ROX HI-TECH LIMITED

CIN: L51506TN2002PLC048598

Registered Office: 1st & 3rd Floor, Old No: 101-B, New No:160, Mahalingampuram Main Road, Nungambakkam, Chennai, Tamil Nadu – 600034, India

Email: cs@rox-hitech.com | **Website:** https://rox-hitech.com/

Notice of Extra-Ordinary General Meeting

Notice is hereby given that the Extra-ordinary General Meeting of the Shareholders of ROX Hi-Tech Limited **("the Company")** will be held on **Friday, August 21, 2026**, at 3:00 PM IST through video conferencing (''**VC**'')/ other audio-visual means (''**OAVM**'') to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Issuance of up to 20,00,000 Equity Shares to the persons/entities belonging to the "Public" category on Preferential basis.

*To consider and if thought fit to pass, with or without modification(s), 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 by the Company with Emerge platform of National Stock Exchange of India Limited **("NSE")**, where the 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, the 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, RBI 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 Exchange, 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), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot, on a preferential basis **up to 20,00,000 (Twenty Lakh)** Equity shares of face value of Rs.10/- each **("Equity Shares")** for cash, at an issue price of **Rs. 40.03/- (Rupees Forty and Zero Three Paise Only)** per equity share (including a premium of Rs. 30.03/- per equity share), determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, **for an aggregate amount of up to Rs. 8,00,60,000/- (Rupees**

Eight Crore and Sixty Thousand Only), on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the "Public" category **("Proposed Allottees")** in the manner as follows:

Sr. No.	Name of the Proposed Allottees	Category	No. of Equity Shares to be issued (Up to)
1.	Amit R Agarwal	Public	6,00,000
2.	Kamal Dharewa	Public	1,15,000
3.	Pradyumna Singhania	Public	2,00,000
4.	IH Consultancy Services LLP	Public	1,15,000
5.	Chirag Pramod Vora	Public	64,000
6.	Manish Mutha	Public	64,000
7.	Ray Invest (BO: Amit Kumar Sarda)	Public	1,35,000
8.	Pushpa Sarda	Public	1,35,000
9.	Devendra Omprakash Kathuria	Public	54,000
10.	Shilpa Jalan	Public	50,000
11.	Vasanti Gunvant Sheth	Public	64,000
12.	Chetna Kankaria	Public	54,000
13.	Kinchit Sunilkumar Mehta	Public	1,00,000
14.	Nitin Tradfins & Investments Private Limited	Public	1,50,000
15.	Mahendra Kankaria And Sons (HUF)	Public	1,00,000
Total			**20,00,000**

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be **Wednesday, July 22, 2026,** which is 30 days prior to the date of the Extraordinary General Meeting **("EGM")** scheduled for Friday, August 21, 2026.

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

(a) The Equity shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

(b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to NSE, and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

(d) The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.

(e) The Equity Shares to be allotted shall be subject to locked in for such period as specified in the provisions of Chapter V of ICDR Regulations and any other applicable law for the time being in force.

(f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

(g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.

(h) The Proposed Allottees shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.

(i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottees.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted 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, Managing Director (DIN 01722482), Mr. Sukanya Rakesh, Whole-Time Director (DIN 01722486), and/or Ms. Thenmozhi, Company Secretary & Compliance Officer of the Company 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 Exchange 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 equity shares, 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."

Item No. 2: Issuance of up to 25,00,000 Fully Convertible Warrants ("Warrants") to the persons/entities belonging to the "Public" Category on a Preferential basis.

