

ROX HI-TECH LIMITED

(Formerly known as ROX Trading and Systems Pvt.Ltd & ROX Hi-Tech Pvt.Ltd)

Old # 101-B, New # 160,
Mahalingapuram Main Road,
Mahalingapuram, Chennai - 600 034.
Ph : +91-44-2817 3449
CIN : L51506TN2002PLC048598
Email : info@rox.co.in Web : www.rox.co.in



ROX | NSE | AGM. | 2025-26

September 6, 2025

To
The Manager – Listing
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, 'G' Block,
Bandra Kurla Complex,
Bandra (East) Mumbai 400 051

Symbol: **ROXHITECH**
ISIN: **INE0PDJ01013**

Sub: Intimation and submission of Notice of 23rd Annual General Meeting of the Company for the financial year 2024-2025.

Ref: Disclosure under Regulations 30 & 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

We are submitting herewith the Notice of 23rd Annual General Meeting of the company, which is scheduled to be held on Monday, September 29, 2025 at 11:30 AM (IST) through video conferencing / other audio-visual means (VC/OVAM).

The Notice convening the 23rd Annual General Meeting along with the annual report for the FY 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent of the Company / Depository Participant(s) within the prescribed timelines.

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the aforesaid Notice and Annual Report are attached herein.

The Annual Report including notice of AGM as mentioned above is also available on the website of the Company at www.rox.co.in and the website of National Depository Services Limited at www.evoting.nsdl.com.

Kindly acknowledge and take the same on your records.

Yours Faithfully
For **ROX Hi-Tech Limited**

Thenmozhi
Company Secretary & Compliance officer

Encl. As above.

Notice

NOTICE is hereby given that the 23rd Annual General Meeting of the members of ROX Hi-Tech Limited will be held on Monday, the 29th day of September 2025 at 11:30 am through video conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the members at a common venue, to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone financial statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Directors and Auditors thereon.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 together with Reports of the Board of Directors and Auditors thereon laid before this said meeting, be and are hereby considered, approved and adopted."

- 2. To receive, consider and adopt the Audited Consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the Report of Auditors thereon.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 together with Report of the Auditors thereon laid before this said meeting, be and are hereby considered, approved and adopted."

- 3. To appoint a director in place of Mr. J. Kenny Robert (DIN: 10217214), who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. J. Kenny Robert (DIN: 10217214), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- 4. To appoint M/s. Krishaan & Co., Chartered Accountants, (FRN: 001453S), as a Statutory Auditors of the Company.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Krishaan & Co., Chartered Accountants, (Firm Registration Number: 001453S) be and hereby appointed as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive financial years from conclusion of the 23rd Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company, to be held in the year 2030, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors".

SPECIAL BUSINESS:

- 5. To appoint Mrs. Sanka Indrani (PCS No. 21983), Practicing Company Secretary as Secretarial Auditor of the Company for a term of five consecutive years.**

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provision of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, if any, the relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mrs. Sanka Indrani, Practicing Company Secretary (Certificate of Practice Number: 21983) (PR No. 3517/2023) as Secretarial Auditor of the Company for a term of 5 consecutive years commencing from FY 2026 till FY 2030 to conduct secretarial

audit and issue the Secretarial Audit Report with the remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall deem to include any Committee constituted or to be constituted by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to finalise the terms and conditions of the said appointment, including the remuneration."

6. Approval of Material Related Party Transactions between the Company and its associate companies and subsidiary companies.

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), applicable provisions of the Companies Act, 2013 (the 'Act') read with the Rules made thereunder, and other applicable provisions, if any, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Company's Policy on Materiality of and Dealing with Related Party Transactions and based on the approval of the Audit Committee, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with the existing arrangements / contracts / agreements / transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the following associate/subsidiary companies and they being related parties of the Company, for an aggregate amount as detailed below, for the period, from the date of 23th Annual General Meeting up to the date of 25th Annual General Meeting (both days inclusive), (hereinafter referred to as 'RPT period'), as set out in the explanatory statement annexed to this notice, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) irrespective of beings carried out on an arm's length basis and in the ordinary course of business of the Company.

Sl. No.	Name of the Company	Nature of Transactions	Aggregate Amount
1.	ROX Technology and Solutions Limited ('RTSL')	Rendering Technical and Services related support	Rs. 50 Crores each
2.	ROX Hi-Tech LLC		
3.	ROX Hi-Tech Aps		
4.	ROX Hi-Tech PTE. Limited.		
5.	ROX Hi-Tech Mauritius		

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company and / or a committee thereof as may be authorised by the Board in this regard, to severally do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the transactions as may be necessary for the purpose of giving effect to this resolution on behalf of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

7. Appointment of Major General H. Dharmarajan (ret'd) (DIN 11247320) as an Independent Director of the Company

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Major General H. Dharmarajan (retd) (DIN: 11247320) who was appointed as an Additional Director in the category of Non-Executive Independent, with effect from 25th August, 2025 in terms of Section 161 of the Act and who holds office up to the date of this Annual General Meeting, who is eligible for the appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature and who has also submitted a declaration confirming eligibility and independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 25th August, 2025.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

8. INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations, 2015’), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase and to alter the existing Authorized Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh Only) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each to Rs. 40,00,00,000 (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crore only) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each.

