



ROOTS MULTICLEAN LIMITED

Regd. Office : R.K.G. Industrial Estate, Ganapathy, Coimbatore - 641 006, Tamil Nadu, INDIA. Ph. : +91 422 4330 330

E-mail: karthikn@roots.co.in, Web : rootsmulticlean.com, CIN : U36999TZ1992PLC003662, GSTIN: 33AABCR0315F1Z3.

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ROOTS MULTICLEAN LIMITED (CIN: U36999TZ1992PLC003662) WILL BE HELD AT R K G INDUSTRIAL ESTATE, GANAPATHY, COIMBATORE, TAMIL NADU, INDIA, 641006 ON THURSDAY, THE 27TH DAY OF MARCH, 2025 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to approve the following resolution, with or without modification, as a Special Resolution:

“RESOLVED THAT in terms of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, approval of the shareholders of the Company be and is hereby granted to alter Article 4 of the Articles of Association with the addition of the following to the existing clause as under:

“The Company shall have power to increase, consolidate, divide, convert, alter, sub-divide, reduce its share capital in such manner as permissible under the Act and as may be decided by the Board of Directors and /or the members from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.”

2. REDUCTION OF SHARE CAPITAL OF THE COMPANY

To consider and if thought fit, to approve, the following resolution, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 66 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules, circulars, notifications, if any made there under, and pursuant to the relevant provisions of the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and subject to the confirmation by the Hon’ble National Company Law Tribunal, (NCLT), Chennai Bench and subject to such other consents, approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such terms, conditions or modifications as may be prescribed or imposed by the Hon’ble NCLT or by any statutory or regulatory authorities, while granting such approvals and agreed by the Board of Directors of the Company (the “Board”), the consent of the members of the Company be and is hereby accorded to selectively reduce the Company’s issued, subscribed and paid-up equity share capital from INR 2,00,00,000 (Rupees Two Crores Only) comprising of 20,00,000 (Twenty Lakhs) fully paid up



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equity shares of INR 10/- (Rupees Ten Only) each to INR 1,71,73,600 (Rupees One Crore Seventy One Lakhs Seventy Three Thousand and Six Hundred Only), comprising of 17,17,360 (Seventeen Lakhs Seventeen Thousand Three Hundred and Sixty Only) fully paid up equity shares of INR 10/- (Rupees Ten Only) each by cancelling and extinguishing 14.13% of the total issued, subscribed and paid-up equity share capital of the Company (the "Capital Reduction") comprising of 2,82,640 (Two Lakhs Eighty Two Thousands Six Hundred and Forty Only) issued, subscribed and fully paid up equity shares of INR 10/- (Rupees Ten Only) each (the "Identified Shares") held by the Identified Shareholders, as on date, in the company as per the list attached to the Explanatory Statement to this resolution;

"RESOLVED FURTHER THAT subject to the confirmation of the Capital Reduction by the Hon'ble NCLT and such Capital Reduction becoming effective and operative and/or the receipt of such other approvals or confirmations as may be required, the Identified Shareholders of the Company as on the Record Date, as determined by the Board, post the said confirmation by the Hon'ble NCLT, shall be paid, for the equity shares held by them and which are cancelled and extinguished, a sum of INR 2,000 per equity share being the fair value of the equity shares of the Company based on the valuation by the registered valuer."

"RESOLVED FURTHER THAT if there be any transfer of shares, after the date of this Notice, by any of the Identified Shareholders, such persons who hold shares as on the Record Date (excluding the Remaining Shareholders), shall be deemed to be included in the list of Identified Shareholders whose Identified Shares are sought to be cancelled and extinguished and who shall be paid a sum of INR 2,000/- per equity share so held by them, as on the Record Date, as consideration against such cancellation and extinguishment."

"RESOLVED FURTHER THAT subject to the confirmation of the Capital Reduction by the Hon'ble NCLT and such Capital Reduction becoming effective and operative, without any further act or deed by the Identified Shareholders, all the Identified Shares shall stand cancelled, extinguished and rendered invalid and as a result thereof the issued, subscribed and paid-up share capital of the Company shall also stand reduced to the extent of the face value of the equity shares so extinguished."