To consider and if thought fit to pass, with or without modification(s), 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 by the Company with Emerge platform of National Stock Exchange of India Limited **("NSE")**, where the 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, the 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, RBI 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 Exchange, 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), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot, on a preferential basis **up to 25,00,000 (Twenty-Five Lakh) Fully Convertible Warrants ("Warrants")** at an issue price of **Rs. 40.03/- (Rupees Forty and Zero Three Paise Only)** per warrant, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 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. 10,00,75,000/- (Rupees Ten Crore and Seventy-Five Thousand 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 persons/entities belonging to the "Public" category **("Proposed Allottees")** in the manner as follows:

Sr. No.	**Name of the Proposed Allottees**	**Category**	**No. of Warrants to be issued (Up to)**
1.	Amit R Agarwal	Public	3,00,000
2.	Amit Agarwal HUF	Public	9,00,000
3.	Shruti Agrawal	Public	9,00,000
4.	Avora SME Fund 1	Public	1,00,000
5.	Resource Vincom Private Limited	Public	3,00,000
Total			**25,00,000**

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining minimum issue price of Warrants proposed to be allotted to the above-mentioned allottees shall be **Wednesday, July 22, 2026,** which is 30 days prior to the date of the Extraordinary General Meeting ("**EGM**") scheduled for Friday, August 21, 2026.

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

a) The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations (the **"Warrant Exercise Period"**).

b) 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, 2018, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the

Equity Shares. The balance of 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

c) Warrants being allotted to the Proposed Allottee, 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 allotted by the Company only in dematerialized form.

f) The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee.

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 upfront shall stand forfeited by the Company.

h) The Warrants by itself, until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be 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, Managing Director (DIN 01722482), Mr. Sukanya Rakesh, Whole-Time Director (DIN 01722486), and/or Ms. Thenmozhi, Company Secretary & Compliance Officer of the Company 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 Exchange 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 equity shares, 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."

By Order of the Board of Directors
For Rox Hi-Tech Limited
Sd/-
Thenmozhi
Company Secretary & Compliance Officer
Membership No: A66685

Date: July 25, 2026
Place: Chennai, Tamil Nadu

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extraordinary General Meeting ("EGM") through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/ DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/ HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Extraordinary General Meeting through VC/ OVAM. In terms of the said circulars, the Extraordinary General Meeting ("EGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per notes of this notice and available at the Company's website: https://rox-hitech.com/.

   Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023 and 7th October, 2023 and 3rd October, 2024 ('SEBI Circulars') and all other applicable circulars issued in this regard, has provide relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

   In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM on Friday, August 21, 2026 at 03:00 p.m. IST. The deemed venue for the EGM will be the Registered Office of the Company, i.e., Old # 101-B, New # 160, Mahalingapuram Main Road, Chennai – 600 034, INDIA.

2. Pursuant to the provisions of the act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice.

3. The Annual Report, Notice of the EGM and other documents sent through e-mail are also available on the Company's website https://rox-hitech.com/

4. The Company has engaged the services of NSDL to provide VC facility and e-voting facility for the EGM.

5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors

etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

6. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the EGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the EGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send.

7. A certified copy of the Board resolution/authorization letter to the Scrutinizer at email ID ahyoka.nua1@gmail.com with a copy marked to evoting@nsdl.co.in and to the Company at cs@rox-hitech.com authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at https://rox-hitech.com/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE-EMERGE) at https://rox-hitech.com/ respectively and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

9. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of EGM and explanatory statement, will be available electronically for inspection by the Members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM, i.e. August 21, 2026. Members seeking to inspect such documents can send an email to cs@rox-hitech.com

11. Members seeking any information with regard to the accounts or any matter to be considered at the EGM, are requested to write to the Company on or before Monday, August 17, 2026 to cs@rox-hitech.com. The same will be replied by the Company suitably.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their Depository Participants ("DPs") as the shares are held in electronic form.

13. NOMINATION: Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

14. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT**: In accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and being 09/2024 dated 19th September, 2024 and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/ CIR/2023/4 dated 5th January, 2023, 15th January, 2021, 13th May, 2022, 5th January, 2023 and 7th October, 2023 and 3rd October, 2024 ('SEBI Circulars') and the statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2026 pursuant to section 136 of the Act and Notice calling the EGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of EGM are being sent

only in electronic mode to those Members whose email addresses are registered with the Company/Purva Sharegistry India Private Limited or the Depository Participant(s) as at closing business hours on Friday, July 24, 2026. The physical copies of such statements and Notice of EGM will be dispatched only to those shareholders who request for the same. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants.

