



## ROX HI-TECH LIMITED

(Formerly known as ROX Hi-Tech Private Limited)

Regd. Office: Old No. 101B, New No. 160, 1st & 3rd Floor,  
Mahalingapuram Main Road, Nungambakkam, Chennai- 600 034.

| CIN: U51506TN2002PLC048598 | Email id: info@rox.co.in | Phone: 044 4206 8316 | Website: www.rox.co.in

### NOTICE OF 04 / FY 2023-24 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an (04 / FY 2023-24) Extraordinary General Meeting ("EGM") of the members of ROX Hi-Tech Limited will be held on Thursday, March 28, 2024 at 11:30 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

#### SPECIAL BUSINESS:

##### ITEM NO. 1

#### APPROVAL OF 'ROX EMPLOYEE STOCK OPTION PLAN 2024' ('ESOP 2024') / 'PLAN'

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (including any modification or re-enactment thereof for the time being in force) read with all circulars, prevailing statutory guidelines and notifications issued thereunder ("SEBI SBEB&SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively, "Applicable Laws"), the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company ("Board"), which term shall be deemed to include the Nomination and Remuneration Committee (NRC) which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB&SE Regulations or any other Committee that may be constituted by the Board, the consent of the members of the Company be and is hereby accorded to the introduction, adoption and implementation of '**ROX Employee Stock Option Plan 2024**' ("**ESOP 2024**" / "**Plan**") authorizing the Board to introduce, offer, create, grant and issue from time to time, in one or more tranches, stock options ("Options"), not exceeding 2.466% of the Paid-up Capital comprising 5,63,200 (Five Lakhs Sixty Three Thousand and Two Hundred only) "Stock Option(s)" to or for the benefit of such eligible person(s) of the company as determined by the Board or NRC, within the meaning of the Plan, exercisable into not more than 5,63,200 (Five Lakhs Sixty Three Thousand and Two Hundred only) equity shares of face value of Rs.10/- (Rupees Ten only) each fully paid-up, where an Option would convert into one (1) equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the Plan.

**RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the same class issued by the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division / undertaking or other re-organization, the outstanding options granted / to be granted under the Plan or any additional equity shares issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such number of options / additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to grant options to eligible employees of the Company and to make allotment, take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB&SE Regulations and other Applicable Laws.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB&SE) Regulations, and any other applicable laws and regulations to the extent relevant and applicable to the **ROX ESOP PLAN 2024**.

**RESOLVED FURTHER THAT** the ESOP Plan shall be administered by the Board or NRC of the Company who shall have all necessary powers as defined in the Scheme in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the Scheme which shall implemented through Direct route.

**RESOLVED FURTHER THAT** the Board or NRC be and is hereby empowered:

- a. to formulate, approve, evolve, modify, change, vary, alter, amend, suspend or terminate the ESOP Plan 2024 and determine and bring into effect such terms and conditions and procedures for grantor vesting of Share(s) / Option(s) under ESOP Plan 2024;
- b. to grant, issue, re-issue, re-call, surrender, cancel and withdraw stock options from time to time and to determine the terms and conditions thereof;
- c. To establish the vesting duration, the option will become vested with the Option Grantee (as defined in SEBI SBEB Regulations) not earlier than one year from the date of option grant, or a longer duration as determined by the Board / Committee periodically. This is contingent upon the Option Grantee remaining employed by the Company and / or meeting specified Performance Conditions, except in instances of retirement, permanent disability, or death. The maximum vesting period shall not exceed five (5) years from the option grant date, or a shorter duration as determined by the Board or NRC;
- d. to determine the exercise period. The options shall be valid and exercisable for such period as may be determined by the Board or NRC from time to time, but would not exceed a period of three (3) years from the date of vesting and the same shall be exercised in accordance with the process specified in the Scheme;
- e. to authorize the delegation all or any of the powers herein conferred by this resolution to any other Committee Director, Officer or Authorized Representative of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the plan on such terms and conditions as contained in the Explanatory Statement to this Item in the Notice and to make any modifications, changes, variations, alterations, or revisions in the said plan from time to time or to suspend, withdraw or revive the plan from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchange(s), as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** any of the Directors and / or the Company Secretary of the Company are authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