"RESOLVED FURTHER THAT the payment of the said consideration to the Identified Shareholders referred to above shall be made within such number of days of the Record Date, as the case may be, as shall be decided by the Board and subject to such approvals, if any, as may be required under the applicable law or as may be directed by the Hon'ble NCLT, on the Capital Reduction becoming effective. All such payments will be made by cheque, demand draft, NEFT or RTGS as the case may be after deduction/withholding of applicable taxes (if any) by the Company."



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“RESOLVED FURTHER THAT Mr. Ramaswamy Varun Karthikeyan, Vice Chairman and Managing Director (DIN: 00585158) and / or Mr. K.Ramasamy, Executive Chairman(DIN: 00034360) be and are hereby authorised severally to take all necessary steps and do all such acts, deeds, matters and things, as they may, in their absolute discretion, deem necessary, expedient, usual or proper in the best interest of the Company and its members in connection with and relating to the Capital Reduction, including any directions for settling any question or doubt or difficulty whatsoever that may arise for the purpose of giving effect to the Capital Reduction, or to any modification thereof, and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, including but not limited to:

1. engage advocates/lawyers/practising company secretaries or such other eligible professionals in order to file and represent the Company before the Hon’ble NCLT and/or such other courts/tribunals/authorities and to file the necessary applications, petitions, affidavits, pleadings for and on behalf of the Company and to apply and obtain certified copies of the orders, decrees, directions etc., that may be passed by the Hon’ble NCLT and/or such other tribunals/authorities and all other documents that may be required by the Company in this regard;
2. obtain approval/consent from such other regulatory / statutory authorities and parties (including creditors) as may be considered necessary, for the Capital Reduction;
3. obtain necessary certificates from the statutory auditors for the completion of the Capital Reduction process;
4. make, prepare, file and submit any applications, petitions, affidavits, declarations, appeals, summons and any other documents as may be required or necessary, in connection with and relating to the Capital Reduction, before the Hon’ble NCLT and any other court, tribunal or relevant authorities including the Registrar of Companies and Regional Director;
5. verify, sign, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and prepare all deeds, declarations, instruments, affidavits, applications, petitions, observations, consents, notices and writings, as may be usual, necessary or proper for undertaking and giving effect to the Capital Reduction;
6. make such alterations, modifications or amendments in all applications, petitions and other documents as may be required or necessary for complying with the requirements or conditions imposed by the Hon’ble NCLT, courts, tribunals and/or any other appropriate authorities and to do such matters connected therewith;



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7. withdraw the application/petition filed before the Hon'ble NCLT for the Capital reduction at any stage, in case any changes and/or modifications suggested or required to be made in the application/petition or any condition imposed, whether by the NCLT and/or any other regulatory authority are, in their view, not in the interest of the Company and/or if the application/petition cannot be implemented otherwise, and to do all such deeds, acts and things as any of them may deem necessary and desirable in connection therewith and incidental thereto;
8. open a bank account in the name of the Company and deposit the amount to be paid to the Identified Shareholders in lieu of the cancellation and extinguishment of the Identified Shares pursuant to the Capital Reduction in such account;
9. call for the bank account details of the Identified Shareholders of the Company for paying the consideration amount;
10. discharge payment due to the Identified Shareholders of the Company in lieu of the cancellation and extinguishment of the Identified Shares in accordance with applicable law by cheque, demand draft, NEFT or RTGS after deduction/withholding of appropriate taxes (if any) by the Company.
11. pass such accounting entries and/or making such other adjustments in the books of accounts of the Company, as are considered necessary to give effect to the above resolution, in accordance with applicable accounting standards;
12. comply with all necessary formalities, compliances and disclosures in this regard and file necessary forms or documents with the relevant authorities (including but not limited to the Registrar of Companies);
13. do all such other acts, matters, deeds and things as may be considered necessary and expedient in connection with or incidental to giving effect to the above resolution or to settle any question or difficulty that may arise;
14. To delegate any or all of the powers conferred upon them by this resolution to any committee of the Board, any other director(s), and/or officer(s)/ executives of the company.

