

ROX HI-TECH LIMITED

Old No.101B, New No.160, 1st & 3rd Floor,
Mahalingapuram Main Road,
Nungambakkam, Chennai- 600034
CIN:U51506TN2002PLC048598
Email Id: info@rox.co.in

NOTICE is hereby given that the Twenty First Annual General Meeting of the shareholders of ROX Hi-Tech Limited will be held on Friday, the 22nd day of September, 2023 at 3.00 p.m. to transact the following business. The venue of the AGM shall be deemed to be the Registered Office of the Company at Old No.101B, New No.160, 1st & 3rd Floor, Mahalingapuram Main Road, Nungambakkam, Chennai- 600034.

ORDINARY BUSINESS:

Item No: 1 Adoption of Financial Statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors (“the Board”) and auditors thereon,

Item No: 2 Appointment of Mr. Jim Rakesh (DIN: 01722482) as a director, who liable to retire by rotation.

To appoint a director in place of Jim Rakesh (DIN: 01722482), who retires by rotation and, being eligible, seeks reappointment.

Explanation: Based on the terms of appointment, executive directors and the non-executive and non-independent chairman are subject to retirement by rotation. Jim Rakesh (DIN: 01722482), who was initially appointed on 15.03.2002 and last appointed on April 19, 2023, and whose office is liable to retire at the ensuing AGM, being eligible, seeks reappointment. Based on performance evaluation and the recommendation of the nomination and remuneration committee, the Board recommends his reappointment.

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, the approval of members of the Company, be and is hereby accorded to reappoint Jim Rakesh (DIN: 01722482) as a director, who is liable to retire by rotation.

Item No: 3 Appointment of M/s. PPN and Company, Chartered Accountants as Statutory Auditors 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 Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to appoint M/s. PPN and Company, Chartered Accountants, Chennai (Firm Registration No.013623S) as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of this 21st Annual General Meeting (AGM) of the Company till the conclusion of the 25th AGM of the Company to be held in the year 2028 to examine and audit the accounts

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of the Company at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

Registered Office:
Old No.101B, New No.160
1st & 3rd Floor,
Mahalingapuram Main Road
Nungambakkam, Chennai- 600034.

Date: August 24, 2023

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

**Sd/-
Thenmozhi
Company Secretary &
Compliance Officer
Membership Number: ACS 66685**

Notes:

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1. A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the company.
2. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. Members/proxies/ authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. In accordance with the proviso to MCA Notification dated the 10th September,2018 amending Companies (Prospectus and Allotment of Securities) Rules, 2014 transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions. Members can contact the Company for assistance in this regard.
6. Members are requested to register their e-mail address (if not provided earlier) and changes if any, therein, to enable the Company to send all communications to Members in electronic mode.
7. Memorandum and Articles of Association referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the AGM is enclosed.
9. In case the shares of the Company are held by a member in dematerialized form, such member shall register his / her/ its email address in the demat account maintained with the depository participant.

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ANNEXURE A Form No. MGT-11 PROXY FORM

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN: UN51506TN2002PLC048598

Name of the company: ROX HI-TECH LIMITED

Registered office: old no 101b, new no 160, mahalingapuram main road, mahalingapuram,
chennai 600034

Website:

Name of the Member (s) :

Registered address :

E-mail id :

Folio No. / Client Id :

I / We, being the member(s) of _____ of

, hereby appoint:

1. Name : _____:

Address: _____

: _____

E-mail Id: _____

Signature: _____, or failing him / her

2. Name : _____:

Address: _____

: _____

E-mail Id: _____

Signature: _____, or failing him / her

3. Name : _____:

Address: _____

: _____

E-mail Id: _____

Signature: _____,

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Friday, 22nd September 2023 at 2.00 PM. (IST) at Old No.101B, New No.160 1st & 3rd Floor, Mahalingapuram Main Road, Nungambakkam, Chennai - 600034 to transact the following business, at any adjournment thereof, in respect of such resolution set out in the notice convening the meeting, as are indicated below:

