

Board of Directors

Mr K Ramasamy	(DIN 00034360)
Mr R Varun Karthikeyan	(DIN 00585158)
Mr P T Kuppuswamy	(DIN 00032309) (upto 31.03.2022)
Dr M P Vijayakumar	(DIN 05103089)
Mr C Sivakumar	(DIN 00844529) (w.e.f 08.08.2022)
Mrs R K Umaadhevi	(DIN 01067950)
Mr K Ravi	(DIN 01590268)
Mr Preben Laustsen	(DIN 06554783)
Dr S Chandrasekar	(DIN 01773256)
Mr V M Rajashekar	(DIN 08208467)
Mr Frank Ulbricht	(DIN 08258166)
Dr O A Balasubramaniam	(DIN 01554204)
Mr J Krishna Kumar	(DIN 09419339) (w.e.f 25.01.2022)

Executive Chairman

Mr K Ramasamy	(DIN 00034360)
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Vice Chairman and Managing Director

Mr R Varun Karthikeyan	(DIN 00585158)
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Statutory Auditors

M/s Subramaniam Vasudev & Co.
Chartered Accountants, Salem
(Firm No. 004110S)

Cost Auditors

M/s Ramakrishnan & Co.
Cost Accountants, Coimbatore
(Firm No. 100285)

Bankers

Indian Overseas Bank
State Bank of India
Citi Bank N.A.
The Hongkong and Shanghai
Banking Corporation Ltd
HDFC Bank Ltd
ICICI Bank Ltd

Registered Office

R.K.G. Industrial Estate
Ganapathy, Coimbatore – 641 006. India
Phone : +91 422 4330330 Fax: +91 422 2332107
Email : karthikn@roots.co.in
Web : www.rootsmulticlean.com

Factories

Unit 1

Mettupalayam Post, Kovilpalayam
Kinathukadavu Taluk – 642 110

Unit 2

Kaniyalampalayam Village
Kinathukadavu Taluk – 642 120

Unit 3

Mettupalayam Post
Kinathukadavu Taluk – 642 110

Ezecclean & Yarn Division

Sanganoor, Ganapathy
Coimbatore – 641 006

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 – 641 028
Telephone: +91 0422-4958995, 2539835
Email: info@skdc-consultants.com
Web: www.skdc-consultants.com

Contents	Page No.
Notice	2
Directors' Report.....	14
Standalone Financial Statements	
Independent Auditors' Report.....	32
Balance Sheet.....	41
Statement of Profit & Loss.....	42
Cash Flow Statement.....	43
Consolidated Financial Statements	
Independent Auditors' Report.....	68
Balance Sheet.....	72
Statement of Profit & Loss.....	73
Cash Flow Statement.....	74

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

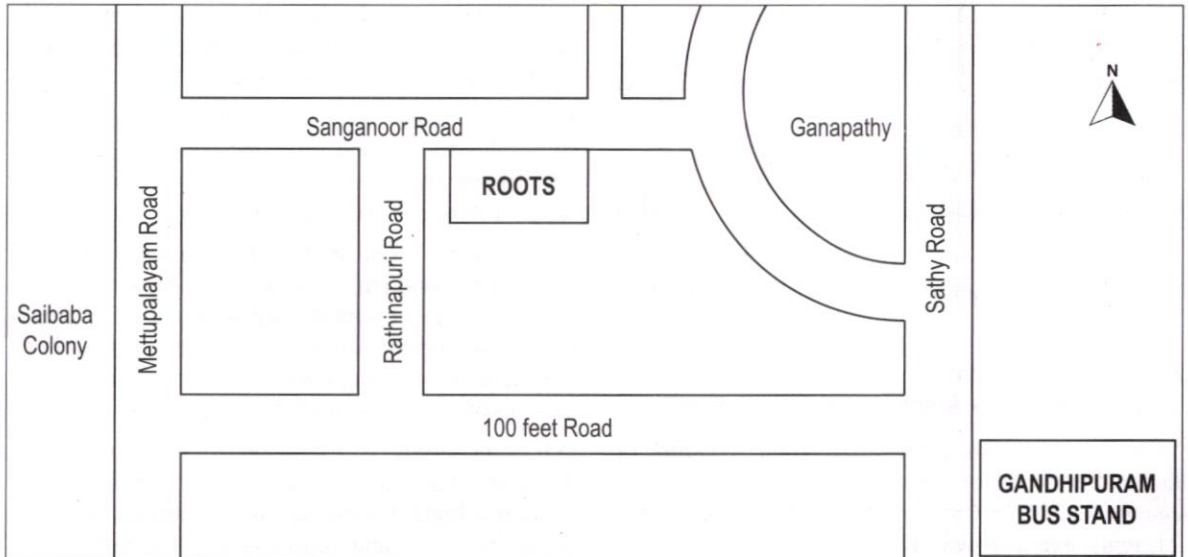
NOTES

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



DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Thirtieth Annual Report of the Company together with the Audited Statement of Accounts of the Company for the year ended 31st March 2022.

FINANCIAL RESULTS	(Rs. in Crore)	
	2021-22	2020-21
Revenue from Sale of Products		
Sales - Domestic	183.58	162.82
- Exports	68.28	49.61
Total Sales	251.86	212.43
Revenue from Sale of services	8.31	6.19
Other Operating Revenue	3.13	1.80
Other Income	1.06	0.66
Total Income	264.36	221.08
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	45.55	36.64
Less : Finance Costs	2.55	2.93
Depreciation	8.23	7.65
Profit Before Tax	34.77	26.06
Less : Provision for taxation	9.30	6.75
Provision for Deferred tax Asset / (Liability)	0.55	0.31
Profit After Tax	24.92	19.00
Balance brought forward	23.91	20.41
Profit Available for Appropriation	48.83	39.41
Less : Transferred to General Reserve	20.00	15.00
Dividend	0.60	0.50
Profit after Appropriation	28.23	23.91

Results of Operations, State of Company's Affairs and Future Outlook

Your Company has achieved a Total Revenue of Rs.264.36 Crore for the financial year 2021-22 as against Rs.221.08 Crore in the previous year 2020-21, registered a growth of 20%.

Export Turnover stands at Rs.68.28 Crore for the year 2021-22 as against Rs. 49.61 Crore in the previous year 2020-21, registering a growth of 38% in spite of global uncertainties prevalent in the First quarter of 2021-22.

Your Company has launched ten new products during the financial year under review and this is one of the highest number of new products launches in the recent past. Despite the disruptions and challenges that the Covid second wave brought in, the contribution of the new products launched in the preceding three years have accounted for more than 13% of the total sales revenue.

Profit before tax for the year ended 31st March 2022 is Rs.34.77 Crore as compared to Rs. 26.06 Crore in the corresponding previous year showing an increase of 33%. Profit after tax for the year under review stood at Rs.24.92 Crore as compared to Rs. 19.00 Crore in the corresponding previous year.

After the successful commencement of Unit 2 (Phase 1) operations including Logistics, Rotomold during the last year, your company is expecting Cost optimisation in the coming years.

Your Company is in the process of achieving digital breakthrough in comprehensive Performance Management System and also excellence through digitalisation with the launch of key initiatives like CRM for Exports, Enhanced Spare Parts Mobile Application and MIS Enhancements.

Your company has also established robust comprehensive traded products purchasing process intensifying the focus on quality and international supplier relationship management.

An excellent, dedicated and committed team of employees continue to drive the company's efforts on enhancing our market position and improving the operational performance. Your company continues to ensure zero accident which reflects a strong focus on employee's occupational safety and health.

India's economy is estimated to have grown by 9.0% in Financial Year 2020-2021 surpassing pre-pandemic level. Though we are seeing headwinds in global economy and supply chain challenges, your

company is optimistic about the demand environment in Financial Year 2022-23. Your company is working across the supply chain to mitigate the challenges and capturing every opportunity to tap the growth.

Reserves

A sum of Rs. 20.00 Crore from the current profits of the financial year 2021-22 has been transferred to General Reserve.

Details of dividend proposed and paid

Your Directors recommend a dividend of 30% (Rs.3/- per share) on the paid-up Equity Share capital of the Company for the year ended 31st March 2022.

The dividend payment is subject to approval of shareholders at the ensuing Annual General Meeting. The proposed equity Dividend is payable to those shareholders whose name appear in the Register of Members as on the Book Closure date. The Dividend has not been included as a liability in the Financial Statements. As per the Finance Act, 2020, members may note that the Dividend is taxable in the hand of shareholders. The Company is required to deduct tax at source from Dividend amount paid to Shareholders at the prescribed rates.

Change in Nature of Business

There was no change in the nature of the business during the year under review. The Company has increased its range of products in some of the segments.

Subsidiaries, Associates and

Joint Venture Companies

The Company has a Wholly Owned Subsidiary (WOS), Roots Multi Clean Inc., USA. During the year under review, the Board of Directors reviewed the affairs of the WOS. The Statement pursuant to Section 129(3) of the Companies Act, 2013 containing salient features of the financial statement of WOS company in the prescribed Form AOC-1 forms part of this Annual Report.

Consolidated Financial Statements

Your Directors have pleasure in attaching the Consolidated Financial Statements of the Company prepared in accordance with the provisions of Section

129 (3) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India in this regard. The audited consolidated financial statements together with Auditors' Report form part of this Annual Report.

Directors and Key Managerial Personnel

The Independent Directors hold office for a fixed term and are not liable to retire by rotation and are entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the Board and / or committees and profit related commission in terms of applicable provisions of the Companies Act as determined by the Board from time to time.

The Directors Dr. S. Chandrasekar (DIN 01773256) & Mr. Preben Lausten (DIN 06554783) are retiring by rotation and are eligible for re-appointment.

The Nomination and Remuneration Committee in its meeting held on 25.01.2022 recommended to the Board for the re-appointment of Dr. M.P. Vijayakumar, IAS (Retd.) (DIN 05103089) as an Independent Director of the Company.

Accordingly, the Board accepted the recommendation of the Nomination and Remuneration Committee in its meeting held on 25.01.2022 and recommends the re-appointment of 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 subject to the approval of the shareholders at the Annual General Meeting and he is not liable to retire by rotation.

The Nomination and Remuneration Committee in its meeting held on 25.01.2022 recommended to the Board for the appointment of Mr. J. Krishna Kumar (DIN 09419339) as an Additional Director of the Company and appoint him as Whole time-Director (Director-Marketing) of the company. Accordingly, the Board accepted the recommendation of the Nomination and Remuneration Committee in its meeting held on 25.01.2022 and recommends the

appointment of Mr. J. Krishna Kumar (DIN 09419339) as Whole time-Director (Director-Marketing) of the company. The Additional Director holds office upto the date of this Annual General Meeting.

As per the provisions of Sec 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Mr. J. Krishna Kumar (DIN: 09419339) has been appointed as Wholetime-Director (Director-Marketing) of the Company with effect from 25.01.2022 for a term of 3 years from 25.01.2022 to 24.01.2025, subject to the approval of the shareholders at this Annual General Meeting. He is not liable to retire by rotation

In line with Article No.6 of the Articles of Association, Mr. P.T. Kuppuswamy (DIN 00032309), Independent Director, retired from the Board, Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee, with effect from the end of the financial year 2021-2022.

Your Directors place on record their sincere appreciation for the invaluable services rendered by Mr. P.T. Kuppuswamy (DIN 00032309), during his tenure as an Independent Director of the Company.

Mr. C. Sivakumar (DIN:00844529), as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors has been appointed as an additional director of the company in the Board Meeting held on 08.08.2022 and he shall hold office upto the date of this Annual General Meeting.

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. He is not liable to retire by rotation.

Mr. G. Balasubramaniam (FCS No.9699) Company Secretary had resigned w.e.f. 25.05.2022 and the same has been accepted by the Company. Your Directors wish to place on record their

appreciation for the sincere services rendered by Mr. G. Balasubramaniam during his tenure as Company Secretary of the Company.

Share Capital

The paid-up capital of the Company as at 31.03.2022 stood at Rs.2.00 Crore. During the year under review, the Company has not made any fresh issue of shares.

Deposits

Your Company has not accepted any deposits and as such, no amount of principal or interest was outstanding as of the Balance sheet date.

Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual return as on 31st March 2022 is available on the Company's website. (<https://www.rootsmulticlean.com/investors/>)

Number of Board Meetings

The Board of Directors of the Company duly met four times during the Financial Year 2021-2022, ie., on 27.07.2021, 22.10.2021, 25.01.2022 and 22.03.2022.

Name of the Director	Number of Meetings	
	Held	Attended
Mr. K. Ramasamy	4	4
Mr. R. Varun Karthikeyan	4	4
Mr. P.T. Kuppuswamy	4	4
Dr. M.P. Vijayakumar, IAS (Retd.)	4	3
Mr. K. Ravi	4	4
Mrs. R.K. Umaadhevi	4	4
Dr. S. Chandrasekar	4	4
Mr. PrebenLausten	4	1
Mr. V.M. Rajashekar	4	3
Mr. Frank Ulbricht	4	2
Dr. O.A. Balasubramaniam	4	4
Mr. J. Krishnakumar*	2	2

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

Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- in the preparation of the annual accounts for the year ended March 31, 2022, the applicable accounting standards have been followed and there are no material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2022 and of the profit of the Company for the year ended 31.03.2022;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the accounts on a going concern basis;
- the Directors have laid down internal financial controls, which are adequate and are operating effectively.
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

Particulars of Loans, Guarantees and Investments under Section 186 of Companies Act, 2013

During the year under review, the Company has given loan / guarantee to its Wholly owned subsidiary, Roots Multiclean Inc., USA, within the ambit of Companies Act, 2013. The Company has not made investments in excess of the limit prescribed as per the provisions of the Companies Act, 2013.

Particulars of Contracts or Arrangements with Related Parties

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The policy on related

party transactions has been approved by the Board (Annexure 1).

Your Directors draw attention of the members to Note No.36 to the financial statement which sets out related party disclosures as per the Accounting Standards.

Independent Directors

During the year, a meeting of Independent Directors was held on 22.03.2022 to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. Dr. M.P. Vijayakumar, IAS (Retd.) (DIN 05103089), Chairman of the meeting presented the views of the Independent Directors on matters relating to Board processes and the overall affairs of the Company. All the Independent Directors were present at the Meeting.

The independent Directors have submitted their disclosures to the Board that they fulfil the requirements as stipulated in Sec 149(6) of the Companies Act, 2013, so as to qualify themselves to be appointed/continue as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

The Company has received necessary declaration from the Independent Directors under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of Independence laid down in Section 149 (6) of the Companies Act, 2013.

Audit Committee

The Audit Committee of the Company duly met four times during the Financial Year 2021-2022, ie., on 27.07.2021, 22.10.2021, 25.01.2022 and 22.03.2022.

Audit Committee Attendance for the
Financial Year 2021-22

Name of the Director	Number of Meetings	
	Held	Attended
Mr. P.T. Kuppuswamy	4	4
Dr. M.P. Vijayakumar	4	4
Mr. K. Ravi	4	4

All the recommendations made by the Audit Committee during the year were accepted by the Board of Directors.

With the retirement of Mr.P.T.Kuppuswamy (DIN 00032309) as Independent Director and the appointment of Mr.C.Sivakumar (DIN:00844529) as an Independent Director, the Board reconstituted the Audit Committee of the Board of Directors of the Company.

The Audit Committee was formed by the Board of Directors. The Board has authority to reconstitute the Committee from time to time. The Audit Committee members consist of:

1. Dr. M.P. Vijayakumar, IAS (Retd.)(DIN 05103089)
2. Mr. C. Sivakumar (DIN:00844529)
3. Mr. K. Ravi (DIN 01590268)

Nomination & Remuneration Committee

During the year under review the Nomination and Remuneration Committee had met on 22.10.2021 and 25.01.2022.

