

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of ROX Hi-Tech Limited will be held on Wednesday, the 30th day of September 2026 at 11:30 am through video conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the members at a common venue, to transact the following business:

ORDINARY BUSINESS:

Item No: 1:

To receive, consider and adopt the Audited Standalone financial statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Directors and Auditors thereon.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 together with Reports of the Board of Directors and Auditors thereon laid before this said meeting, be and are hereby considered, approved and adopted."

Item No: 2

To receive, consider and adopt the Audited Consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Auditors thereon.

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with Reports of the Auditors thereon laid before this said meeting, be and are hereby considered, approved and adopted."

Item No: 3

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

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

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

Item No: 4

To Declare Final Dividend on Equity shares for Financial Year ended March 31, 2026.

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

"RESOLVED THAT a final dividend at the rate of Re. 1 (Rupee One only) per equity share of face value Rs. 10/- (Rupees Ten only) each be and is hereby declared for the financial year ended March 31, 2026 and the same be paid out of the profits of the company which was recommended at the Board meeting held on May 28, 2026 and the same is to be paid to those shareholders whose names appear in the Register of Members and / or in the records of the Depositories as beneficial owners of the shares as on the Record Date i.e. September 23, 2026 fixed for this purpose."

SPECIAL BUSINESS:

Item No: 5

Re-appointment of Mr. Munusamy Murugan Senthil Kumar (DIN: 09161887) as Whole-Time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to the approval of the Members of the Company and such other approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Munusamy Murugan Senthil Kumar (DIN: 09161887) as the Whole-Time Director and Key Managerial Personnel of the Company for a further term of five (5) consecutive years commencing from 25th July, 2026 to 24th July, 2031, on such terms and conditions, including remuneration, as may be approved by the Board and mutually agreed upon between the Company and Mr. Munusamy Murugan Senthil Kumar.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, vary and/or revise the terms and conditions of the said re-appointment, including the remuneration payable to Mr. Munusamy Murugan Senthil Kumar during his tenure, from time to time, provided that such variation or revision shall be in accordance with and within the limits prescribed under the Companies Act, 2013, read with Schedule V thereto, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

RESOLVED FURTHER THAT the Board of Directors and/or any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including and to execute all such documents, writings and necessary filings with the Registrar of Companies and other statutory or regulatory authorities, as may be deemed necessary, desirable or expedient to give effect to this resolution. "

Item No: 6

To approve increase in overall borrowing limit of the Company under section 180(1)(c) of the Companies Act, 2013.

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company on July 5, 2023 and pursuant to the provisions of Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for borrowing any sum or sums of money from time to time, from any one or more of the Company's Bankers and / or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set

apart for any specific purpose, provided that the total borrowing shall not exceed Rs. 350.00 Crores (Rupees Three Hundred and Fifty Crores only)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary, proper and fit to give effect to the aforesaid resolution."

Item No: 7

To seek approval under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company.

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

"RESOLVED THAT in supersession of the resolution passed by shareholders of the Company on July 5, 2023, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to create such mortgages, charges and hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company, on all or any of the immovable and movable properties of the Company whosoever situated, both present and future, and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as may be deemed fit , to or in favor of all or any of the financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/ bodies corporate to secure rupee/ foreign currency loans and/ or the issues of debentures, bonds or other financial instruments (hereinafter collectively referred to as 'Loans'), provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption,

costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements entered into/ to be entered into by the Company in respect of the said Loans, shall not, at any time exceed the limit of Rs. 350.00 Crores (Rupees Three Hundred and Fifty Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and

Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary, proper and fit to give effect to the aforesaid resolution."

ROX HI-TECH LIMITED

CIN: L51506TN2002PLC048598

Old No. 101B, New No. 160,

1st & 3rd Floor, Mahalingapuram High Road

Nungambakkam, Chennai 600034.

investor@rox-hitech.com

<https://rox-hitech.com/>

Date: September 5, 2026

Place: Chennai

By order of the Board of Directors

For **ROX Hi-Tech Limited**

Sd/-

Thenmozhi

Company Secretary & Compliance Officer

Membership No: A66685

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April 08, 2020, and subsequent to the latest circular 09/2024 dated September 2024, issued in this regard (collectively referred to as "MCA Circulars") permitted holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being convened through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Further, the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 and subsequent circulars issued in this regard, the latest being October 3, 2024 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').
2. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') the SEBI listing Regulations, and MCA Circulars, the 24th Annual General Meeting of the Company scheduled to be held only through VC/OAVM on Wednesday, the 30th day of September 2026 at 11:30 am (IST). The deemed venue for the AGM will be the Registered Office of the Company, i.e., Old No. 101B, New No. 160, 1st & 3rd Floor, Mahalingapuram High Road, Nungambakkam, Chennai 600034.
3. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting and through the e-voting system provided during the meeting while participating through VC facility. The Company will also publish an advertisement in newspaper containing the details about the AGM i.e., the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of the Annual Report at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/RTA and other matters as may be required.
4. Additional information as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2)

in respect of the Directors retiring by rotation / seeking appointment / re-appointment at this Meeting is annexed hereto.

