

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 | NSE | AGM Voting results |2023-24

September 25, 2024

To
The Manager – Listing
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, 'G' Block,
Bandra Kurla Complex,
Bandra (East) Mumbai 400 051

Symbol: **ROXHITECH**

ISIN: **INE0PDJ01013**

Sub: Voting Results and Consolidated Scrutinizer's Report of the 22nd Annual General Meeting of ROX Hi-Tech Limited

Dear Sir / Madam,

Pursuant to Regulation 44(3) of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 please find enclosed herewith the voting results (along with the report of the scrutinizer for combined results) of the 22nd Annual General Meeting (AGM) of the members of the Company held on Monday, September 23, 2024 at 1:00 p.m. (IST) through Video Conferencing / Other Audio Visual Means ("VC/OAVM"), in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Please note that all the resolutions as mentioned in the Notice of 22nd Annual General Meeting have been passed with requisite majority. The voting results along with consolidated scrutinizer's report is also being uploaded on the website of the Company at <https://www.rox.co.in> and website of e-voting service provider i.e. National Securities Depository Limited at www.evoting.nsdl.com.

Kindly acknowledge and take the same on your records.

Yours Faithfully
For **ROX Hi-Tech Limited**

Thenmozhi
Company Secretary & Compliance officer

Encl. As above.

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Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of Voting Results of 22nd Annual General Meeting (AGM) of the Company are furnished below:

Voting Results

Name of the Company	ROX HI-TECH LIMITED
Date of the AGM	September 23, 2024
Total number of Shareholders on record date	2450 Shareholders (As on cut-off date i.e. September 17, 2024)
Voting start date and time	Friday, September 20, 2024 at 9:00 am IST
Voting end date and time	Sunday, September 22, 2024 at 5:00 pm IST
No. of shareholders present in the meeting either in person or through proxy Promoter and Promoter Group: Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through video conferencing Promoter and Promoter Group: Public:	2 22

Sl. No.	Agenda Item of the AGM dated September 23, 2024	Resolution required (Ordinary / Special)	Mode of Voting	Remarks
ORDINARY BUSINESS:				
1.	To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March 2024 together with the Reports of the Directors and Auditors thereon.	Ordinary	E-voting	Passed with Requisite Majority
2.	To appoint a director in place of Mr. Jeyasimmon Kenny Robert (DIN: 10217214), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-voting	Passed with Requisite Majority
SPECIAL BUSINESS:				
3.	To approve material related party transaction(s) between the Company and ROX Technology and Solutions Private Limited and Nissiteq Solutions (Sole proprietor firm).	Ordinary	E-Voting	Passed with Requisite Majority

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Resolution 1: To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March 2024 together with the Reports of the Directors and Auditors thereon.								
Resolution Required:					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Move of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = (2) / (1)	No. of votes in favour (4)	No. of votes against (5)	% of votes on votes in favour polled (6) = {(4) / (2)}*100	% of votes against on votes polled (7) = {(5) / (2)}*100
A. Promoter and Promoter Group	E voting	13460842	13460842	100.00	13460842	0	100.00	100.00
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
B. Public Institutions	E voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
C. Public – Non Institution	E voting	9375508	711414	7.59	711414	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
TOTAL (A+ B+ C)		22836350	1417226	62.06	1417226	0	100.00	0

Details of Invalid votes	
Category	Number of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public – Non Institution	0

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Resolution 2: To appoint a director in place of Mr. Jeyasimmon Kenny Robert (DIN: 10217214), who retires by rotation and being eligible, offers himself for re-appointment.								
Resolution Required:					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Move of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = (2) / (1)	No. of votes in favour (4)	No. of votes against (5)	% of votes on votes favour polled (6) {(4) / (2)}*100	% of votes against on votes polled (7) {(5) / (2)}*100
A. Promoter and Promoter Group	E voting	13460842	13460842	100.00	13460842	0	100.00	100.00
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
B. Public Institutions	E voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
C. Public – Non Institution	E voting	9375508	711414	7.58	701814	9600	98.65	1.35
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
TOTAL (A+ B+ C)		22836350	14172256	62.06	14172256	9600	98.65	1.35

Details of Invalid votes	
Category	Number of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public – Non Institution	0

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Resolution 3: To approve material related party transaction(s) between the Company and ROX Technology and Solutions Private Limited and Nissiteq Solutions (Sole proprietor firm).								
Resolution Required:					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					Yes			
Category	Move of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = (2) / (1)	No. of votes in favour (4)	No. of votes against (5)	% of votes on votes favour polled (6) {(4) / (2)}*100	% of votes against on votes polled (7) {(5) / (2)}*100
A. Promoter and Promoter Group	E voting	13460842	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
B. Public Institutions	E voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
C. Public – Non Institution	E voting	9375508	711414	7.58	700214	11200	98.43	1.57
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
TOTAL (A+ B+ C)		22836350	711414	7.58	700214	11200	98.43	1.57

Details of Invalid votes	
Category	Number of Votes
Promoter and Promoter Group	896398*
Public Institutions	0
Public – Non Institution	0

Note: *represents invalid votes polled by related party.