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

Date : 28.02.2025
Place : Coimbatore



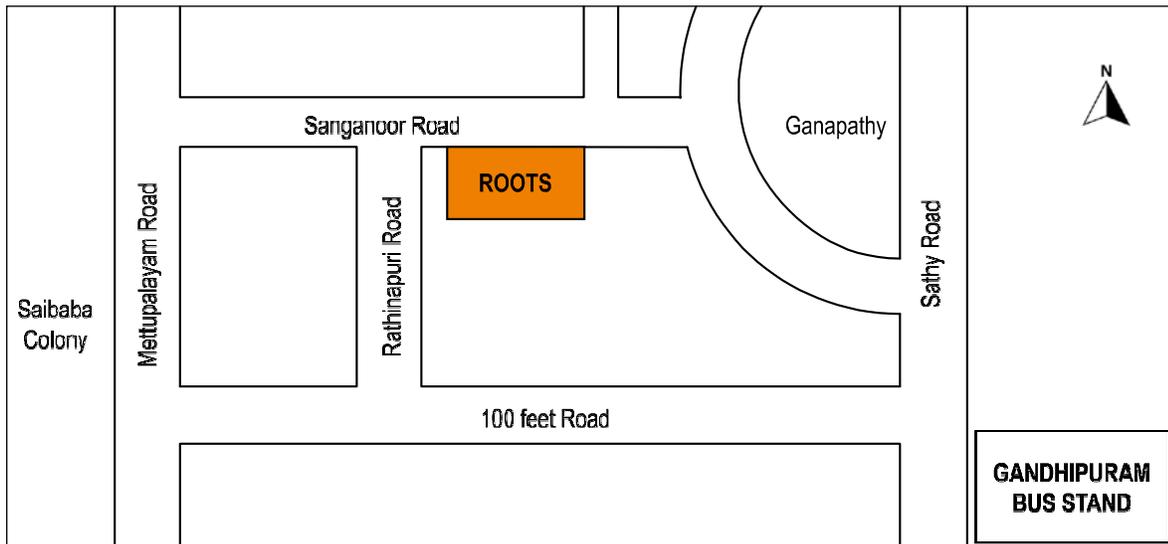
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NOTES:

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. Members are requested to immediately notify changes in their address, if any, to the Registered office of the Company.
3. Members are requested to bring a copy of the Notice of Extra-ordinary General Meeting to the Extra-ordinary General Meeting.
4. 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.
5. Attendance Slips and Proxy Forms are also attached for easier reference.
6. Route map for the venue of the meeting is given below.





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STATEMENT OF MATERIAL FACTS AS PER SECTION 102 OF THE COMPANIES ACT,2013

Item no.1

The company has proposed a capital reduction as detailed in the item 2 of this Notice.

Presently there is no provision in the Articles of Association of the company which permits capital reduction.

Neither the Section 66 of the Companies Act, 2013 nor the National Company Law Tribunal (Procedure for Reduction of Share Capital of the Company) Rules, 2016 require a provision in the Articles of Association (AoA) of the Company to enable it to reduce its Capital. However, the application to be made to National Company Law Tribunal (NCLT) for seeking confirmation of NCLT for reduction of capital being RSC-1, requires mentioning of the relevant clause in the AoA of the Company which enables the Company to reduce its share capital. Accordingly, in order to avoid any technical issue arising from absence of an enabling clause in the AoA, it is proposed on abundant caution basis to insert a relevant clause for enabling reduction of capital. Accordingly, it is proposed to amend the existing Article 4 of the AoA to provide suitably.

Since any amendment to AoA requires passing of the Special Resolution by the members, the resolution under this item is proposed accordingly.

None of the Directors, its KMP or relatives of Directors or KMPs are either interested or concerned in the proposed resolution.

Item no.2

Background for Capital Reduction

- a) Roots Multiclean Limited was incorporated on 24th February 1992 under the erstwhile Companies Act, 1956. The present authorised, issued, subscribed and paid-up capital of the company is Rs.2,00,00,000/- (Rupees Two Crores Only) divided into 20,00,000/- (Twenty Lakhs Only) of Rs. 10/- each is held by the following shareholders of the Company:

Sr No	Folio No.	Shareholder's Name	Shares	Percentage
1	H00005	HAKO GMBH	5,20,000	26.0000
2	R00002 & R00033	Roots Industries India Private Limited	5,10,000	25.5000
3	IN30021432917479 & V00031	Varun Karthikeyan R	3,59,860	17.9930
4	1201090008549152 & R00001	Ramasamy K	2,35,400	11.7700