RESOLVED FURTHER THAT consequent to the above alterations, existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new clause:

“V. The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore Equity Shares of face value of Rs. 10/- each”.

“RESOLVED FURTHER THAT Mr. Jim Rakesh, Chairman and Managing Director (DIN 01722482) of the Company and / or Mrs. Sukanya Rakesh, Whole-Time Director (DIN 01722486) of the Company and/or Company Secretary of the Company be and are hereby severally authorised to file necessary e-forms and documents with Registrar of the Companies and to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters concerned therewith or incidental thereto.”

9. Issuance of up to 30,92,782 Fully Convertible Warrants to the persons belonging to “Promoter & Promoter Group” category on Preferential basis.

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the ‘Companies Act’) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any

statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with National Stock Exchange of India Limited where the equity shares of the Company are listed ("**Stock Exchange**"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended [**"SEBI (ICDR) Regulations"**], the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended, SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**Takeover Regulations**") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 30,92,782 (Thirty Lakh Ninety-Two Thousand Seven Hundred Eighty Two) Fully Convertible Warrants ("**Warrants**") at an issue price of Rs. 48.50/- (Rupees Forty Eight and Fifty Paise Only) per warrant, determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs. 10/- each for cash, for an aggregate amount of up to Rs. 14,99,99,927/- (Rupees Fourteen Crore Ninety-Nine

Lakh Ninety-Nine Thousand Nine Hundred Twenty Seven Only), and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned entities belonging to the "**Promoter & Promoter Group**" category ("**Proposed Allottees**") in the manner as follows:

Sr. No.	Name of the Proposed Allottee	Category	No. of Warrants to be allotted (Up to)
1.	Jim Rakesh	Promoter	23,63,438
2.	Sukanya Rakesh	Promoter	5,19,617
3.	Janet Rekha	Promoter	2,09,727
Total			30,92,782

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI (ICDR) Regulations, the 'Relevant Date' for purpose of determining the minimum issue price of Warrants shall be Friday, August 29, 2025, i.e. being the date, which is 30 days prior to the date of the Annual General Meeting ("AGM") scheduled for Monday, September 29, 2025.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- The conversion of warrants into equity shares shall happen at any time, in one or more tranches, within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations.
- The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.

- d) Warrants so allotted under this resolution and Equity Shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
- h) The Warrants by themselves, until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.
- i) The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity

shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. Jim Rakesh, the Managing Director and/or Mrs. Sukanya Rakesh, the Whole-time Director, and/or Ms. Thenmozhi, Company Secretary & Compliance Officer of the Company and Committee of the Board of Directors be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

ROX HI-TECH LIMITED

CIN: L51506TN2002PLC048598
 Old No. 101B, New No. 160,
 1st & 3rd Floor, Mahalingapuram High Road
 Nungambakkam, Chennai 600034.
investor@rox.co.in
www.rox.co.in

Date: September 5, 2025

Place: Chennai

By order of the Board of Directors

For **ROX Hi-Tech Limited**

Sd/-

Thenmozhi

Company Secretary & Compliance Officer

Membership No: A66685

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April 08, 2020, and subsequent to the latest circular 09/2024 dated September 2024, issued in this regard (collectively referred to as "MCA Circulars") permitted holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being convened through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Further, the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 and subsequent circulars issued in this regard, the latest being October 3, 2024 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').
2. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') the SEBI listing Regulations, and MCA Circulars, the 23rd Annual General Meeting of the Company scheduled to be held only through VC/OAVM on Monday, the 29th day of September 2025 @ 11:30 am (IST).
3. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting and through the e-voting system provided during the meeting while participating through VC facility. The Company will also publish an advertisement in newspaper containing the details about the AGM i.e., the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of the Annual Report at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
4. Additional information as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation / seeking appointment / re-appointment at this Meeting is annexed hereto.
5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
6. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. Notice of AGM are being sent in electronic mode to those members / beneficial owners whose e-mail Id's are registered and whose name appears in the Register of Members / Depositories Participant(s) as at closing business hours on Friday, August 29, 2025.
8. In compliance with MCA Circulars and SEBI Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022 the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report FY 2024-25).
9. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business(s) as set out above in Item No.4 is annexed as Annexure I hereto. The relevant details required to be disclosed in respect to Directors seeking appointment/ re-appointment at this AGM pursuant to Regulation

36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "(LODR Regulations or Listing Regulations)". Secretarial Standards on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, have been provided in Annexure to this Notice. Additional information as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation at this Meeting is also annexed hereto.

10. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 26, 2025 to Sunday, September 28, 2025 (both days inclusive) for the purpose of Annual General Meeting of the Company.
11. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for all the members.
12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a

member using remote e-Voting system as well as during the meeting will be provided by NSDL.

14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company <https://www.rox.co.in/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
15. The Companies (Management and Administration) Rules, 2014 stipulate that the remote electronic voting period shall close at 05:00 P.M (IST) on the date preceding the date of AGM. Accordingly, the remote e-Voting period will commence at 09:00 A.M (IST) on September 26, 2025 and will end at 05:00 P.M (IST) on September 28, 2025. The remote e-Voting will not be allowed beyond the aforesaid period and time, and the remote e-Voting module shall be disabled by NSDL.
16. The Company has appointed Mrs. Sanka Indrani, Practising company secretary to act as Scrutinizer to scrutinize the remote e-Voting process and voting during the AGM in a fair and transparent manner.
17. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than 2 working days from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchange by the company where the shares of the Company are listed i.e. National Stock Exchange of India Limited placed on the Company's website <https://www.rox.co.in/>.
18. Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the AGM shall be deemed to be passed on the date of the meeting i.e. Monday, September 29, 2025.
19. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 22, 2025 are entitled to vote on

the Resolutions set forth in this Notice. A person, who is not a member as on the cut-off date i.e. September 22, 2025 should treat this Notice for information purposes only.

20. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-Voting, i.e., September 22, 2025 such person may obtain the User ID and Password from NSDL by e-mail request to evoting@nsdl.co.in for all future communication members.

Dispatch of Annual Report through Electronic Mode:

21. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022 and January 05, 2023, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members as on cut-off date whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <https://www.rox.co.in/>, website of the Stock Exchange, that is, National Stock Exchange of India Limited at www.nseindia.com, respectively, and on the website of Company's E-voting partner at <https://www.evoting.nsdl.com>.
22. For receiving all communication (including Annual Report) from the Company electronically:
- Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. NSDL has provided a facility for registration/ updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>.
 - the process to be followed for registration/ updation of e-mail address by Members holding shares in physical mode, is given in this Notice.

Procedure for Inspection of Documents:

23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested,

maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cs@rox.co.in.

24. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before September 22, 2025 to cs@rox.co.in. The same will be replied by the Company suitably.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday September 26, 2025 09:00 am and will end at 05:00 P.M (IST) on September 28, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 19, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 22, 2025.

How do I vote electronically using NSDL e-Voting system?

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial

password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ahyoka.nual@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@rox.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@rox.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at this AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's e-mail address at cs@rox.co.in before 5.00 p.m. (IST) on September 22, 2024. Such queries will be appropriately responded by the Company
6. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at cs@rox.co.in. The same will be replied by the company suitably. Pre-registration should be done between September 26, 2025 09:00 am and 05:00 P.M (IST) on September 28, 2025.

Other Information:

As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc through their Depository Participant.

Non-Resident Indian members are requested to inform the Company/ respective DPs immediately of change in their residential status on return to India for permanent settlement.

Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to the RTA M/s. Purva Shareregistry India Private Limited at support@ purvashare.com as per the requirement of the aforesaid circular.

Members are requested to address all correspondence, including voting by electronic means if any, E-Voting Partner / to the Registrar and Share Transfer Agents and/or to the Company.

1. National Securities Depository Limited (E-Voting Partner)
Contact Person: Ms. Prajakta Pawle
NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound,
Senapati Bapat Marg, Lower parel,
Mumbai 400 013
Ph: 022 - 4886 7000 and 022 - 2499 7000
Mail: evoting@nsdl.co.in
2. Purva Shareregistry India Private Limited (RTA)
Contact Person: Mr. Purva Shah
9 Shiv Shakti Industrial Estate,
J.R. Boricha Marg, Lower Parel (E),
Mumbai - 400011
Ph: +91- 8928652025
Mail: support@purvashare.com
3. ROX Hi-Tech Limited
Contact Person: Ms. Thenmozhi
Old No. 101B, New No. 160, 1st & 3rd Floor,
Mahalingapuram High Road,
Nungambakkam, Chennai 600024
Ph: +91 98405 91830
Mail: cs@rox.co.in

Details of the Director retiring by rotation and seeking re-appointment / appointment at the Annual General Meeting pursuant to (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI) are as under:

Item No. 3

To appoint a director in place of Mr. J. Kenny Robert (DIN: 10217214), who retires by rotation and eligible, offers himself for re-appointment.