Nomination & Remuneration Committee
Attendance for the Financial Year 2021-22

Name of the Director	Number of Meetings	
	Held	Attended
Mr. P.T. Kuppuswamy	2	2
Dr. M.P. Vijayakumar	2	2
Dr. S. Chandrasekar	2	2

All the recommendations made by the Nomination and Remuneration Committee during the year were accepted by the Board of Directors. The policy formulated by Nomination and Remuneration Committee is attached to the Board's Report. (Annexure – 2)

With the retirement of Mr.P.T.Kuppuswamy (DIN 00032309) as Independent Director and the appointment of Mr. C. Sivakumar (DIN:00844529) as an Independent Director, the Board reconstituted the Nomination & Committee of the Board of Directors of the Company.

The Nomination and Remuneration Committee was formed by the Board of Directors. The Board has authority to reconstitute the Committee from time to

time. The Nomination and Remuneration Committee members consist of:

1. Dr. M.P. Vijayakumar, IAS (Retd.)(DIN 05103089)
2. Mr. C. Sivakumar (DIN:00844529)
3. Dr. S. Chandrasekar (DIN 01773256)

Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

During the year under review, the CSR Committee had met on 25.01.2022 and 22.03.2022.

During the year under review, the Company has contributed Rs.68.42 Lakhs for the financial year 2021-2022, towards Corporate Social Responsibility (CSR) projects. The CSR report for the year ended 31.03.2022 is attached to the Board's report (Annexure-3).

With the retirement of Mr.P.T.Kuppuswamy (DIN 00032309) as Independent Director and the appointment of Mr.C.Sivakumar (DIN:00844529) as an Independent Director, the Board reconstituted the CSR Committee of the Board of Directors of the Company.

The CSR Committee was formed by the Board of Directors. The Board has authority to reconstitute the Committee from time to time. The CSR Committee members consist of:

1. Mr. R Varun Karthikeyan (DIN 00585158)
2. Mr. C. Sivakumar (DIN:00844529)
3. Mr. K. Ravi (DIN 01590268)

The CSR policy has been uploaded in the Company's website:(<https://www.rootsmulticlean.com/investors/>)

Statutory Auditors

The Statutory Auditors M/s. Subramaniam Vasudev & Co., Chartered Accountants (Firm No : 004110S) appointed in the 27th Annual General Meeting retire at the conclusion of 32nd Annual General Meeting of the Company.

Comments on Auditor's Report

There are no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors of the Company.

Internal Auditor

In order to comply with the provisions of Section 138 of Companies Act 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, the Audit Committee in its meeting held on 22.03.2022 recommended for the re-appointment of M/s. Astral Business Consulting LLP, as the Internal Auditor of the Company. The Board of Directors in their meeting held on 22.03.2022, accepted the recommendation of the Audit Committee and consented to the re-appointment of M/s. Astral Business Consulting LLP, as the Internal Auditor of the Company for a further period of one year i.e., for the financial year ending 31st March 2023.

Cost Records

Cost records as specified by the Central Government under sub-section (i) of Section 148 of the Companies Act, 2013 is applicable to our Company and accordingly such accounts and records are maintained.

Cost Auditors

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions the Audit Committee in its meeting held on 22.03.2022 recommended for the re-appointment of M/s. Ramakrishnan & Co., Cost Accountants (Firm no. 100285) Coimbatore as Cost Auditors of the Company for the year ending 31st March 2023. The Board of Directors at their meeting held on 22.03.2022 accepted the recommendation of the Audit Committee and has consented to the re-appointment and remuneration of M/s. Ramakrishnan & Co., Cost Accountants as Cost Auditors of the Company to conduct audit of Cost Accounting Records maintained in accordance with Companies (Cost Records and Audit) Rules 2014 for the financial year ending March 31, 2023.

The remuneration payable to Cost Auditor of the company for the financial year 2022-2023 is subject to ratification by the shareholders at the ensuing Annual General Meeting.

Compliance with Secretarial Standards

The Company has in place proper systems to ensure compliance with the provisions of the applicable Secretarial Standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

Risk Management Policy

During the year, Your Company's rate of growth in sales volume has outgrown the industry growth rate, which was made possible through several measures implemented by the Management. The report about risk management has been submitted to the Board on periodical basis, including how risk are being monitored, managed, assured and the improvements that are being made.

Managing risks while strategizing is key in the successful outcome of these initiatives. The Risk Management process includes risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting.

The Company is also continuously developing and launching new and improved products to stay ahead of competition. In both the value and premium product segments, your Company has introduced models and variants, which promise customers, superior value and lower cost of ownership than competitors.

Your company has identified the following risks:

1. Business Risk
 - a. Market risk
 - b. Foreign Investment Risk
 - c. Competition Risk
 - d. Business Model Risk
2. Operational Risk
 - a. People Risk
 - b. Technology Risk
 - c. Process and Systems
 - d. Fixed Assets
3. Financial Risk
 - a. Credit Risk
 - b. Currency Risk
 - c. Liquidity Risk
 - d. Interest Rate risk

The Company reviews the Risk Management Matrix on monthly basis, to achieve the business objectives, effectively and efficiently.

Internal control systems and their adequacy

Process measures have been identified in association with respective process owners for the organizational process determined by the management and documented. Trend on these measures are being monitored and appropriate corrective actions are implemented in time to arrest the negative trend and improve the performance. Product, Process and System Audits are determined and documented to conduct internal audit as per audit plan and auditors are qualified to perform the task objectively. Monthly MIS on various parameters determined are submitted to the management at defined target days. The scope includes internal audit related to financial aspects as well.

In the opinion of the Board, appropriate internal control systems do exist commensurate to the size and nature of the Company.

Internal Financial Control

The Company has an established Internal Financial Control framework including internal controls over financial reporting, operating controls and anti-fraud framework. The framework is reviewed regularly by the management and tested by internal audit team and presented to the Audit Committee. Based on the periodical testing, the framework is strengthened, from time to time, to ensure adequacy and effectiveness of Internal Financial Controls.

Dematerialisation of Securities of the Company

The Ministry of Corporate Affairs (MCA), vide Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, notified on September 10, 2018, prohibiting the Unlisted Public Companies from effecting the transfer of its Securities held in physical form with effect from 2nd October, 2018. Accordingly, on or after 2nd October 2018, transfer of securities cannot be made by an unlisted public Company, held in physical form.

In view of that, the Company has made arrangements with Central Depository Services (India) Limited

(CDSL) and National Securities Depository Limited (NSDL) for dematerialisation of Company's Equity Shares. The International Security Identification Number (ISIN) allotted to the Equity Shares of the Company is INE01LF01013.

Vigil Mechanism

Provisions relating to Vigil Mechanism is applicable to the Company as per the provisions of the Companies Act, 2013 from the Financial Year 2022-23 and Company has already formulated Vigil Mechanism for Employees including Directors of the Company to report genuine concerns.

Details in respect of frauds reported by Auditors under Section 143(12) of the Companies Act, 2013 other than those which are reportable to the Central Government

There were no instances of frauds identified or reported by the Statutory Auditors during the course of their audit pursuant to Section 143(12) of the Companies Act, 2013.

Particulars of Employees as per [Rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel Rules), 2014]

During the year under review, there were no employees drawing remuneration in excess of limit specified under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Material Changes

No material changes and commitment affecting the financial position of the Company occurred between the end of the financial year as on 31st March 2022 and the date of this Report.

Significant and material orders passed by the Regulators or Courts or Tribunals

There are no significant and material orders passed by the Regulators or Courts or Tribunals, which would impact the going concern status of the Company and its future operations.

Details of difference between amount of valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof

Not Applicable

Details of application made or any proceeding pending under the insolvency and bankruptcy code, 2016 during the year along with their status as at the end of the financial year

Not Applicable

HR Development and Industrial Relation

Your Company's biggest asset is its highly skilled and dedicated employees at all levels and it is proud of the excellent relationship with its employees. People are most valuable asset and your Company places the engagement, development and retention of talent as its highest priority, to enable the achievement of organisation's vision.

Credit Rating

The Rating Committee of ICRA Limited, has retained the rating for the long term banking facilities as [ICRA] A Stable (pronounced ICRA A) and the short term banking facilities rating as [ICRA] A1 (pronounced ICRA A one) for your Company.

Transfer of unclaimed / unpaid amounts and shares to the Investor Education and Protection Fund

In terms of Section 124(5) of the Companies Act, 2013 ('the Act') read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund, a fund established under sub-section (1) of section 125 of the Act.

In light of the aforesaid provisions, the Company has during the year transferred the unclaimed dividend of Rs.46,500/- to Investor Education and Protection Fund which were declared during the Financial Year 2013-2014.

In terms of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, if the shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the demat account of Investor Education and Protection Fund Authority within a period of thirty days of such shares becoming due for transfer. Upon transfer of such shares, all benefits, if any, accruing on such shares shall also be credited to such demat account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

In light of the aforesaid provisions, the Company has during the year transferred 100 equity shares to the demat account of Investor Education and Protection Fund Authority (IEPF Authority).

The members who have a claim on above dividends may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in.

The following table gives the information relating to various outstanding dividends and the dates by which they can be claimed by the shareholders from the Company's Registrar and Share Transfer Agent:

Details of Unclaimed Dividend as on 31st March, 2022 and due dates for transfer

S. No	Financial Year	Date of Declaration of Dividend	Unclaimed Amount (in Rs)	Due Date for transfer to IEPF Account
1	2014-15	28.09.2015	52,500	4.11.2022
2	2015-16	29.06.2016	52,250	5.11.2023
3	2016-17	27.09.2017	56,250	3.11.2024
4	2017-18	27.09.2018	59,750	3.11.2025
5	2018-19	26.09.2019	41,250	2.11.2026
6	2019-20	29.09.2020	37,503	5.11.2027
7	2020-21	28.09.2021	55,650	4.11.2028

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a policy on sexual harassment of women at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Company has complied with provisions relating to the constitution of internal complaints committee. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

a. Number of complaints filed during the financial year	NIL
b. Number of complaints disposed of during the financial year	NIL
c. Number of complaints pending at end of the financial year	NIL

Conservation of Energy, Research and Development, Technology Absorption, Foreign Exchange Earnings and Outgo

a. Conservation of Energy:

New ROTOMOLDING machine purchased with LPG fired furnace instead of traditional oil fired furnace as part of efforts to use Green Fuels and conserve environment. To reduce the flue gas emission and the environment safety, rotomolding machine is converted to LPG burner instead of diesel fired burner. The installation process has been completed.

b. New Products, Research & Development, Technology absorption, adaptation and Innovation:

During the financial year, your company has managed to launch successfully Ten new products. This is one of the highest number of new

products launched in a year in recent times. The variant of new products RB120 in the Sweeper range, RB850 in Scrubber range and IVC 100HD & IVC Oil 200 in the Industrial Cleaner range of products have been launched successfully. One of the flagship products, the WIZZARD has been completely redesigned and launched in the European and American market.

To meet the ever increasing customer expectations and regulatory requirements, R & D team of your Company is taking customer expectation and regulatory requirements as a part of design input and makes every effort to embed the appropriate technologies to give best reliability in the products, electronic controls & user friendly systems, contemporary styling that will satisfy the customer, compete in the market effectively and make the products comply with the regulatory requirements.

c. Foreign Exchange Earnings/ Outgo:

Earnings and Outflow	(Rs.in Lakhs)	
	2021-2022	2020-2021
Earnings (FOB Value of Exports)	6,859.97	4,965.49
Outflow	4,125.22	2,728.56

Acknowledgement

Your Directors wish to thank its customers, vendors, bankers, Government authorities, associates, shareholders and employees for their continued support for the growth of the Company.

For and on behalf of the Board

K. Ramasamy

Executive Chairman

(DIN 00034360)

Coimbatore

08.08.2022

Annexure 1**RELATED PARTY TRANSACTIONS**

All transactions entered by the Company with Related Parties were in the ordinary course of business and at arm's length pricing basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and the Board of Directors.

POLICY ON RELATED PARTY TRANSACTIONS

The broad Policy covering various aspects of review, approval mechanism and implementation is described below:

I) APPROVING AUTHORITY:**A. BY THE AUDIT COMMITTEE:**

Under the Companies Act, 2013:

Any transaction or any subsequent modification of transactions of the Company with related parties shall require the approval of the Audit Committee at a Meeting of the Audit Committee or by circulation.

B. BY THE BOARD OF DIRECTORS:

Under the Companies Act, 2013:

All "Related Party Transactions which are not in ordinary course of business or not at an arm's length" shall require the prior approval of the Board of Directors at a Meeting of the Board and cannot be passed by circulation.

C. BY THE SHAREHOLDERS:

Under the Companies Act, 2013:

All "Related Party Transactions which are not in ordinary course of business or not at an arm's length" and exceeding the prescribed criteria under Section 188 of the Companies Act, 2013 shall require prior approval of the Shareholder's by means of a special resolution passed at a General Meeting or through postal ballot.

For and on behalf of the Board

K. Ramasamy

Executive Chairman

(DIN 00034360)

Coimbatore

08.08.2022

Annexure 2

NOMINATION & REMUNERATION COMMITTEE

The Company's policy on Director's, Key Managerial Personnel, other employees appointment and remuneration including criteria for determining Qualification, Attributes, Independence etc., is as below:

This policy has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors:

Objective and purpose of the policy

1. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors.
2. The policy also addresses the following items:
 - Committee member qualifications;
 - Committee member appointment and removal;
 - Committee structure and operations; and
 - Committee reporting to the Board.
3. To formulate the criteria for evaluation of performance of all the Directors on the Board;
4. To devise a policy on Board diversity; and
5. To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

Applicability

The Policy is applicable to:

- Directors (Executive and Non-Executive)
- Key Managerial Personnel

Definitions

- 'Board' means Board of Directors of the Company.
- 'Directors' means Directors of the Company.
- 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- 'Company' means Roots Multiclean Ltd.

- 'Independent Director' means a Director referred to in Section 149(6) of the Companies Act, 2013 and its rules.

- Key Managerial Personnel (KMP): Defined under the Companies Act, 2013.

- Part - A covers the matters to be dealt with and recommended by the Committee to the Board;
- Part - B covers the appointment and nomination; and
- Part - C covers remuneration and perquisites etc.

Part - A covers the matters to be dealt with and recommended by the Committee to the Board;

- (a) Size and composition of the Board:

Reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole;

- (b) Directors/KMP:

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director/KMP, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;

- (c) Succession plans:

Establishing and reviewing Board and senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board.

- (d) Evaluation of performance:

Make recommendations to the Board on appropriate performance criteria for the Directors/KMP.

Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company. Identify ongoing training and education programs for the Board

to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

(e) **Board diversity:**

The Committee is to assist the Board in ensuring Board nomination process with the diversity of thought, experience, knowledge and perspective in the Board, in accordance with the Board Diversity policy.

Part – B covers the appointment and nomination:

General Appointment Criteria:

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director/KMP and accordingly recommend to the Board his / her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director shall not be disqualified under the Companies Act, 2013. The Director/ Independent Director shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013.

Term / Tenure:

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time.

Retirement:

The Whole Time Directors, shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company and the Articles of Association of the Company. The Board will have the discretion to retain the Whole-time Directors, in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act or any other reasonable ground, the Committee may recommend to the Board for removal of a Director/KMP.

Part – C covers remuneration and perquisites etc.

General:

The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommend to the Board for approval.

The remuneration to be paid to the Whole time Directors shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.

Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Whole time Directors.

For and on behalf of the Board

K. Ramasamy

Executive Chairman
(DIN 00034360)

Coimbatore
08.08.2022

Annexure – 3

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline on the CSR Policy:

CSR POLICY

We at Roots are committed to undertake Corporate Social Responsibility activities in integration with our Culture, Values, Ethics, Tradition and Spirituality with augmented Commitment to contribute for the social well being.

Our focus shall be on the Environment combined with Cleanliness, Health & Hygiene and Education covering financial assistance to education at all levels, particularly in the rural areas including the provisions of infrastructures & amenities for promoting education among the youth of the nation, besides catering to the welfare benefit of senior citizens and also eradicating hunger.

Environment Includes:

- Protection of Environment, Flora & Fauna
- Prevention of pollution
- Creating awareness on the Environmental protection
- Personal Health and Hygiene awareness and promotion
- Social Health and Hygiene awareness and promotion
- Cleanliness in Public places
- Conservation of natural resources and maintaining quality of soil, air and water

Education includes:

- Education to all
- Providing the basic amenities to the Rural schools
- Sponsoring the poor, needy & brilliant students for their education

Health care includes:

- Promoting Health Care.
- Promoting Preventive Health Care
- Sanitation

Welfare benefit to Senior Citizens:

- setting up of old age homes, day care centres and such other facilities for senior citizens

Eradicating hunger:

- Eradicating hunger, poverty and malnutrition

The above CSR activities will be carried out through employee and employer involvement and contributions. The Management shall contribute in terms of financial support and the employees by way of services.

The field of CSR shall be flexible based on the needs of our society.

2. Composition of the CSR Committee as on 31.03.2022:

S. No.	Name of Director	Designation	Number of meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
1	Mr R.Varun Karthikeyan	Vice Chairman & Managing Director	2	2
2	Mr P.T.Kuppuswamy	Director	2	2
3	Mr K.Ravi	Director	2	2

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board is disclosed on the website of the company:

www.rootsmulticlean.com/investors/

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

a) The Company has spent in excess of the mandatory requirement under the Companies Act, 2013 to the extent of Rs.0.21 Lakhs during the Financial Year 2020-21 and the same is not proposed to set off during the Financial Year 2021-22.

b) Amount required for set off for the Financial Year 2021-22 - NIL

6. Average Net Profit of the Company as per Section 135 (5):

Average net profit of the Company for last three financial years is Rs.3231.56 Lakhs.

7. a) Two percent of average net profit of the company as per section 135(5) - Rs.64.63 Lakhs

b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years - NIL

c) Amount required to be set off for the financial year, if any - NIL

d) Total CSR obligation for the financial year (7a+ 7b-7c). - Rs.64.63 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial year (in Rs.Lakhs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
68.42 Lakhs	NIL				

(b) Details of CSR amount spent against ongoing projects for the financial year:

1	2	3	4	5		6	7	8	9	10	11	
S.No	Name of the Project	Item from the list of activities In Schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Project Duration	Amount allocated for the project (in Rs.)	Amount Spent in the Current Financial Year (in Rs.)	Amount Transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation Direct (Yes/No)	Mode of implementation -Through Implementing Agency	
				State	District						Name	CSR Registration number
NIL												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4	5	6	7	8	
S. No.	Name of the Project	Item from the list of activities In Schedule VII to the Act	Local area (Yes/ No)	Location of the project	Amount spent for the Project (in Rs. Lakhs)	Mode of Implementation Direct (Yes/No)	Mode of implementation -Through Implementing Agency	
				District, State			Name	CSR Registration number
1	Mission Covid-19	Health Care	Yes	Coimbatore, Tamil Nadu	1.37	Yes	Direct	
2	Prevention of Pollution	Protection of Environment	Yes	Coimbatore, Tamil Nadu	23.80	Yes	Direct	
3	Construction of Rural Hospital	Promoting Health Care	Yes	Coimbatore, Tamil Nadu	4.35	No	Thavathiru Santhalinga Adigalar Sathvidhya Sanmarga Sanga Arakkattalai	CSR00033043
4	Promoting Holistic Health	Promoting Health Care	Yes	Coimbatore Tamil Nadu	6.40	No	Swarga Foundation	CSR0014296
5	Special Children Health Care	Promoting Health Care	Yes	Coimbatore Tamil Nadu	15.00	No	Attitude Charitable Trust	CSR00020678
6	Facilities to Tribal Hospital	Promoting Health Care	Yes	Palghat, Kerala	10.00	No	Swami Vivekananda Medical Mission	CSR00002488
7	Infrastructure to Rural Hospital	Promoting Health Care	Yes	Coimbatore Tamil Nadu	7.50	No	Islamic Educational Trust	CSR00021504
		TOTAL			68.42			

- (d) Amount spent in Administrative Overheads : NIL
- (e) Amount spent on Impact Assessment, if applicable : NIL
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e) : Rs. 68.42 Lakhs
- (g) Excess amount for set off, if any : NIL

Sl.No.	Particular	Amount (Rs in Lakhs.)
(i)	Two percent of average net profit of the company as per section 135(5)	64.63
(ii)	Total amount spent for the Financial Year 2021-22	68.42
(iii)	Excess amount spent for the financial year 2021-22 [(ii)-(i)]	3.79
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	3.79
(vi)	Total Amount available for set-off in succeeding financial years including amount available for set-off from preceding financial year 2020-2021	4.00

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of Transfer	
Nil							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in Which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed / Ongoing
Nil								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: NIL
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable
12. CSR Spent through Related Party – Nil
13. It is confirmed that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

Coimbatore
08.08.2022

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

C. Sivakumar
Chairman – CSR Committee
(DIN 00844529)

STANDALONE FINANCIAL STATEMENTS

Subramaniam Vasudev and Co.,
Chartered AccountantsSAUBHAGYA, 168, Second Agraharam
Salem - 636 00111, Second Street, Dr. Tirumurthi Nagar
Nungambakkam, Chennai – 600 034**INDEPENDENT AUDITOR'S REPORT****To the Members of Roots Multiclean Ltd.,****Report on the Audit of the
Standalone Financial Statements****Opinion**

We have audited the standalone financial statements of Roots Multiclean Ltd., ("the Company"), which comprise the Balance Sheet as at 31st March 2022, and the Statement of Profit and Loss, and Statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in

accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibility of Management for Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of

Standalone Financial Statements

accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure-A" a statement on the matters

specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (a) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (b) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (c) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (d) On the basis of written representations received from the Directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Sec.164(2) of the Act.

Standalone Financial Statements

- (e) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure -B".
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements ;
 - b. The Company did not have any material foreseeable losses in long-term contracts including derivative contracts.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Subramaniam Vasudev and Co.,**
Chartered Accountants
Firm No: 004110S

(S. Subramaniam)

Partner

Place: Salem

Date: 10.08.2022

Membership No. 013174
(UDIN 22013174APFUWH3827)

ANNEXURE -'A' TO THE INDEPENDENT AUDITOR'S REPORT

Annexure- "A" referred to in our report of even date to the members of Roots Multiclean Ltd., on the Financial statements for the year ended 31st March 2022.

- i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment were physically verified by the management during the year, in accordance with an Annual Plan of the verification, which in our opinion is reasonable having regard to the size of the Company and the nature of the Property, Plant and Equipment. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The Title Deeds of the all immovable properties owned by the Company are held in the name of the Company.
- (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any Benami property under the Benami transactions (Prohibition), Act 1988 (as amended in 2016) and ruled made there under.
- ii) a) The Inventories have been physically verified by the Management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and book records which were not material, have been properly dealt with in the books of accounts.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are generally in agreement with the unaudited books of account of the Company of the respective quarters and difference, if any is on account of explainable items and not material in nature.
- iii) According to the information and explanations given to us and on the basis of our examinations of the records of the company, the Company has not provided any guarantee or security or granted any secured loan or secured or unsecured advances in the nature of loans, to company, firms, limited liability partnership or any other parties during the year except to its WOS, Roots Multiclean Inc, USA.
- a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the balance outstanding at the Balance Sheet date with respect to such loans or advances and guarantees to its Wholly Owned Subsidiary (WOS) – M/s. Roots Multiclean Inc., USA is as follows:

Name of the Company	Balance outstanding as at Balance Sheet date
Roots Multiclean INC USA (Wholly Owned Subsidiary company)	Rs. 3.81 crs – Unsecured Loans (inclusive of interest accrued)
	Guarantee provided during the FY 2021-22 – Rs.3.75 Crores Aggregate amount of Guarantee provided on 31.03.2022 - Rs. 22.50 crs

Standalone Financial Statements

- b) The investments made, guarantees provided, security given and terms and conditions of grant of all loans and advances in the nature of the loan and guarantees provided to Roots Multiclean Inc., USA (WOS) are not prejudicial to the interest of the company.
- (c) According to information and explanation given to us and based on audit procedures conducted by us, the loans and advances in the nature of loans given to the wholly owned subsidiary are not due for repayment and the interest is payable cumulative at the time of repayment of loans.
- (d) According to information and explanation given to us and based on audit procedures conducted by us in our opinion there are no overdue amounts of principal / interest as per the terms of loan agreement.
- (e) According to the information and explanations given to us and on the basis of the examination of the records of the company, there is no loan or advance in the nature loan granted falling due during the year which has been renewed or extended or fresh loan granted to settle the overdues of the existing loan given to same parties.
- (f) According to the information and explanations given to us and on the basis of the examination of the records of the company, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, guarantees and security to its directors, covered under Section 185 of the Companies Act, 2013. Section 186 of the Companies Act, 2013 is not applicable to company for the year.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules made there under are not applicable.
- (vi) The maintenance of the Cost records has been specified by the Central Government under sub section (i) of Section 148 of the Act, in respect of the products manufactured by the Company. We have broadly reviewed the Cost records and are of the opinion that prima facie, the prescribed the Cost records have been made and maintained. We have however, not made a detailed examination of the Cost records with a view determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us and on the basis of our examination of the books of the accounts and records, the Company is regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income tax and other Statutory Dues applicable to it during the year with appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts payable in respect of the Statutory dues outstanding as at 31st March, 2022 for a period of more than 6 months from the date they became payable.
- a. Details of dues of Customs duty and Income Tax which have not been deposited as on 31st March, 2022 on account of disputes are as follows:

Particulars	Financial year to which the matter relates	Forum where Dispute is pending	Amount Rs.
Income Tax	2004-05, 2009-10	CIT Appeal	Rs.5,43,843/-
Goods and Service Tax	2017-2018	ST. Depat. – Gujrat	Rs.5,32,800/-

Standalone Financial Statements

In our opinion and according to the information and explanations given to us there are no dues of Income Tax, Duty of Customs and Goods and Service Tax which have not been deposited on account of any dispute.

viii) According to the information and explanations given to us the Company has not surrendered or disclosed any transactions, previously unrecorded in the books of account, in the Tax Assessments under the Income Tax Act 1961, as income during the year. Accordingly, reporting under clause 3(viii) of the Order does not arise.

ix) (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year. Accordingly, reporting under clause 3 (ix) (a) of the Order does not arise.

(b) According to the information and explanations given to us, the Company has not declared wilful defaulter by any Bank or Financial institutions or Government or Government Authority. Accordingly, reporting under clause 3 (ix) (b) of the Order does not arise.

(c) In our opinion and according to information and explanations given to us, the term loans were applied for the purpose for which loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the Standalone Financial Statements of the Company, the Company has not utilised the funds raised on short term basis for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the Standalone Financial Statements of the Company, the Company

has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate company. Accordingly, reporting under clause 3 (ix) (e) of the Order does not arise.

(f) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the company, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or associate companies. Accordingly, reporting under clause 3(ix)(f) of the order does not arise.

x) (a) According to the information and explanations given to us, the Company has neither raised during the year any money by the way of initial public offer or further public offer (including debt instruments). Accordingly reporting under clause 3 (x) (a) of the Order does not arise.

(b) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of Shares or Convertible Debentures during the year. Accordingly, reporting under clause 3 (x) (b) of the order does not arise.

xi) (a) To the best of our knowledge and belief and according to information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section 12 of section 143 of the Company's Act, 2013 has been filed by the Auditor in form ADP-4 as prescribed under rule 13 of the Company (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there have been no whistle blower complaints received by the Company during the year.

Standalone Financial Statements

- xii) In our opinion and according to information and explanations given to us, the Company is not a Nidhi company as per provisions of the Company's Act, 2013. Accordingly, reporting under clause 3 (xii)(a), (b) and (c) of the Order does not arise.
- xiii) According to information and explanations given to us and based on our examination of the records of the Company, all transactions with related parties are in compliance with Sections 177 and 188 of the Company's Act, 2013. The details of such transactions have been disclosed in the financial statements etc. as required by the applicable Accounting Standards.
- xiv)(a) In our opinion and based on our examination, the Company has adequate Internal Audit System commensurate with the size and nature of its business.
- (b) We have considered the Internal Audit Reports of the Company issued during the year 1st April 2021 to 31st March 2022.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not entered into non-cash transactions with Directors or persons connected with its Directors and hence provisions of Section 192 of the Company's Act, 2013 are not applicable to the Company. Accordingly, reporting under clause 3 (xv) of the Order does not arise.
- xvi)(a) In our opinion the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Hence reporting under clause 3 (xvi) (a) (b) and (c) of the Order not applicable.
- (b) In our opinion there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3 (xvi) (d) of the order is not applicable.
- xvii) The Company has not incurred cash loss during the current year covered by the audit and in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, reporting under clause 3 (xviii) of the Order does not arise.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities and other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when the fall dues.
- xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub Section (v) of Section 135 of the Act pursuant to any project. Accordingly, clause 3 (xx) (a) and (b) of the Order are not applicable.