15. **SCRUTINISER FOR E-VOTING:** Mrs. Sanka Indrani, Practicing Company Secretary (Membership No. ACS- 26291, CP No 21983), has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

16. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.

17. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than two 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 exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited placed on the Company's website https://rox-hitech.com/.

18. Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the EGM shall be deemed to be passed on the date of the meeting i.e. Friday, August 21, 2026.

19. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name 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, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. 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 venue voting on the date of the EGM will be provided by NSDL.

20. 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 EGM. Accordingly, the remote e-Voting period will commence at 09:00 A.M (IST) on Monday, August 17, 2026 and will end at 05:00 P.M (IST) on Thursday, August 20, 2026. 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.

21. Members may please note that 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 an 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 by submitting a duly filled and signed Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the RTA. The RTA shall thereafter issue a 'Letter of

confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

22. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Company's Registrars and Transfer Agents, Purva Share Registry (India) Private Limited in case the shares are held in physical form.

23. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company.

24. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (evoting from a place other than venue of the EGM) and voting at the EGM is Friday, August 14, 2026. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.

25. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e., Friday, August 14, 2026, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or cs@rox-hitech.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you may reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll-free no. 1800-222-990. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE EGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. 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 EGM/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 venue voting on the date of the EGM/AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at 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 respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Monday, August 17, 2026 at 9.00 A.M. (IST) and shall end on Thursday August 20, 2026 5:00 P.M (IST). 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. August 14, 2026, 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 August 14, 2026.

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

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 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:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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 App Store Google Play
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 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 meetings 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 user 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 Meetings 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.
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 roxhitech_evoting@sandeep-cs.in the e-mail ID of Scrutinizer 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 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-hitech.com.
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-hitech.com. If you are an Individual shareholder 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 meetings 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the EGM/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 Laptops 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. 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-hitech.com. The same will be replied by the company suitably.

6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.

EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications or enactment(s) or re-enactments made thereunder, if any, for the time being in force) (the "**Act**"), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item No. 1 & 2

The Special Resolution contained in **Item No. 1 & 2** 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 thereunder to issue and allot, the following securities on a preferential basis:

1. up to **20,00,000** Equity Shares having face value of Rs. 10/- each **("Equity Shares")** of the Company, at an issue price of **Rs. 40.03/-** per Equity Share, for cash, as determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, for an aggregate amount of up to **Rs. 8,00,60,000/-,** to certain persons/entities belonging to the "**Public**" category.

2. up to **25,00,000** Fully Convertible Warrants **("Warrants")**, at an issue price of **Rs. 40.03/-** per warrant, determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, 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 an aggregate amount of up to **Rs. 10,00,75,000/-,** 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 certain persons/entities belonging to the "**Public**" category.

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 of Directors of the Company in their meeting held on Saturday, July 25, 2026.

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

For the purpose of **Item No. 1 & 2,** the Company intends to utilize the proceeds raised through the issue of Equity Shares and Fully Convertible Warrants **("Issue Proceeds")** towards following objects:

1. Infusion of funds for New Business Initiative in the Company.
2. To meet the Working Capital Requirements of the Company.
3. General Corporate Purposes.