Mr. J. Kenny Robert	DIN: 10217214
Age / DOB:	34 years / 29.09.1988
Qualifications	M S (G.S), M Ch (Surgical Oncology)
Experience (including expertise in specific functional area) / Brief Resume	Surgical Oncologist with more than 8 years of complex surgical and advanced laparoscopic experience. He has vast knowledge and experience in the Medical Automation.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. J. Kenny Robert who was appointed as a Non-executive Non-Independent Director is liable to retire by rotation and eligible for reappointment
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Only sitting fees.
Remuneration proposed to be paid	Sitting fees.
Date of first appointment on the Board	July 25, 2023.
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024.	Not Applicable.
Relationship with other Directors / Key Managerial Personnel	Not Applicable
Number of meetings of the Board attended during the financial year 2023-24	12
Directorships of other Boards as on March 31, 2024	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2024.	Nil
Listed entities from which the Director has resigned in the past three years	Nil

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

Item No. 4
To appoint M/s. Krishaan & Co., Chartered Accountants, (FRN: 001453S), as a Statutory Auditor of the Company

M/s. PPN and Company, Chartered Accountants (Firm Reg. No.- 013623S), were appointed as the Statutory Auditors of the Company in 21ST Annual General Meeting of the Company held on September 22, 2023 and was entitled to hold office upto the conclusion of 25TH Annual General Meeting of the Company. However, M/s. PPN and Company, Chartered Accountants vide their letter dated January 30, 2025, had tendered their resignation as the Statutory Auditor of the Company due to Pre-occupation in some other assignments. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Further, as per the provisions of Section 139 (8) of the Companies Act, 2013, Casual vacancy caused by the resignation of auditor shall also be approved by the shareholders in General Meeting within three months from the date of appointment by the Board of Directors of the Company.

Accordingly, based on the recommendations of the Audit Committee, the Board of Directors of the Company at their meeting held on February 5, 2025 appointed M/s. Krishaan & Co., Chartered Accountants, (Firm Registration Number: 001453S), as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. PPN and Company and shall hold office of the Statutory Auditors until the conclusion of the Annual General Meeting to be held during the year 2025 and they shall conduct the Statutory Audit for the financial year ending on March 31, 2025. M/s. Krishaan & Co., Chartered Accountants, (Firm Registration Number: 001453S), have conveyed their consent for being appointed as Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under Section 141 of the Companies Act, 2013. The Board of Directors of the Company passed the Ordinary Resolution through Postal ballot on March 18, 2025.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

The details of the Statutory Auditors as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated 13 July 2023 is attached herewith.

Sl. No.	Particulars	Description
1.	Name of the Auditor	KRISHAAN & Co. Chartered Accountants
2.	Terms of appointment	Appointed as Statutory Auditors of the company for a period of five years from the conclusion of 23 rd Annual General Meeting till the conclusion of the 28 th Annual General Meeting to be held in the Financial Year 2030 based on the terms and conditions as mutually agreed.
3.	Proposed Audit fees payable to Auditor and material change in fee payable	Remuneration as may be determined by the Audit Committee in consultation with the Auditor, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company. Material change in fee payable.
4.	Basis of recommendation and auditor credentials	Mr. Sundarrajan, a qualified Chartered Accountant in Practice. He has been in practice for more than two decades having expertise and knowledge in conducting various audits. Peer Review Certificate No. 017772.

EXPLANATORY STATEMENT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')

The following Statement sets out all material facts relating to mentioned in the accompanying Notice.

Item No. 5 To appoint Mrs. Sanka Indrani, Practicing Company Secretary (CP no. 21983) as Secretarial Auditor of the Company for a term of five consecutive years.

Amendment to Regulation 24A of SEBI Listing Regulations and Appointment of Secretarial Auditor

SEBI, through its notification dated December 12, 2024, amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As per the amended Regulation 24A, effective from April 1, 2025, every listed company, based on the recommendation of its Board of Directors and subject to approval by shareholders at the Annual General Meeting ("AGM"), shall appoint or re-appoint:

- An individual as Secretarial Auditor for a maximum of one term of five consecutive years; or
- A Secretarial Audit firm as Secretarial Auditor for a maximum of two terms of five consecutive years.

In this regard, the Audit Committee evaluated various parameters including eligibility and qualifications as

prescribed under the Companies Act and relevant Rules/Regulations, ICSI Auditing Standards, SEBI LODR Regulations, as well as the auditor's profile, experience, independence, audit capabilities, and quality of past audit work.

Based on the evaluation Audit Committee recommended the said appointment to the Board, Board of Directors, at its meeting held on May 28, 2025, has approved the appointment of Mrs. Sanka Indrani, Practicing Company Secretary (CP no. 21983), Peer Review Certificate No. 3517/2023), as the Secretarial Auditor of the Company for a period of five consecutive financial years commencing from FY2025-26 to FY2029-30, subject to shareholders' approval at the upcoming AGM.