5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
6. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. Notice of AGM are being sent in electronic mode to those members / beneficial owners whose e-mail Id's are registered and whose name appears in the Register of Members / Depositories Participant(s) as at closing business hours on Friday, September 04, 2026.
8. In compliance with MCA Circulars and SEBI Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022 the Annual Report for FY 2025-26 comprising the financial statements, Board's Report, and Auditor's Report is being sent electronically to all members whose email addresses are registered with the Company/Depositories.
9. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business(s) as set out above from Item No.5 to 7 is annexed hereto. The relevant details required to be disclosed in respect to Directors seeking appointment/ re-appointment at this AGM pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "(LODR Regulations or Listing Regulations)". Secretarial Standards on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, have been provided in Annexure to this Notice. Additional information as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation at this Meeting is also annexed hereto.

10. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 23, 2026 to Wednesday, September 30, 2026 (both days inclusive) for the purpose of Annual General Meeting of the Company.
11. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for all the members.
12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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

14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company <https://rox-hitech.com/> The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
15. The Companies (Management and Administration) Rules, 2014 stipulate that the remote electronic voting period shall close at 05:00 P.M (IST) on the date preceding the date of AGM. Accordingly, the remote e-Voting period will commence at 09:00 A.M (IST) on September 27, 2026 and will end at 05:00 P.M (IST) on September 29, 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.

16. The Company has appointed Mrs. Sanka Indrani, Practising company secretary (COP No. 21983) to act as Scrutinizer to scrutinize the remote e-Voting process and voting during the AGM in a fair and transparent manner.
17. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than 2 working days from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchange by the company where the shares of the Company are listed i.e. National Stock Exchange of India Limited placed on the Company's website <https://rox-hitech.com/>.
18. Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the AGM shall be deemed to be passed on the date of the meeting i.e. Wednesday, September 30, 2026.
19. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 23, 2026 are entitled to vote on the Resolutions set forth in this Notice. A person, who is not a member as on the cut-off date i.e. September 23, 2026 should treat this Notice for information purposes only.
20. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-Voting, i.e., September 23, 2026 such person may obtain the User ID and Password from NSDL by e-mail request to evoting@nsdl.co.in for all future communication members.

Dispatch of Annual Report through Electronic Mode:

21. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022 and January 05, 2023, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members as on cut-off date whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website <https://rox-hitech.com/>, website of the Stock Exchange, that is, National Stock Exchange of

India Limited at www.nseindia.com, respectively, and on the website of Company's E-voting partner at <https://www.evoting.nsdl.com>.

22. For receiving all communication (including Annual Report) from the Company electronically:
 - a. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. NSDL has provided a facility for registration/ updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>.
 - b. the process to be followed for registration/updation of e-mail address by Members holding shares in physical mode, is given in this Notice.

Procedure for Inspection of Documents:

23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cs@rox-hitech.com.
24. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before September 23, 2026 to cs@rox-hitech.com. The same will be replied by the Company suitably.

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

The remote e-voting period begins on Sunday September 27, 2026 09:00 am and will end at 05:00 P.M (IST) on September 29, 2026. 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. Wednesday, September 23, 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 Wednesday, September 23, 2026.

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through

their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e - Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e - Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (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.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ahyoka.nua1@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@rox-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 shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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. Member 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 Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at this AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's e-mail address at cs@rox-hitech.com before 5.00 p.m. (IST) on September 25, 2026. Such queries will be appropriately responded by the Company
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@rox-hitech.com. The same will be replied by the company suitably. Pre-registration should be done between September 28, 2026 09:00 am and 05:00 P.M (IST) on September 29, 2026.