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I wish my above Proxy to vote in the manner as indicated in the Box Below:-

S. No.	Resolution:-	For	Against
1	To receive, consider and adopt the Audited Balance Sheet as at 31.3.2023 and the Profit & Loss a/c for the period ended 31.3.2023 and the Report of the Directors and Auditors thereon.		
2	To appoint a director in place of Mr. Jim Rakesh (DIN: 01722482), who retires by rotation and being eligible offers himself for re-appointment		
3	Appointment of M/s. PPN and Company, Chartered Accountants as Statutory Auditors of the Company		

Signed this..... day of.....2023

Signature of shareholder

Signature of Proxy holder(s)

Note:

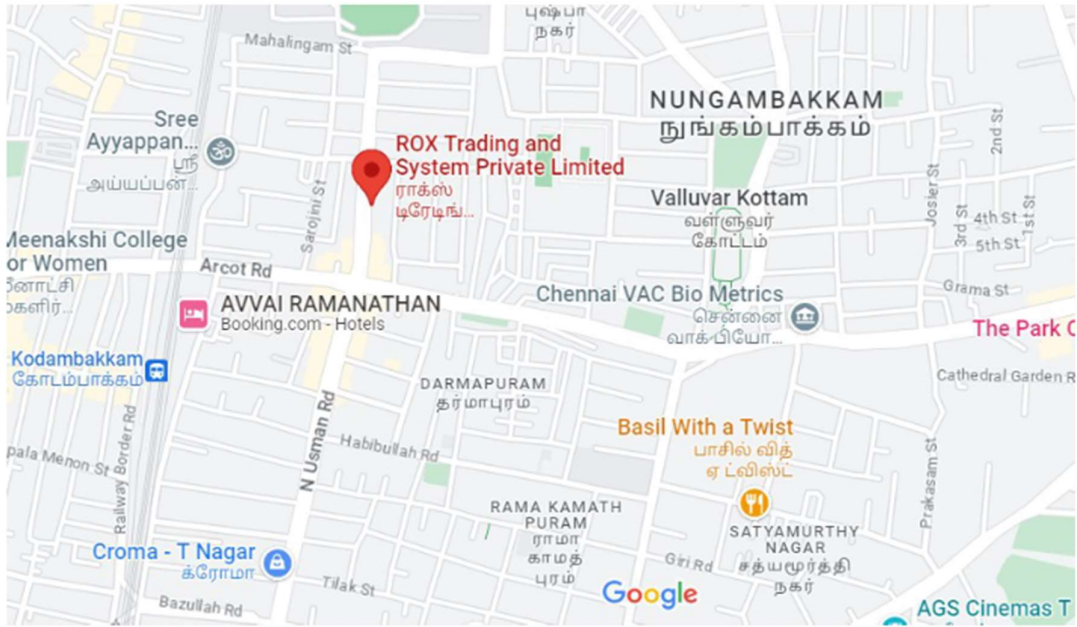
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

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ANNEXURE B

Route Map



ROX HI-TECH LIMITED

Old No.101B, New No.160, 1st & 3rd Floor, Mahalingapuram Main Road, Nungambakkam,
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DIRECTORS REPORT

To,

The members of

ROX HI-TECH LIMITED

(Formerly known as ROX Trading and System Private Limited)

CIN: U51506TN2002PLC048598

Old No. 101B, New No. 160,
Mahalingapuram Main Road,
Mahalingapuram, Chennai 600 034

Your Directors have pleasure in presenting the 21st Director's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2023.