Mrs. Indrani has given her consent to the proposed appointment and confirmed that it falls within the limits prescribed by the Institute of Company Secretaries of India. She has also confirmed that she is eligible for the appointment and has not incurred any disqualification under Regulation 24A(1A) of the SEBI Listing Regulations, Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Other information

Proposed audit fee payable to auditors	Remuneration as may be determined by the Audit Committee in consultation with the Secretarial Auditor, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the Secretarial department of the Company. Material change in fee payable.
Terms of appointment	The Secretarial Auditor would be appointed for period of 5 consecutive years commencing from FY 2026 till FY 2030.
Material changes in fee payable and rationale thereof	The proposed fees are consistent with those charged to comparable clients, taking into consideration scope and complexity of the work as well as the specific compliance requirements. Further, the enhanced regulatory horizon and obligations have been considered while arriving at fees.
Basis of recommendation and auditor credentials	The Board, based on the credentials of the Auditor clientele, technical expertise, capacity and eligibility criteria prescribed under SEBI Listing Regulations recommends appointment of Mrs. Indrani as secretarial auditors of the Company.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

The Board recommends the resolutions set forth at Item No. 6 of the notice for approval of the members.

Item No: 6 Approval of Material Related Party Transactions between the Company and its Associate and subsidiary companies.

Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') mandates prior approval of Members by means of an ordinary resolution for all material related party transactions. In terms of Regulation 23(1) of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Sr. No.	Particulars	Particulars				
1(a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	ROX Technology and Solutions Limited ('RTSL') Associate Company	ROX Hi-Tech LLC. Subsidiary Company	ROX Hi-Tech Aps. Associate Company	ROX Hi-Tech PTE. Limited. Subsidiary Company	ROX Hi-Tech Mauritius. Subsidiary Company
1 (b)	Type, tenure, material terms and particulars	ROX and RTSL have entered into / propose to enter into the following RPTs from the FY 2025-26 to FY 2027-28 for an aggregate value not exceeding Rs. 50 crores: Rendering Technical and services related support.	ROX and ROX Hi-Tech LLC have entered into / propose to enter into the following RPTs from the FY 2025-26 to FY 2027-28 for an aggregate value not exceeding Rs. 50 crores: Rendering Technical and services related support	ROX and ROX Hi-Tech Aps have entered into / propose to enter into the following RPTs from the FY 2025-26 to FY 2027-28 for an aggregate value not exceeding Rs. 50 crores: Rendering Technical and services related support	ROX and ROX Hi-Tech PTE. Ltd have entered into / propose to enter into the following RPTs from the FY 2025-26 to FY 2027-28 for an aggregate value not exceeding Rs. 50 crores: Rendering Technical and services related support	ROX and ROX Hi-Tech Mauritius have entered into / propose to enter into the following RPTs from the FY 2025-26 to FY 2027-28 for an aggregate value not exceeding Rs. 50 crores: Rendering Technical and services related support

The SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/0155 dated 11 November 2024 ('the SEBI Master Circular') provides that the shareholders' omnibus approval for material related party transactions given at an Annual General Meeting remains valid up to the date of the next Annual General Meeting for a period not exceeding fifteen months.

Accordingly, the Audit Committee and the Board of Directors, having considered the above, do recommend transactions contained in Item No. 6 of the notice by way of an ordinary resolution.

Any subsequent 'material modification' in the proposed transactions, as defined by the Audit Committee, from time to time, as a part of Company's Policy on Materiality of and Dealing with Related Party Transactions will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

Sr. No.	Particulars	Particulars
1 (c)	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	26.67 %
2.	Justification for the proposed RPTs	The aforementioned transactions will not only help both the companies to smoothen business operations but will also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity. This in turn will contribute towards ROX Group synergy and sustainability.
3.(a)	Details of the source of funds in connection with the proposed transaction	Not Applicable
3.(b)	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	Not Applicable
3.(c)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
3.(d)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable

Sr. No.	Particulars	Particulars				
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The pricing mechanism followed for recurring transactions is based on the past practices by adopting Arm's Length Principle. ROX has carried out 'Transfer Pricing' study covering the transactions with Related Parties, which substantiates the Arm's Length Principle. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant services and/or materials. In the case of reimbursements / recoveries, same would-be on the basis of actual cost incurred.				
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship	Mr. Jim Rakesh, Managing Director of the Company is Director on the Board of RTSL.	Mr. Jim Rakesh, Managing Director and Mrs. Sukanya Rakesh, Whole-Time director of the Company are shareholder and Director on the Board of ROX LLC.	Mr. Jim Rakesh, Managing Director and Mrs. Sukanya Rakesh, Whole-Time director of the Company are shareholder and Director on the Board of ROX PTE. Ltd.	Mr. Jim Rakesh, Managing Director and Mrs. Sukanya Rakesh, Whole-Time director of the Company are shareholder and Director on the Board of ROX Aps.	Mr. Jim Rakesh, Managing Director and Mrs. Sukanya Rakesh, Whole-Time director of the Company are shareholder and Director on the Board of ROX Mauritius.
8.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Except Mr. Jim Rakesh, Chairman & Managing Director (DIN: 01722482) and Mrs. Sukanya Rakesh, Whole-time director (DIN: 01722486) and their respective relatives none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested financially or otherwise in the Resolution mentioned at Item No. 6 of the Notice.

Item No. 7: To appointment Major General H. Dharmarajan (retd) (DIN: 11247320) as an Independent Director

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Major General H. Dharmarajan (retd) (DIN: 11247320) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from August 25, 2025 as per the provisions of the Companies Act, 2013 (the 'Act').