## **ITEM NO. 2**

### **GRANT OF OPTIONS EQUAL TO OR EXCEEDING 1% (ONE PERCENT) OF THE ISSUED SHARE CAPITAL OF THE COMPANY TO ELIGIBLE EMPLOYEE(S) UNDER ROX EMPLOYEE STOCK OPTION PLAN 2024**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in terms of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions of the Companies Act 2013, (including any statutory modification(s) or reenactment(s) thereof for the time being in force, Regulation 6(3)(d) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as “SEBI SBEB&SE Regulations”) along with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members of the Company be and is hereby accorded to grant stock options to permanent employees / Directors whether Whole-time or otherwise (other than the employees who are Promoters of the Company or belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of the Company under ROX Employee Stock Option Plan 2024 from time to time in one or more tranches, exercisable into equal number of equity shares of face value of Rs.10/- (Rupees Ten only) each fully paid up, which may equal to or exceed 1% of the issued capital of the Company at the time of grant of options.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (NRC) which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

**For ROX Hi-Tech Limited  
(Formerly known as ROX Hi-Tech Private Limited)**

**SD/-  
Jim Rakesh  
Managing Director  
DIN: 01722482**

Date: 28-02-2024

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") and other applicable provisions, if any, of the SEBI Regulations setting out material facts relating to Special Business to be transacted at the Extraordinary General Meeting (04/ FY 2023-24) is annexed hereto. The Board of Directors of the Company at its Meeting held on February 28, 2024 considered that the special business under Item No. 1 & 2 be transacted at the Extraordinary General Meeting of the Company.
2. 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, 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") permitted the holding of Extraordinary General Meeting (EGM) 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 EGM of the Company is being convened through VC / OAVM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or 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 EGM i.e., the conduct of the EGM through VC/OAVM, date and time of the EGM, availability of the notice of EGM 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.
3. 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 EGM 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 EGM 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 EGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Notice of EGM 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 March 1, 2024.
6. In compliance with the Circulars issued by MCA and SEBI, Notice of the EGM along with annexures (if any) is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories / Depository Participants. Members may note that the Notice will also be available on the Company's website <https://www.rox.co.in/index.html>, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at <https://www.nseindia.com/>, and on the website of NSDL <https://www.evoting.nsdl.com>.
7. Mr. S. Sandeep, Practicing Company Secretary [C P No. 5853] (Proprietor of M/s. S. Sandeep and Associates, Practicing Company Secretaries) has been appointed by the Board of Directors as the Scrutinizer to scrutinize the e-voting system during EGM and remote e-voting process in a fair and transparent manner. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board Resolution or Authority letter, etc., authorizing its representative [with attested specimen signature of the duly authorized signatory(ies)] to attend the EGM through VC / OAVM on its behalf and/or to vote through remote e-voting / e-voting system provided in EGM. The said Resolution / Authority letter shall be sent to the Scrutinizer by email through its

registered email address to roxhitech\_evoting@sandeep-cs.in, 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. 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.

8. Members who have not yet registered their email addresses are requested to register their email addresses in respect of shares held in dematerialized form with their respective Depository Participants.
9. Further, it is to inform you that the Company's Registrars and Transfer Agents, Purva Sharegistry India Private Limited have a facility to register email address on their website at <https://www.purvashare.com/>
10. The Members can join the EGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
11. The attendance of the Members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. 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.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.rox.co.in/>
14. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number to [cs@rox.co.in](mailto:cs@rox.co.in) **Pre-registration should be done between March 25, 2024 (9:00 a.m. IST) till March 26, 2024 (5:00 p.m. IST)**
15. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
16. Members are encouraged to submit their questions in advance with regard to the matters to be placed at this EGM, 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.co.in](mailto:cs@rox.co.in) **before 5.00 p.m. (IST) on March 25, 2024**. Such queries will be appropriately responded by the Company.
17. 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 certificate from the Secretarial Auditor of the confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection through electronic mode during the continuance of EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [cs@rox.co.in](mailto:cs@rox.co.in).
13. Instructions for e-voting and joining the EGM are as follows.

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

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.



3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM / AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM / AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM / AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM / AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM / AGM has been uploaded on the website of the Company at <https://www.rox.co.in/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and the EGM / AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM / AGM has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Monday, March 25, 2024 at 9.00A.M. (IST) and shall end on Wednesday March 27, 2024 5:00 P.M (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. March 22, 2024, 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 March 22, 2024.