*(Hereinafter collectively referred to as **"Objects")***

Utilization of Proceeds

As the funds to be received against the issue of Equity Shares, allotment of warrants and conversion of warrants into Equity Shares, will be in tranches and the 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	Estimated utilization of Net Proceeds (Rs. In Crore)*	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1.	Infusion of funds for New Business Initiative in the Company.	9.01	September 30, 2028
2.	To meet the Working Capital Requirements of the Company.	4.50	September 30, 2028
3.	General Corporate Purposes.	4.50	September 30, 2028
TOTAL		**18.01**	

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

Interim Use of Proceeds

Our Company, in accordance with the policies formulated with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds for the purposes 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 in their meeting held on Saturday, July 25, 2026, had subject to approval of the members of the Company **("Members")** and such other approvals as may be required, approved the issue of:

(a) up to **20,00,000** Equity Shares having face value of Rs. 10/- each ("**Equity Shares**") of the Company, at an issue price of **Rs. 40.03/-** per Equity Share, to certain persons/entities belonging to the "**Public**" category.

(b) up to **25,00,000** Fully Convertible Warrants ("**Warrants**"), at an issue price of **Rs. 40.03/-** per warrant, each carrying a right exercisable by the warrant holder to subscribe to Equity shares of face value of Rs.10/- each, to certain persons/entities belonging to the "**Public**" category; and

In respect of the Equity shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity shares.

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.

None of the Promoters, Directors, Key Management Personnel **("KMP")** or Senior Management of the Issuer intent to subscribe to the offer.

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 as per Item No. 1 and 2 to the 'Public' Category is likely to be as follows:

Category	**Pre issue Shareholding Structure(1)**		**Equity Shares to be allotted**	**Post Equity Allotment(2)***		**Warrants to be allotted**	**Post Issue Shareholding Structure(3)**** *(including Warrants)*		**Post Issue Shareholding Structure(3)***** *(including Warrants & ESOPs)*	
	No. of Shares	**%**		**No. of Shares**	**%**		**No. of Shares**	**%**	**No. of Shares**	**%**
(A) Promoter Shareholding										
(1) Indian										
(a)Individuals & HUF	1,34,78,442	58.76	0	1,34,78,442	54.05	0	1,65,71,224	54.28	1,65,71,224	53.47
(b) Bodies Corporate	0	0.00	0	0	0.00	0	0	0.00	0	0.00
Sub Total (A)(1)	**1,34,78,442**	**58.76**	0	**1,34,78,442**	**54.05**	**0**	**1,65,71,224**	**54.28**	**1,65,71,224**	**53.47**
(2) Foreign promoters	0	0.00	0	0	0.00	0	0	0.00	0	0.00
Total Promoter shareholding A=A1 +A2	**1,347,8,442**	**58.76**	**0**	**1,34,78,442**	**54.05**	**0**	**1,65,71,224**	**54.28**	**1,65,71,224**	**53.47**
(B) Public Shareholding										
B1) Institutional Investors	3,20,000	1.40	-	3,20,000	1.28	1,00,000	4,20,000	1.38	4,20,000	1.36
B2) Central Govt./Stat Govt./POI	0	0.00	0	0	0.00	0	0	0.00	0	0.00
B3) Non-Institutional Investors										
Individuals	78,17,646	34.08	15,00,000	93,17,646	37.36	12,00,000	1,05,17,646	34.45	1,09,79,508	35.43
Body Corporate	0	0.00	1,50,000	1,50,000	0.60	3,00,000	4,50,000	1.47	4,50,000	1.45
Others (Including HUF, LLP & NRI)	13,21,600	5.76	3,50,000	16,71,600	6.70	9,00,000	25,71,600	8.42	25,71,600	8.30

Total Public Shareholding B=B1+B2+B3	**94,59,246**	**41.24**	**20,00,000**	**1,14,59,246**	**45.95**	**25,00,000**	**1,39,59,246**	**45.72**	**1,45,22,446**	**46.53**
C) Non-Promoter – Non-Public	0	0.00	0	0	0.00	0	0	0.00	0	0.00
Grand Total (A+B+C)	**2,29,37,688**	**100.00**	**20,00,000**	**2,49,37,688**	**100.00**	**25,00,000**	**3,05,30,470**	**100.00**	**3,09,92,332**	**100**

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 24,93,76,880/- divided into 2,49,37,688 Equity Shares of face value of Rs. 10/- each.