In accordance with the said provisions, he holds office up to the date of the ensuing Annual General Meeting. The Company has received a declaration from him confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, He possesses appropriate skills, experience, and knowledge and fulfils the conditions for appointment as an Independent Director.

The Board proposes to appoint Major General H. Dharmarajan (retd) (DIN: 11247320) as a Non-Executive Independent Director for a term of five (5) consecutive years from 25th August 2025, not liable to retire by rotation. The Company has received consent in writing from him to act as the Director and a declaration that he is not disqualified from being appointed under the Act. The brief profile and background of the proposed Director are annexed herewith and forms part of this Notice. The proposed Director has also affirmed to

the Company that he has registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) as an Independent Director in compliance with the prescribed Rules under the Act. As per the opinion of the Board, he fulfils the criteria specified in the Act & the Rules framed hereunder and the Listing Regulations for his appointment as an Independent Director and it is desirable to avail his service as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from Member, proposing his candidature for the office of Director.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Major General H. Dharmarajan (retd) (DIN: 11247320) as an Independent Director in the interest of the Company and recommends the Ordinary Resolution as set out at Item no. 7 of the AGM notice for approval of the Shareholders.

Except the appointee, and his relatives, none of the Directors or Key Managerial Personnels of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice. Disclosure as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 issued by the Institute of Company Secretaries of India are set out and annexed as Annexure to this notice.

(In pursuance to Reg. 36 (3) of the SEBI (LODR) Regulations and Secretarial Standard - 2)

Major General H. Dharmarajan (Retd)	11247320
Age / DOB:	59 years / 18.01.1966
Qualifications	Major General H Dharmarajan, PVSM, AVSM, SM**, VSM (Retd) is an ex-Army Veteran with more than 37 years of service. An alumnus of the RIMC (Rashtriya Indian Military College) Dehradun, NDA Kharakwasla, IMA Dehradun, he has participated in active combat in Sri Lanka, and commanded operations along the disputed borders along the Northern and Western borders. He has been decorated with gallantry awards and distinguished service awards on thirteen different occasions while in service, during which he was wounded grievously while in operations against the LTTE. He has been a UN Peacekeeper in Angola during a critical phase in the 1990s. Having graduated from the DSSC, Wellington (TN), US National War College, Washington DC, National Defence College, New Delhi, he is a double MSc, MPhil, MBA. He has done the Independent Director's Course at IIM, Mumbai, besides another programme at IIM, Calcutta. He has also undergone training in crisis management at the Asia Pacific Centre for Security Studies at Hawaii, in addition to a course on international liaison in Israel. He commanded the RIMC Dehradun, and later went to command a Brigade in Arunachal Pradesh, and a frontline Division in Jammu and Kashmir during the abrogation of Article 370 in 2019. He has handled the entire Army's Budget, in addition to dealing with numerous e-commerce initiatives under MoD and MoCI during Covid and contributing to numerous policy changes at the apex level. He has bagged numerous writing awards for his thesis and dissertations and continues to contribute to various journals. He retired as GOC Bengal in 2024, and was later recognised by the Capacity Building Commission of India for his efforts at innovatively uplifting the livelihood of the people in the border districts of Jammu and Kashmir. He is presently continuing to serve the society in the corporate sector.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Major General H. Dharmarajan (Retd) who was appointed as a Non- executive Independent Director.
Remuneration (including sitting fees, if any) last drawn (FY 2025-26)	past remuneration is not applicable (first appointment).
Remuneration proposed to be paid	Sitting fees.
Date of first appointment on the Board	August 25, 2025
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025.	Not Applicable.
Relationship with other Directors / Key Managerial Personnel	Not Applicable

Number of meetings of the Board attended during the financial year 2024-25	Nil
Directorships of other Boards as on March 31, 2025.	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2025.	Nil
Listed entities from which the Director has resigned in the past three years	Nil

Item No. 8: Increase in Authorized Share Capital and consequent Alteration of Capital Clause of Memorandum of Association of the Company.

Presently, the Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh Only) Equity Shares of Rs. 10/- (Rupee Ten Only) each. The Board of directors at its Meeting held on Wednesday, August 25, 2025 considered it desirable to increase the Authorized Share Capital of the Company to Rs. 40,00,00,000 (Rupees Forty Crore Only) divided into 4,00,00,000 (Forty Lakh) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each, by creation of additional 1,50,00,000 (One Crore and Fifty lakh) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only), to accommodate the fresh issuance of the shares of the Company. Consequent upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be substituted. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company till the last date of e-voting. The provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association. Accordingly, the Board recommends the resolution set forth in Item No. 8 for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial or otherwise) in the resolution except to the extent of their shareholding in the Company, if any.

Item No. 9 Issuance of up to 30,92,782 Fully Convertible Warrants to the persons belonging to "Promoter & Promoter Group" category on Preferential basis.