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

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

**Step 1: Access to NSDL e-Voting system**

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

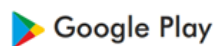
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com / SecureWeb / IdeasDirectReg.jsp">https://eservices.nsdl.com / SecureWeb / IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>

(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**



Individual Shareholders holding securities in demat mode with CDSL

- 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- 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.
- If the user is not registered for Easi / Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- 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](http://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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.nsd.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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.
  - 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.nsd.com](http://www.evoting.nsd.com)
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@rox.co.in
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.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM / AGM is same as the instructions mentioned above for remote e-voting.
2. only those Members / shareholders, who will be present in the EGM / AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM / AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM / AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.



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

1. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under **Join Meeting** menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at [cs@rox.co.in](mailto:cs@rox.co.in). The same will be replied by the company suitably.
6. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the special businesses of the accompanying Notice:

**SPECIAL BUSINESS:**

**ITEM NO. 1 APPROVAL OF 'ROX EMPLOYEE STOCK OPTION PLAN 2024' ("ESOP 2024" / "PLAN")'**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation plan. Your Company believes that equity-based compensation plans are an effective tool to reward the talents working with your Company. With a view to motivate the key work force seeking their contribution to the corporate growth, create an employee ownership culture, attract new talents, and retain them for ensuring sustained growth, your Company intends to implement an employee Stock Option Plan namely 'ROX Employee Stock Option Plan 2024' ("ESOP 2024" / "Plan") seeking to cover eligible employees of the Company.

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB&SE Regulations"), the Company seeks members approval for: (i) Approval of the Plan; (ii) Grant of stock options to the eligible employees of the Company, holding company of the Company and its subsidiary company(ies) as per terms of the Plan; Accordingly, the Nomination and Remuneration Committee of the Directors ("Committee") and the Board of Directors of the Company at their meeting held on February 28, 2024 had approved the introduction of the Plan, subject to members approval.

The Board of Directors on the recommendation made by the Nomination and Remuneration Committee in its meeting held on February 28, 2024 had accorded its approval in relation to the ROX ESOP PLAN 2024 of the Company, subject to the approval of the members of the Company.

Accordingly, the consent of the members of the Company is sought. The draft copy of the ROX ESOP PLAN 2024 is available for inspection during the office hours till the date of extraordinary general meeting.

The Broad features of the ROX Employee Stock Option Plan 2024 are:

**Brief description of the plan:**

The plan is intended to reward, retain and motivate Eligible Employees of the Company for their performance and participation in the growth and profitability of the Company. The Eligible Employees shall be granted all the stock options in one or more tranches, as determined by the NRC, which will vest on particular dates and could be exercisable into fully paid-up Equity Shares, on the terms and conditions as provided, in accordance with the provisions of the applicable laws and regulations for the time being in force.

**Total number of Options to be granted:**

The total number of Options to be granted in one or more tranches under the Plan shall not exceed 5,63,200 (Five Lakhs Sixty Three Thousand and Two Hundred only). Each Option when exercised would be converted in to one (1) equity share of Rs.10/-(Rupees Ten) each fully paid-up.

Further, SEBI SBEB&SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Plan remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 5,63,200 (Five Lakhs Sixty Three Thousand and Two Hundred only), shall be deemed to be increased to the extent of such additional Options issued.

**Identification of classes of employees entitled to participate in the Plan:**

All Employees and Directors (hereinafter referred to as "Employees") of the Company and Subsidiary Company(ies) of the Company shall be eligible subject to determination or selection by the NRC. Following classes of employees / Directors are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether whole time or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director unless permitted by SEBI (SBEB & SE) regulations; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary company(ies) or its associate company(ies) in India or outside India or of a holding company of the company, but excludes
  - a. an Employee who is a Promoter or belongs to the Promoter Group; and
  - b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.

Notwithstanding the above, the event of any of the above referred excluded persons are permitted to be granted options under applicable law, they shall be considered an employee for the purpose of this scheme without any further approval.

**The appraisal process for determining the eligibility of employees for the Plan:**

The appraisal process for determining the eligibility of the Employees will be based on designation, tenure of service, performance linked parameters such as work performance, performance of the company and such other criteria as may be determined by the Committee.

**Requirements of vesting and period of vesting:**

The Options granted shall vest in accordance with the terms of each grant under the **ROX ESOP Plan 2024**, so long as an employee continues to be in the employment of the Company or the Subsidiary company or Associate company, if any, as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of one (1) year and not later than the maximum of five (5) years from the date of grant of stock options, as determined.

