

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 : +91-44-42068316
CIN : U51506TN2002PLC048598
Email : info@rox.co.in Web : www.rox.co.in



ROX | NSE | Postal Ballot |2024-25

February 12, 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: Notice of Postal Ballot and E-Voting of the Company.

Respected Sir / Madam,

Pursuant to Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Notice of Postal Ballot of the Company, dated February 5, 2025, which is being sent to the shareholders on February 12, 2025. The notice seeks approval from the members through Postal Ballot for the resolutions outlined therein.

Additionally, the Company has provided only a remote e-voting facility and has engaged National Depository Services Limited to facilitate the remote e-voting process for its members.

The E-Voting facility commences on **Monday, February 17, 2025, at 9:00 a.m. (IST)** and shall end on **Tuesday, March 18, 2025, at 5:00 p.m. (IST)**.

The Notice of Postal Ballot 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.

You are requested to take the above information on records.

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

Thenmozhi
Company Secretary & Compliance officer
Membership No: A66685

Encl. As above.



ROX HI-TECH LIMITED

(Formerly known as ROX Hi-Tech Private Limited)

Regd. Office: Old No. 101B, New No. 160, 1st & 3rd Floor,
Mahalingapuram Main Road, Nungambakkam, Chennai- 600 034.

| CIN: L51506TN2002PLC048598 | Email id: investor@rox.co.in | Phone: 9510002651 | Website: www.rox.co.in

| VOTING STARTS ON | VOTING ENDS ON |
|---|---|
| Monday, February 17, 2025 9:00 a.m. (IST) | Tuesday, March 18, 2025 5:00 p.m. (IST) |

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), to transact the special business as set out hereunder by-passing Ordinary Resolution, by way of postal ballot only, and by voting through electronic means ('remote e-Voting').

Pursuant to Section 102, Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof ('Statement') is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms an integral part of this Notice.

In compliance with the aforesaid MCA Circulars, ROX Hi-Tech Limited ('Company'/'ROX') is sending Notice of the Postal ballot ONLY through electronic form to those Members whose e-mail addresses are registered with the Company/Purva Shareregistry (India) Pvt Ltd., Registrar and Transfer Agent ('RTA')/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the relevant Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of casting vote through physical ballot. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at: <https://www.rox.co.in/Investor-corner/Investor-info/Notices/index.html>, National Stock Exchange of India Limited at www.nseindia.com on which the equity shares of the Company are listed and on the website of the NSDL at www.evoting.nsdl.com.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated for casting of votes by remote e-Voting on or before 5:00 p.m. (IST) on Tuesday, March 18, 2025. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS:

ITEM NO. 1

APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 139(8), 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") as amended from time to time and all other applicable laws for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and up on the recommendations of the Audit Committee and the Board of Directors, M/s. Krishnaan & Co., Chartered Accountants, (Firm Registration Number: 001453S), who have confirmed their eligibility to be appointed as Statutory Auditors of the Company in terms of Section 141 of the Act and applicable rules, be and is

hereby appointed as Statutory Auditors of the Company w.e.f. last date specified for e-Voting i.e. March 18, 2025 until the conclusion of the upcoming Annual General Meeting of the Company to fill the casual vacancy caused by the resignation of the existing Statutory Auditor, M/s. PPN And Company, Chartered Accountants (Firm Reg. No.- 013623S)for FY 2024-25 on such remuneration and terms and conditions as mutually agreed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient, or desirable to give effect to the above resolution.”

**By the Order of the Board
For ROX Hi-Tech Limited**

**SD/-
(Thenmozhi)
Company Secretary & Compliance Officer
Membership No. A66685**

Date: 05.02.2025
Place: Chennai.

Registered Office:
ROX HI-TECH LIMITED
CIN: L51506TN2002PLC048598
Old No. 101B, New No. 160,
1st & 3rd Floor, Mahalingapuram High Road,
Nungambakkam, Chennai - 600 034.
investor@rox.co.in
www.rox.co.in

NOTES FOR MEMBERS' ATTENTION:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY through electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Purva Sharegistry India Private Limited, the Company's Registrar and Transfer Agent ('RTA'), as on **Friday, February 7, 2025 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.
4. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/ Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no.15 of this Notice.
6. The remote e-Voting shall commence on **Monday, February 17, 2025, at 9:00 a.m. (IST)** and shall end on **Tuesday, March 18, 2025, at 5:00 p.m. (IST)**. During this period, Members of the Company those who are holding shares as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