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Sr No	Folio No.	Shareholder's Name	Shares	Percentage
5	1203760000982440	S T Velu Yesaliam Thangavelu	50,000	2.5000
6	1201090008548898	Umaadhevi R K	30,500	1.5250
7	IN30021427159870	Roots Precision Products Private Limited	100	0.0050
8	IN30186210085015	American Auto Service Private Limited	100	0.0050
9	1204720013676780	IEPF	11,400	0.5700
10	Various Folios/DP id	Identified Shareholders	2,82,640	14.1320
		TOTAL	20,00,000	100.000

b) The "Identified Shareholders" comprises of the following shareholders as on the date of this Notice:

Sr No	Folio No	Shareholder's Name	Shares	Percentage
1	Y00001	Yokanayaki R.	1,00,400	5.0200
2	IN30115121889966	3A Capital Services Limited	69,957	3.4979
3	IN30131380144029	Sathishkumar V	10,100	0.5050
4	IN30258210131171	3A Financial Services Ltd	10,004	0.5002
5	R00003	Ramamoorthy G	10,000	0.5000
6	B00001	Bagyam Ramamoorthy	10,000	0.5000
7	S00075	Selvakumar G.K.S	7,500	0.3750
8	IN30154930762744	3 A Financial Services Ltd	6,717	0.3359
9	IN30198311545058	Shobha Businesses Llp	5,000	0.2500
10	IN30108022762665	V Manoharan	5,000	0.2500
11	S00005	Sathi Kumari N.	2,000	0.1000
12	R00029	Rajeshwari J.	2,000	0.1000
13	S00078	Sivashankar.K	1,500	0.0750
14	N00002	Navamani R.	1,400	0.0700
15	V00016	Venkatapathy S.	1,000	0.0500
16	S00010	Suresh Kumar M.	1,000	0.0500
17	M00006	Murugaian S.P.	1,000	0.0500
18	G00004	Gopalakrishnan G.D.	1,000	0.0500
19	G00008	G.Plant Pvt. Limited	1,000	0.0500
20	IN30059710194992	Jayachandran.M.	1,000	0.0500



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Sr No	Folio No	Shareholder's Name	Shares	Percentage
21	1204880000226131	Shobhana Jagadeeshan .	1,000	0.0500
22	1201090004220677	Selvanayagam Chandrasekar .	1,000	0.0500
23	1204160000099737	Annamalai Saminathan .	799	0.0400
24	V00014	Venkateswaralu.D	600	0.0300
25	010002	Latha Nair	500	0.0250
26	L00004	Latha P. Nair	500	0.0250
27	P00007	Padmavathi S.	500	0.0250
28	S00017	Selvanayagam M.	500	0.0250
29	S0009A	Senthikumar Natarajan	500	0.0250
30	E00002	Ezhilan S.	500	0.0250
31	V00013	Vijayapriya Sudevan	500	0.0250
32	T00002	Thilagavathi M.	500	0.0250
33	P00004	Padmanabhan A.R.	500	0.0250
34	010005	Lalitha Velusamy	500	0.0250
35	G00015	Girdhari Lal Pareek	500	0.0250
36	R00021	Rajalakshmi M.	500	0.0250
37	IN30108013164835	K Murali Mohan Usha Murali Mohan	500	0.0250
38	IN30108022436622	P K Rajan	500	0.0250
39	IN30108022479008	T Muthuckaruppi	500	0.0250
40	IN30143695112997	Ramasamy Shankar	500	0.0250
41	IN30115127703542	Ramaswamy Murugesan	500	0.0250
42	IN30154958140400	Chandrika Vijayashankar	500	0.0250
43	IN30302864916837	Vasudevan Vidyalakshmi V	500	0.0250
44	IN30302885614154	Balasubramaniam O A	500	0.0250
45	IN30611413349192	Purna Anil Bagri	500	0.0250
46	1204040000030215	Shanthini .V	500	0.0250
47	1208160001730996	Navin Babu Mahendran	500	0.0250
48	1203330001305986	Kumar Sharad Chauhan	500	0.0250
49	1203320013734591	S Uma	500	0.0250
50	1201910104091910	Inderjeet Singh	500	0.0250
51	1201090033902209	Ramasamy Kanakarajan	500	0.0250
52	IN30021414810651	Ponnusamy A	400	0.0200
53	IN30044110844739	Remadevi Krishnakumar Nair Krishnakumar K Nair	300	0.0150
54	IN30108022802893	Sudha Raghu	300	0.0150