Yours Faithfully
For **ROX Hi-Tech Limited**

Thenmozhi
Company Secretary & Compliance officer

To,

The Chairman,
ROX HI-TECH LIMITED
Old No. 101B, New No. 160,
1st & 3rd Floor, Mahalingapuram High Road
Nungambakkam, Chennai 600034.

Dear Sir,

Sub: Scrutinizer’s Report on remote e-voting conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the 22nd Annual General Meeting (AGM) of the Equity Shareholders of ROX HI-Tech Limited Held on Monday, September 23, 2024 commenced at 1:00 p.m. through video conference, Other Audio Visual Means (OAVM).

I, Sanka Indrani, Practising Company Secretary, having office at C401, LCS Utopia Apts, Church Ave Rd, VGP Shanthi Ngr, Pallikaranai, Chennai – 600100, was appointed as Scrutinizer of ROX HI-Tech Limited (“**Company**”) for remote e-voting and e-voting (“**e-voting**”) at the 22nd Annual General Meeting (“**the Meeting / AGM**”) convened through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) in respect of the below mentioned resolutions considered at the AGM of the Company held on September 23, 2024 at 1:00 pm at Old No. 101B, New No. 160, 1st & 3rd Floor, Mahalingapuram High Road, Nungambakkam, Chennai 600034 as per Notice dated August 12, 2024 and pursuant to the General Circular No. 14/2020 17/2020, 20/2020, 02/2022 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, , May 05, 2022 and December 28, 2022, respectively, issued by Ministry of Corporate Affairs (MCA) and SEBI Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (hereinafter referred to as "relevant circulars"), I hereby submit my report as under:

1. Pursuant to the MCA and SEBI Circulars, the Company had sent the Annual Report including Notice of the 22nd AGM through electronic means in compliance with above-mentioned relevant applicable circulars to those Members whose names appeared in the register of members of the Company as on August 23, 2024 and whose email IDs registered with the Company/Registrar and Transfer Agent (RTA) i.e. PURVA SHAREGISTRY (INDIA) PVT. LTD. / Depository Participants (“DPs”). The Notice calling the 22nd AGM had been uploaded on the website of the Company at www.rox.co.in. The notice can be accessed from the website of the Stock Exchange i.e., National Securities Depository (India) Limited (“NSDL”) (agency for providing the Remote e-Voting facility) at www.nseindia.com.
2. The Company had given the newspaper advertisement dated September 1, 2024 in Financial Express (English) and Makkal Kural (Tamil) in Regional Language in terms of relevant circulars and as per Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, confirming on the completion of dispatch of Notice of AGM to the Shareholders.



3. The Company has appointed National Securities Depository (India) Limited (“NSDL”) for providing the electronic voting facility for conducting electronic voting at AGM by the Members of the Company.
4. Since this AGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with, accordingly, in terms of the above-mentioned MCA and SEBI Circulars, the facility for appointment of proxies by the Members were also dispensed with. Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. As there was no physical presence of the shareholders no voting was allowed through ballot papers or any other means for meeting.
6. The shareholders of the Company holding shares as on the “cut off” date i.e., Tuesday, September 17, 2024 were entitled to vote on the proposed resolutions as set out in Item Nos., 1 to 3 in the Notice of the 22nd AGM of ROX HI-Tech Limited.
7. The period for remote e-voting commenced on Friday, September 20, 2024 (9:00 A.M. IST) and ended on Sunday, September 22, 2024 (5:00 P.M. IST). The remote e-voting module was disabled by NSDL for voting thereafter.
8. Further the shareholders who did not cast their votes during the e-voting period, were also allowed to vote upto 15 minutes after the closure of the meeting.

