-Marketing) with effect from 25.01.2022.

Accordingly, the Board accepted the recommendation of the Nomination and Remuneration Committee in its 132nd meeting held on 25.01.2022 and recommends the resolution set forth in item No.8 for the approval of the members.

Except Director, Mr.J.Krishnakumar (DIN 09419339), 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.8 of this Notice.

Item No.9

The Board of Directors in their 133rd Meeting held on 22.03.2022 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.1,25,000/- per annum plus applicable GST and other out of pocket expenses for the financial year ending March 31, 2023.

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, the Ordinary resolution as set out in item No.9 is proposed for your approval.

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.9 of the notice.

Item No.10

The Company enjoys a pioneering position and a very high brand image for its products in the market. With diversification and expanding the range of products, the Company will be in a position to mitigate the risk involved in select range of products and enter into market for its diversified line of activities.

Considering the current market scenario and the opportunities available in the market, as the demand for the proposed products / services are on the increasing trend, it is worthwhile to consider and expand the business. Your company also has

the adequate infrastructure to meet such quality requirements of both domestic and global market.

As these activities are not comprehensively covered by the present object clause III (A) of the Memorandum of Association of the company, it is now proposed to insert sub-clause 5 and amend the object clause III (A) as indicated in the resolution.

Your Directors are of the view that it will be beneficial for the company and the shareholders and also in harmony with greater public interest that the company should expand and diversify its activities. Your Directors are also of the view that the proposed additional objects may conveniently be combined with the existing business of the company. It is therefore necessary to suitably amend the Main object of the Memorandum of Association of the Company.

Accordingly, the Special resolution set out in Item No.10 is proposed for your approval.

None of the Directors of the company is interested in the Special resolution.

Copy of the Memorandum and Articles of Association of the company is available for inspection at the registered office of the company on all working days during usual business hours.

Item No.11

The Board of Directors in their 114th Meeting held on 7th November 2017 appreciated the contribution of Mr. K. Ramasamy, Executive Chairman of the Company with respect to technical guidance and development of new innovative products. The Board suggested that the Executive Chairman be paid a Royalty in lieu of lumpsum technical fees for a period of Five years commencing from 01.12.2017 in recognition of his yeoman service which has paved way for the tremendous growth of the Company with the introduction of Roots Scrub RB 950 and RB 800, Airport runway sweeper Machines, Roots Sweep RB 100, Roots Scrub B/E4545 & 4550 and WIZZARD and its variants developed by Executive Chairman. The same was approved by Shareholders of the Company in the 26th Annual General Meeting held on 27.09.2018 and the same is valid upto 30.11.2022.

Further new machines developed by Executive Chairman continues to contribute to the increase in turnover and profitability of the Company. Hence, it is now proposed to renew the payment of royalty for a further period of Five years commencing from 01.12.2022 to 30.11.2027.

Accordingly, the special resolution set out in Item No.11 is proposed for your approval.

Except, Directors, Mr.K.Ramasamy, (DIN 00034360), Mr.R.Varun Karthikeyan (DIN 00585158) and Mrs.R.K.Umaadhevi (DIN 01067950), none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Special resolution as set out in item No.11 of this Notice.

Item No.12

With the growth in the volume of the business as a result of diversification and expansion, it is proposed to increase the borrowings from banks. As per the provisions of Sec.180(1)(c) of the Companies Act, 2013, approval of Shareholders by way of Special resolution is required for the Company to borrow in excess of paid-up capital and its free reserves of the company. The Board of Directors in their Board Meeting held 08.08.2022 has passed the necessary resolution in this regard.

Accordingly, the Special resolution set out in Item No.12 is proposed for your approval.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in this proposed resolution.

Item No.13

Section 180(1)(a) of the Companies Act, 2013, requires that the Board of Directors shall not,

except with the consent of the Company in General meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The Company would be borrowing monies by way of either in rupee or in foreign currency from Banks / Financial Institutions in the form of Term Loans and Working Capital facilities in the ordinary course of business. This would necessitate creation of securities by way of suitable mortgages and / or charges on all or some of the immovable and movable properties of the Company, both present and future, in favour of the Banks / Financial Institutions to the extent of Rs.150.00 Crore only (Rupees One hundred and fifty Crore only).

To create mortgage and / or charge upto the said limit, approval of the Members is required to be obtained pursuant to Section 180 (1) (a) of the Companies Act, 2013, authorising the Board of Directors of the Company in this regard.

Accordingly, the Special resolution set out in Item No.13 is proposed for your approval.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in this proposed resolution.

By order of the Board

R Varun Karthikeyan
Vice Chairman &
Managing Director
(DIN 00585158)

Coimbatore
08.08.2022

NOTES

1. Every member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself. Such proxy need not be a member of the Company. Proxy forms duly stamped and executed should be lodged at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer books will remain closed from 23.09.2022 to 29.09.2022 (Both days inclusive).
3. Members are requested to immediately notify changes in their address, if any, to the Registered office of the Company. Members are requested to provide their bank account details viz., Bank branch, account type, account number and

address of the bank with Pincode Number to the Registered office of the Company.

4. Members are requested to bring a copy of the Annual Report to the Annual General Meeting.
5. As per the 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.
6. Company's Registrar and Share Transfer Agents: M/s. S.K.D.C. Consultants Limited, Registrar and Share Transfer Agents, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Telephone: +91 0422-4958995, 2539835 Email: info@skdc-consultants.com Web: www.skdc-consultants.com
7. 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). The shares in respect of such dividend are also liable to be transferred to the demat account of the IEPF Authority.
8. Members who wish to claim dividends/shares, which remain unclaimed, are requested to communicate with the Nodal Officer, Registered Office of the Company and the Company's Registrar and Share Transfer Agents - M/s. S.K.D.C. Consultants Limited.
9. 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.
10. 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.
11. Routemap for the venue of the meeting is provided hereunder:

Route Map