Other Information:

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

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

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

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

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

1. National Securities Depository Limited (E-Voting Partner)
Contact Person: Ms. Prajakta Pawle
NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound,
Senapati Bapat Marg, Lower parel,
Mumbai 400 013
Ph: 022 - 4886 7000 and 022 - 2499 7000
Mail: evoting@nsdl.co.in
2. Purva Shareregistry India Private Limited (RTA)
Contact Person: Mr. Purva Shah
9 Shiv Shakti Industrial Estate,
J.R. Boricha Marg, Lower Parel (E),
Mumbai - 400011
Ph: +91 - 8928652025
Mail: support@purvashare.com
3. ROX Hi-Tech Limited
Contact Person: Ms. Thenmozhi
Old No. 101B, New No. 160, 1st & 3rd Floor,
Mahalingapuram High Road,
Nungambakkam, Chennai 600034
Ph: +91 98405 91830
Mail: cs@rox-hitech.com

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

Item No. 3 To appoint a director in place of Mr. Jeyasimmon Kenny Robert (DIN: 10217214), who retires by rotation and being eligible, offers himself for re-appointment.

Mr. Jeyasimmon Kenny Robert	DIN: 10217214
Age / DOB:	38 years / 29.09.1988
Qualifications	M S (G.S), M Ch (Surgical Oncology)
Experience (including expertise in specific functional area) / Brief Resume	Surgical Oncologist with more than 8 years of complex surgical and advanced laparoscopic experience. He has vast knowledge and experience in the Medical Automation.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Jeyasimmon Kenny Robert who was appointed as a Non-executive Non-Independent Director is liable to retire by rotation and eligible for reappointment
Remuneration (including sitting fees, if any) last drawn (FY 2025-26)	Only sitting fees.
Remuneration proposed to be paid	Sitting fees.
Date of first appointment on the Board	July 25, 2023.
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026.	Not Applicable.
Relationship with other Directors / Key Managerial Personnel	Not Applicable
Number of meetings of the Board attended during the financial year 2025-26	8
Directorships of other Boards as on March 31, 2026	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2026.	Nil
Listed entities from which the Director has resigned in the past three years	Nil

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

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('ACT')

The following Statement sets out all material facts relating to Item No. 5 to 7 mentioned in the accompanying Notice.

Item No. 5: Re-appointment of Mr. Munusamy Murugan Senthil Kumar (DIN: 09161887) as Whole-time Director of the Company

Mr. Munusamy Murugan Senthil Kumar (DIN: 09161887) was initially appointed as an Executive Director of the Company with effect from May 2, 2021. Subsequently, the Board of Directors, at its meeting held on July 25, 2023, designated him as the Whole-time Director of the Company for a period of three years with effect from July 25, 2023. His present tenure as Whole-time Director will accordingly expire on July 24, 2026.

Considering his experience, expertise, contribution to the operations and growth of the Company and the responsibilities being discharged by him, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved and recommended the re-appointment of Mr. Munusamy Murugan Senthil Kumar as Whole-time Director of the Company for a further period of five (5) years with effect from July 25, 2026 to July 24, 2031, subject to the approval of the Members of the Company.

The existing powers, duties and authorisations delegated to Mr. Munusamy Murugan Senthil Kumar by the Board of Directors shall continue during his tenure, subject to such modifications as may be determined by the Board from time to time.

The terms and conditions of his re-appointment, including the remuneration payable to him, are set out in the resolution accompanying this Notice.

General Terms of Remuneration:

- In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Munusamy Murugan Senthil Kumar, the remuneration by way of salary, allowances, perquisites and other benefits shall be paid in accordance with the applicable provisions of Section 197 read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.
- Perquisites shall be valued in terms of the actual expenditure incurred by the Company in providing the benefits. Where the actual amount of expenditure cannot be ascertained

with reasonable accuracy, the perquisites shall be valued in accordance with the applicable Income-tax Rules.

- Mr. Munusamy Murugan Senthil Kumar, being a Whole-time Director, shall not be entitled to any sitting fees for attending meetings of the Board of Directors or any Committee thereof.

Mr. Munusamy Murugan Senthil Kumar has given his consent to continue to act as a Director of the Company and has confirmed that he is not disqualified from being appointed/re-appointed as a Director pursuant to Sections 164(1) and 164(2) of the Companies Act, 2013. He has further confirmed that he is not debarred from holding the office of Director by virtue of any order issued by the Securities and Exchange Board of India ("SEBI") or any other regulatory authority.

The re-appointment and remuneration of Mr. Munusamy Murugan Senthil Kumar shall be subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The information relating to Mr. Munusamy Murugan Senthil Kumar, including his brief profile, nature of expertise in specific functional areas and other particulars required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in Annexure to the Notice.