The Special Resolution contained in Item No. 09 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made there under to issue and allot, up to 30,92,782 (Thirty Lakh Ninety-Two Thousand Seven Hundred Eighty-Two) Fully Convertible Warrants ("Warrants"), at an issue price of Rs. 48.50/- (Rupees Forty Eight and Fifty Paise Only) per warrant, determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, aggregating up to Rs. 14,99,99,927/- (Rupees Fourteen Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Twenty Seven Only), to certain persons belonging to the "**Promoter & Promoter Group**" category, on a preferential basis.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Friday, September 05, 2025.

The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the issue of Warrants ("Issue Proceeds") towards the following objects:

1. Working Capital Requirement
2. Interim Growth Capital
3. General Corporate Purpose

(Hereinafter collectively referred to as "Objects")

Utilization of Issue Proceeds

As the funds to be received against warrant conversion will be in tranches and quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

Sr. No.	Particulars	Total amount estimated to be utilized (Rs crore)	Tentative utilization of net proceeds from the date of receipt of funds
1.	Working Capital Requirement	8,00,00,000	September 30, 2027
2.	Interim Growth Capital	5,00,00,000	September 30, 2027
3.	General Corporate Purpose	2,00,00,000	September 30, 2027
Total		15.00	

(*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Notes:

- All decimals have been rounded off to two decimal points.
- In terms of NSE Notice No. NSE/CML/2022/56, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon future circumstances, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, geopolitical, competition and other external factors, which may not be within the control of the Company.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for Fully Convertible Warrants, the issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds, latest by September 30, 2027

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Issue Proceeds. Pending utilization of the Issue Proceeds for the Objects described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

II. Monitoring of Utilization of Funds

Given that the issue size does not exceed Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on Friday, September 05, 2025, had, subject to approval of the members of the Company ("Members") and such other approvals as may be required, approved the issue of up to 30,92,782 (Thirty Lakh Ninety-Two Thousand Seven Hundred Eighty-Two) Warrants, each carrying a right exercisable by the warrant holder to subscribe to Equity shares of face value of Rs. 10/- each, to the certain persons belonging to the "Promoter & Promoter Group" category, at an issue price of Rs. 48.50/- (Rupees Forty-Eight and Fifty Paise Only) each, determined in terms of Chapter V of SEBI ICDR Regulations 2018.

In respect of the Warrants proposed to be allotted, an amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment

of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s).

IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

Except as following, none of promoters, directors, key managerial personnel, or senior management of the

issuer intent to subscribe to the offer or separately in furtherance of the objects specified herein above:

Sr. No.	Name	Category	Number of Warrants (Up to)
1.	Jim Rakesh	Promoter	23,63,438
2.	Sukanya Rakesh	Promoter	5,19,617
3.	Janet Rekha	Promoter	2,09,727

V. The Shareholding Pattern of the Issuer before and after the Preferential Issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the 'Promoter' and 'Public' Category is likely to be as follows:

Category	Pre issue Shareholding Structure		Warrants to be allotted (Up to)	Post Issue Shareholding Structure#	
	No. of Shares	%		No. of Shares	%
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	1,34,78,442	59.02	30,92,782	1,65,71,224	63.91
(b) Bodies Corporate	-	-	-	-	-
Sub Total (A)(1)	1,34,78,442	59.02	30,92,782	1,65,71,224	63.91
(2) Foreign promoters	-	-	-	-	-
Total Promoter shareholding A=A1 +A2	1,34,78,442	59.02	30,92,782	1,65,71,224	63.91
(B) Public Shareholding					
B1) Institutional Investors	-	-	-	-	-
B2) Central Govt./Stat Govt./POI	-	-	-	-	-
B3) Non-Institutional Investors	-	-	-	-	-
Individuals	78,31,508	34.29	-	78,31,508	30.20
Body Corporate	3,80,800	1.67	-	3,80,800	1.47
Others (Including HUF, LLP & NRI)	11,45,600	40.98	-	11,45,600	36.09
Total Public Shareholding B=B1+B2+B3	93,57,908	40.98	-	93,57,908	36.09
C) Non-Promoter – Non-Public	-	-	-	-	-
Grand Total (A+B+C)	2,28,36,350	100.00	30,92,782	2,59,29,132	100.00

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 25,92,91,320 (Rupees Twenty-Five Crore Ninety-Two Lakh Ninety-One Thousand Three Hundred Twenty Only) divided into 2,59,29,132 (Two Crore Fifty-Nine Lakh Twenty-Nine Thousand One Hundred Thirty-Two) Equity Shares of face value of Rs. 10/ each (Rupees Ten Only).

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, August 29, 2025.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.

VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations 2018, preferential allotment of said Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of special resolutions under Item No. 09.

Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days

from the date of receipt of last of such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

VII. Number of people to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Not Applicable, since the Company has not made the preferential issue of any security during the year.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of the Proposed Allottee	Category	Name of the Ultimate Beneficial Owner
1.	Jim Rakesh	Promoter	Not Applicable, allottee being a natural person
2.	Sukanya Rakesh	Promoter	Not Applicable, allottee being a natural person
3.	Janet Rekha	Promoter	Not Applicable, allottee being a natural person

IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

Sr. No.	Name of the Proposed Allottee	Pre issue Shareholding Structure		Warrants to be allotted (Up to)	Post Issue Shareholding structure (Presuming full conversion of Warrants) #	
		No. of Shares	%		No. of Shares	%
1.	Jim Rakesh	1,02,99,936	45.10	23,63,438	1,26,63,374	48.84
2.	Sukanya Rakesh	22,64,508	9.92	5,19,617	27,84,125	10.74
3.	Janet Rekha	9,13,998	4.00	2,09,727	11,23,725	4.33

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 25,92,91,320 (Rupees Twenty-Five Crore Ninety-Two Lakh Ninety-One Thousand Three Hundred Twenty Only) divided into 2,59,29,132 (Two Crore Fifty-Nine Lakh Twenty-Nine Thousand One Hundred Thirty-Two) Equity Shares of face value of Rs. 10/ each (Rupees Ten Only). The post shareholding may change in tandem with any other corporate action in the interim.

X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Warrants and further their conversion into Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. Lock-in Period:

- (a) Warrants being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.
- (b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI (ICDR) Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Warrants has been reckoned as Friday, August 29, 2025, being the date, which is 30 days prior to the date of the AGM scheduled for Monday, September 29, 2025.

The Equity Shares of the Company are listed on the SME platform of National Stock Exchange of India Limited ("NSE"/ "Stock Exchange"). The Existing Equity Shares of the Company are frequently traded within the meaning of the explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018.

In case of frequently traded shares, as per Regulation 164 (1) of SEBI (ICDR) Regulations 2018, the issue price at which Equity Shares and Warrants shall be allotted shall not be less than higher of the price determined through the following:

- (a.) In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price at which Warrants shall be allotted shall not be less than higher of the price through the following:
 - i. 90 trading days volume weighted average price of the equity shares quoted on NSE preceding the relevant date i.e. Rs. 46.74/- each.

- ii. 10 trading days volume weighted average price of the equity shares quoted on NSE preceding the relevant date i.e. Rs. 48.03/- each.

Accordingly, the minimum issue price of Warrants on a Preferential basis in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 48.03/- per each, being higher of the above two prices.

- (b) The price determined through the Valuation report of M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV-E/02/2019/106). i.e., Rs. 47.69/- each. The said report is available on the website of the Company at <https://www.rox.co.in/Investor-corner/Investor-info/Agm-Dgm/index.html>.
- (c) The Articles of Association of the Company, requires obtaining a valuation report, which has been obtained from M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV/-E/02/2019/106) and is available on the website of the Company <https://www.rox.co.in/Investor-corner/Investor-info/Agm-Dgm/index.html>. The price determined through the said report is Rs. 47.69 per equity share.

Accordingly, the minimum issue price of Warrants on a Preferential basis shall be Rs. 48.03/- (Rupees Forty-Eight and Three Paise Only) each. However, the Board of Directors of the Company has decided on the issue of Warrants at an Issue Price of Rs. 48.50/- (Rupees Forty Eight and Fifty Paise Only) each, which is higher than the above-mentioned prices.

XIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing

re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or Public:

Sr. No.	Name of the Proposed Allottee	Current Status	Post Status
1.	Jim Rakesh	Promoter	Promoter
2.	Sukanya Rakesh	Promoter	Promoter
3.	Janet Rekha	Promoter	Promoter

XVI. Practicing Company Secretary's Certificate:

The certificate from Ms. Sanka Indrani, (CP No. 21983) Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in

accordance with requirements of Chapter V of SEBI (ICDR) Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website viz: <https://www.rox.co.in/investor-corner/investor-info/Agm-Dgm/index.html>.

XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

Except as given below, no Director, key managerial personnel or their relatives, in any way are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 09 of this Notice:

Sr. No.	Name	Designation	Number of Warrants to be issued (Up to)
1.	Jim Rakesh	Managing Director	23,63,438
2.	Sukanya Rakesh	Whole-Time Director	5,19,617
3.	Janet Rekha	Sister of Managing Director	2,09,727

The Board of Directors recommends the resolutions as set out in Item No. 9 of this notice for the issue of Warrants, on a preferential basis, to the proposed allottee by way of **Special Resolution**.

ROX HI-TECH LIMITED

CIN: L51506TN2002PLC048598

Old No. 101B, New No. 160,

1st & 3rd Floor, Mahalingapuram High Road

Nungambakkam, Chennai 600034.

investor@rox.co.in

www.rox.co.in

Date: September 5, 2025

Place: Chennai

By order of the Board of Directors

For **ROX Hi-Tech Limited**

Sd/-

Thenmozhi

Company Secretary & Compliance Officer

Membership No: A66685