For **Subramaniam Vasudev and Co.,**
Chartered Accountants
Firm No: 0041105
(S. Subramaniam)

Place: Salem
Date: 10.08.2022
Membership No. 013174
(UDIN 22013174APFUWH3827)

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ROOTS MULTICLEAN LTD.,**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Roots Multiclean Ltd., ("the Company") as of March 31, 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal

Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2)

provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree

of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, internal financial controls with reference to financial statements over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Subramaniam Vasudev and Co.,**
Chartered Accountants
Firm No: 0041105
(S. Subramaniam)

Place: Salem
Date: 10.08.2022
Membership No. 013174
(UDIN 22013174APFUWH3827)

BALANCE SHEET AS AT 31st MARCH, 2022

(Rs. in Lakhs)

Particulars	Note	31.03.2022	31.03.2021
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	200.00	200.00
Reserves and Surplus	2	19,845.58	17,413.76
		<u>20,045.58</u>	<u>17,613.76</u>
Non-Current Liabilities			
Long-term borrowings	3	916.82	1,599.14
Deferred tax liabilities (Net)	4	355.27	299.78
		<u>1,272.09</u>	<u>1,898.92</u>
Current Liabilities			
Short-term borrowings	5	2,184.37	2,655.45
Trade payables	6		
(a) Outstanding dues of Micro and Small Enterprises		1,013.77	549.77
(b) Outstanding dues of Creditors other than Micro and Small Enterprises		2,689.11	2,039.94
Other current liabilities	7	1,352.73	1,209.65
Short-term provisions	8	2,107.30	2,225.87
		<u>9,347.28</u>	<u>8,680.68</u>
TOTAL		<u>30,664.95</u>	<u>28,193.36</u>
ASSETS			
Non-Current Assets			
Property, plant and equipment and Intangible Assets	9		
(i) Property, plant and equipment	9A	10,017.32	9,586.98
(ii) Intangible Assets	9B	176.82	224.15
(iii) Capital work-in-progress	9C	617.01	579.39
Non-current investments	10	1,862.36	1,485.41
Long term loans and advances	11	398.98	388.51
Other Non-Current Assets	12	22.28	41.18
		<u>13,094.77</u>	<u>12,305.62</u>
Current Assets			
Inventories	13	7,662.99	5,268.87
Trade receivables	14	6,863.87	8,508.54
Cash and Cash Equivalents	15	1,265.75	774.00
Short-term loans and advances	16	1,720.55	1,302.63
Other current assets	17	57.02	33.70
		<u>17,570.18</u>	<u>15,887.74</u>
TOTAL		<u>30,664.95</u>	<u>28,193.36</u>

Significant Accounting Policies and Notes on Financial Statements 1 to 40

As per our report of even date
For Subramaniam Vasudev and Co.,
Chartered Accountants
Firm No.0041105

S.Subramaniam
Partner
Membership No. 013174
Salem
10.08.2022

K.Ravi
Director
(DIN 01590268)
Coimbatore
08.08.2022

K.Ramasamy
Executive Chairman
(DIN 00034360)

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

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2022

(Rs. in Lakhs)

Particulars	Note	31.03.2022	31.03.2021
INCOME			
Revenue from operations	18	26,330.65	22,042.39
Other Income	19	105.62	65.83
Total Income		26,436.27	22,108.22
EXPENDITURE			
Cost of Materials Consumed	20	9,356.76	6,910.81
Purchase of Stock-in-Trade		2,954.97	2,101.11
Changes in Inventories of Finished goods, Work in Progress and Stock-in-Trade	21	(334.44)	678.43
Employee Benefits Expense	22	4,891.15	4,664.33
Other expenses	23	5,012.49	4,089.58
Total Expenses		21,880.93	18,444.26
Earnings before interest, tax, depreciation and amortisation (EBITDA)		4,555.34	3,663.96
Depreciation and Amortisation Expense	24	822.70	764.53
Finance costs	25	255.33	293.34
Profit before Tax		3,477.31	2,606.09
Tax expenses			
Current tax		930.00	675.00
Deferred tax	4	55.49	31.11
Profit for the year		2,491.82	1,899.98
Earning per equity share (Face Value of Share Rs.10/- each)			
Basic and Diluted in Rs.	26	124.59	95.00

Significant Accounting Policies and Notes on Financial Statements 1 to 40

 As per our report of even date
 For Subramaniam Vasudev and Co.,
 Chartered Accountants
 Firm No.004110S

S.Subramaniam
 Partner
 Membership No. 013174
 Salem
 10.08.2022

K.Ravi
 Director
 (DIN 01590268)
 Coimbatore
 08.08.2022

K.Ramasamy
 Executive Chairman
 (DIN 00034360)

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

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2022

(Rs. in Lakhs)

Particulars	2021-22	2020-21
Net Profit before Tax and Extra ordinary items	3,477.31	2,606.09
Adjustments for		
Depreciation	822.70	764.53
Finance Costs	255.33	293.34
Interest received on Fixed Deposits	(36.68)	(25.61)
Interest Income from Roots Multiclean Inc., USA (WOS)	(29.10)	(28.64)
Dividend Income	(1.73)	(1.73)
(Profit) / Loss on Sale of Assets	(14.86)	5.40
Agricultural Income (Net)	3.00	8.95
	4,475.97	3,622.33
Add : Adjustment for		
Increase / (Decrease) in Trade Payables	1,113.17	613.42
Increase / (Decrease) in Short Term Provisions	(118.57)	732.16
Increase / (Decrease) in Other Current Liabilities	143.08	304.01
(Increase) / Decrease in Inventories	(2,394.12)	942.28
(Increase) / Decrease in Other Current Assets	(23.31)	160.78
(Increase) / Decrease in Receivables	1,644.67	(1,998.64)
(Increase) / Decrease in Short-Term Loans and Advances	(375.28)	(97.52)
Cash generated from operations	4,465.61	4,278.82
Income Tax	(930.00)	(675.00)
I. Net Cash from operating activities (A)	3,535.61	3,603.82
II. Cash flow from (used in) Investing activities		
Capital expenditure including capital advance	(1,255.87)	(1,673.77)
(Increase) / Decrease in Long Term Advance - Deposit	10.47	64.34
Proceeds from Sale of assets	25.37	25.04
Interest received on Fixed Deposits	36.68	25.61
Investment in Roots Multiclean Inc., USA (WOS)	(376.95)	(369.75)
Interest accrued on Loan – Roots Multiclean Inc., USA (WOS)	(42.66)	(73.34)
Interest from Roots Multiclean Inc., USA (WOS)	29.10	28.64
Dividend Income	1.73	1.73
Agricultural Income (Net)	(3.00)	(8.95)
(B)	(1,575.13)	(1,980.45)
III. Cash flow from financing activities:		
Increase / (Decrease) in Current and Non- Current Borrowings	(1,153.40)	(716.26)
Finance Costs	(255.33)	(293.34)
Equity Dividend Paid	(60.00)	(50.00)
Net Cash Generated from financing activities (C)	(1,468.73)	(1,059.60)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	491.75	563.77
Cash and Cash equivalents at the beginning of the period	774.00	210.23
Cash and Cash equivalents at the end of the period	1,265.75	774.00

As per our report of even date
 For Subramaniam Vasudev and Co.,
 Chartered Accountants
 Firm No.0041105

S.Subramaniam
 Partner
 Membership No. 013174
 Salem
 10.08.2022

K.Ravi
 Director
 (DIN 01590268)
 Coimbatore
 08.08.2022

K.Ramasamy
 Executive Chairman
 (DIN 00034360)

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

SIGNIFICANT ACCOUNTING POLICIES

- a. **Property, Plant and Equipment & Intangible Assets**
Property, Plant and Equipment & Intangible Assets have been stated at cost net of accumulated depreciation and interest on Long Term Borrowings upto the date of commissioning has been Capitalised.
- b. **Valuation of Inventories**
 - i. Raw Materials and Bought out components have been valued at cost or at net realisable value whichever is lower.
 - ii. In house fabricated components and work in progress have been valued at Raw Material Cost and in house activity cost / outside job order charges wherever applicable.
 - iii. Finished Goods are valued at lower of cost or net realisable value.
 - iv. Cost of inventories is generally calculated on yearly moving weighted average basis.
- c. **Depreciation**
Tangible Assets other than land are depreciated on a pro rata basis based on the straight line method over the estimated useful lives of the assets considering the guide lines of part C of Schedule II of the Companies Act, 2013. Based on technical evaluation and assessment of useful lives the estimated useful life of following assets are considered less compared to the life prescribed under part C of the Schedule II of the Companies Act, 2013 and depreciated accordingly.
Leased equipments - over a period of 3 years
Storage Racks - over a period of 10 years
Tools & Dies - over a period of 6 years
Following Intangible Assets have been amortised on straight line basis over their estimated useful lives as follows:
Technical knowhow - over a period of 5 years : Computer Software - over a period of 6 years.
- d. **Revenue Recognition**
 - i) Revenue has been accounted on accrual basis.
 - ii) Export Incentive under various schemes are recognised as income on certainty of realisation.
 - iii) Dividend is recognised in Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the company and the amount of the dividend can be measured reliably.
- e. **Investment**
Investment has been shown at cost.
- f. **R & D Expenses**
Revenue Expenditure on R & D is charged to profits for the year in which it is incurred.
- g. **Foreign Currency Transaction**
Transaction on account of import of raw materials, components and boughtout products are accounted based on the actual liability incurred if the transactions are settled within the accounting year. Such transactions not settled during the accounting year are accounted on rates prevailing on close of the accounting year. Export sales realisations are accounted at actuals and those not realised within the accounting year are stated at rates prevailing on close of the accounting year. Monetary items denominated in foreign currencies at the year end are restated at year end rates.
- h. **Employee benefits**
 - a) **Short Term:** Short term employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.
 - b) **Post Retirement:** Post Retirement Benefits comprise of Provident Fund, Superannuation Fund and Gratuity which are accounted for as follows:
 - i) Provident Fund (Government PF): This is a defined contribution plan, and contributions made to the fund are charged to revenue. The Company has no further obligations for future Provident Fund benefits other than monthly contributions.
 - ii) Superannuation Fund: This is a defined contribution plan. The Company contributes a sum equivalent to defined contribution plan to eligible employee's salary towards superannuation fund administered by the Trustees and managed by Life Insurance Corporation of India (LIC). The Company has no further obligations for future superannuation benefits other than its annual contributions and recognises such contributions as expense in the year incurred.
 - iii) Gratuity: Gratuity is provided on discounted basis by the projected unit credit method on the basis of Actuarial Valuation, in conformity with the AS15. Gratuity is administered through Group Gratuity scheme with LIC.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
1. SHARE CAPITAL		
Authorised Share Capital (20,00,000 Equity Shares of Rs.10/- each)	200.00	200.00
Issued, Subscribed & Fully Paid up Capital		
20,00,000 Equity Shares of Rs.10/- each fully paid up	200.00	200.00
1.1 Reconciliation of the Number of shares	Nos.	Nos.
Equity shares at the beginning of the year outstanding	20,00,000	20,00,000
Add : Issued during the Year	-	-
	20,00,000	20,00,000
Less : Buy back during the year	-	-
Equity Shares at the end of the year	20,00,000	20,00,000

1.2 The Company has only one class of equity shares having a face value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share.

1.3 There are no bonus shares issued / shares bought back during the year 2021-22.

1.4 There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment as on 31st March 2022.

1.5 a. Details of shareholders holding more than 5% shares

S.No.	Name of the Shareholder	2021-22		2020-21		% Change during the year
		% of holding	No. of shares	% of holding	No. of shares	
1	M/s Hako, GMBH	26.00	5,20,000	26.00	5,20,000	-
2	M/s Roots Industries India Ltd	18.00	3,60,000	18.00	3,60,000	-
3	Mr R.Varun Karthikeyan	17.90	3,57,960	17.89	3,57,860	0.01%
4	Mr K.Ramasamy	11.75	2,34,900	11.75	2,34,900	-
5	M/s Roots Auto Products Private Ltd	7.50	1,50,000	7.50	1,50,000	-
6	Mrs R.Yokanayaki	5.02	1,00,400	5.02	1,00,400	-
Total			17,23,260		17,23,160	

b. Promoters Share Holding

S.No.	Promoter Name	As at				% change during the year
		31 March 2022		31 March 2021		
		% of holding	No. of shares	% of holding	No. of shares	
1	Mr K.Ramasamy	11.75	2,34,900	11.75	2,34,900	–
2	Mr R Varun Karthikeyan	17.90	3,57,960	17.89	3,57,860	0.01%
	Total	29.65	5,92,860	29.64	5,92,760	

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
2. RESERVES AND SURPLUS		
a. General Reserve		
Opening Balance	15,022.91	13,522.91
Add : Transfer from Statement of Profit and Loss	2,000.00	1,500.00
	17,022.91	15,022.91
b. Surplus in Statement of Profit and Loss		
Opening Balance	2,390.85	2,040.87
Add : Profit for the year	2,491.82	1,899.98
Less : Appropriations:		
Equity dividend Paid *	(60.00)	(50.00)
Transferred to General Reserve	(2,000.00)	(1,500.00)
Net Balance	2,822.67	2,390.85
Total	19,845.58	17,413.76
* (Refer Note No.38)		

3. LONG TERM BORROWINGS

Secured	916.82	1,599.14
Term Loans from Bank	916.82	1,599.14
Total		

3.1 Term Loans - Secured - Long Term

S.No.	Particulars	Limit Sanctioned	Type of Security	Terms of Repayment	Amount Outstanding beyond one year as at	
					31.03.2022	31.03.2021
	From Banks:-					
1	HSBC	2,500.00	First Exclusive charge on the Fixed Assets funded out of the Term Loan	Quarterly	856.25	1,481.25
2	HDFC - Car Loan	161.00	Secured against first charge on Car Purchased out of the Auto Loan	Monthly	39.12	61.67
3	Kotak Mahindra Prime Ltd - Car Loan	101.00			21.45	56.22
Total		2,762.00			916.82	1,599.14

Maturity Profile of Secured Term Loans

S.No.	Particulars	1-2 Years	2-3 Years	3-4 Years	Beyond 4 years	Total
1	HSBC	543.75	300.00	12.50	—	856.25
2	HDFC - Car Loan	22.34	16.78	—	—	39.12
3	Kotak Mahindra Prime Ltd - Car Loan	21.45	—	—	—	21.45
Total		587.54	316.78	12.50	—	916.82

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

4. DEFERRED TAX LIABILITIES (NET)

Particulars	Opening Balance 01.04.2021	Added During the year	Reversed during the year	Closing Balance 31.03.2022
A. Deferred Tax Assets				
Depreciation - Excess claimed in the Books	—	—	—	—
Other Expenses - Disallowance under tax laws	—	—	—	—
Total	—	—	—	—
B. Deferred Tax Liability				
Depreciation - Excess claimed in the IT - A	1,191.09	220.49	—	1,411.58
Other Expenses - Deferred Revenue - B	—	—	—	—
TOTAL - (A + B)	1,191.09	220.49	—	1,411.58
Net Deferred Tax Liability	299.78		—	355.27
Less: Opening Deferred Tax Liability	268.67		—	299.78
Net Deferred Tax Debited / (Credited) to Statement of P & L	—	55.49	—	—

Particulars	31.03.2022	31.03.2021
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5. SHORT TERM BORROWINGS
SECURED

a. Working Capital Loans - from Banks	1,501.53	1,987.23
b. Current maturities of Long term Borrowings - from Banks	682.84	668.22
Total	2,184.37	2,655.45

a. Loans repayable on demand (Working Capital Loan)

S.No	Particulars	Limit Sanctioned	Type of Security	31.03.2022	31.03.2021
1	From Banks:- Indian Overseas Bank - Cash Credit	900.00	Secured against First Paripassu charge on Current Assets and Fixed Assets excluding Fixed Assets charged to Term Lenders of the Company	295.79	436.16
2	State Bank of India - Cash Credit - Working Capital Demand Loan	500.00		125.00 —	56.62 300.00
3	Citi Bank - Cash Credit - Packing Credit - Working Capital Demand Loan	2,200.00		9.56 508.25 —	62.18 840.00 —
4	HSBC - Cash Credit - Packing Credit	1,100.00		62.93 500.00	92.27 200.00
5	HDFC Bank - Working Capital Loan	300.00		—	—
6	ICICI Bank - Working Capital Loan	500.00		—	—
	Total	5,500.00		1,501.53	1,987.23

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
b. Current Maturities of Long term Borrowings		
1 HSBC Bank	625.00	612.50
2 Interest accrued but not due	0.51	0.46
3 HDFC Bank	22.55	22.85
4 Kotak Mahindra	34.78	32.41
Total	682.84	668.22

6. TRADE PAYABLES

a. Total outstanding Dues of Micro and Small Enterprises (Refer Note below)	1,013.77	549.77
b. Total outstanding Dues Other than Micro & Small Enterprises	2,689.11	2,039.94
Total	3,702.88	2,589.71

6.1 Dues to Micro and Small Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006(MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	31.03.2022	31.03.2021
a. The principal amount remaining unpaid to any supplier at the end of the year	1,013.77	549.77
b. Interest due remaining unpaid to any supplier at the end of the year	Nil	Nil
c. The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year	Nil	Nil
d. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	Nil	Nil
e. The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
f. The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED Act, 2006	Nil	Nil

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on request made by the Company.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