FINANCIAL HIGHLIGHTS:

Amount in Rs. Lakhs

PARTICULARS	2022-2023	2021-2022
Revenue from operations	13332.79	10286.22
Other income	66.06	11.03
Total Income	13398.85	10297.25
Cost of Consumption	10351.26	9192.71
Employee Benefits Expenses	394.95	336.56
Finance Costs	297.03	196.10
Depreciation & Amortisation Expenses	23.39	21.55
Other Expenses	284.72	338.59
Total Expenses	11,351.36	10,085.50
Profit before Tax	2,047.50	211.75
Tax Expenses:		
Current Tax	515.77	58.25
Deferred Tax	(7.98)	(0.59)
Profit After Tax	1539.71	154.09
Earnings Per Share	20.60	2.06

STATEMENT OF AFFAIRS:

During the year under review, the total Income of the Company was Rs. 13,398.85 lakhs against Rs. 10,297.25 lakhs in the previous year. The Company had earned a profit after tax of Rs. 1,539.71 lakhs compared to Rs. 154.09 lakhs in the previous year. The company could increase its revenue substantially due to increase in number of contracts coupled with its higher value. The optimum utilization of resources especially the employee cost helped in higher growth in profit margins as reflected in the net profit recorded by the company for the year under review.

BUSINESS OVERVIEW:

With over two decades years of industry experience, your Company have evolved from an IBM Business Partner into a prominent player in the IT segment. As a top system integrator, your

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Company offers a comprehensive range of distributed IT solutions, including consulting, enterprise and end-user computing, managed print, and network services. We are one of India's leading end to end IT solution provider.

Embrace Intelligent and Sustainable Transformation with ROX's Solutions, our SAP partnership, elevating us to Gold Partner status since 2020, epitomizes our robust capabilities in S/4 HANA, RISE with SAP & Integrations. ROX pioneers Rise with SAP Public and Private cloud victories, heralding an epoch of intelligent, sustainable enterprise progression.

Unleash the Power of Data, our cutting-edge network revolutionizes data into proactive solutions, amplifying availability and enriching user experiences. Stay Ahead of Threats with our adaptive network, doubling as a sensor and protector. With 360-degree visibility and robust automation, our network perpetually learns, evolves, and safeguards. Your company provide our clients Supercharge their Network Experience with ROX's Active and Passive Networking solutions. As a solution partner, we offer seamless implementation and expert consulting, ensuring our Clients achieve their business's goals. Our innovative range empowers our clients to optimize connectivity, productivity, and security across your operations.

Discover the potential of Industrial Internet of Things (IoT) as we seamlessly connect devices, exchange data, and provide real-time insights for enhanced efficiency and innovation. Elevate network management and security through Software-Defined Access (SD-Access), simplify network operations with Cloud Managed Networking, transform wide area networks with Software-Defined Wide Area Network (SD-WAN), and glean valuable insights with advanced Network Analytics. Additionally, foster wireless connectivity and mobility solutions to empower your workforce.

ROX's Enterprise Computing Solutions by empowering businesses to overcome challenges with the unrivalled capabilities of IBM Servers and Storage. As an esteemed partner of IBM, we bring the potency of cutting-edge cloud technologies, enabling analytics, Artificial Intelligence (AI), and Modern High-Performance Computing (HPC). Amplify this excellence further through the Intel-powered innovation found in Lenovo & Cisco Compute solutions. ROX is well-placed to deliver state-of-the-art Data Center solutions.

Unlock New Possibilities with ROX's Personal Computing Solutions, as a Platinum partner with Lenovo, we provide secure and future-proof solutions spanning Desktops, Notebooks, Workstations, AIOs, and Mobile Devices. Witness unparalleled ROI & TCO as we unveil transformative products and solutions, meticulously tailored to clients' aspirations. As proud partners of industry giants like Cisco (Premier partners), Schneider Electric, Honeywell, and more, we empowers out clients to reshape their digital panorama. Our Company have our clients to elevate their smart infrastructure with augmented visibility and management prowess, propelling the future within your reach. And develop our clients' portal to a smarter tomorrow commences with ROX.

Embark on a metamorphic journey with our cutting-edge IoT solutions, seamlessly blend innovation and efficiency with our comprehensive offerings, spanning components, sensors, gateways, and cloud.