(**) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis (assuming full conversion of 25,00,000 Warrants proposed to be allotted and 30,92,782 Warrants allotted on October 29, 2025) i.e. Rs. 30,53,04,700/- divided into 3,05,30,470 Equity Shares of face value of Rs. 10/- each.

(***) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis (assuming full conversion of 25,00,000 Warrants proposed to be allotted and 30,92,782 Warrants allotted on October 29, 2025 and 4,61,862 outstanding ESOPs) i.e. Rs. 30,99,23,320/- divided into 3,09,92,332 Equity Shares of face value of Rs. 10/- each.

Notes:

1. *The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, July 24, 2026.*
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, preferential allotment of said Equity Shares and Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of special resolutions. 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 persons 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 any allotment on a preferential basis 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 Allottees	Category	Name of the Ultimate Beneficial Owner
1.	Amit R Agarwal	Public	Not Applicable, allottee being an

Sr. No.	Name of the Proposed Allottees	Category	Name of the Ultimate Beneficial Owner
			individual
2.	Kamal Dharewa	Public	Not Applicable, allottee being an individual
3.	Pradyumna Singhania	Public	Not Applicable, allottee being an individual
4.	IH Consultancy Services LLP	Public	Mohit Jangir
5.	Chirag Pramod Vora	Public	Not Applicable, allottee being an individual
6.	Manish Mutha	Public	Not Applicable, allottee being an individual
7.	Ray Invest (BO: Amit Kumar Sarda)	Public	Amit Kumar Sarda
8.	Pushpa Sarda	Public	Not Applicable, allottee being an individual
9.	Devendra Omprakash Kathuria	Public	Not Applicable, allottee being an individual
10.	Shilpa Jalan	Public	Not Applicable, allottee being an individual
11.	Vasanti Gunvant Sheth	Public	Not Applicable, allottee being an individual
12.	Chetna Kankaria	Public	Not Applicable, allottee being an individual
13.	Kinchit Sunilkumar Mehta	Public	Not Applicable, allottee being an individual
14.	Nitin Tradfins & Investments Private Limited	Public	Manish Bharesh Shilpa Jalan
15.	Mahendra Kankaria And Sons (HUF)	Public	Mahendra Kankaria
16.	Amit Agarwal HUF	Public	Amit Agarwal
17.	Shruti Agrawal	Public	Not Applicable, allottee being an individual
18.	Avora SME Fund 1	Public	Not Applicable, allottee being Asset Management Fund
19.	Resource Vincom Private Limited	Public	Rajendra Bhutra Anju Devi Bhutra

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 Allottees	Pre-Shareholding Structure		Equity Shares to be allotted	Post-Issue Shareholding Structure*		Warrants to be allotted	Post Issue Shareholding Structure(3)** *(including Warrants)*		Post Issue Shareholding Structure(3)*** *(including Warrants & ESOPs)*	
		No. of shares	%		No. of shares	%		No. of shares	%	No. of shares	%
1	Amit R Agarwal	1,600	0.0	6,00,000	6,01,600	2.41	3,00,00	9,01,600	2.95	9,01,600	2.91