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Sr No	Folio No	Shareholder's Name	Shares	Percentage
55	IN30302826070432	Sundaram Murukesan	300	0.0150
56	V00012	Vergheese.C.C	300	0.0150
57	R00018	Ramesh S.& Minor Suresh S.	300	0.0150
58	R00028	Ramachandran M.	300	0.0150
59	M00013	Mohanraj A.	300	0.0150
60	V00027	Vijayakumar Govindan	300	0.0150
61	D00010	Devaki M.	300	0.0150
62	100001	Girish Rame Gowda	300	0.0150
63	1203390000264335	Oravil Radhakrishnan	300	0.0150
64	IN30429552811492	Kunal Vaswani	235	0.0118
65	IN30154914145241	S Suresh Krishnan	200	0.0100
66	IN30302891691332	Pasupathi Subramanian Pasupathi	200	0.0100
67	IN30306910027534	R.Balaji	200	0.0100
68	IN30012610308173	S Ganesh	200	0.0100
69	IN30023980195139	Jacob Devaraj	200	0.0100
70	010004	Padmavathi R	200	0.0100
71	J00002	Jacob Devaraj	200	0.0100
72	S00038	Suresh B.	200	0.0100
73	R00026	Raghupathi K.	200	0.0100
74	A00011	Ajith Kumar.P.	200	0.0100
75	V00018	Venkatachalam K.R.	200	0.0100
76	J00012	Jayakumar.R.	200	0.0100
77	J00015	Jayaprakash.V.	200	0.0100
78	K00023	Kalyana Sundaram M.	200	0.0100
79	R00055	Ramakrishnan.N	200	0.0100
80	S00046	Sundara Pandian.C.	200	0.0100
81	S00068	Senthil Kumar S.T.	200	0.0100
82	S00069	Shanmuga Sundaram K.	200	0.0100
83	T00001	Thirugnanaprakash M.	200	0.0100
84	T00004	Thangavel.G.	200	0.0100
85	V00030	Venugopal.M	200	0.0100
86	D00012	Duraisamy.S	200	0.0100
87	K00002	Kaliappan S.	200	0.0100
88	010003	Balaji Naidu Thumala	200	0.0100
89	B00022	Balraj N	200	0.0100
90	K00013	Krishnaswamy V.	200	0.0100



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91	K00029	Kesavaraj N	200	0.0100
92	M00024	Muthuswami.A	200	0.0100
93	M00031	Murugaraj.K	200	0.0100
94	M00032	Marimuthu S	200	0.0100
95	R00057	Ramar K	200	0.0100
96	S00020	Sivaprakasam D.	200	0.0100
97	P00009	Palaniswamy R.	200	0.0100
98	G00011	Gopalakrishnan.N.	200	0.0100
99	K00019	Kumar.M.	200	0.0100
100	S00049	Sathyanarayanan.K.	200	0.0100
101	S00048	Sudhakar.S.	200	0.0100
102	N00007	Navaneetha Krishnan.N.	200	0.0100
103	G00013	Gunasekaran N.	200	0.0100
104	P00013	Pandiaraj S.	200	0.0100
105	S00072	Shanmugavel.N	200	0.0100
106	S00054	Sasikala K.	200	0.0100
107	R00045	Rajathi J.	200	0.0100
108	S00009	Subhash Chandiran K.	200	0.0100
109	S00043	Sakthivelu.V.	200	0.0100
110	S00040	Sudhakar B.	200	0.0100
111	R00037	Rajendran.M.	200	0.0100
112	E00004	Easwaramoorthy.S.	200	0.0100
113	P00001	Padmanaban Ramaswamy	200	0.0100
114	U00006	Umapathy P.S.	200	0.0100
115	P00019	Palaniswamy.R	200	0.0100
116	A00013	Antoine Justin.L.	200	0.0100
117	1208160125514849	Govindasamy Vijayakumar	200	0.0100
118	1204720019155650	R Santhi Raveendran N	200	0.0100
119	1201090012345783	K R Selvakumar	200	0.0100
120	1201090032324671	Kavita G Saravgi Gaurav Madan Saravgi	190	0.0095
121	IN30302886059322	Suchita Prajact Gowardipe	160	0.0080
122	IN30115128328265	Rajesh Jaykumar Doshi	150	0.0075
123	1208160006423873	Vikas Sardana	150	0.0075
124	IN30131320934296	Inbavalli Sp	140	0.0070
125	IN30338210268239	A Rameshkumar	115	0.0058
126	IN30131321903873	Sundravadivel P S V Seethalakshmi S	100	0.0050