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AWARDS & RECOGNITIONS

ROX Hi-Tech Limited has been awarded during the year is follows:

- I. Awarded by Inflow & Cisco for outstanding Sales performance for fourth quarter of the financial year 2022
- II. Tamil Nadu CM M K Stalin awarded for the successful completion of Turnkey project at Loyola Institute of Business Administration
- III. Appreciation award for Outstanding support on the Establishment of Rikun's One-stop Solution Manufacturing Unit.

TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

For the financial year ended 31st March, 2023, the Company has transferred a sum of Rs. 1400,00,000/- to carry any amount to General Reserve Account

DIVIDEND

Your Directors do not recommend any dividend for the year ended 31st March, 2023.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no unclaimed dividend lying with the Company.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, CRITERIA SPECIFY

There was no material changes and no commitment made by the directors affecting financial position of the company. So, no criteria need to be specified for the year.

DETAILS OF HOLDING / SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES –

As on March 31, 2023, the Company does not have any Holding / subsidiary/joint venture /associate companies.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the company.

CHANGE IN THE NAME OF THE COMPANY

The company has been changed from “**ROX TRADING AND SYSTEM PRIVATE LIMITED**” to “**ROX HI-TECH PRIVATE LIMITED**” and a fresh Certificate of Incorporation consequent upon change in name dated April 19, 2023, issued by the Assistant Registrar of Companies, Tamil Nadu, Chennai.

The Company has converted into Public Limited and the name of the Company was changed to Rox Hi-Tech Limited with effect from 23rd May, 2023.

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ANNUAL RETURN:

As required under Section 134(3)(a) of the Act, the Annual Return is put up on the Company's website and can be accessed at <https://www.rox.co.in>

SHARES:

a. AUTHORIZED & PAID-UP SHARE CAPITAL:

During the year under review, the authorised Capital of the company was increased to ₹25,00,00,000 divided into 2,50,00,000 Equity Shares of ₹10/- each

The Company has issued 93,43,750 equity shares of Rs.10/- each during the year by way of Bonus issue.

b. BUY BACK OF SECURITIES:

The Company has not bought back any of its securities during the year under review.

c. SWEAT EQUITY:

The Company has not issued any Sweat Equity Shares during the year under review.

d. EMPLOYEES STOCK OPTION PLAN:

The Company has not provided any Stock Option Scheme to the employees.

DEMATERIALISATION OF SHARES

The Company has entered into an agreement with Depositories viz., by Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) for admission of its shares into the depository system. The Company has been allotted ISIN Number is INE0PDJ01013.

The Company has also appointed Purva Share Registry (India) Private Limited as its Registrar and Share Transfer Agent (RTA) and as common agency for share registry work. The contact details of the RTA is provide below:

REGISTRARS AND SHARE TRANSFER AGENTS

Purva Share Registry (India) Private Limited
CIN: U67120MH1993PTC074079
Address:- 9, Shiv Shakti Industrial Estate,
J.R.Boricha Marg Lower Parel (East), Mumbai, 400011, Maharashtra, India,
Telephone No.022-23018261, Email Id: support@purvashare.com

All matters connected with Share Transfer, Transmission, Change of address, duplicate share certificates and other related matters are handled by the RTA. Accordingly, shareholders

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holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions. Members can contact the Company or M/s. Purva Sharegistry (India) Private Limited for assistance in this regard

COMPLIANCE OFFICER DETAILS AND ADDRESS FOR CORRESPONDENCE

Ms. Thenmozhi
Company Secretary & Compliance Officer

Registered Office: Old No. 101B, New No. 160, 1st & 3rd Floor Mahalingapuram Main Road,
Nungambakkam Chennai - 600034, India
Phone No. + 91 44 4206 8316

SIGNIFICANT OR MATERIAL ORDERS PASSED BY REGULATORS / COURTS:

During the year under review the company has not received any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2022-23, the Company held Nine (09) meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings.