6.2 Trade Payables ageing schedule

Particulars	Outstanding for following periods from due date of payment -2021-22				
	#Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i. MSME	1,013.77	—	—	—	1,013.77
II. Others	2,689.11	—	—	—	2,689.11
iii. Disputed dues - MSME	—	—	—	—	—
iv. Disputed dues - Others	—	—	—	—	—
TOTAL	3,702.88	—	—	—	3,702.88
Particulars	Outstanding for following periods from due date of payment 2020-21				
	#Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i. MSME	549.77	—	—	—	549.77
II. Others	2,039.94	—	—	—	2,039.94
iii. Disputed dues - MSME	—	—	—	—	—
iv. Disputed dues - Others	—	—	—	—	—
TOTAL	2,589.71	—	—	—	2,589.71

Amount not due is added in 'less than one year' - heading

Particulars	31.03.2022	31.03.2021
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7. OTHER CURRENT LIABILITIES

1. Unclaimed dividend	3.55	3.46
2. Creditors for Capital Expenditure	104.45	125.87
3. GST Payable	597.39	597.89
4. TDS payable	69.29	41.91
5. Advance from customers and Others	578.05	440.52
Total	1,352.73	1,209.65

8. SHORT TERM PROVISIONS

1. Provision for Salaries,Wages,Bonus & Other Employee benefits	1,251.48	1,531.13
3. Income Tax Provisions (Net)	433.27	472.47
4. Provision for Warranties	87.57	98.34
5. Provision for Expenses	334.98	123.93
Total	2,107.30	2,225.87

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

9. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Particulars	Gross Block			Depreciation			Net Block	
	As on 31.3.2021	Additions / (Deletions)	As on 31.3.2022	Upto 31.3.2021	For the year / (Withdrawal)	Upto 31.3.2022	As on 31.3.2022	As on 31.3.2021
A. PROPERTY, PLANT AND EQUIPMENT								
Land	1,086.21	—	1,086.21	—	—	—	1,086.21	1,086.21
Building	5,275.38	640.68	5,916.06	542.39	166.42	708.81	5,207.25	4,732.99
Plant & Machinery	2,563.30	75.04	2,636.60	889.20	154.89	1,042.92	1,593.68	1,674.10
	—	(1.74)		—	(1.17)			
Leased Equipment	119.46	—	119.46	113.49	—	113.49	5.97	5.97
Wind Mill	726.53	—	726.53	611.01	10.03	621.04	105.49	115.52
Tools,Dies & Moulds	2,458.57	66.79	2,525.36	1,798.28	154.93	1,953.21	572.15	660.29
Electrical Equipment	356.10	121.10	477.20	171.33	30.90	202.23	274.97	184.77
Measuring Instruments Fixtures etc	76.41	2.68	79.09	49.89	4.62	54.51	24.58	26.52
Storage Racks	289.41	60.69	350.10	145.58	24.92	170.50	179.60	143.83
Vehicles	1,211.40	135.10	1,254.04	533.98	123.52	585.50	668.54	677.42
	—	(92.46)		—	(72.00)		—	—
Furniture & Fittings	249.63	22.56	272.19	162.94	14.01	176.95	95.24	86.69
Office & Misc. Equipment	240.40	39.13	279.53	133.43	17.20	150.63	128.90	106.97
Computer	577.67	23.83	601.50	491.97	34.79	526.76	74.74	85.70
TOTAL - A	15,230.47	1,187.60	16,323.87	5,643.49	736.23	6,306.55	10,017.32	9,586.98
	—	(94.20)	—	—	(73.17)			
B. INTANGIBLE ASSETS								
Computer Software	330.83	39.14	369.97	163.95	47.15	211.10	158.87	166.88
Technical Know-how	569.60	—	569.60	512.33	39.32	551.65	17.95	57.27
TOTAL - B	900.43	39.14	939.57	676.28	86.47	762.75	176.82	224.15
C. CAPITAL WORK IN PROGRESS								
	579.39	431.35	617.01	—	—	—	617.01	579.39
	—	(393.73)		—				
GRAND TOTAL - (A + B + C)	16,710.29	1,658.09	17,880.45	6,319.77	822.70	7,069.30	10,811.15	10,390.52
		(487.93)			(73.17)			

D. a) CWIP Ageing Schedule

CWIP		CWIP for a period of 2021-22				
		< 1 year	1-2 Years	2-3 Years	> 3 years	Total
Projects in progress	(Building under Construction)	595.35	—	—	—	595.35
Projects in progress	(Machineries - Assembly line)	9.29	—	—	—	9.29
Projects in progress	(Tools & Dies)	12.37	—	—	—	12.37
Projects temporarily suspended		—	—	—	—	—
Total		617.01	—	—	—	617.01
CWIP		CWIP for a period of 2020-21				
		< 1 year	1-2 Years	2-3 Years	> 3 years	Total
Projects in progress	(Building under Construction)	526.47	—	—	—	526.47
Projects in progress	(Machineries - Assembly line)	36.44	—	—	—	36.44
Projects in progress	(Tools & Dies)	16.48	—	—	—	16.48
Projects temporarily suspended		—	—	—	—	—
Total		579.39	—	—	—	579.39

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

b) CWIP Aging Schedule whose completion is overdue or has exceeded its cost compared to the original plan

CWIP	To be completed in			
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years
Project 1	Nil			
Project 2				

E. The Company has not revalued any of its Property, Plant and Equipment & Intangible Assets during the year.

F. There is no intangible asset under development during the year.

10. NON-CURRENT INVESTMENTS

Unquoted Investments (valued at cost)

In equity shares of companies unquoted, fully paid-up

Numbers	Particulars	31.03.2022	31.03.2021
173,000	Equity shares of Rs.10/- each fully paidup in Roots Precision Products P. Ltd	17.30	17.30
134,127	Equity shares of Rs.10/- each fully paidup in Roots Cast Pvt. Ltd	60.36	60.36
26,000	Equity shares of USD 100 each fully paidup in Roots Multiclean Inc, USA (Wholly Owned Subsidiary)(Previous Year-21,000 shares-fully paid-up)	1,784.70	1,407.75
Total		1,862.36	1,485.41
Aggregate amount of unquoted Investments		1,862.36	1,485.41

11. LONG TERM LOANS & ADVANCES

(Unsecured Considered Good)

1. Capital Advances	18.42	50.61
2. Loan to Roots Multiclean Inc, USA - (Wholly Owned Subsidiary)#	380.56	337.90
Total	398.98	388.51

Disclosure as per Section 186: Subsidiary to meet their working capital requirements. The Loan carries interest rate of 11% p.a for USD 1,65,000 and 9.00% for USD 2,25,000 (Previous Year - The Loan carries interest rate of 11% p.a for USD 1,65,000 and 9.00% for USD 2,25,000). Interest is accrued every year but due for payment at the time of repayment of the loan.

Type of Borrower	Amount of Loan or advance in the nature of Loan outstanding		Percentage to the total Loans and Advances in the nature of loans	
	2021-22	2020-21	2021-22	2020-21
Related Party				
Loan to Roots Multiclean Inc, USA				
- (Wholly Owned Subsidiary)	380.56	337.90	95.38%	86.97%

12. OTHER NON-CURRENT ASSETS

Deposits - EB, Sales Tax and Telephone	22.28	41.18
Total	22.28	41.18

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
13. INVENTORIES		
(As certified by the Management)		
1. Raw materials, Boughtout and Components	4,899.08	2,867.60
2. Goods in transit-Raw Materials	13.89	8.23
3. Work in Progress	539.37	659.95
4. Finished Goods	812.83	726.17
5. Stock-in-Trade	1,311.80	943.44
6. Packing Materials	55.53	38.65
7. Consumable and Stores	30.49	24.83
Total	7,662.99	5,268.87

Valuation of Inventory:

- Raw Materials and Boughtout components have been valued at cost or at net realisable value whichever is lower.
- In house fabricated components and work in progress have been valued at Raw Material Cost and in house activity cost / outside job order charges wherever applicable.
- Finished Goods are valued at lower of cost or net realisable Value.
- Cost of inventories is generally calculated on yearly moving weighted average basis.

14. TRADE RECEIVABLES (unsecured)

Trade Receivables - Considered good	6863.87	8508.54
- Considered Doubtful	230.38	230.38
	7,094.25	8,738.92
Less: Provision for Doubtful Debts	(230.38)	(230.38)
Total	6,863.87	8,508.54

* Trade Receivables includes Due from following Group Concerns in which the Directors are interested.

1. Roots Precisions Products P Ltd	0.86	—
2. Roots Auto Products P Ltd	12.42	—
3. Hako Group of Companies	268.40	193.04
4. Swami Satchidananda Foundation	—	0.26
5. Roots Multiclean Inc., USA (WOS)	36.92	64.40

S.No.	Particulars	Trade Receivables ageing Schedule -2021-22					Total
		#Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed:							
i.	Considered Good	5,741.91	557.01	250.24	67.15	44.16	6,660.47
ii.	Considered Doubtful	—	—	—	—	139.42	139.42
Disputed:							
iii.	Considered Good	—	—	1.03	99.72	102.65	203.40
iv.	Considered Doubtful	—	—	—	—	90.96	90.96
TOTAL		5,741.91	557.01	251.27	166.87	377.19	7,094.25

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

S.No.	Particulars	Trade Receivables ageing Schedule -2020-21					Total
		#Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed:							
i.	Considered Good	7,672.87	150.70	299.59	176.02	77.63	8,376.81
ii.	Considered Doubtful	-	-	-	-	139.42	139.42
Disputed:							
iii.	Considered Good	-	-	-	-	131.73	131.73
iv.	Considered Doubtful	-	-	-	-	90.96	90.96
TOTAL		7,672.87	150.70	299.59	176.02	439.74	8,738.92

Amount not due is included in 'less than six months' heading

Particulars	31.03.2022	31.03.2021
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15. CASH AND BANK BALANCES

1	Cash on hand	7.18	25.36
2	Balance with Banks*	35.56	63.20
3	Deposit with Banks - Fixed Deposits	1029.35	508.99
	- Held as Margin Money against Bank Guarantees	193.66	176.45
Total		1,265.75	774.00
* Balance with banks includes unpaid dividend account		3.55	3.46

16. SHORT TERM LOANS AND ADVANCES

(Unsecured considered good)

1.	Prepaid Expenses	80.33	39.87
2.	GST Advances & TDS Receivables	1,219.06	927.05
3.	Advances to Suppliers	421.16	335.71
Total		1,720.55	1,302.63

17. OTHER CURRENT ASSETS

1.	Interest Receivables	9.86	5.30
2.	Export Incentives Receivable including MEIS & RODTEP Scrips in hand	44.67	25.91
3.	Export IGST Rebate Receivable	2.49	2.49
Total		57.02	33.70

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
18. REVENUE FROM OPERATIONS		
Revenue from Manufactured Products		
Domestic	13,898.89	12,295.69
Export	6,491.67	4,795.38
	20,390.56	17,091.07
Revenue from Traded products		
Domestic	4,459.30	3,986.20
Export	336.04	165.53
	4,795.34	4,151.73
Revenue from sale of services		
Annual Maintenance Charges	530.81	402.86
Service Charges Received	118.14	106.16
Operation & Maintenance Charges	135.92	100.09
Commission Received	46.58	10.04
	831.45	619.15
Other Operating Revenues		
Export Incentive	237.07	108.36
Wind Mill Income	76.23	72.08
Total	26,330.65	22,042.39
19. OTHER INCOME (Non Operating Revenues)		
Interest Income	36.68	25.61
Interest from RMC Inc,USA (WOS)	29.10	28.64
Foreign exchange gain	13.00	—
Profit on Sale of Fixed Assets	16.45	5.26
Dividend Income	1.73	1.73
Agriculture Income	4.52	1.15
Rent Received	4.14	3.44
Total	105.62	65.83

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
20. COST OF MATERIALS CONSUMED		
1. Consumption of Raw materials, Boughtout & Components	9,036.59	6,704.49
2. Consumption of Packing Materials	320.17	206.32
Total	9,356.76	6,910.81
1. Consumption of Raw materials, Boughtout & Components		
Opening stock of Raw materials, Boughtout & Components	2,900.65	3,148.28
Add: Purchases during the year	11,079.40	6,456.86
	13,980.05	9,605.14
Less: Closing stock of Raw materials, Boughtout & Components	4,943.46	2,900.65
Total	9,036.59	6,704.49
2. Consumption of Packing Materials		
Opening stock of Packing Materials	38.65	37.69
Add: Purchases during the year	337.05	207.28
	375.70	244.97
Less: Closing stock of Packing Materials	55.53	38.65
Total	320.17	206.32
21. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
1. Finished goods	(86.66)	372.60
2. Work-in-progress	120.58	(86.21)
3. Stock-in-Trade	(368.36)	392.04
Total	(334.44)	678.43
1. Changes in inventories of finished goods		
Opening stock of finished goods	726.17	1,098.77
Less: Closing stock of finished goods	812.83	726.17
	(86.66)	372.60
2. Changes in inventories of work-in-progress		
Opening stock of work-in-progress	659.95	573.74
Less: Closing stock of work-in-progress	539.37	659.95
	120.58	(86.21)
3. Changes in inventories of Stock-in-Trade		
Opening stock-in-Trade	943.44	1,335.48
Less: Closing Stock-in-Trade	1,311.80	943.44
	(368.36)	392.04

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
22. EMPLOYEE BENEFIT EXPENSES		
Salaries, wages and bonus	4,176.07	4,050.29
Contribution to Provident Fund, Gratuity and other funds	343.52	330.38
Employee Welfare expenses	153.60	113.36
Directors' Remuneration	217.96	170.30
Total	4,891.15	4,664.33
Gratuity:		
Defined Benefit Plan - As on 31st March, 2022		
I. Change in obligation during the year ended as at 31st March 2022		
1. Present Value of Obligation as at beginning of the year	758.21	640.56
2. Interest cost	50.14	46.44
3. Current Service cost	96.95	119.56
4. Benefit payment	(48.50)	(16.16)
5. Actuarial (gain) / loss	(36.79)	(32.19)
6. Present value of Defined benefit Obligation at the end of the year	820.01	758.21
II. Change in the fair value of plan assets as at 31st March 2022		
1. Fair Value of Plan Assets at beginning of the year	710.62	587.13
2. Expected return on plan assets	51.79	44.89
3. Contributions	44.28	94.76
4. Benefits paid	(48.50)	(16.16)
5. Actuarial (gain) / loss on plan assets	—	—
6. Fair value of plan assets at the end of year	758.19	710.62
III. Actuarial Gain / Loss recognised as at 31st March 2022		
1. Actuarial (gain) /loss on obligations	36.79	32.19
2. Actuarial (gain) /loss for the year - Plan assets	NIL	NIL
3. Actuarial (gain) /loss on obligations	(36.79)	(32.19)
4. Actuarial (gain) /loss recognised in the year	(36.79)	(32.19)
IV. Net Asset / (Liability) recognised in the Balance sheet as at 31st March 2022		
1. Present Value of Defined Benefit Obligation as at March 31, 2022	777.64	716.29
2. Fair value of plan assets as at March 31, 2022	770.53	710.63
3. Funded status	(7.11)	(5.66)
4. Net Asset / (Liability) as at March 31, 2022	(7.11)	(5.66)
V. Expenses recognised in the Statement of Profit & Loss for the year ended 31st March 2022		
1. Current Service cost	96.95	119.56
2. Interest cost	50.14	46.44
3. Expected return on plan assets	(51.79)	(44.89)
4. Net actuarial (gain) / loss recognised in the year	(36.79)	(32.19)
5. Expenses recognised in Statement of Profit and Loss	58.51	88.92