7. The Board of Directors of the Company has appointed Mrs. Sanka Indrani (Membership No. A26291, CP No. 21983) Practicing Company Secretary, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.rox.co.in and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other person so authorized by him and the same shall be communicated to the Stock Exchange i.e., the National Stock Exchange of India Limited ('NSE'), where the equity shares of the Company are listed. The postal ballot voting results shall also be displayed on the notice board of the Company at its Registered Office at Old No. 101B, New No. 160, 1st & 3rd Floor, Mahalingapuram Main Road, Nungambakkam, Chennai - 600 034.
10. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-Voting, will be deemed to have been passed on the last date specified for E-voting i.e., Tuesday, March 18, 2025.
11. Members may download the Notice from the website of the Company at <https://www.rox.co.in/Investor-corner/or> from the website of NSDL at www.evoting.nsdl.com.
12. A copy of the Notice is also available on the website of NSE at www.nseindia.com
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to cs@rox.co.in. from their registered e-mail addresses mentioning their names, DP ID and Client ID during the period Monday, February 17, 2025 till Tuesday, March 18, 2025.
15. Process to cast votes through remote e-voting:

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. 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. 2. 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 3. 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. |

4. 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



Individual Shareholders holding securities in demat mode with CDSL

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 use 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 voting is in progress as per the information provided by company. On clicking the voting 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. Additionally, there are 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 voting 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.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.com or call at 022 - 4886 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. 1800-21-09911 |

B) Login Method 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.nsd.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.nsd.com
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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.nua1@gmail.com with a copy marked to evoting@nsdl.com. 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 or send a request to (Name of NSDL Official) at evoting@nsdl.com

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 (Company email id).
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 (Company email id). 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

**By the Order of the Board
For ROX Hi-Tech Limited**

**SD/-
(Thenmozhi)
Company Secretary & Compliance Officer
Membership No. A66685**

Date: 05.02.2025
Place: Chennai.

Registered Office:
ROX HI-TECH LIMITED
CIN: L51506TN2002PLC048598
Old No. 101B, New No. 160,
1st & 3rd Floor, Mahalingapuram High Road,
Nungambakkam, Chennai - 600 034.
investor@rox.co.in
www.rox.co.in

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

ITEM NO. 1 APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY:

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

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, have 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 their Company as envisaged by Section 139(8) of the Companies Act, 2013. Further, pursuant 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. Krishnaa & 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. Krishnaa & Co., Chartered Accountants, (Firm Registration Number: 001453S), have given 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 recommends the passing of the resolution in Item No. 01 of the notice as an Ordinary Resolution.

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, as **Annexure I**.

**By the Order of the Board
For ROX Hi-Tech Limited**

**SD/-
(Thenmozhi)
Company Secretary & Compliance Officer
Membership No. A66685**

Date: 05.02.2025
Place: Chennai.

Registered Office:
ROX HI-TECH LIMITED
CIN: L51506TN2002PLC048598
Old No. 101B, New No. 160,
1st & 3rd Floor, Mahalingapuram High Road,
Nungambakkam, Chennai - 600 034.
investor@rox.co.in
www.rox.co.in

ANNEXURE I

Disclosure under Regulation 30 read with Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and SEBI Circular bearing reference SEBI / HO/ CFD/ CFD-PoD- 1/ P/ CIR / 2023/ 123 dated July 13, 2023.

| Sl. No. | Particulars | Description |
|---------|--|---|
| 1. | Name of the Auditor | KRISHAAN & Co. Chartered Accountants |
| 2. | Reason for change viz. appointment, reappointment, removal, death or otherwise | Resignation of Statutory Auditors M/s. PPN and Company, Chartered Accountants (Firm Reg. No. 013623S). |
| 3. | Date of Appointment | With effect from March 18, 2025 |
| 4. | Terms of appointment | Appointed as Statutory Auditors to fill the casual vacancy for the Financial Year 2024-25 based on the terms and conditions as mutually agreed. |
| 5. | Brief Profile | Name of the Auditor : Krishaan & Co, Chartered Accountants (Firm Registration No: 001453S) Office Address : Flat No. 10, C-Wing, VI floor, Parsn Manere, 442 (602), Anna Salai, Chennai - 600 006. Email Id : ksr@krishaan.in Mr. Sundarajan , 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 |
| 6. | Disclosure of relationships between directors (in case of Appointment of a director) | Not Applicable |