Vesting of Options would be subject to continued employment with the Company or its Subsidiary (as may be applicable).

In addition to this, the Board or NRC may also specify certain performance criteria for Employees, subject to satisfaction of which the Stock Options would vest.

The specific Vesting schedule and vesting Conditions subject to which Vesting would take place would be outlined in the Letter of Grant given to the Option Grantee at the time of Grant of Options.

**Maximum period within which the Options shall be vested:**

Options granted under ESOP 2024 would vest in accordance with the terms of each grant, subject to maximum period of 5 (Five) years from the date of grant of such options.

The NRC is empowered to implement and decide the vesting schedule to suit the needs of the organization.

**Exercise price or pricing formula:**

The exercise price per Option shall be the price, as determined by the Board or NRC from time to time and as evidenced in the Letter of Grant unless subsequently modified by the Board or NRC. For the avoidance of doubt, note that the Exercise Price may be different for different set of Employees for Options granted on same / different dates and which shall not be less than face value of equity shares and shall not exceed market price of the equity share of the Company as on date of grant of Option as may be decided by the NRC.

**Exercise period and process of exercise of offer/acceptance of offer:**

The vested Options shall be allowed for exercise on and from the date of vesting. Subject to other conditions mentioned in the plan, the vested Options need to be exercised within a maximum period of 3 years from the date of vesting of such Options. During this period, the Vested Options may be Exercised by the Option Grantee at one time or at various points of time as determined by the Board or NRC from time to time. The vested Option shall be exercisable by the employees by a written application to the Company expressing his / her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period unless otherwise decided by the Board or NRC.

**Period of Lock-in:**

The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended.

**Maximum number of Options to be issued per employee and in aggregate:**

Subject to availability of Options under the plan, the maximum number of options granted per an eligible employee shall not exceed 1% (one percent) of the Issued Equity Shares of the Company in any financial year and shall not be more than 5% (five percent) in aggregate to a single employee.

Further, if any employee is granted option for over and above 1% of the issued Equity Share Capital of the Company, a separate resolution taking prior approval of members shall be obtained in the manner prescribed.

**The method which the company shall use to value its option:**

The company shall follow the Indian Accounting Standards / the guidance note on accounting for employees share based payments and / or any relevant accounting standards as may be prescribed by the appropriate authorities from time to time, including the disclosure requirements prescribed therein.

**Conditions under which Option vested in employees may lapse:**

The events of separation along with respective conditions regarding treatment of Vested Options and Unvested Options are as follows:

S.No.	Events of Separation	Vested Options	Unvested options
1.	Resignation/ Termination (Other than due to Misconduct)	All the Vested Options as on the date of submission of resignation/ termination shall be exercisable by the Option Grantee by his/her last working day in the Company.	All the Unvested Options as on date of submission of resignation/ termination shall stand cancelled with effect from date such resignation/termination.
2.	Termination due to Misconduct	All the Vested Options at the time of such termination shall stand <b>cancelled</b> with effect from the date of such termination.	All the Unvested Options at the time of such termination shall stand <b>cancelled</b> with effect from the date of such termination.
3.	Retirement	All the Vested Options as on the date of Retirement can be exercisable by the Option Grantee within a period of 12 (Twelve) months from the date of retirement.	All Unvested Stock Options as on the date of Retirement would continue to vest in accordance with the original vesting schedule even after the Retirement unless otherwise determined by the Committee in accordance with the Company's Policies and provisions of the then prevailing Applicable Law. Such aforesaid Vested Stock Options can be Exercised within a period of 12 (Twelve) months from the date of (i) Retirement, or (ii) Vesting, whichever is later.
4.	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 12 (twelve) months from the date of Death of the Option Grantee.	All the Unvested Options as on date of death shall vest immediately in the Option Grantee's nominee or legal heir and can be exercised in the manner defined for Vested Options.
5.	Permanent Incapacity	All Vested Options may be exercised by the Option Grantee, immediately after, but in no event later than 12 (twelve) months from the date of such Permanent Incapacity.	All the Unvested Options as on date of incurring of such incapacity shall vest immediately in favour of the Option Grantee and can be exercised in the manner defined for Vested Options.
6.	Transfer of Option Grantee from / to Company / Subsidiary	Exercise period to remain same as per the terms of the Grant. In case of subsequent separation, if any, from the Company, treatment of Vested Options shall be as per applicable circumstance mentioned in this table	Vesting schedule and Exercise Period to remain same as per the terms of the Grant. In case of subsequent separation, if any, from the Company, treatment of Unvested Options shall vest as per the original Vesting schedule at the time of Grant of Options applicable circumstance mentioned in this table.
7.	Termination due to reasons apart from those mentioned above	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of such termination shall stand cancelled unless otherwise required by Applicable Laws.

