

September 29, 2020

REPORT OF SCRUTINIZER

[Pursuant to the section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To

The Chairman
Roots Industries India Limited
R K G Industrial Estate
Ganapathy,
Coimbatore - 641 006

Dear Sir,

I, B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, Coimbatore was appointed as Scrutinizer for the 29th (Twenty Ninth) Annual General Meeting of the Equity Shareholders of "**Roots Industries India Limited**" held on 29th September 2020 at 11.00 am through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on E-Voting carried out as per section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions referred to in this report

I submit my report as under:

1. The Notice was sent by email to all the members, whose names appeared in the Register of Members as on 28th August, 2020 and whose email addresses are registered with the Company/Depositories, to vote on the proposed (Seven) Resolutions as mentioned in the Notice of the Annual General Meeting of M/s. Roots Industries India Limited (Item No.1 (One) to 7 (Seven) of the Notice dated 13.08.2020 of Annual General Meeting of M/s. Roots Industries India Limited. The Members holding equity shares as on the cut-off date i.e. 22nd September, 2020 were considered for e-voting. Number of shareholders as on cut-off date is 87.
2. The Company had appointed National Securities Depository Limited (NSDL), as the Service Provider, for extending the facility for the Electronic Voting to the shareholders of the Company. S.K.D.C Consultants Ltd, Coimbatore is the Registrar and Share Transfer Agent of the Company.
3. As a Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above Remote Electronic Voting remained open to the members from Saturday, the 26th September, 2020 at 9.00 A.M to Monday, the 28th September 2020 at 5.00 P.M. Further the Remote E-Voting period was completed on the date preceding the date of Annual General Meeting.

B.KRISHNAMOORTHI, F.C.A.,
Chartered Accountant
Membership No: 20439

UDIN - 20020439AAAAK08509

4. At the Annual General Meeting, the Company facilitated the members present in meeting through VC/OAVM facility and have not cast their votes through Remote E-voting facility to cast their vote through E-voting facility provided during the Annual General Meeting in compliance with the provisions of Rule 20 (4) (viii) of the Companies (Management and Administration) Rules, 2014, as amended.
5. On completion of the E-Voting, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 29th September 2020 around 12.05 pm in the presence of two witnesses, namely Mr.K.Jayakumar and Mr.R.Sasidharan, who are not in employment of the Company.

The following is the summary of e-voting result:

	Resolution	For			Against		
		No.of Members	No.of Votes	%	No.of Members	No.of Votes	%
1	Ordinary Resolution - Adoption of the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the report of Auditors thereon.	50	1591700	100.000	0	0	0.000
2	Ordinary Resolution - To declare dividend on equity shares.	50	1591700	100.000	0	0	0.000
3	Ordinary Resolution - Reappointment of Dr Kavidasan (DIN : 01415169) as a Director of the Company.	50	1591700	100.000	0	0	0.000
4	Ordinary Resolution - Reappointment of Mr V M Rajashekar (DIN : 08208467) as a Director of the Company.	50	1591700	100.000	0	0	0.000
5	Ordinary Resolution Appointment of Mr C Sivakumar (DIN : 00844529) as a Director of the Company.	50	1591700	100.000	0	0	0.000

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Chartered Accountant

6	Ordinary Resolution - To approve and ratify the remuneration of the Cost Auditors M/s.Ramakrishnan & Co., (Firm No.100285) for the financial year ending March 31,2021	50	1591700	100.000	0	0	0.000
7	Ordinary Resolution - Approval for the increase in the remuneration payable to Mr K Saravanasundaram, (DIN : 02617400) Deputy Managing Director of the Company with effect from 01.10.2019 to 30.06.2023.	50	1591700	100.000	0	0	0.000

All resolutions stand passed under E-voting with requisite majority as specified under the Companies Act, 2013.

Thanking you,

Yours faithfully,

(B. KRISHNAMOORTHI)
SCRUTINIZER

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