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127	IN30115125415150	Srinivasan Chandra Sekaran	100	0.0050
128	IN30017510745040	Narayanan N Unnamalai N	100	0.0050
129	IN30059710014984	Amarjothi Dharmarajan Mrs Dharmarajan C Mr	100	0.0050
130	IN30302876944270	Meyyappan S	100	0.0050
131	IN30169610138657	Daruwala.F	100	0.0050
132	A00021	Anand G.Krishnan	100	0.0050
133	M00023	Muthukarrupan R.M.	100	0.0050
134	S00055	Sivasubramaniam V.	100	0.0050
135	R00043	Ramadorai.P.	100	0.0050
136	B00009	Balakrishnan K.	100	0.0050
137	R00058	Revathy N.	100	0.0050
138	1207020000987089	Garima Singhal	100	0.0050
139	1201090006432168	M Rajakumar .	100	0.0050
140	1203800000069180	Mittal Portfolios Private Limited	90	0.0045
141	IN30149310028198	Altius Investech Private Limited	57	0.0029
142	1208160021593541	Chandrasekar Umarani	51	0.0026
143	IN30133021984411	Rajendra Kumar Jain Huf	50	0.0025
144	IN30133021898710	Deepa M Pandit	30	0.0015
145	1208160000683645	Sunny Goyal	30	0.0015
146	1208160032513372	Lataben Jayntibhai Patel	25	0.0013
147	1208160016695348	Prince Jaiprakash Singh	25	0.0013
148	IN30302895016919	Puja Pransukhka	25	0.0013
149	IN30302875799334	Hemchand Agarwal Huf	25	0.0013
150	IN30302875799455	Sampatlal Agarwal Huf	25	0.0013
151	IN30302875800378	Kamal Kumar Agarwal Huf	25	0.0013
152	IN30302875800386	Vivek Agarwal Huf	25	0.0013
153	IN30302875800394	Anup Kumar Agarwal Huf	25	0.0013
154	IN30302875804295	Bimal Kumar Agarwal Huf	25	0.0013
155	IN30021424020108	Ashishkumar Mahendrabhai Kapadia Purvi Ashish Kapadia	25	0.0013
156	IN30021423957116	Js Building Material Suppliers Private Limited	20	0.0010
157	IN30302859801660	Amit Kumar	20	0.0010
158	IN30302882993520	Suresh Kumar N	20	0.0010
159	IN30214811260926	Mukeshkumar Sumermal Jain	20	0.0010
160	1208160005266743	Prasada Kumar	20	0.0010



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Sr No	Folio No	Shareholder's Name	Shares	Percentage
161	1208160066201824	Sonal Hemendra Kansara	20	0.0010
162	1208810000000237	Narendrakumar K S .	20	0.0010
163	1201060004297509	Vemala Padmaraj	15	0.0008
164	1208160025886733	Vijayakumaran Adarsh	12	0.0006
165	IN30154951887320	Ashu Arora	11	0.0006
166	IN30163740767017	Jayashree Iyappan	10	0.0005
167	IN30009511415372	Indra Kumar Bagri	10	0.0005
168	IN30021420100277	Anita Bhardwaj Suresh Bhardwaj	10	0.0005
169	IN30131322314335	Vijaykumar Selvam	10	0.0005
170	1304140001925093	Mannan Fidahusen Lanewala	10	0.0005
171	1208160000363541	Sekar Maruda Gounder	10	0.0005
172	1206850000092418	Naresh Kumar	10	0.0005
173	1208160018447214	Sreedhar Reddy Indla	8	0.0004
174	1208160067930735	Darshan Vinubhai Miyani	5	0.0003
175	1208160082962210	Paresh Ghanshyambhai Ponkiya	5	0.0003
176	1208160097190395	Shreyans .	5	0.0003
177	1208870070548299	Srihari Rahul	5	0.0003
178	1208880005837289	Krishnasamy Ravi	5	0.0003
179	1208180004240829	Naresh Patel	5	0.0003
180	1204720012602619	Anuja Nadar	5	0.0003
181	1206690006273025	Stockify Fintech Private Limited	5	0.0003
182	1208160001697457	Dhamotharan Krishnappachettiar Manickam	5	0.0003
183	1208160006641736	Shrenik Hiren Vora	5	0.0003
184	1208160002840430	Mandar Mohan Desai	5	0.0003
185	1208160004062002	Prakash Virjibhai Choudhary	5	0.0003
186	1301240000120515	Sms Financial Services Pvt Ltd	5	0.0003
187	IN30148510584703	Jigna Tushar Shah	5	0.0003
188	IN30154950041156	Dhairya Narendra Shah	5	0.0003
189	IN30177411850487	Ashok Kumar Jain	5	0.0003
190	IN30302853443342	Karthikeyan T	5	0.0003
191	IN30306910142434	Aravind Kumar Sr Huf	5	0.0003
192	IN30088813051361	Kaushika Sandeep Kadakia Sandeep Pramodrai Kadakia	4	0.0002
193	IN30047642758007	Rakhi Sunil Kumar	2	0.0001
194	IN30051322683406	Kishore Amarnath Vahi Girish Amarnath Vahi	2	0.0001