**The specified time period within which the employee shall exercise the vested option in the event of a proposed termination of employment or resignation of employee.**

The vested options can be exercised within 6 months of vesting or before the employee's last working day, whichever is earlier.



**Maximum quantum of benefits to be provided per employee under a Plan:**

The maximum quantum of benefits underlying the options issued to an Eligible Employee shall depend upon the number of options held by him / her and the market price of the Equity Shares as on the date of sale.

**Whether the plan is to be implemented and administered directly by the company or through a trust:**

The plan shall be implemented and administered directly by the Company through direct route, without forming or involving any Trust.

**Source of acquisition of shares under the Plan:**

The Plan contemplates issue of fresh / primary shares by the Company. There is no involvement of trust and therefore there will not be any secondary acquisition.

**Amount of loan to be provided for implementation of the plan (s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

This is currently not contemplated under the present Plan.

**Maximum percentage of secondary acquisition:**

Not Applicable.

**Accounting and Disclosure Policies:**

The Company shall conform to the accounting policies as specified in Regulation 15 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

**Method of Valuation which the company shall use to value options:**

The Company will determine the fair value of the options as specified in the **ROX ESOP PLAN 2024** when the same are issued to the employees. The fair value will be recognized as employee costs over the vesting period, with a corresponding increase in equity.

**Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

The procedure for buy-back, if to be undertaken at any time by the company, of specified securities including terms and conditions shall be as per Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and Companies Act, 2013.

**Lapsed / Surrendered / Cancelled / Forfeited Options:**

Subject to overall limit of Stock Options available under this Scheme and compliance with all Applicable Laws, all the options that are lapsed / surrendered / cancelled / forfeited shall be available for re-issue to the Committee.

**Modifications to the Scheme:**

Subject to a special resolution passed at a General meeting, the Board of Directors / NRC reserves the right to change the terms and conditions of the scheme at any time, at its discretion, however such changes shall be beneficial to the employees or as required by law. The Board / Committee is entitled to vary the terms of the schemes to meet any regulatory requirements and powers delegated thereto.

**Other terms and conditions:**

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Your Board of Director recommends the resolution for approval of the Members as a Special Resolution as set out in the item no. 1 of this Notice. Consent of the members is being sought by way of Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB&SE Regulations.

None of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the Notice, except to the extent of the securities that may be offered to them under ESOP Plan.

**ITEM NO. 2 GRANT OF OPTIONS EQUAL TO OR EXCEEDING 1% (ONE PERCENT) OF THE ISSUED SHARE CAPITAL OF THE COMPANY TO ELIGIBLE EMPLOYEE(S) UNDER ROX EMPLOYEE STOCK OPTION PLAN 2024.**

The Company has implemented an ESOP Plan for its employees in the name and style of '**ROX EMPLOYEE STOCK OPTION PLAN 2024**' ("Plan"), which was approved by the Board of Directors at their meeting held on February 28, 2024 and the approval of the shareholders have been sought at this Extraordinary General Meeting.

In terms of Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, a separate approval of the members is required to be obtained by the Company in case of grant of options to identified associates, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company.

Subject to the grant of options to under the Plan, which, would be, in excess of the aforesaid limit and accordingly, a separate approval of the shareholders is being sought for.

None of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of the Notice, except to the extent of the securities that may be offered to them under ESOP Plan.

Accordingly, your Board of Director recommends the resolution for approval of the Members as a Special Resolution as set out in the Item No. 2 of this Notice and the Special Resolution appearing under Item No. 2 of this Notice is placed before the members for approval.

**For ROX Hi-Tech Limited**  
**(Formerly known as ROX Hi-Tech Private Limited)**

**SD/-**  
**Jim Rakesh**  
**Managing Director**  
**DIN: 01722482**

Date: 28-02-2024