

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



Ref: ROX – NSE – Reg.32– 2026-27

May 28, 2026

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**

Dear Sir / Madam,

Sub: Statement of deviation or variation of funds under Regulation 32 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Pursuant to regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SEBI circular no. CIR/CFD/CMD1/162/2019 dated December 24, 2019 and SEBI Circular SEBI / HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Please note that there are no deviation(s) or Variation(s) in respect of the utilization of the proceeds of the share warrants issuance of the Company during the half year ended March 31, 2026. A statement in this regard is enclosed as Annexure A.

The aforesaid statement has been reviewed by the Audit Committee and taken on record by the Board at their respective meeting held on May 28, 2026.

Kindly take on record the above information and acknowledge the same.

Thanking You,

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


Jim Rakesh
Managing Director
DIN 01722482



Annexure A

Statement of Deviation / Variation in utilization of funds raised

Name of the Listed company	ROX Hi-Tech Limited		
Mode of fund raising	Preferential Issue – Share warrants		
Date of Raising funds	Date of Allotment of shares consequent to conversion of Warrants into equity shares	No. of Warrants converted	Warrant exercise money received (being 25% of warrant issue price i.e. Rs. 48.50 each)
	October 29, 2025	30,92,782	Rs. 3,74,99,981.75
Amount Raised (In lakhs Rs.) (Post issue expenses)	Rs. 3,74,99,981.75 (25% of warrant issue price i.e. Rs.48.50 each received for conversion of 30,92,782 shares)		
Report filed for half year ended	March 31, 2026		
Monitoring Agency	Not applicable		
Monitoring Agency name, if applicable	Not applicable		
Is there a deviation / variation in use of funds raised	No		
If yes, whether the same is pursuant to change in terms of a contracts or objects, which	Not applicable		
If yes, Date of shareholders Approval	Not applicable		
Explanation for the deviation / variation	Not applicable		
Comments of the Audit committee after review	Nil		
Comments of the auditors, if any	Nil		

Objects for which funds have been raised and where there has been a deviation in the following:

Amount in lakhs.

Sl.No.	Object as disclosed in the offer document	Amount disclosed in the offer Document (In Rs.)	Actual Utilized Amount (In. Rs.) till March 31,2026	Remarks
1.	Working Capital Requirement	A. Original allocation amount- Rs.8,00,00,000.00 B. Subscription received 25% from the original allocation amount – Rs.14,99,99,927*25% = Rs.3,74,99,981.75	Rs.3,74,99,981.75	NIL

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Note:

Notes: 1. During the year ended March 31, 2026 on October 29, 2025 the company allotted 30,92,782.00 convertible equity share warrants on a preferential basis to a promoter and promoter group as approved in the annual general meeting held on September 29, 2025. Each warrant is issued at a price of Rs.48.50. Comprising here subscription price of Rs.12.125 (25% of issue price) and warrant exercise price of Rs.36.375 (75% of the issue price) as of the reporting date the company has received Rs.3,74,99,981.75 representing the subscription amount 25% of issue price from allottees as the warrant subscription price. The balance amount will be payable upon the exercise of the warrants.

Each warrants entitles the holder to apply for one fully paid up equity share of the company with a face value of Rs.10.00 upon payment of the balance Rs.36.375 per warrant. Conversion can occur in one or more branches within 18 months from the date of allotment of share warrants as per the securities and exchange board of India (issue of capital and disclosure requirements) regulations 2018.

The warrants are valid for a specified period as per the SEBI ICDR regulations and holders may exercise their right to convert the warrants into equity share within this period.

Deviation or variation could mean:

- a) Deviation in the objects or purposes for which funds have been raised; or
- b) Deviation in the amount of funds actually utilized as against what was originally disclosed; or
- c) Change in terms of a contract referred to in the fund-raising document i.e. prospectus, letter or offer, etc.

For **ROX Hi-Tech Limited**

Jim Rakesh
Managing Director
DIN 01722482

To

The Board of Directors,
M/s. ROX HI-TECH LTD
1st & 3RD Floor, Old No.101-B, New No.160,
Mahalingapuram Main Road,
Chennai – 600034

Respected Sir/Madam,

Sub: Certificate under pursuant of NSE Circular No. NSE/CML/2024/23 dated September 05, 2024 for expenditure incurred in relation to the proceeds of the issue from the Preferential issue of Convertible Warrants for M/s. ROX HI-TECH LTD (“the Company)

We have been requested to certify expenditure incurred by the company in relation to the proceeds of the issue from the Preferential Issue of convertible warrants. For the purpose of certifying the below table, we have reviewed documents, statements, papers, accounts, and other relevant information of the company on the proceeds of preferential issue of convertible warrants. Based on our review of the same, we hereby certify that up to March 31, 2026 the company has incurred following expenditure. The details required as per NSE Circular No. NSE/CML/2024/23 dated September 05, 2024 is mentioned below:

Objects for which funds have been raised and where there has been no deviation in the following table:

Sl.No.	Object as disclosed in the offer document	Amount disclosed in the offer Document (In Rs.)	Actual Utilized Amount (In. Rs.) till March 31,2026	Remarks
1.	Working Capital Requirement	A. Original allocation amount- Rs.8,00,00,000.00 B. Subscription received 25% from the original allocation amount – Rs.14,99,99,927*25% = Rs.3,74,99,981.75	Rs.3,74,99,981.75	NIL

We inform you that there has been no deviation(s) or variation(s) in the use of public issue proceeds, raised from the preferential Issue by the company for the year ended March 31, 2026.



List of Preferential Issue of Convertible Warrants proceeds received

Date	Particulars	Amount in Rs.
29.10.2025	Preferential Issue of Convertible Warrants proceeds	Rs. 3,74,99,981.75 (Upfront receipt of 25% of total consideration)
Total		3,74,99,981.75

Notes: 1. During the year ended March 31, 2026 on October 29,2025 the company allotted 30,92,782.00 convertible equity share warrants on a preferential basis to a promoter and promoter group as approved in the annual general meeting held on September 29, 2025. Each warrant is issued at a price of Rs.48.50. Comprising here subscription price of Rs.12.125 (25% of issue price) and warrant exercise price of Rs.36.375(75% of the issue price) as of the reporting date the company has received Rs.3,74,99,981.75 representing the subscription amount 25% of issue price from allottees as the warrant subscription price. The balance amount will be payable upon the exercise of the warrants.

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The warrants are valid for a specified period as per the SEBI ICDR regulations and holders may exercise their right to convert the warrants into equity share within this period.

For Krishnaan & Co.,
Chartered Accountants
FRN: 001435S

K Sundarajan
CA K Sundarajan

Partner

M. No.: 208431

UDIN: 26208431NTGZHN-2026



Place: Chennai

Date: 28-05-2026