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Sr No	Folio No	Shareholder's Name	Shares	Percentage
195	IN30302850067684	Manish Kumar Somani	2	0.0001
196	IN30258210137935	Jenny Rajan Shah	1	0.0001
197	IN30258210148961	Sushila Manubhai Shah	1	0.0001
198	IN30258210022855	Bhavna Rajan Shah	1	0.0001
199	IN30047641538005	Rajan M Shah	1	0.0001
200	IN30109810802571	Mahendra Gadia Sadhana Gadia	1	0.0001
201	IN30115120594630	Rajan M Shah	1	0.0001
202	1208160004206386	Arukutty Jayakumar	1	0.0001
203	1208180007753383	Bipin Vithoba Tawde	1	0.0001
204	1208160016847918	Durairaj Boomanan	1	0.0001
		Total	2,82,640	14.13%

c) The Company is a closely held public limited company. The Company is a joint venture between the Indian Promoters (Roots Group) and M/s.Hako Werke GmbH & Co., West Germany (JV Partner). The business of the Company has grown considerably over the years and its internal cash accruals are robust. Considering that the total number of shareholders of the company is in excess of 200 and since the majority of shareholders in number holding 2,82,640 equity shares aggregate to a mere 14.13% of the total paid-up share capital, it is proposed to reduce the capital in order to provide an exit to such shareholders. This exercise will help the Company to achieve two objectives:

1. To reduce the number of shareholders greatly from the present 216 to 8 and thus reduce the cost for the Company in servicing these shareholders and
2. It can achieve its ultimate objective of conversion into a private limited company which would help the management to carry out its affairs efficiently and economically.

Further, the conversion of the company into private limited company will enable the company to avail various privileges and concessions under the Companies Act, 2013. The capital that is sought to be reduced is also in excess of the needs of the Company. Accordingly, it was decided by the Board of Directors on 10th January, 2024 to provide an exit to the Identified Shareholders.

d) The Company will be able to achieve the said pay-out comfortably out of its cash reserves and internal accruals. Hence, it is proposed to consider reducing the share capital by granting an exit to all the Identified Shareholders.



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Method and effect of Capital Reduction

- a) The Capital Reduction is proposed to be implemented in accordance with Section 66 of the Companies Act, 2013 (the "Act") and the rules prescribed thereunder by making necessary applications/petitions before and seeking the sanction of the National Company Law Tribunal, Chennai Bench (the "NCLT"). The Capital Reduction of the Company will be subject to the approval of the Hon'ble NCLT and such other authorities, as the case may be.
- b) As per the provisions of the Act, the Capital Reduction will be effective on the date of filing of the final order of the Hon'ble NCLT confirming the Capital Reduction with the Registrar of Companies, Coimbatore.
- c) As a result of the Capital Reduction, the issued, subscribed and paid-up equity share capital of the Company will be reduced to an amount of INR 1,71,73,600 (Rupees One Crore Seventy One Lakhs Seventy Three Thousand and Six Hundred Only)

Consideration

- a) To maintain fairness and transparency, the Board appointed a registered valuer i.e., CA M.Pragadeeshkanna on 13th November 2024 to undertake an independent valuation and determine the fair value of the equity shares of the Company for the purpose of the Capital Reduction and has also obtained valuation report dated 27th January 2025 (the "Valuation Report").
- b) The valuation exercise evaluated the fair price on Earning Method (DCF) and accordingly, the fair price was arrived at Rs.2,000/- which has been chosen as the price to be paid for each share (Consideration).
- c) As stated above, as the Company's finances and cash flows from its present business is robust, the outgo towards the capital reduction is estimated at Rs.56.53 Crores (Total Consideration), which can be seamlessly executed. As at 31st March, 2024 the total reserves and surplus as per the audited financial statements (Standalone) of the Company stands at Rs.27,944.58 Lakhs.