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
23. OTHER EXPENSES		
Manufacturing Expenses		
Consumption of stores	286.07	183.36
Power and fuel	127.81	147.75
Operation & Maintenance Expenses	114.26	82.01
Labour, Conversion and Testing Charges	491.62	485.61
Carriage Inwards	80.30	28.36
Repairs & Maintenance		
Building	70.87	33.58
Machinery	78.06	48.12
Computer / Software	95.42	138.69
Electrical	44.15	19.77
Office	35.85	54.44
Factory	10.22	18.02
Tool	40.05	82.95
	1,474.68	1,322.66
Selling and Distribution Expenses		
Advertisement	7.43	5.41
Freight outward	518.20	361.12
ECGC Premium	4.21	3.66
Sales Promotion / Demo Expenses	93.50	67.49
Discount	161.73	55.56
Dealer Commission	99.06	33.05
Travelling & Conveyance	555.57	380.22
Royalty	271.06	192.56
Warranty Claims & Allowances	160.90	136.28
	1,871.66	1,235.35
Establishment Expenses		
Rent	237.51	246.05
Insurance	113.96	73.11
Rates and Taxes	272.38	112.82
Payment to Statutory Auditor (Refer Note No.32)	7.00	4.76
Postage, Courier & Telephone	64.87	54.74
Electricity charges	14.38	13.95
Directors Sitting Fees	1.90	2.10
Vehicle Maintenance expenses	80.70	71.46
Printing & Stationery	46.78	33.59
Books & Periodicals	0.97	0.30
Legal And Professional Charges	103.67	143.11

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
Donation	127.86	5.59
CSR Expenditure	68.42	67.19
Subscription & Membership	9.26	9.25
Loss on sale of assets	1.59	10.66
Loss on Foreign Exchange	71.04	68.44
Provision for Doubtful Debts	—	71.54
Agricultural Expenses	7.52	10.10
R & D Expenses	436.34	532.81
Total	1,666.15	1,531.57
24. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation & Amortisation on Property, plant and equipment	736.23	661.70
Depreciation & Amortisation on Intangible assets	86.47	102.83
Total	822.70	764.53
25. FINANCE COSTS		
Interest expense	186.75	187.46
Other Borrowing costs	59.16	63.32
Exchange Fluctuation (Gain) / Loss	9.42	42.56
Total	255.33	293.34
26. EARNINGS PER EQUITY SHARE (EPS) - BASIC AND DILUTED		
Profit after tax (A)	2,491.82	1,899.98
Number of equity shares (B)	20,00,000	20,00,000
Basic & Diluted EPS (A/B) - Rs.	124.59	95.00
27. CONTINGENT LIABILITY		
Foreign Bill Discounting	329.76	122.24
Bank Guarantees / LC / SBLC / EPGC	3,311.55	3,047.87
Total	3,641.31	3,170.11
28. CAPITAL COMMITMENTS (Net of Advances)	32.49	273.06
29. CIF VALUE OF IMPORTS		
1. Raw Materials & Packing Materials	135.92	47.82
2. Components & Spares	3,036.07	1,655.44
3. Stock-in-Trade & Boughtout	812.12	895.18
4. Capital Goods	6.21	—

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
30. EXPENDITURE INCURRED IN FOREIGN CURRENCY		
1. Foreign Travel	48.04	8.56
2. Commission	2.49	9.64
3. Salary	66.75	65.16
4. Legal & Professional charges	—	33.76
5. Service Charges	2.02	—
6. Dividend	15.60	13.00
Non-Resident Shareholder - Nos.	1	1
Shares held by them - Nos.	520,000	520,000
Year to which Dividend relates	2020-21	2019-20
31. EARNINGS IN FOREIGN EXCHANGE		
1. Exports Sales - FOB Value	6,813.39	4,955.45
2. Commission Received	46.58	10.04
32. PAYMENT TO STATUTORY AUDITORS		
1. Statutory Audit fees	5.00	3.00
2. Taxation Matters	0.50	0.50
3. Certification and Other Fees	1.50	1.26
Total	7.00	4.76
33. CONSUMPTION OF RAW MATERIALS, COMPONENTS ETC.		
	2021-22	2020-2021
	(Rs. in Lakhs) %	(Rs. in Lakhs) %
Imported	1,414.65 16	1,238.19 18
Indigenous	7,621.94 84	5,466.29 82
Total	9,036.59 100	6,704.48 100

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
34. DETAILS OF RESEARCH AND DEVELOPMENT EXPENSES		
Development Expenses	153.90	191.92
Salary to R&D Staff	282.44	340.89
Total	436.34	532.81

35. The Company's operations mainly relate to One Primary Segment and there are no Secondary geographical segments.

36. RELATED PARTY DISCLOSURES

As per Accounting Standard 18, the disclosure of transactions with the related parties are given below:

(i) List of related parties where control exists and related parties with whom transactions have taken place and relationship:

S.No.	Name of the Related Party	Relationship
1	Roots Industries India Limited	Entities under Common Control
2	Roots Auto Products Private Ltd	
3	Roots Cast Private Limited	
4	Roots Polycraft	
5	Roots Precision Products Private Limited	
6	American Auto Service (P) Limited	
7	HAKO Group	
8	Mr K.Ramasamy, Executive Chairman	Key Managerial Personnel
9	Mr R.Varun Karthikeyan, Vice Chairman & Managing Director	
10	Mr J. Krishna Kumar, Whole-Time Director (Director - Marketing)	
10	Mr G.Balasubramaniam, Company Secretary	
11	Roots Multiclean Inc.,USA	Wholly Owned Subsidiary
12	Swami Satchidananda Foundation	Enterprise over which Key Managerial Personnel are able to exercise significant influence
13	R.K.Nature Cure Home	
14	Mrs R.K.Umaadhevi	Relative to Key Managerial Personnel

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

(ii) Transactions during the year with related parties

Nature of Transactions (Excluding reimbursements)	Entities under Common Control		Key Managerial Personnel		Wholly Owned Subsidiary		Relatives to Key Managerial Personnel		Total	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
1. Purchase of Fixed Assets	39.45	116.55	-	-	-	-	-	-	39.45	116.55
2. Investment made in Equity	-	-	-	-	376.95	369.75	-	-	376.95	369.75
3. Long Term Loans given	-	-	-	-	-	55.13	-	-	-	55.13
4. Purchase of Materials & Consumables	1,588.53	856.50	-	-	35.56	2.39	-	-	1,624.09	858.89
5. Rent Paid	37.85	16.88	-	-	-	-	-	-	37.85	16.88
6. Labour & Calibration Charges	52.12	36.04	-	-	-	-	-	-	52.12	36.04
7. Research & Development Exps	-	59.64	-	-	-	-	-	-	-	59.64
8. Fuel Purchases (Veh. Maint)	43.04	27.66	-	-	-	-	-	-	43.04	27.66
9. Salary / Welfare Charges Paid	163.97	122.17	-	-	-	-	-	-	163.97	122.17
10. Dividend Paid	15.30	12.75	17.78	14.78	-	-	0.92	0.76	34.00	28.29
11. Donation paid	90.00	-	-	-	-	-	-	-	90.00	-
12. Sales	798.32	529.88	-	-	1.07	2.30	-	-	799.39	532.18
13. Windmill Income	76.23	72.08	-	-	-	-	-	-	76.23	72.08
14. Dividend Received	1.73	1.73	-	-	-	-	-	-	1.73	1.73
15. Interest Received	-	-	-	-	29.10	28.63	-	-	29.10	28.63
16. Rent Received	4.88	4.45	-	-	-	-	-	-	4.88	4.45
17. Salary / Welfare Charges Received	42.38	43.06	-	-	-	-	-	-	42.38	43.06
18. Royalty paid	118.99	114.55	159.80	87.41	-	-	-	-	278.79	201.96
19. Directors Sitting Fees	-	-	-	-	-	-	0.40	0.50	0.40	0.50
20. Managerial Remuneration	-	-	225.66	177.43	-	-	-	-	225.66	177.43
Balance as at 31st March, 2022										
21. Investments	77.66	77.66	-	-	1,784.70	1,407.75	-	-	1,862.36	1,485.41
22. Trade and Other Payables	659.01	306.21	-	-	-	-	-	-	659.01	306.21
23. Trade Receivables	281.68	193.30	-	-	36.92	64.40	-	-	318.60	257.70
24. Long Term Loans and Advances	-	-	-	-	296.86	283.30	-	-	296.86	283.30
25. Interest Receivable	-	-	-	-	83.70	54.60	-	-	83.70	54.60
26. Contingent Liability	-	-	-	-	2,250.00	1,875.00	-	-	2,250.00	1,875.00

Note : The above figures are inclusive of Taxes wherever applicable.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022
37. ADDITIONAL REGULATORY INFORMATION
1. Ratios

Particulars	Numerator	Denominator	31.03.2022	31.03.2021	% Variance	Reason for change (More than 25% variation)
a) Current Ratio (In times)	Current Assets	Current Liability	1.88	1.83	2.7	
b) Debt-Equity Ratio (In times)	Total Debt	Total Share holders Equity	0.16	0.24	(35.6)	Since the debt has decreased during the FY 2021-22 as compared to FY 2020-21 and the Shareholders equity has been increased due to profits for the year, the debt equity ratio has come down as compared to previous financial year.
c) Debt Service Coverage Ratio (In times)	NP + Depn + Int + Loss on sale-Profit on sale	Interest + Principal	3.22	3.63	(11.3)	
d) Return on Equity Ratio	Net Profit after tax	Avg .Share holders equity	13.2%	11.4%	15.8	
e) Inventory Turnover Ratio (In times)	Sales (or) COGS	Avg.Inventory	4.09	3.85	6.2	
f) Trade Receivables turnover ratio (In times)	Net Credit Sales	Avg.Trade Receivables	3.44	2.94	16.8	
g) Trade Payables turnover ratio (In times)	Net Credit Purchase	Avg. Trade payables	4.57	3.84	19.0	
h) Net Capital turnover ratio (In times)	Net Sales	Net Working capital	3.21	3.07	4.8	
i) Net Profit ratio	Net Profit	Net Sales	9.4%	8.6%	9.8	
j) Return on Capital Employed	Earning before Int.&Tax (EBIT)	Capital employed	19.8%	17.4%	14.1	
k) Return on Investment	Net Profit After Tax	Average Share-holders fund	13.2%	11.4%	15.8	

2. Corporate Social Responsibility (CSR)

Where the company covered under Section 135 of the Companies Act, the following shall be disclosed with regard to CSR activities:-

(Rs. in Lakhs)

	2021-22	2020-21
(a) Amount required to be spent by the company during the year	64.63	66.98
(b) Amount of expenditure incurred	68.42	67.19
(c) Shortfall at the end of the year	NIL	NIL
(d) Total of previous years shortfall	NIL	NIL
(e) Reason for Shortfall	NA	NA
(f) Nature of CSR activities	Education, Health, Environmental Sustainability & Covid 19 Relief Activities	
(g) CSR spent through Related Parties	NIL	NIL

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

3. The company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
4. The Company doesn't have any transaction which is not recorded in the books of the accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
5. The company has no transaction with struck off companies during the year.
6. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
7. The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
8. The company does not have any charges or satisfaction which is yet to be registered with Register of Companies beyond the statutory period.
9. The company has not made any Scheme of Arrangements that has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
10. The requirement of number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, does not apply to our company.
11. The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
12. The Company does not hold any Benami property where any proceeding has been initiated or pending for holding any Benami property.
13. The company has not made Loans or Advances in the nature of loans to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.
14. The company has borrowings from banks or financial institutions on the basis of security of current assets and quarterly returns or statements of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

38. Dividend on the equity Shares is recognised in the books of accounts on the date of approval by the Shareholders of the Company.
39. The company is in the business of manufacturing and selling of Cleaning Equipment and offering cleaning solutions to varied industrial requirements. As hygiene is becoming very important, especially during this pandemic (Covid 19) period, this industry is not affected in a big way. After the lock down is being slowly lifted and easing of restriction imposed, turnover of the company is expected to grow in coming months both in domestic and export segments and the indications are positive in this direction. There is no major impact on Operating cash cycle during this pandemic period and the efforts of management are yielding positive results in all segments. Based on the internal and external information and the indicators of future economic conditions, the Company expects to recover the carrying amount of the assets.
40. Previous Year figures have been re-grouped / re-arranged wherever necessary.

As per our report of even date
For Subramaniam Vasudev and Co.,
Chartered Accountants
Firm No.0041105

S.Subramaniam
Partner
Membership No. 013174
Salem
10.08.2022

K.Ravi
Director
(DIN 01590268)
Coimbatore
08.08.2022

K.Ramasamy
Executive Chairman
(DIN 00034360)

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Form AOC – 1

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014.
Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A : Subsidiaries

S.No	Particulars	Details
1	Name of the subsidiary	Roots Multiclean Inc.,
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 st March 2022
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	US Dollars Rs. 75.78 = 1 USD
4	Share capital	USD 26,00,000
5	Reserves & surplus	USD (2,98,110)
6	Other Liabilities	USD 40,47,537
7	Total Liabilities (Excluding Investments)	USD 63,49,427
8	Total Assets	USD 63,49,427
9	Investments	-
10	Turnover	USD 76,25,473
11	Profit / (Loss) before taxation	USD 1,06,068
12	Provision for taxation	USD 2,600
13	Profit / (Loss) after taxation	USD 1,03,468
14	Proposed Dividend	-
15	% of shareholding	100%

Part B : Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S.No	Name of Associates/ Joint ventures	Name
1	Latest audited Balance Sheet Date	Nil
2	Date on which the Associate or Joint Venture was associated or acquired	Nil
3	Shares of Associate or Joint Ventures held by the company on the year end.	Nil
	No.of shares	Nil
	Amount of Investment in Associates or Joint Venture	Nil
	Extent of Holding (in percentage)	Nil
4	Description of how there is significant influence	Nil
5	Reason why the associate / joint venture is not consolidated	Nil
6	Net worth attributable to shareholding as per latest audited Balance Sheet	Nil
7	Profit or (Loss) for the year	Nil
	i. Considered in Consolidation	Nil
	ii. Not Considered in Consolidation	Nil

As per our report of even date
For Subramaniam Vasudev and Co.,
Chartered Accountants
Firm No.0041105

S.Subramaniam
Partner
Membership No. 013174
Salem
10.08.2022

K.Ravi
Director
(DIN 01590268)
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08.08.2022

K.Ramasamy
Executive Chairman
(DIN 00034360)

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Crore)

FIVE YEAR FINANCIAL HIGHLIGHTS

Financial Year	2018	2019	2020	2021	2022
Operating Results					
Revenue from operations	202.37	241.92	224.84	220.42	263.31
Earnings before depreciation, finance cost and tax	36.78	51.07	40.69	36.64	45.55
Depreciation and amortization	5.78	6.77	7.09	7.65	8.23
Finance Cost	1.75	3.35	3.73	2.93	2.55
Tax	10.58	11.96	7.50	7.06	9.85
Net Profit	18.67	29.00	22.37	19.00	24.92
Dividend(paid for previous year)*	0.60	0.60	0.60	0.50	0.60
Retained Profit	18.07	28.40	21.77	18.50	24.32
Performance Indicators					
Net Fixed Assets	62.44	64.34	66.02	98.11	101.94
Share Capital	2.00	2.00	2.00	2.00	2.00
Reserves & Surplus	105.48	133.87	155.64	174.14	198.46
Networth	107.48	135.87	157.64	176.14	200.46
Borrowings	25.63	37.57	49.71	42.55	31.01
Dividend (%) *	25	25	25	30	30
Return on Networth (%)	17.37	21.34	14.19	10.79	12.43
Debt Equity Ratio (In times)	0.24	0.28	0.32	0.24	0.16
Earnings per Share (Rs.)	93.35	144.99	111.84	95.00	124.59
Cash Earnings per Share (Rs.)	122.27	178.83	147.31	133.23	165.75

* Refer note number 38

The above data is baed on standalone financial statements.