9. **Management’s Responsibility:**

The Management of the Company is responsible to ensure compliance with requirements of (i) the Companies Act, 2013 and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, (“LODR”) relating to electronic voting on the resolutions contained in the Notice of the AGM. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

10. **Scrutinizer’s Responsibility:**

My responsibility as scrutinizer for electronic voting is restricted to making a Scrutinizer’s Report of the votes cast “in favour” or “against” the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by M/s. National Securities Depository (India) Limited (“NSDL”) authorized under the Rules and engaged by the Company to provide e-voting facility and attended papers/ documents furnished to me electronically by the company and /or NSDL for my verification.

11. After the closure of the e-voting at the AGM, the report on E-Voting was unblocked by me on Monday, September 23, 2024 in presence of Mrs. Pratheepa. R R/o. No. 6, BV nagar 18th street, Naganallur, Chennai - 600027 and Mrs. Shanmuga Anandhi R/o, LCS Utopia Apts, Pallikaanai, Chennai – 600100 who were not in the employment of the Company.



12. The votes cast through e-voting, which were incomplete and/ or otherwise found defective, have been treated as invalid, if any.
13. The consolidated results of E-voting are enclosed as an Annexure to this report.

Thanking You,

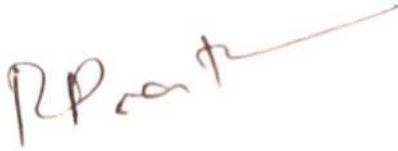


Sanka Indrani
Practising Company Secretary
Membership No: A26291
C.P No: 21983
PR No: 3517/2023
UDIN: A026291F001300498

Date: September 24, 2024
Place: Chennai

Enclosed: Annexure

We, the undersigned have witnessed that the votes cash through E-voting were unblocked form NSDL e-voting website www.evoting.nsdl.com in our presence on Monday, September 24, 2024.



Name: Pratheepa. R


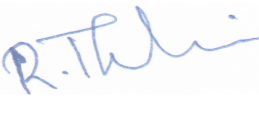
Address: No. 6, BV nagar 18th street,
Naganallur, Chennai – 600027



Name: Shanmuga Anandhi

Address: LCS Utopia Apts, Pallikaanai,
Chennai – 600100

Countersigned



Name: Thenmozhi

Designation: Company secretary cum compliance officer

Name of the Company: ROX HI-Tech Limited

Membership No. A66685

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

The Consolidated summary of e-voting is as under:

1. Resolution: Ordinary Business and Ordinary Resolution

To consider and adopt the Audited financial statement of the Company for the financial year ended 31st March 2024 together with the Reports of the Directors and Auditors thereon

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	14	14164256	1	8000	15	14172256
Less:	Number of Members & Invalid/Rejected Votes/ cast by interested parties	0	0	0	0	0	0
Less:	Number of Members partially exercised their votes	0	0	0	0	0	0
	No. of Valid Votes Cast	14	14164256	1	8000	15	14172256



Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member (s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	
Favour	14	14164256	1	8000	15	14172256	100%
Against	0	0	0	0	0	0	
Total	14	14164256	1	8000	15	14172256	100%

The above resolution has been passed by requisite majority.



2. Resolution: Ordinary Business and Ordinary Resolution

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

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	14	14164256	1	8000	15	14172256
Less:	Number of Members & Invalid/Rejected Votes/ cast by interested parties	0	0	0	0	0	0
Less:	Number of Members partially exercised their votes	0	0	0	0	0	0
	No. of Valid Votes Cast	14	14164256	1	8000	15	14172256



Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member (s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	
Favour	12	14154656	1	8000	13	14162656	100%
Against	2	9600	0	0	2	9600	100%
Total	14	14164256	1	8000	15	14172256	100%

The above resolution has been passed by requisite majority.



3. Resolution: Special Business and Ordinary Resolution

To approve material related party transaction(s) with ROX Technology and Solutions Private Limited and Nissiteq Solutions (Sole proprietary firm)

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	12	1599812	1	8000	12	711414
Less:	* Number of Members & Invalid/Rejected Votes/ cast by interested parties	1	896398	0	0	0	896398
Less:	Number of Members partially exercised their votes	0	0	0	0	0	0
	No. of Valid Votes Cast	11	703414	1	8000	12	711414

*Number of votes cast by interested parties under LODR and Companies Act 2013



Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member (s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	
Favour	8	692214	1	8000	9	700214	100%
Against	3	11200	0	0	3	11200	100%
Total	11	703414	1	8000	12	711414	100%

The above resolution has been passed by requisite majority.

Thanking You,



Sanka Indrani
Practising Company Secretary
Membership No: A26291
C.P No: 21983
PR No: 3517/2023
UDIN: A026291F001300498

Date: September 24, 2024
Place: Chennai