

ROX HI-TECH LIMITED

(Formerly known as ROX Trading and Systems Pvt.Ltd & ROX Hi-Tech Pvt.Ltd)

Old # 101-B, New # 160,
Mahalingapuram Main Road,
Mahalingapuram, Chennai - 600 034.
Ph : +91-44-42068316
CIN : U51506TN2002PLC048598
Email : info@rox.co.in Web : www.rox.co.in



ROX: SEC: ESOP – 2023-24
February 28, 2024

To,
The Manager – Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051

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| Symbol: ROXHITECH |
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| ISIN: INE0PDJ01013 |
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Dear Sir,

Sub: Outcome of the Board meeting of “ROX HI-TECH LIMITED” (“the Company”) pursuant to Regulation 30 of the SEBI (Listing and Disclosure Requirements) Regulations, 2015.

With reference to our earlier letter dated February 23, 2024 and in compliance with the Regulation 30 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and upto date (“SEBI Listing Regulations”), we hereby inform you that the Board of Directors of the Company at their meeting held today (i.e., 28th day of February, 2024), has, inter-alia, considered and approved the following:

1. Formulation of Employees Stock Option Scheme viz. (Share Based Employee benefit & Sweat Equity Share) Regulation 2021 subject to the approval of the Members of the Company.
2. To seek the approval of the Members of the Company for the above.

A detailed disclosure in adherence to SEBI Listing Regulations read with the circular dated September 09, 2015 bearing reference no. CIR/CFD/CMD/4/2015 issued by Securities and Exchange Board of India is disclosed in **Annexure - A**

The meeting of Board of Directors of the Company was duly commenced at 12:30 p.m. and concluded at 1.21 p.m.

You are requested to take the above information on record.

Thanking You.

Yours Faithfully,
For **ROX HI-TECH LIMITED**

Thenmozhi
Company Secretary and Compliance officer
Membership No. A66685

Annexure-A

Further, as per regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 please find below disclosure regarding Issuance of ESOP:

| Sr. No. | Particulars | Details |
|---------|---|---|
| 1 | Brief details of Options granted | The Board of Directors has approved the formulation of ROX – Employees Stock Option Plan 2024 (“ESOP-2024”) with an authority to grant not exceeding 5,63,200 (Five Lakh Sixty Three thousand Two Hundred Only) Employees Stock Options (“Options”) to such employees as may be determined by the Nomination and Remuneration Committee, in one or more tranches, from time to time, which in aggregate shall be exercisable into one or more than 5,63,200 (Five Lakh Sixty Three thousand Two Hundred Only) equity shares of face value of Rs.10/- each fully paid subject to the approval of the Members at an Extra Ordinary General Meeting and such other regulatory/statutory approvals as may be necessary. |
| 2 | Whether the scheme in in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2011, if any | Yes |
| 3 | Total number of shares covered by these options | 5,63,200 (Five Lakh Sixty-Three Thousand Two Hundred Only) equity shares of face value of Rs.10/- each fully paid, corresponding to 0.24% of the total Equity Share Capital of the Company. |
| 4. | Pricing Formula | The exercise price of ESOP shall be market price of the shares of the Company discounted by such percentage not exceeding 20% to be determined by the Committee from time to time on the date of grant. |



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| Sr. No. | Particulars | Details |
|---------|--|--|
| 5 | Options vested | Nil |
| 6. | Time within which options may be exercised | The vested ESOP's shall be exercisable within a maximum period of 5 Years from the date of vesting ESOP's. |
| 7. | Options Exercised | Nil |
| 8. | Money realised by exercise options | Nil |
| 9. | Total number of shares arising as a result of exercise of Option | Nil |
| 10. | Options lapsed | Nil |
| 11. | Variation of terms of options | Not Applicable |
| 12. | Brief details of significant terms | All options granted on any date shall vest on earlier than the minimum period of 1year and not later than a maximum period of 5 years from the date of grant of options. |
| 13. | Subsequent changes or cancellation or exercise of such options | Not Applicable |
| 14. | Diluted earnings per share pursuant to issue of equity shares on exercise of Options | Not Applicable |

