Sanka Indrani, ACS, MBA, LLB,
Practising Company Secretary

C401, LCS Utopia Apartments,
Church Avenue Road,
VGP Shanthi Nagar, Pallikaranai,
Chennai – 600 100.
Ph: 9952770988.
Email – sagaxcorpservices@gmail.com

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, including any amendment(s)/modification(s) thereof)

To

The Board of Directors
Rox Hi-Tech Limited
Old No.101B, New No.160,
1st & 3rd Floor, Mahalingapuram Main Road,
Nungambakkam, Chennai, Tamil Nadu – 600034, India

I, **Sanka Indrani**, Practising Company Secretary, have been appointed by **Rox Hi-Tech Limited** (hereinafter referred to as the **"Company"**), having CIN: L51506TN2002PLC048598 and having its registered office at Old No.101B, New No.160, 1st & 3rd Floor, Mahalingapuram Main Road, Nungambakkam, Chennai, Tamil Nadu – 600034, India, to issue this Compliance Certificate in accordance with Regulation 163(2) of Part III of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (hereinafter referred to as the **"SEBI ICDR Regulations"**).

In accordance with the SEBI ICDR Regulations, the Company has proposed to issue **up to 20,00,000 (Twenty Lakh) Equity Shares** having a face value of **Rs.10/- each** and **25,00,000 (Twenty-Five Lakh) Fully Convertible Warrants**, each carrying a right exercisable by the warrant holder to subscribe to equivalent number of Equity Shares of the Company of face value of Rs.10/- each, on a preferential basis to the persons/entities belonging to the "**Public**" Category at an issue price of **Rs.40.03 per security** ("**Proposed Preferential Issue**"). The Proposed Preferential Issue was approved by the Board of Directors of the Company at its meeting held on **July 25, 2026**, subject to the approval of the shareholders and such statutory and regulatory approvals as may be required.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, I have verified that the Proposed Preferential Issue is being made in accordance with the applicable provisions of the SEBI ICDR Regulations, more specifically, the following:

i. Memorandum of Association and Articles of Association of the Company;
ii. Present capital structure including the details of the authorised, subscribed, issued and paid-up share capital of the Company along with the shareholding pattern;
iii. Resolutions passed at the meeting of the Board of Directors approving the Proposed Preferential Issue;
iv. List of the proposed allottees;
v. The relevant date in accordance with Regulation 161 of the SEBI ICDR Regulations;
vi. Draft Notice of the Extra-Ordinary General Meeting **("EGM")**, Explanatory Statement and other relevant documents for seeking approval of shareholders.

SANKA INDRANI ★ CHENNAI ★ PRACTISING COMPANY SECRETARY

Sanka Indrani, ACS, MBA, LLB,
Practising Company Secretary

C401, LCS Utopia Apartments,
Church Avenue Road,
VGP Shanthi Nagar, Pallikaranai,
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vii. Computation of the minimum issue price in accordance with the SEBI ICDR Regulations and verified that the proposed issue price of **Rs.40.03 per security** is not lower than the minimum price determined under the SEBI ICDR Regulations and the valuation report obtained from **M/s. Corporate Professionals Valuation Services Private Limited (Registration No. IBBI/RV-E/02/2019/106)**;

Responsibility of Management

The responsibility for compliance with the applicable provisions of the SEBI ICDR Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, maintenance of statutory records, determination of the relevant date, determination of the minimum issue price, preparation of the notice and explanatory statement and compliance with all applicable laws, rests with the management of the Company.

Assumptions and Limitation of Scope

1. Compliance with applicable laws and the authenticity of the documents and information furnished are the responsibility of the management of the Company.
2. My responsibility is limited to examining the relevant documents and information made available to me for the purpose of issuing this certificate. This certificate is neither an audit nor an expression of opinion.
3. I do not express any opinion on the valuation or the commercial merits of the issue price or the transaction.
4. This certificate is issued solely for the purpose of compliance in terms of SEBI (ICDR) Regulations 2018 and should not be used, quoted or relied upon for any other purpose.

Certification

Based on my examination of the relevant records, documents, information and explanations furnished by the management of the Company and to the best of my knowledge and belief, I hereby certify that the Proposed Preferential Issue of Equity Shares and Fully Convertible Warrants by **Rox Hi-Tech Limited** is being made in accordance with the applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Sanka Indrani
Practising Company Secretary
Membership No.: A26291
Certificate of Practice No.: 21983
UDIN: A026291H000941810
Peer Review Certificate No.: 3517/2023

Date: July 25, 2026
Place: Chennai