Previous Year figures have been regrouped / rearranged wherever necessary.

CONSOLIDATED FINANCIAL STATEMENTS

Subramaniam Vasudev and Co.,
Chartered Accountants

SAUBHAGYA, 168, Second Agraharam
Salem - 636 001

11, Second Street, Dr. Tirumurthi Nagar
Nungambakkam, Chennai – 600 034

INDEPENDENT AUDITOR'S REPORT

To The Members of ROOTS MULTICLEAN LTD.,
Report on the Audit of the Consolidated Financial
Statements

Opinion

We have audited the accompanying consolidated financial statements of ROOTS MULTICLEAN LTD., ("the Holding Company") and its subsidiary (the Holding Company and its subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March 2022, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2022, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial

statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Holding Company's Board of Directors is responsible for the other information. The other information comprises the Director's report and its annexures, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiary audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiary is traced from their financial statements audited by the other auditors.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows of the Group in accordance with the Accounting Standards and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

Consolidated Financial Statements

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results

of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of the wholly owned subsidiary, whose financial statements reflects total assets of Rs.26.09 crore as at 31st March, 2022, total revenues of Rs.56.16 crore and net cash inflows amounting to Rs. 1.14 crore for the year ended on that date, as considered in the financial statements. These financial statements have been unaudited and have been certified and furnish to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosure included in respect of these subsidiary and our report in terms of

Consolidated Financial Statements

subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the unaudited figures certified by the management.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the unaudited financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the unaudited financial statements of the wholly owned subsidiary referred to in the Other Matters paragraph we report, to the extent applicable that:

- a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding company as on 31st March 2022 taken on record by the Board of Directors of the Company none of the directors of the Holding

as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) The financial results of one subsidiary, incorporated in this consolidated statements is a company incorporated outside India. Hence provisions of section 143(3)(i) of the Companies Act, 2013 are not applicable.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiary and associate, as noted in the 'Other matter' paragraph:
 - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - ii) the Group, did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding company.

For Subramaniam Vasudev and Co.,
Chartered Accountants
Firm No: 004110S

(S. Subramaniam)

Partner

Place: Salem

Date: 10.08.2022

Membership No. 013174

company, incorporated in India is disqualified

(UDIN 22013174APFWWD6991)

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2022

(Rs. in Lakhs)

Particulars	Note	31.03.2022	31.03.2021
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	200.00	200.00
Reserves and Surplus	2	19,805.25	17,249.24
		<u>20,005.25</u>	<u>17,449.24</u>
Non-Current Liabilities			
Long-term borrowings	3	916.82	1,599.14
Deferred tax liabilities (Net)	4	355.27	299.78
		<u>1,272.09</u>	<u>1,898.92</u>
Current Liabilities			
Short-term borrowings	5	4,452.70	4,526.87
Trade payables	6		
(a) Outstanding dues of Micro and Small Enterprises		1,013.77	549.77
(b) Outstanding dues of Creditors other than Micro and Small Enterprises		2,962.84	2,276.60
Other current liabilities	7	1,412.16	1,209.65
Short-term provisions	8	2,155.56	2,231.76
		<u>11,997.03</u>	<u>10,794.65</u>
TOTAL		<u>33,274.37</u>	<u>30,142.81</u>
ASSETS			
Non-current Assets			
Property, Plant and Equipment & Intangible Assets	9		
(i) Tangible Assets	9A	10,048.66	9,651.48
(ii) Intangible Assets	9B	358.45	430.98
(iii) Capital work-in-progress	9C	617.01	579.39
Non-current investments	10	77.66	77.66
Long term loans and advances	11	18.42	50.61
Other Non-Current Assets	12	29.63	48.27
		<u>11,149.83</u>	<u>10,838.39</u>
Current Assets			
Inventories	13	10,326.96	7,519.55
Trade receivables	14	7,147.48	8,554.80
Cash and Cash Equivalents	15	1,444.83	839.57
Short-term loans and advances	16	3,148.25	2,356.80
Other current assets	17	57.02	33.70
		<u>22,124.54</u>	<u>19,304.42</u>
TOTAL		<u>33,274.37</u>	<u>30,142.81</u>

Significant Accounting Policies and Notes on Financial Statements 1 to 26

As per our report of even date
For Subramaniam Vasudev and Co.,
Chartered Accountants
Firm No.0041105

S.Subramaniam
Partner
Membership No. 013174
Salem
10.08.2022

K.Ravi
Director
(DIN 01590268)
Coimbatore
08.08.2022

K.Ramasamy
Executive Chairman
(DIN 00034360)

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

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2022
(Rs. in Lakhs)

Particulars	Note	31.03.2022	31.03.2021
INCOME			
Revenue from operations	18	31,975.41	26,936.18
Other Income	19	76.52	37.19
Total Revenue		32,051.93	26,973.37
EXPENDITURE			
Cost of Materials Consumed	20	14,622.29	9,808.89
Purchase of Stock-in-Trade		2,954.97	2,101.11
Changes in Inventories of Finished goods, Work in Progress and Stock-in-Trade	21	(1,577.60)	939.48
Employee Benefits Expense	22	5,512.19	5,413.39
Other expenses	23	5,732.99	4,677.90
Total Expenses		27,244.84	22,940.77
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)		4,807.09	4,032.60
Depreciation and Amortisation Expense	24	889.85	845.94
Finance costs	25	360.91	370.61
Profit Before Tax		3,556.33	2,816.05
Tax Expenses			
Current tax		931.94	676.20
Deferred tax	4	55.49	31.11
Profit for the year		2,568.90	2,108.74
Earning per equity share (Face Value of Share Rs.10/- each)			
Basic and Diluted		128.45	105.44

Significant Accounting Policies and Notes on Financial Statements 1 to 26.

As per our report of even date
For Subramaniam Vasudev and Co.,
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Partner
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10.08.2022

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Vice Chairman & Managing Director
(DIN 00585158)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2022 (Rs. in Lakhs)

Particulars	2021-22	2020-21
Net Profit before Tax	3,556.33	2,816.05
Add : Depreciation	889.85	845.94
Finance Cost	360.91	370.61
Interest Received on Fixed Deposits	(36.68)	(25.61)
Dividend Income	(1.73)	(1.73)
(Profit) / Loss on Sale of Assets (Net)	(14.86)	5.40
Agricultural Income (Net)	3.00	8.95
	4,756.82	4,019.61
Increase / (Decrease) Forex Translation Reserve	47.11	(33.91)
Increase / (Decrease) in Trade Payables	1,150.25	237.14
Increase / (Decrease) in Short Term Provisions	(76.20)	688.20
Increase / (Decrease) in Other Current Liabilities	192.48	304.01
(Increase) / Decrease in Inventories	(2,807.41)	727.27
(Increase) / Decrease in Other Current Assets	(23.31)	160.14
(Increase) / Decrease in Receivables	1,407.32	(1,889.86)
(Increase) / Decrease in Short-Term Loans and Advances	(791.46)	(452.73)
Cash generated from operations	3,855.60	3,759.87
Income Tax	(931.94)	(676.20)
I. Net Cash flow from operating activities (A)	2,923.66	3,083.67
II. Cash flow from Investing activities		
Capital expenditure including capital advance	(1,262.64)	(1,538.89)
(Increase) / Decrease in Long Term Advance - Deposits	32.20	9.25
(Increase) / Decrease Other Non-Current Assets	18.64	0.64
Proceed from Sale of assets (Net)	25.37	25.04
Interest Received on Fixed Deposits	36.68	25.61
Dividend Income	1.73	1.73
Agricultural Income (Net)	(3.00)	(8.95)
Total Cash flow from Investing Activities (B)	(1,151.02)	(1,485.57)
III. Cash flow from financing activities:		
Increase / (Decrease) in Current and Non- Current Borrowings	(746.47)	(731.53)
Finance Cost	(360.91)	(370.61)
Equity Dividend Paid	(60.00)	(50.00)
Net Cash Generated from financing activities (C)	(1,167.38)	(1,152.14)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	605.26	445.96
Cash and Cash equivalents at the beginning of the period	839.57	393.61
Cash and Cash equivalents at the end of the period	1,444.83	839.57

As per our report of even date
 For Subramaniam Vasudev and Co.,
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 Partner
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 Executive Chairman
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R.Varun Karthikeyan
 Vice Chairman & Managing Director
 (DIN 00585158)

SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation and Significant Accounting Policies:

The consolidated financial statements relate to Roots Multiclean Ltd (the Company) and its Wholly Owned Subsidiary(WOS) Company. The Company and its WOS constitute the Group.

a) Basis of preparation

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India to comply with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ('the 2013 Act').

b) Uses of estimates

The preparation of financial statements requires management to make judgements, estimates and assumptions, which affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities at the date of these financial statements. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates is revised and future periods affected.

c) Principles of consolidation

The consolidated financial statements have been prepared on the following basis:

- i. The financial statements of the WOS used in the consolidation are drawn up to the same reporting date as of the company i.e. year ended March 31, 2022
- ii. The financial statements of the Company and its WOS have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra group transactions and unrealised profits have been fully eliminated.
- iii. The excess of cost to the Company of its investments in the WOS over its share of equity of the WOS, at the dates on which the investments in the WOS are made, is recognised as 'Goodwill' being an asset in the consolidated financial statements. Alternatively, where the share of equity in the WOS as on the date of investments is in excess of cost of investment of the Company, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the consolidated financial statements.

d) The following subsidiary company is considered in the Consolidated Financial Statements

S.No.	Name of the Company	Relationship	Country of Incorporation	% of equity holding	
				31.03.2022	31.03.2021
1	Roots Multiclean Inc.,	Wholly Owned Subsidiary	USA	100%	100%

e) Other Significant Accounting Policies

Other significant accounting policies are set out in the Standalone Financial Statement of Roots Multiclean Ltd.

As per our report of even date
For Subramaniam Vasudev and Co.,
Chartered Accountants
Firm No.0041105

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Partner
Membership No. 013174
Salem
10.08.2022

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08.08.2022

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Executive Chairman
(DIN 00034360)

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
1. SHARE CAPITAL		
Authorised Share Capital (20,00,000 Equity Shares of Rs.10/- each)	200.00	200.00
Issued, Subscribed & Fully Paid up Capital		
20,00,000 Equity Shares of Rs.10/- each fully paid up	200.00	200.00
1.1 Reconciliation of the Number of shares		
Equity shares at the beginning of the year outstanding	20,00,000	20,00,000
Add : Issued during the Year	-	-
	20,00,000	20,00,000
Less : Buy back during the year	-	-
Equity Shares at the end of the year	20,00,000	20,00,000
2. RESERVES AND SURPLUS		
a. General Reserve		
Opening Balance	15,022.91	13,522.91
Add : Transfer from Statement of Profit and Loss	2,000.00	1,500.00
	17,022.91	15,022.91
b. Surplus in Statement of Profit and Loss		
Opening Balance	2,147.37	1,588.63
Add : Profit for the year	2,568.90	2,108.74
Less : Appropriations:		
Equity dividend paid	(60.00)	(50.00)
Transferred to General Reserve	(2,000.00)	(1,500.00)
	2,656.27	2,147.37
c. Forex Translation Reserve		
Opening Balance	78.96	112.87
Current Year	47.11	(33.91)
	126.07	78.96
Total (a + b + c)	19,805.25	17,249.24
3. LONG TERM BORROWINGS		
Secured		
Term Loans from Bank	916.82	1,599.14
Total	916.82	1,599.14

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

4. DEFERRED TAX LIABILITIES (NET)

Particulars	Opening Balance 01.04.2021	Added During the year	Reversed during the year	Closing Balance 31.03.2022
A. Deferred Tax Assets	—	—	—	—
Depreciation - Excess claimed in the Books				
Other Expenses - Disallowance under tax laws	—	—	—	—
Total	—	—	—	—
B. Deferred Tax Liability				
Depreciation - Excess claimed in the IT - A	1,191.09	220.49	—	1,411.58
Other Expenses - Deferred Revenue - B	—	—	—	—
TOTAL - (A + B)	1,191.09	220.49	—	1,411.58
Net Deferred Tax Liability	299.78	—	—	355.27
Less: Opening Deferred Tax Liability	268.67	—	—	299.78
Net Deferred Tax Debited / (Credited) to Statement of P & L	—	55.49	—	—
Particulars			31.03.2022	31.03.2021

5. SHORT TERM BORROWINGS

SECURED

Working Capital Loans - from Banks	3,769.86	3,809.84
Current maturities of Long term Borrowings - from Banks	682.84	717.03
Total	4,452.70	4,526.87

6. TRADE PAYABLES

Total outstanding Dues of Micro and Small Enterprises	1,013.77	549.77
Total outstanding Dues of Creditors Other than Micro & Small Enterprises	2,962.84	2,276.60
Total	3,976.61	2,826.37

6.1 Trade Payables ageing schedule

Particulars	Outstanding for following periods from due date of payment -2021-22				
	#Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i. MSME	1,013.77	—	—	—	1,013.77
II. Others	2,962.84	—	—	—	2,962.84
iii. Disputed dues - MSME	—	—	—	—	—
iv. Disputed dues - Others	—	—	—	—	—
TOTAL	3,976.61	—	—	—	3,976.61
Particulars	Outstanding for following periods from due date of payment 2020-21				
	#Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i. MSME	549.77	—	—	—	549.77
II. Others	2,276.60	—	—	—	2,276.60
iii. Disputed dues - MSME	—	—	—	—	—
iv. Disputed dues - Others	—	—	—	—	—
TOTAL	2,826.37	—	—	—	2,826.37

Amount not due is added in 'less than one year' - heading

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022		31.03.2021					
7. OTHER CURRENT LIABILITIES								
1. Unclaimed dividend	3.55		3.46					
2. Creditors for Capital Expenditure	104.45		125.87					
3. GST Payable	597.39		597.89					
4. TDS payable	69.29		41.91					
5. Advance from customers and Others	637.48		440.52					
Total	1,412.16		1,209.65					
8. SHORT TERM PROVISIONS								
1. Provision for Salaries,Wages,Bonus & Other Employee benefits	1,286.67		1,531.13					
2. Income Tax Provisions(Net)	435.23		473.94					
3. Provision for Warranties	96.97		98.34					
4. Outstanding Expenses	336.69		128.35					
Total	2,155.56		2,231.76					
9. PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS								
Particulars	Gross Block		Depreciation / Adjustment		Net Block			
	As on 31.03.2021	Additions / (Deletions)	As on 31.03.2022	Upto 31.03.2021	For the year / adjustment for sale of assets @ / adjustment for Foreign Exchange Translation Reserve #	Upto 31.03.2022	As on 31.03.2022	As on 31.03.2021
A. PROPERTY, PLANT AND EQUIPMENT								
Land	1,086.21	-	1,086.21	-	-	-	1,086.21	1,086.21
Building	5,275.38	640.69	5,916.07	542.39	166.42	708.81	5,207.26	4,732.99
Plant & Machinery	2,620.41	152.98	2,771.65	922.53	170.29	1,162.35	1,609.30	1,697.88
	-	(1.74)	-	-	@ (1.17)	-	-	-
	-	-	-	-	# 70.70	-	-	-
Leased Equipments	128.97	-	128.97	123.00	-	123.00	5.97	5.97
Wind Mill	726.53	-	726.53	611.01	10.03	621.04	105.49	115.52
Tools,Dies & Moulds	2,502.70	66.79	2,569.49	1,824.03	166.83	1,985.25	584.24	678.67
	-	-	-	-	# (5.61)	-	-	-
Electrical Equipments	356.10	121.10	477.20	171.33	30.91	202.24	274.96	184.77
Measuring Instruments	103.72	2.68	106.40	65.83	4.62	81.82	24.58	37.89
Fixtures etc	-	-	-	-	# 11.37	-	-	-
Storage Racks	289.41	60.69	350.10	145.58	24.92	170.50	179.60	143.83
Vehicles	1,212.09	135.10	1,254.73	534.66	123.52	586.18	668.55	677.43
	-	(92.46)	-	-	@ (72.00)	-	-	-
Furniture & Fittings	274.45	22.56	297.01	179.06	19.33	198.16	98.85	95.39
	-	-	-	-	# (0.23)	-	-	-
Office & Misc. Equipments	240.40	39.13	279.53	133.43	17.20	150.63	128.90	106.97
Computer	616.28	23.83	640.11	528.32	37.08	565.36	74.75	87.96
	-	-	-	-	# (0.04)	-	-	-
TOTAL - A	15,432.65	1,265.55	16,604.00	5,781.17	771.15	6,555.34	10,048.66	9,651.48
	-	(94.20)	-	-	@ (73.17)	-	-	-
	-	-	-	-	# 76.19	-	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

