



**S.SANDEEP & ASSOCIATES**  
COMPANY SECRETARIES

**REPORT OF SCRUTINIZER - COMBINED  
ON REMOTE E-VOTING AND E-VOTING DURING THE MEETING**

[Pursuant to section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]

Date: March 28, 2024

To  
CHAIRMAN  
ROX HI-TECH LIMITED,  
Old No. 101B, New No. 160, 1st & 3rd Floor,  
Mahalingapuram Main Road, Nungambakkam, Chennai- 600 034.

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Respected Sir,

Sub: Scrutinizer's Report for e-voting

We thank you for appointing us as the Scrutinizer to conduct the e voting process in a fair and transparent manner by your Members during the Extra Ordinary General Meeting ("EGM") Numbered (04 / FY 2023-24) of ROX HI-TECH LIMITED.

We are pleased to submit the Scrutinizer's Report.

  
S. Sandeep  
S. Sandeep & Associates  
Practicing Company Secretary  
UDIN: F005853E003645808  
Chennai





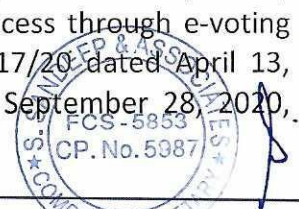
Date: March 28, 2024

**REPORT OF SCRUTINIZER – COMBINED  
(ON REMOTE E-VOTING & E-VOTING DURING THE EGM)**

Name of the Company	ROX HI-TECH LIMITED
Meeting	Extra Ordinary General Meeting ("EGM") numbered (04 / FY 2023-24)
Day, Date & Time	Thursday, March 28, 2024 at 11:30 A.M. IST
Deemed Venue	Old No. 101B, New No. 160, 1st & 3rd Floor, Mahalingapuram Main Road, Nungambakkam, Chennai- 600 034.
Mode	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Dear Sir,

1. I, S Sandeep, a Company Secretary in Practice, have been appointed as the Scrutinizer by the Board of Directors of M/s. ROX Hi-Tech Limited ("the Company") for the purpose of scrutinizing the process through remote e-voting means ("e-voting") and e-voting during the EGM on the resolutions set out in the notice dated 28<sup>th</sup> February 2024 ("Notice") calling the Extra Ordinary General Meeting ("EGM") numbered (04 / FY 2023-24) of the Members. The EGM was convened on Thursday, the 28<sup>th</sup> day of March 2024 at 11:30 A.M. IST.
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules made thereunder relating to e-voting on the resolution(s) contained in the notice of the EGM of the Company. My responsibility as a Scrutinizer for the remote e-voting process and e-voting during the EGM is restricted to make and issue a Scrutinizer's Report of the votes cast "in favor" or "against" the resolution(s) stated above said Notice, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorized agency engaged to provide the facilities of remote e-voting and e-voting during the EGM.
4. In accordance with a guidelines prescribed by Ministry of Corporate Affairs ("MCA") for holding General Meetings / conduction Postal Ballot process through e-voting vide General Circulars No.14/2020 dated April 8, 2020, No.17/20 dated April 13, 2020, No.22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020.



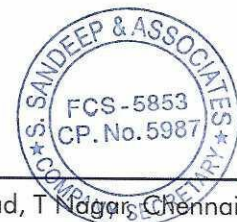




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No.39/2020 dated December 31, 2020, No.10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021, No.11/2022 dated December 28, 2022 and No.9/2023 dated September 25, 2023 (“relevant Circulars”) and in accordance with Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations as amended from time to time (including any statutory modifications or re-enactments thereof for the time being in force) the resolutions as set out hereunder were placed for approval of the Members 2024 by passing the Special Resolutions through remote e-voting and e-voting during the meeting.

5. The Notice was sent by e-mail on March 04, 2024 to the Members whose name(s) appear in the Register of Members / list of beneficiaries as on March 01, 2024 (Cut-off date / Record date). The Notice was also uploaded in the website of the Company and the Stock Exchange Viz., National Stock Exchange of India Limited (NSE) and e-voting service provide viz., National Securities Depository Limited (NSDL).
6. Apart from sending Notice to the Members through electronic mode, the Company also made available the said Notice electronically to the Members for access on the following URL link as available on the date of sending the Notice  
  
[www.roxhitech.com](http://www.roxhitech.com)
7. The Company on March 06, 2024 released an advertisement in Financial Express (English Newspaper) and Makkal Kural (Tamil Newspaper) informing the Members about the despatch of Notice.
8. The e-voting facility was kept opened from 9:00 a.m. (IST) on March 25, 2024 till 5:00 p.m. (IST) on March 27, 2024 and during the meeting on March 28, 2024.
9. After the end of the voting period on March 27, 2024 and 15 minutes after the conclusion of the meeting the voting portal was blocked forthwith by the Service Provider and thereupon we had unblocked the list of Members who have exercised their votes through remote e-voting and voted during the meeting. The votes cast were duly unblocked and the results were downloaded from NSDL portal by us as a scrutiniser in the presence of Mr. Santhanakrishnan and Mr. Vetrivel Who are not in employment of the Company and acted as witnesses, as prescribed in the Sub Rule 4 (xii) of the said Rule 20.
10. On scrutiny I report that 15 Members have caste their votes electronically.
11. The results of the electronic voting are based on the data mad available to the undersigned by NSDL through their website.





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12. Based on the data downloaded from the official website of NSDL for the remote e-voting system the results remote e-voting and e-voting during the period are as under:

13. As requested by management, I submit herewith my Combined Report on the results of remote e-voting together with that of e-voting during the EGM:

**Item No. 1:**

**APPROVAL OF 'ROX EMPLOYEE STOCK OPTION PLAN 2024' ("ESOP 2024"/ "PLAN") (Special Resolution)**

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
13	1,62,81,150	99.98

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
2	3,200	0.02

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
-	-	-







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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 (Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
13	1,62,81,150	99.98

(ii) Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
2	3,200	0.02

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
-	-	-

Place: Chennai  
Date: 28<sup>th</sup> March 2024  
UDIN: F005853E003645808



For S Sandeep & Associates

  
S Sandeep  
Practicing Company Secretary  
FCS: 5853  
COP: 5987