Sr. No.	Name of the Proposed Allottees	Pre-Shareholding Structure		Equity Shares to be allotted	Post-Issue Shareholding Structure*		Warrants to be allotted	Post Issue Shareholding Structure(3)** *(including Warrants)*		Post Issue Shareholding Structure(3)*** *(including Warrants & ESOPs)*	
		No. of shares	%		No. of shares	%		No. of shares	%	No. of shares	%
			1				0				
2	Kamal Dharewa	1,600	0.01	1,15,000	1,16,600	0.47	0	1,16,600	0.38	1,16,600	0.38
3	Pradyumna Singhania	0	0.00	2,00,000	2,00,000	0.80	0	2,00,000	0.66	2,00,000	0.65
4	IH Consultancy Services LLP	0	0.00	1,15,000	1,15,000	0.46	0	1,15,000	0.38	1,15,000	0.37
5	Chirag Pramod Vora	0	0.00	64,000	64,000	0.26	0	64,000	0.21	64,000	0.21
6	Manish Mutha	0	0.00	64,000	64,000	0.26	0	64,000	0.21	64,000	0.21
7	Ray Invest (BO: Amit Kumar Sarda)	0	0.00	1,35,000	1,35,000	0.54	0	1,35,000	0.44	1,35,000	0.44
8	Pushpa Sarda	0	0.00	1,35,000	1,35,000	0.54	0	1,35,000	0.44	1,35,000	0.44
9	Devendra Omprakash Kathuria	0	0.00	54,000	54,000	0.22	0	54,000	0.18	54,000	0.17
10	Shilpa Jalan	0	0.00	50,000	50,000	0.20	0	50,000	0.16	50,000	0.16
11	Vasanti Gunvant Sheth	0	0.00	64,000	64,000	0.26	0	64,000	0.21	64,000	0.21
12	Chetna Kankaria	0	0.00	54,000	54,000	0.22	0	54,000	0.18	54,000	0.17
13	Kinchit Sunilkumar Mehta	0	0.00	1,00,000	1,00,000	0.40	0	1,00,000	0.33	1,00,000	0.32
14	Nitin Tradfins & Investments Private Limited	0	0.00	1,50,000	1,50,000	0.60	0	1,50,000	0.49	1,50,000	0.48
15	Mahendra Kankaria And Sons (HUF)	0	0.00	1,00,000	1,00,000	0.40	0	1,00,000	0.33	1,00,000	0.32
16	Amit Agarwal HUF	0	0.00	0	0	0.00	9,00,000	9,00,000	2.95	9,00,000	2.90
17	Shruti Agrawal	0	0.00	0	0	0.00	9,00,000	9,00,000	2.95	9,00,000	2.90
18	Avora SME Fund 1	2,96,000	1.29	0	2,96,000	1.19	1,00,000	3,96,000	1.30	3,96,000	1.28
19	Resource Vincom Private Limited	0	0.00	0	0	0.00	3,00,000	3,00,000	0.98	3,00,000	0.97

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 24,93,76,880/- divided into 2,49,37,688 Equity Shares of face value of Rs. 10/- each.

(**) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis (assuming full conversion of 25,00,000 Warrants proposed to be allotted and 30,92,782 Warrants allotted on October 29, 2025) i.e. Rs. 30,53,04,700/- divided into 3,05,30,470 Equity Shares of face value of Rs. 10/- each.

(***) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis (assuming full conversion of 25,00,000 Warrants proposed to be allotted and 30,92,782 Warrants allotted on October 29, 2025 and 4,61,862 outstanding ESOPs) i.e. Rs. 30,99,23,320/- divided into 3,09,92,332 Equity Shares of face value of Rs. 10/- each.

Notes:

1.) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, July 24, 2026.

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.

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 Equity Shares, Warrants and allotment of Equity Shares upon conversion of the warrants, 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) The Equity Shares, Warrants and the Equity Shares proposed to be allotted pursuant to the exercise/conversion of the Warrants shall be subject to the applicable lock-in requirements prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

(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, 2018, the relevant date for determining the floor price for the Preferential allotment of the Equity Shares and Warrants has been reckoned as **Wednesday, July 22, 2026.**

The Equity shares of the Company are listed on Emerge platform of National Stock Exchange of India Limited **("Stock Exchange")** and are frequently traded as per the provisions of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018.