B. INTANGIBLE ASSETS								
Computer Software	345.10	39.14	384.24	177.06	48.32	225.36	158.88	168.04
	–	–	–	–	# (0.02)	–	–	–
Good Will	292.24	–	292.24	86.56	31.06	110.61	181.63	205.68
	–	–	–	–	# (7.01)	–	–	–
Technical Know-How	569.59	–	569.59	512.33	39.32	551.65	17.94	57.26
TOTAL - B	1,206.93	39.14	1,246.07	775.95	118.70	887.62	358.45	430.98
	–	–	–	–	# (7.03)	–	–	–
C. CAPITAL-WORK-IN-PROGRESS								
	579.39	431.36	617.01	–	–	–	617.01	579.39
	–	(393.74)	–	–	–	–	–	–
GRAND TOTAL	17,218.97	1,736.05	18,467.08	6,557.12	889.85	7,442.96	11,024.12	10,661.85
Adjustment for sale of assets @	–	(487.94)	–	–	@ (73.17)	–	–	–
Adjustment for Foreign Exchange Translation Reserve #	–	–	–	–	# 69.16	–	–	–

D. a) CWIP Ageing Schedule

CWIP		CWIP for a period of 2021-22				
		< 1 year	1-2 Years	2-3 Years	> 3 years	Total
Projects in progress	(Building under Construction)	595.35	–	–	–	595.35
Projects in progress	(Machineries Assembly line)	9.29	–	–	–	9.29
Projects in progress	(Tools & Dies)	12.37	–	–	–	12.37
Projects temporarily suspended		–	–	–	–	–
Total		617.01	–	–	–	617.01
CWIP		CWIP for a period of 2020-21				
		< 1 year	1-2 Years	2-3 Years	> 3 years	Total
Projects in progress	(Building under Construction)	526.47	–	–	–	526.47
Projects in progress	(Machineries Assembly line)	36.44	–	–	–	36.44
Projects in progress	(Tools & Dies)	16.48	–	–	–	16.48
Projects temporarily suspended		–	–	–	–	–
Total		579.39	–	–	–	579.39

b) CWIP Aging Schedule whose completion is overdue or has exceeded its cost compared to the original plan

CWIP	To be completed in			
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years
Project 1	Nil			
Project 2				

E. The Company has not revalued any of its Property, Plant and Equipment & Intangible Assets during the year.

F. There is no intangible asset under development during the year.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
10. NON-CURRENT INVESTMENTS		
Unquoted Investments (valued at cost)		
In equity shares of companies unquoted, fully paid-up		
1,73,000 Equity shares of Rs. 10 each fully paidup in Roots Precision Products P. Ltd	17.30	17.30
1,34,127 Equity shares of Rs.10 each fully paidup in Roots Cast P. Ltd	60.36	60.36
Total	77.66	77.66
Aggregate amount of unquoted Investments	77.66	77.66
11. LONG TERM LOANS & ADVANCES		
(Unsecured Considered Good)		
Capital Advances	18.42	50.61
Total	18.42	50.61
12. OTHER NON-CURRENT ASSETS		
Deposits - EB, Sales Tax and Telephone	29.63	48.27
Total	29.63	48.27
13. INVENTORIES		
(As certified by the Management)		
1. Raw materials, Boughtout & Components	6,022.60	4,820.98
2. Goods in transit-Raw Materials	13.89	8.23
3. Work in Progress	621.39	836.56
4. Finished Goods	2,201.73	748.96
5. Stock-in-Trade	1,381.33	1,041.34
6. Packing Materials	55.53	38.65
7. Consumables and Stores	30.49	24.83
Total	10,326.96	7,519.55
Valuation of Inventory:		
i. Raw Materials and Bought out components have been valued at cost or at net realisable value whichever is lower.		
ii. In house fabricated components and work in progress have been valued at Raw Material Cost and in house activity cost / outside job order charges wherever applicable.		
iii. Finished Goods are valued at lower of cost or net realisable Value.		
iv. Cost of inventories is generally calculated on yearly moving weighted average basis.		
14. TRADE RECEIVABLES (Unsecured)		
Trade Receivables - Considered good	7,147.48	8,554.80
- Considered Doubtful	230.38	230.38
	7,377.86	8,785.18
Less : Provision for Doubtful Debts	(230.38)	(230.38)
Total	7,147.48	8,554.80

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

S.No.	Particulars	Trade Receivables ageing Schedule -2021-22					Total
		#Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed:							
i.	Considered Good	6,025.52	557.01	250.24	67.15	44.16	6,944.08
ii.	Considered Doubtful	–	–	–	–	139.42	139.42
Disputed:							
iii.	Considered Good	–	–	1.03	99.72	102.65	203.40
iv.	Considered Doubtful	–	–	–	–	90.96	90.96
TOTAL		6,025.52	557.01	251.27	166.87	377.19	7,377.86

S.No.	Particulars	Trade Receivables ageing Schedule -2020-21					Total
		#Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed:							
i.	Considered Good	7,719.13	150.70	299.59	176.02	77.63	8,423.07
ii.	Considered Doubtful	—	—	—	—	139.42	139.42
Disputed:							
iii.	Considered Good	—	—	—	—	131.73	131.73
iv.	Considered Doubtful	—	—	—	—	90.96	90.96
TOTAL		7,719.13	150.70	299.59	176.02	439.74	8,785.18

Amount not due is included in 'less than six months' heading

Particulars	31.03.2022	31.03.2021
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15. CASH AND CASH EQUIVALENTS

1.	Cash on hand	13.60	30.80
2.	Balance With Banks*	208.22	123.33
3.	Deposit with Banks - Fixed Deposits	1029.35	508.99
	- Held as Margin Money against Bank Guarantees	193.66	176.45
Total		1,444.83	839.57

* Balance with banks includes unpaid dividend account

16. SHORT TERM LOANS AND ADVANCES

(Unsecured considered good)

1.	Prepaid Expenses	80.33	39.87
2.	GST Advances & TDS Receivables	1,219.06	927.05
3.	Advances to Suppliers including deposits with suppliers	1,848.86	1,389.88
Total		3,148.25	2,356.80

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
17. OTHER CURRENT ASSETS		
1. Interest Receivables	9.86	5.30
2. Export Incentive Receivables including MEIS & RODTEP Scrips in hand	44.67	25.91
3. Export IGST Rebate Receivable	2.49	2.49
Total	57.02	33.70
18. REVENUE FROM OPERATIONS		
Revenue from Manufactured Products:		
Domestic	19,543.65	17,184.23
Export	6,491.67	4,795.38
	26,035.32	21,979.61
Revenue from Traded products:		
Domestic	4,459.30	3,986.20
Export	336.04	165.53
	4,795.34	4,151.73
Revenue from sale of services		
Annual Maintenance Charges	530.81	402.86
Service Charges Received	118.14	111.41
Operation & Maintenance Charges	135.92	100.09
Commission Received	46.58	10.04
	831.45	624.40
Other Operating Revenues:		
Export Incentive	237.07	108.36
Wind Mill Income	76.23	72.08
Total	31,975.41	26,936.18
19. OTHER INCOME (Non Operating Revenues)	31.03.2022	31.03.2021
Interest income	36.68	25.61
Foreign exchange gain	13.00	—
Profit on Sale of Fixed Assets	16.45	5.26
Dividend Income	1.73	1.73
Agricultural Income	4.52	1.15
Rent Received	4.14	3.44
Total	76.52	37.19

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
22. EMPLOYEE BENEFIT EXPENSE		
Salaries, wages and bonus	4,784.91	4,716.59
Contribution to Provident Fund, Gratuity and other funds	343.52	330.38
Employee Welfare expenses	165.80	196.12
Directors' Remuneration	217.96	170.30
Total	5,512.19	5,413.39
23. OTHER EXPENSES		
Manufacturing Expenses		
Consumption of stores	292.87	186.57
Power and fuel	130.77	153.60
Operation & Maintenance Expenses	192.87	146.14
Labour, Conversion and Testing Charges	518.06	508.24
Carriage Inwards	151.45	83.50
Repairs & Maintenance		
Building	74.94	38.16
Machinery	78.56	48.70
Computer / Software	119.83	148.99
Electrical	44.15	19.77
Office	49.79	78.26
Factory	21.81	26.00
Tool	40.05	84.28
	1,715.15	1,522.21
Selling and Distribution Expenses		
Advertisement	9.95	10.89
Freight outward	529.34	366.52
ECGC Premium	4.21	3.66
Sales Promotion / Demo Expenses	163.75	126.10
Discounts	161.73	55.56
Dealer Commission	224.46	116.79
Travelling & Conveyance	564.87	394.57
Royalty	271.06	192.56
Warranty Claims & Allowances	201.76	123.02
	2,131.13	1,389.67

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
20. COST OF MATERIALS CONSUMED		
1. Consumption of Raw materials, Boughtout & Components	14,302.12	9,602.57
2. Consumption of packing materials	320.17	206.32
Total	14,622.29	9,808.89
1. Consumption of Raw materials, Boughtout & Components		
Opening stock of Raw materials, Boughtout & Components	4,854.04	4,625.61
Add : Purchases during the year	15,515.06	9,831.00
	20,369.10	14,456.61
Less : Closing stock of Raw materials, Boughtout & Components	6,066.98	4,854.04
Total	14,302.12	9,602.57
2. Consumption of Packing materials		
Opening stock of packing materials	38.65	37.69
Add : Purchases during the year	337.05	207.28
	375.70	244.97
Less : Closing stock of packing materials	55.53	38.65
Total	320.17	206.32
21. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
1. Finished goods	(1,452.78)	356.88
2. Work-in-progress	215.17	(10.97)
3. Traded Goods	(339.99)	593.57
Total	(1,577.60)	939.48
1. Changes in inventories of finished goods		
Opening stock of finished goods	748.95	1,105.83
Less : Closing stock of finished goods	2,201.73	748.95
	(1,452.78)	356.88
2. Changes in inventories of work-in-progress		
Opening stock of work-in-progress	836.56	825.59
Less : Closing stock of work-in-progress	621.39	836.56
	215.17	(10.97)
3. Changes in inventories of Stock-in-Trade		
Opening stock of Traded Goods	1,041.34	1,634.91
Less : Closing stock of Traded Goods	1,381.33	1,041.34
	(339.99)	593.57

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	31.03.2022	31.03.2021
Establishment Expenses		
Rent	278.10	278.72
Insurance	139.35	106.33
Rates and Taxes	278.13	118.75
Payment to Auditors	12.96	11.81
Postage, Courier & Telephone	78.00	78.27
Electricity charges	14.38	13.95
Directors' Sitting Fees	1.90	2.10
Vehicle Maintenance expenses	112.91	96.18
Printing & Stationery	53.21	34.16
Books & Periodicals	0.97	0.30
Legal And Professional Charges	189.34	242.45
Donation	127.86	5.59
CSR Expenditure	68.42	67.19
Subscription & Membership	14.69	16.67
Loss on sale of assets	1.59	10.66
Loss on Foreign Exchange	71.04	68.44
Provision for Doubtful Debts	-	71.54
Agricultural Expenses	7.52	10.10
R & D Expenses	436.34	532.81
Total	1,886.71	1,766.02
	5,732.99	4,677.90
24. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation of Property, Plant & Equipment	771.15	708.12
Amortisation of Intangible assets	118.70	137.82
Total	889.85	845.94
25. FINANCE COST		
Interest expense - Bank	252.77	241.93
Other Borrowing costs	98.72	86.12
Exchange Fluctuation (Gain) / Loss	9.42	42.56
Total	360.91	370.61

26. Previous Year figures have been re-grouped / re-arranged wherever necessary.

 As per our report of even date
 For Subramaniam Vasudev and Co.,
 Chartered Accountants
 Firm No.0041105

 S.Subramaniam
 Partner
 Membership No. 013174
 Salem
 10.08.2022

 K.Ravi
 Director
 (DIN 01590268)
 Coimbatore
 08.08.2022

 K.Ramasamy
 Executive Chairman
 (DIN 00034360)

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

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Form No. MGT-11

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and rule (3) of the Companies (Management and Administration) Rules, 2014

CIN : U36999TZ1992PLC003662
Name of the Company : ROOTS MULTICLEAN LTD
Registered Office : R.K.G. Industrial Estate, Ganapathy,
Coimbatore – 641 006

Name of the member(s)	
Registered Address	
E-mail id	
Folio No.	

I/We, being the member(s) of shares of the above named Company, hereby appoint

1	Name	
	Address	
	E-mail id	
	Signature	

or failing him

1	Name	
	Address	
	E-mail id	
	Signature	

as my/our Proxy to attend and vote for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Thursday, the 29th September, 2022 at 11.00 a.m. at the registered office of the Company at R.K.G. Industrial Estate, Ganapathy, Coimbatore – 641 006 and at any adjournment thereof in respect of such resolutions as are indicated in the reverse side of this page.

Resolution

S.No.	Subject	For	Against
	Ordinary		
1	Adoption of		
	(a) audited Standalone financial statements		
	(b) audited Consolidated financial statements		
2	Declaration of Dividends		
3	Re-appointment of Dr.S.Chandrasekar (DIN 01773256), Director, who retire by rotation		
4	Re-appointment of Mr. Preben Lausten (DIN 06554783), Director, who retire by rotation		
5	Appointment of Mr.C.Sivakumar, (DIN 00844529) as Director and Independent Director		
6	Re-appointment of Dr.M.P.Vijayakumar, IAS (Retd.) (DIN 05103089), as an Independent Director		
7	Increase in the remuneration payable to Mr.R.Varun Karthikeyan (DIN 00585158), Vice Chairman and Managing Director		
8	Appointment Mr.J.Krishna Kumar (DIN: 09419339) as Director and Whole-Time Director (Director – Marketing)		
9	Ratification of remuneration payable to Cost Auditors M/s. Ramakrishnan & Co. (Firm No. 100285)		
10	Amendment of main objects of the Company's Memorandum of Association		
11	Payment of Royalty to Mr.K.Ramasamy (DIN 00034360) Executive Chairman		
12	Approval for increase in borrowing powers of the company		
13	Approval for creation of mortgage and / or charge		

Signed this day of 2022.

Signature of Shareholder :

Signature of Proxyholder(s) :

Affix
Revenue
Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.