		Name of Directors		
S. No	Date of meeting	Jim Rakesh Managing Director DIN: 01722482	Sukanya Rakesh Whole Time Director DIN: 01722486	Murugan Senthilkumar Whole Time Director DIN: 09161887
1	28.05.2022	✓	✓	✓
2	23.08.2022	✓	✓	✓
3	05.09.2022	✓	✓	✓
4	19.10.2022	✓	✓	✓
5	31.10.2022	✓	✓	✓
6	09.01.2023	✓	✓	✓
7	27.01.2023	✓	✓	✓

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8	31.01.2023	✓	✓	✓
9	23.02.2023	✓	✓	✓

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that:-

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and / or loss of the Company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had laid down internal financial control to be followed by the Company and that such internal financial control was adequate and operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE—

(i) by the auditor in his report; There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation.

Further the Auditors' Report for the financial year ended, 31st March, 2023 is annexed herewith, is self explanatory for your kind perusal and information.

(ii) by the company secretary in practice in his secretarial audit report; Not Applicable

INTERNAL AUDITOR:

In terms of the provision of section 138 of the companies Act, 2013 with rule 13 of the Companies (Accounts) Rules, 2014, Your Company has engaged M/s.Sundaresan & Subramanian LLP, Chartered Accountants, (Firm Registration No: 008922S) as Internal Auditor of the Company.

SECRETARIAL AUDIT REPORT:

ROX HI-TECH LIMITED

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In terms of the provision of section 204 of the companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of managerial Personnel) Rules 2014 the Company is not required to annex Secretarial Audit Report to the Board Report.

COMPLIANCE OF SECRETARIAL STANDARDS:

In accordance with the provisions of Section 118(10) of the Companies Act, 2013, every Company shall observe secretarial standards with respect to General and Board meetings specified by the Institute of Company Secretaries of India constituted under section 3 of the Company Secretaries Act, 1980 (56 of 1980), and approved as such by the Central Government and your Board hereby submits that with respect to General and Board meetings the applicable secretarial standards had been followed.

COST AUDIT / COMPLIANCE:

The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, in respect of the activities carried on by the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

There were no loans, guarantees made by the Company under Section 186 of the Companies Act, 2013 during the year under review. The particulars of investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, for the financial year 2022-23 are given in the Notes to the financial statements

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All related party transactions entered into during FY 2022-23 were on an arm's length basis and in the ordinary course of business. The company did not enter into any material transaction with such related parties under section 188 of the Companies Act, 2013 during the year.

CORPORATE SOCIAL RESPONSIBILITY

The Company has recorded a Net Profit of Rs. 1539.71 lakhs during the financial year 2022-23 and consequently comes under an obligation to comply with the provisions under Section 135 of the Companies Act, 2013 including spending towards CSR activities, for the financial year 2023-24.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, peer evaluation of all Board members, annual performance evaluation of its own performance, as well as the evaluation of the working of its Committees of the Board has been carried out. This evaluation is conducted with specific focus on the performance and effective functioning of the Board. The evaluation process also considers the time spent by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

STATUTORY AUDITORS AND REPORTS THEREON

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M/s L U Krishnan & Co, Chartered Accountants, (Firm Registration No: 001527S) was appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Sundaresan & Subramanian LLP, Chartered Accountants on 24-04-2023 Subsequently they have submitted their resignation due to their preoccupation on 29-06-2023

On the same day M/s. P P N and Company, Chartered Accountants, Chennai (Firm Registration No: 013623S), were appointed for the casual vacancy raised by the resignation of previous auditors as the Statutory Auditors of the Company till the conclusion of the Annual General Meeting for 2022-2023. The Company has received the consent from the M M/s. P P N and Company, Chartered Accountants and confirmation to the effect that they are not disqualified to be appointed as the Auditors of the Company in terms of the provisions of the Companies Act, 2013 and rules made thereunder.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate on the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are as under:-

(i)	the steps taken or impact on conservation of energy;	The Company per se does not have any activity relating to conservation of energy and technology absorption and does not own any manufacturing facility.
(ii)	the steps taken by the company for utilising alternate sources of energy;	NA
(iii)	the capital investment on energy conservation equipments;	Nil