Further, since the proposed allotment to some of the allottees collectively would be more than 5% of the post issue fully diluted share capital of the company, thus, in compliance with Regulation 166A of the SEBI (ICDR) Regulations, the minimum price per Equity Share and Warrant was considered higher of the price determined through following methods:

i. In terms of the provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations, the minimum price at which the Equity Shares and Warrants to be issued to the proposed allottees shall not be less than higher of the following:

   a. Rs. 33.42/- each being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

   b. Rs. 38.82/- each being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

   Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 38.82/- (Rupees Thirty-Eight and Eight Two Paisa Only) each, being higher of the above two prices.

ii. The price determined through Valuation report obtained M/s. Corporate Professionals Valuation Services Private Limited, Registered Valuer (IBBI Registration No.: IBBI/RV/-E/02/2019/106). i.e., Rs. 40.03/- each. The said report is available on the website of the Company at https://rox-hitech.com/InvestorSubDocs.aspx?Id=jAeWJPFnnIvb2zUjWwhoEAhMGm7XUDAG8JR7tRyaob0%3d&Yr=.

iii. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – ***Articles of Association of the Company also prescribes for obtaining a valuation report from an Independent Registered Valuer, accordingly, Valuation report has been obtained from M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV/-E/02/2019/106) which has determined the price at Rs.40.03/- each. The said report is available on the website of the Company at*** *https://rox-hitech.com/InvestorSubDocs.aspx?Id=jAeWJPFnnIvb2zUjWwhoEAhMGm7XUDAG8JR7tRyaob0%3d&Yr=*.

Accordingly, the minimum issue price of the Equity Shares and Warrants on Preferential basis shall be Rs.40.03/- and the Board of Directors of the Company has decided to issue Equity Shares and Warrants at Rs. 40.03/- each.

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.

- The Company hereby undertakes that it shall if required to do so, re-compute the price of the specified securities in terms of the provision of SEBI ICDR Regulations;

- Further, it undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares and Warrants shall continue to be locked-in till the time such amount is paid by the allottees;

- 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 Regulation163(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 non-promoter:

Sr. No.	Name of the Proposed Allottees	Current Status	Post Status
1	Amit R Agarwal	Public	Public
2	Kamal Dharewa	Public	Public
3	Pradyumna Singhania	Public	Public
4	IH Consultancy Services LLP	Public	Public
5	Chirag Pramod Vora	Public	Public
6	Manish Mutha	Public	Public
7	Ray Invest (BO: Amit Kumar Sarda)	Public	Public
8	Pushpa Sarda	Public	Public
9	Devendra Omprakash Kathuria	Public	Public
10	Shilpa Jalan	Public	Public
11	Vasanti Gunvant Sheth	Public	Public
12	Chetna Kankaria	Public	Public
13	Kinchit Sunilkumar Mehta	Public	Public
14	Nitin Tradfins & Investments Private Limited	Public	Public
15	Mahendra Kankaria And Sons (HUF)	Public	Public
16	Amit Agarwal HUF	Public	Public
17	Shruti Agrawal	Public	Public
18	Avora SME Fund 1	Public	Public
19	Resource Vincom Private Limited	Public	Public

XVI. Practicing Company Secretary's Certificate:

The certificate from M/s. Sanka Indrani, Practicing Company Secretaries, certifying that the preferential issue of Equity Shares and Fully Convertible Warrants are being made in accordance with the 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 at the link: https://rox-hitech.com/InvestorSubDocs.aspx?Id=jAeWJPFnnIvb2zUjWwhoEAhMGm7XUDAG8JR7tRyaob0%3d&Yr=.

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

None of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out in Item no. 1 and 2 of this Notice.

The Board of Directors recommends the resolutions as set out in Item No. 1 and 2 of this notice for the issue of Equity shares and Fully Convertible Warrants, on a preferential basis, to the proposed allottees by way of **Special Resolution**.

By Order of the Board of Directors
For Rox Hi-Tech Limited

Sd/-
Thenmozhi
Company Secretary & Compliance Officer
Membership No: A66685

Date: July 25, 2026
Place: Chennai, Tamil Nadu