Payment to Identified Shareholders and Miscellaneous

- a) The Company will, upon the receipt of confirmation by the Hon'ble NCLT to the Capital Reduction and upon the Capital Reduction becoming effective and operative, deposit the Total Consideration payable to the Identified Shareholders in relation to the Capital Reduction after deducting appropriate withholding taxes, if any, as per the Income-tax Act, 1961 ("ITA") in a special bank account.



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- b) Subject to the Capital Reduction becoming effective, the Consideration to be paid to the Identified Shareholders in lieu of the Capital Reduction will be discharged by issue of cheque, demand drafts, NEFT or RTGS to the Identified Shareholders (excluding the Remaining Shareholders) whose name appears as a member of the Company as on the Record Date / Book Closure, as may be determined by the Board, within such number of days and subject to such approvals, if any, as required under applicable law or as may be directed by the Hon'ble NCLT.
- c) The proposed Capital Reduction is pursuant to Section 66 and other applicable provisions of the Companies Act 2013, and is subject to the approval of the members of the Company through a special resolution and confirmation of the Hon'ble NCLT and such other regulatory authorities and third parties as may be required.

The Company has not accepted any deposits and is therefore not in arrears in the repayment of any deposits or interest payable thereon. The Memorandum and Articles of Association of the Company, the Valuation Report, and the list of creditors as on 31st December, 2024 are available for inspection by the members of the Company at the registered office of the Company.

The Capital Reduction will not cause any prejudice to any of the creditors of the Company. The creditors of the Company will in no way be affected by the proposed Capital Reduction as there is no reduction in the amount payable to any of the creditors. No compromise or arrangement is contemplated in relation to the creditors and the Company will have assets in excess of all its liabilities post the Capital Reduction.

The proposed Capital Reduction will not, in any way, adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.

No investigation / proceedings are pending under Section 210 to Section 229 or any other provisions of the Act against the Company.



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Accordingly, the Board at their meeting held on 27th January 2025 has approved the Capital Reduction as per the terms set out in the resolution and recommends the special resolution set forth in Item No.2 for the approval of the shareholders of the Company.

None of the directors, Key managerial personnel or the relatives of directors and KMPs are either concerned or interested in the proposed Special resolution a set out in Item No.2 of this notice.

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

Date : 28.02.2025
Place : Coimbatore



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Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U36999TZ1992PLC003662
Name of the company	ROOTS MULTICLEAN LIMITED
Registered office	R K G INDUSTRIAL ESTATE, GANAPATHY, COIMBATORE, TAMIL NADU , INDIA – 641006
Name of the member(s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

I/We, being the member (s) of the above-named company, hereby appoint

1.Name :

Address :

E-mail Id :

Signature :....., or failing him

2. Name :

Address:

E-mail Id :

Signature:....., or failing him

3. Name :

Address:

E-mail Id:

Signature:.....



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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held at 11.00 am on Thursday, the 27th day of March, 2025 at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

SPECIAL BUSINESS:

1. Alteration of Articles of Association of the company.
2. Reduction of share capital of the company.

Signed thisday of2025

Signature of shareholder :

Kindly Affix Revenue Stamp

Signature of first proxy holder (s) :

Note:

1. 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.
2. Please complete all details including details of member(s) in the above box before submission.



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ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING AT 11.00 AM ON THURSDAY, THE 27TH DAY OF MARCH, 2025

Name of the shareholder	
Folio No.	
No. of Shares held	

I certify that I am registered Member/Proxy for the registered Member of the Company.

I hereby record my presence at the EXTRA-ORDINARYGENERAL MEETING of the Company to be held at the at the registered office of the company at 11.00 am on Thursday, the 27th day of March, 2025.

Signature of Member /Proxy

Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall.