TECHNOLOGY ABSORPTION

(i)	the efforts made towards technology absorption;	
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(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	Technology upgradation is constantly being undertaken to improve service quality and reduce costs. Training is also imparted to the company's personnel on the latest development of technology related to the business of the company.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(a) the details of technology imported;	
	(b) the year of import;	
	(c) whether the technology been fully absorbed;	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
(iv)	the expenditure incurred on Research and Development.	Your company does not have any research and development facility and has not incurred any expenditure towards research and development.

(C) Foreign exchange earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

Particulars	2022-23	2021-22
1) Earnings in foreign currency		
Income from consulting Service Overseas	***	***
2) Expenditure in foreign currency	***	***

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:

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The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section. 178(3) of the Companies Act, 2013.

RECEIPT OF REMUNERATION OR COMMISSION BY THE MANAGING / WHOLE TIME DIRECTOR FROM ITS HOLDING OR SUBSIDIARY COMPANY.

The managing director and whole-time directors does not receive any remuneration or commission from the Subsidiary Companies.

APPOINTMENT AND RESIGNATION OF DIRECTORS OR KEY MANAGERIAL PERSONNEL:

A. COMPOSITION OF THE BOARD OF DIRECTORS:

The Board of directors of the Company consists of Mr. Jim Rakesh (DIN 01722482), Ms. Sukanya Rakesh (DIN 01722486), Mr. Munusamy Murugan Senthil Kumar (DIN 09161887). The composition of the Board of Directors is in compliance with Section 149 of the Companies Act, 2013.

During the financial year ended 31st March 2023, there were no change that took place in the Composition of the Board of Directors.

Apart from the above, there were no appointment of Additional, alternate and Director to fill casual vacancy during the year and no Directors have resigned during the year under review.

CODE OF CONDUCT

In compliance with Companies Act,2013 the Board of Directors of the Company has laid down a Code of Conduct (Code) for the Directors and Senior management employees. The Code is also posted on the Website of the Company at <https://www.rox.co.in>

PARTICULARS OF EMPLOYEES:

The details of employee who have received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is tabled below:

Sl. No.	Name of the Directors / Key managerial personnel	Designation	Remuneration
1.	Mr. Jim Rakesh	Managing Director	Rs. 28,00,000
2.	Ms. Sukanya Rakesh	Whole-time director	Rs. 18,00,000

ROX HI-TECH LIMITED

Old No.101B, New No.160, 1st & 3rd Floor, Mahalingapuram Main Road, Nungambakkam,
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CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 [14 OF 2013]:

As a part of the policy for Prevention of Sexual Harassment in the organization, the Company has in place an Internal Complaints Committee for prevention and redressal of complaints of sexual harassment of women at work place in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 and relevant rules there under. No complaints were received by the Committee during the period under review.

DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

VOLUNTARY REVISION OF FINANCIAL STATEMENTS OR BOARD REPORT.

No revision of financial statement or board's report made which need to be disclosed in the board's report.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

No application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

Not Applicable

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUBSECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

There is no such fraud required to be reported under section 143(12) of the Companies Act, 2013.

HUMAN RESOURCES

The Company has always provided a congenial atmosphere for work to all sections of society. It has provided equal opportunities of employment to all irrespective to their caste, religion, color, marital status and sex. The Company believes that human capital of the Company is its most valuable assets and its human resource policies are aligned towards this objective of the Company.

ROX HI-TECH LIMITED

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The relation amongst its employees remained harmonious and the year under review remained free from any labor unrest.

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for assistance and co-operation received from Banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors of

ROX HI-TECH LIMITED

(Formerly known as ROX Trading and System Private Limited)

Sd/-

JIM RAKESH
Managing Director
DIN:01722482

sd/-

SUKANYA RAKESH
Whole-time Director
DIN:01722486

Place: Chennai

Date: July 21, 2023