Mr. Munusamy Murugan Senthil Kumar is concerned or interested, financially or otherwise, in the resolution relating to his re-appointment. His relatives may also be deemed to be concerned or interested in the resolution to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Considering his experience, expertise and continued contribution to the Company, the Board is of the opinion that the re-appointment of Mr. Munusamy Murugan Senthil Kumar as Whole-time Director would be in the best interests of the Company.

Terms and Conditions of Re-appointment of Mr. Munusamy Murugan Senthilkumar (DIN: 09161887) as Whole-Time Director

Salary ₹1,50,000/- per month.

Perquisites:

Category A:

- Medical Reimbursement for self and family as per the rules of the Company.
- Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

Category B:

- Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
- Encashment of leave as per the rules of the Company.

Category C:

- Car, telephone at residence and mobile phone for use on Company's business.
- All other terms and conditions as applicable to employees of the Company.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of Director	Munusamy Murugan Senthil Kumar
Date of Birth and Age	44 years / 04-01-1982
DIN	09161887
Date of appointment of the Board	21-05-2021
Educational Qualifications	B. Tech Information Technology
Nature of Expertise/Skills	He has over 25 years of experience in the IT and System Integration industry.
Brief Profile	"Unlocking the potential of technology through strategic leadership" is the guiding principle of our esteemed strategist at ROX. With a strong technical foundation and a track record of multiple certifications, he embarked on a successful career journey that led him to become a techno commercial professional with exceptional management skills. His expertise has enabled him to onboard and manage multiple Fortune 1000 global clients, delivering outstanding results and earning accolades for his organization. With over two decades of experience spanning various industries, he specializes in transforming and optimizing IT investments for maximum efficiency. His ability to drive results and bring recognition to his organization has made him a highly respected figure in the field. He is deeply passionate about driving positive change through innovation and collaboration, recognizing the immense power of technology to fuel growth, evolution, and progress. Additionally, he has a rich experience in designing complete infrastructure solutions in Network security, Datacentre Collaboration, and Industrial IoT solutions.

Name of Director	Munusamy Murugan Senthil Kumar
Companies (other than ROX HI-TECH LIMITED) in which he holds Directorships and Committee Membership.	None
Number of Equity Shares held in the Company.	95000
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company.	None
Terms and conditions of appointment and details of remuneration to be paid.	As stated in the resolution
Remuneration last drawn: (as on March 31, 2026).	Rs. 18,00,000

Item No: 6 To approve increase in overall borrowing limit of the Company under section 180(1)(c) of the Companies Act, 2013.

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to section 180(1)(c) and other applicable provisions of companies act, 2013 provides that the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

Accordingly, the members of the company previously approved an amount of up to Rs.250 crores as the borrowing limit under Section 180(1)(c) of the Act. Considering the increase in the business of the company and the expansion plans it is proposed to increase the limit of borrowing under Section 180(1)(c) of the Act to Rs. 350 Crore/- (Rupees Three Hundred and Fifty Crores) to enable the Board to borrow money depending on

the requirements of the company from time to time. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item no. 6 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 7: To seek approval under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company.

In order to secure the borrowing made by the Company by the lenders, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company in favour of the lenders. In terms of the provisions of Section 180(1)(a) read with Section 110 of the Companies Act, 2013 and Rules made thereunder consent of the Shareholders of the Company by way of a Special Resolution through Postal Ballot is required to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking or undertakings of the company.

In terms of MCA Notification dated February 9, 2018, any item of business required to be transacted by means of postal ballot, may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means in terms of the provisions of Companies Act, 2013 and

SEBI (LODR) Regulations, 2015, the company is providing the facility to its members to enable them to vote on resolutions at the general meeting, by electronic means. Accordingly, the Special Resolution for creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company, is proposed to be passed in this AGM.

The Company has obtained approval of the members under Section 180(1)(a) of the Companies Act, 2013 for an amount of up to Rs.250 crores. In view of the increase in the borrowing limit under Section 180(1)(c) of the Act and the requirements under Section 180(1)(a) of the Act, approval of the members is sought

by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security on the assets of the company up to an amount of Rs. 350 crores/- (Rupees Three Hundred and Fifty Crores Only) if and when necessary. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item no. 7 for approval by the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ROX HI-TECH LIMITED

CIN: L51506TN2002PLC048598
Old No. 101B, New No. 160,
1st & 3rd Floor, Mahalingapuram High Road
Nungambakkam, Chennai 600034.
investor@rox-hitech.com
<https://rox-hitech.com/>

Date: September 5, 2026
Place: Chennai

By order of the Board of Directors
For **ROX Hi-Tech Limited**

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